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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>PHILIP BOYLE FOUNDATION</b>		A Employer identification number <b>73-1354526</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2932 NW 122ND STREET</b>	Room/suite <b>D</b>	B Telephone number (see instructions) <b>405-755-5571</b>
City or town, state or province, country, and ZIP or foreign postal code <b>OKLAHOMA CITY OK 73120-1955</b>		C If exemption application is pending, check here ▶ <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 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 <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) ▶ \$ <b>2,513,785</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	34,857	34,857		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	92,319			
	b Gross sales price for all assets on line 6a	754,020			
	7 Capital gain net income (from Part IV, line 2)		92,319		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	11,265	11,265			
12 Total. Add lines 1 through 11	138,441	138,441	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 2	19,943	10,066		9,877
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	2,899	1,232		
	19 Depreciation (attach schedule) and depletion	1,690	1,690		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (att sch) STMT 4	4,398	4,302		96	
24 Total operating and administrative expenses. Add lines 13 through 23	28,930	17,290	0	9,973	
25 Contributions, gifts, grants paid	96,600			96,600	
26 Total expenses and disbursements. Add lines 24 and 25	125,530	17,290	0	106,573	
27 Subtract line 26 from line 12	12,911				
a Excess of revenue over expenses and disbursements		121,151			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash – non-interest-bearing		9,889	2,813	2,813
	2	Savings and temporary cash investments		249,174	29,805	29,805
	3	Accounts receivable ▶	495			
		Less allowance for doubtful accounts ▶		926	495	495
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule) <b>STMT 5</b>		100,296	259,222	259,222
	b	Investments – corporate stock (attach schedule) <b>SEE STMT 6</b>		1,254,488	1,570,559	1,570,559
	c	Investments – corporate bonds (attach schedule) <b>SEE STMT 7</b>		438,489	450,433	450,433
	11	Investments – land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach sch) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) <b>SEE STATEMENT 8</b>		198,166	200,458	200,458	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶					
15	Other assets (describe ▶)	)				
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)		2,251,428	2,513,785	2,513,785	
<b>Liabilities</b>	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)	)			
	23	<b>Total liabilities</b> (add lines 17 through 22)		0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted		2,251,428	2,513,785	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)		2,251,428	2,513,785	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		2,251,428	2,513,785	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,251,428
2	Enter amount from Part I, line 27a	2	12,911
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	3	249,446
4	Add lines 1, 2, and 3	4	2,513,785
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	2,513,785

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE WORKSHEET</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<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				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b> <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>			<b>2</b>	<b>92,319</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	<b>92,319</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	107,784	2,188,912	0.049241
2011	100,012	2,158,009	0.046345
2010	85,582	2,079,827	0.041149
2009	115,554	1,884,363	0.061323
2008	112,176	2,203,198	0.050915
<b>2 Total of line 1, column (d)</b>			<b>2</b> <b>0.248973</b>
<b>3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>			<b>3</b> <b>0.049795</b>
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			<b>4</b> <b>2,361,752</b>
<b>5 Multiply line 4 by line 3</b>			<b>5</b> <b>117,603</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> <b>1,212</b>
<b>7 Add lines 5 and 6</b>			<b>7</b> <b>118,815</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> <b>106,573</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	<b>2,423</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>2,423</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>2,423</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	<b>1,840</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>1,840</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	<b>7</b>
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	<b>590</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<b>X</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		<b>X</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<b>X</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		<b>X</b>
<b>3</b> 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		<b>X</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<b>X</b>
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<b>X</b>	
<b>7</b> 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	<b>X</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>OK</b>		
<b>b</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	<b>X</b>	
<b>9</b> 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		<b>X</b>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<b>X</b>

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		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13	<b>X</b>	
14	The books are in care of ► <b>FOUNDATION MANAGEMENT INC.</b> <b>2932 NW 122NE ST. , SUITE D</b> Located at ► <b>OKLAHOMA CITY</b>	Telephone no ► <b>405-755-5571</b> OK ZIP+4 ► <b>73120-1955</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 <b>X</b>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	<b>1b</b>
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?	<b>N/A</b>	<b>1c</b>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions )	<b>N/A</b>	<b>2b</b>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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 )	<b>N/A</b>	<b>3b</b>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
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?		<b>X</b>

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

**0**

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

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

**Total number of others receiving over \$50,000 for professional services** ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1 N/A</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1 N/A</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total. Add lines 1 through 3</b> <span style="float: right;">▶</span>	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	<b>2,386,681</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>6,800</b>
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	<b>4,237</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>2,397,718</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>2,397,718</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	<b>35,966</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>2,361,752</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>118,088</b>

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	<b>118,088</b>
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	<b>2,423</b>
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>2,423</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	<b>115,665</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	<b>115,665</b>
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	<b>115,665</b>

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	<b>106,573</b>
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>106,573</b>
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	<b>0</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>106,573</b>

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				<b>115,665</b>
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			<b>96,584</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <b>106,573</b>				
<b>a</b> Applied to 2012, but not more than line 2a			<b>96,584</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2013 distributable amount				<b>9,989</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				<b>105,676</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed  
**PHILIP BOYLE FOUNDATION 405-755-5571**  
**C/O FOUNDATION MANAGEMENT, INC. OKLAHOMA CITY OK 73120-1955**

**b** The form in which applications should be submitted and information and materials they should include  
**SEE STATEMENT 11**

**c** Any submission deadlines  
**MAY 15**

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

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year <b>SEE STATEMENT 12</b>				96,600
<b>Total</b>			<b>▶ 3a</b>	<b>96,600</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	



		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	-	-
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[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
<b>N/A</b>		

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.

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

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

PRESIDENT  
Title

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name

Preparer's signature



Check ☐ if self-employed

ELLAN WRIGHT

Firm's name ► **COLE & REED, P.C.**

Firm's address ▶ 531 COUCH DR  
OKLAHOMA CITY, OK 73102-2251

PTIN P00112450

Firm's EIN ▶ **73-1312422**

Phone no **405-239-7961**

Form **990-PF** (2013)

Form <b>990-PF</b>	<b>Capital Gains and Losses for Tax on Investment Income</b>	<b>2013</b>
For calendar year 2013, or tax year beginning _____, and ending _____		

Name <b>PHILIP BOYLE FOUNDATION</b>	Employer Identification Number <b>73-1354526</b>
----------------------------------------	-----------------------------------------------------

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) AMER BEACON INT' L EQ-INST FD#0067	P	VARIOUS	04/04/13
(2) AMER BEACON LG CAP VAL-INST FD#0066	P	VARIOUS	04/04/13
(3) AMER CENT SM CAP VAL-INST FD#0486	P	VARIOUS	12/09/13
(4) ARTISAN MID CAP VAI-INST FD#2450	P	VARIOUS	11/22/13
(5) ARTISAN MID CAP VALUE-INV FD#1464	P	VARIOUS	04/04/13
(6) ARTISAN SM CAP VAL-INST FD#2451	P	VARIOUS	11/22/13
(7) CALAMOS MKT NEUT INC-I FD#0629	P	VARIOUS	12/20/13
(8) DFA US SMI CAP VAL PORT FD#0034	P	VARIOUS	12/16/13
(9) DODGE & COX INTL STK	P	VARIOUS	04/04/13
(10) DODGE & COX STK	P	VARIOUS	04/04/13
(11) FIDELITY CONTRAFUND INC FD#0022	P	VARIOUS	12/16/13
(12) GOLDMAN SACHS HI YID-INST FD#0527	P	VARIOUS	05/28/13
(13) IPATH S&P 500 DYNAMIC VIX ETN	P	VARIOUS	12/26/13
(14) ISHARES LBOXX \$ INVESTMENT GRADE	P	VARIOUS	04/05/13
(15) ISHARES MSCI EMERGING MARKETS ETF	P	VARIOUS	07/26/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 11,241		12,052	-811
(2) 44,761		29,327	15,434
(3) 3,478			3,478
(4) 2,739			2,739
(5) 44,453		34,035	10,418
(6) 893			893
(7) 368			368
(8) 1,636			1,636
(9) 21,016		19,470	1,546
(10) 57,966		41,677	16,289
(11) 10,417			10,417
(12) 17,865		17,699	166
(13) 11,520		13,959	-2,439
(14) 11,933		10,660	1,273
(15) 10,484		8,511	1,973

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-811
(2)			15,434
(3)			3,478
(4)			2,739
(5)			10,418
(6)			893
(7)			368
(8)			1,636
(9)			1,546
(10)			16,289
(11)			10,417
(12)			166
(13)			-2,439
(14)			1,273
(15)			1,973

Form <b>990-PF</b>	<b>Capital Gains and Losses for Tax on Investment Income</b>	<b>2013</b>
For calendar year 2013, or tax year beginning _____, and ending _____		

Name <b>PHILIP BOYLE FOUNDATION</b>	Employer Identification Number <b>73-1354526</b>
----------------------------------------	-----------------------------------------------------

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) ISHARES S&P PREF STK LNDX FN	P	VARIOUS	04/05/13
(2) JPM LG CAP GRWTH	P	VARIOUS	08/23/13
(3) LAZARD EMRG MKTS-INST	P	VARIOUS	12/24/13
(4) MERGER	P	VARIOUS	12/30/13
(5) NUVEEN MID CAP GRWTH OPP-I FD#2453	P	VARIOUS	12/16/13
(6) OPPENHEIMER DEV MKTS FD-Y FD#0788	P	VARIOUS	12/10/13
(7) PERMANENT PORTFOLIO	P	VARIOUS	12/31/13
(8) PIMCO COMMOD RR STRAT	P	VARIOUS	12/12/13
(9) PIMCO TOTAL RETURN-INST FD#0035	P	VARIOUS	12/12/13
(10) PIMCO UNRESTR 13D-INST	P	VARIOUS	12/12/13
(11) ROYCE LOW-PROD STK-SERV FD#0266	P	VARIOUS	04/04/13
(12) ROYCE PREMIER-INTL	P	VARIOUS	12/06/13
(13) T ROWE PRICE NEW HORIZONS FD#0042	P	VARIOUS	12/17/13
(14) TEMPLETON GLOBAL BOND-ADV FD#0616	P	VARIOUS	12/18/13
(15) VANGUARD EXPLORER-ADM	P	VARIOUS	12/18/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 40,290		39,325	965
(2) 13,675		11,655	2,020
(3) 179			179
(4) 89			89
(5) 35,422		22,218	13,204
(6) 53			53
(7) 2,666			2,666
(8) 128			128
(9) 496			496
(10) 114			114
(11) 14,874		14,515	359
(12) 13,767		11,071	2,696
(13) 2,257			2,257
(14) 19			19
(15) 3,859		515	3,344

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k) but not less than -0-) OR Losses (from col (h))
(1)			965
(2)			2,020
(3)			179
(4)			89
(5)			13,204
(6)			53
(7)			2,666
(8)			128
(9)			496
(10)			114
(11)			359
(12)			2,696
(13)			2,257
(14)			19
(15)			3,344



Form <b>990-PF</b>	Capital Gains and Losses for Tax on Investment Income	2013
For calendar year 2013, or tax year beginning _____, and ending _____		

Name <b>PHILIP BOYLE FOUNDATION</b>	Employer Identification Number <b>73-1354526</b>
-------------------------------------	-----------------------------------------------------

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) <b>VANGUARD S/T BD INDX-SIG FD#1349</b>	<b>P</b>	<b>VARIOUS</b>	<b>12/24/13</b>
(2) <b>INVESCO STIC PRIME-INSTL FD#1919</b>	<b>P</b>	<b>VARIOUS</b>	<b>12/31/13</b>
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) <b>350</b>			<b>350</b>
(2) <b>375,012</b>		<b>375,012</b>	
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j) if any	
(1)			<b>350</b>
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

## Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL AND GAS ROYALITIES	\$ 11,265	\$ 11,265	\$
TOTAL	\$ 11,265	\$ 11,265	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANAGEMENT FEES	\$ 11,877	\$ 2,000	\$	\$ 9,877
PORTFOLIO MANAGEMENT FEES	8,066	8,066		
TOTAL	\$ 19,943	\$ 10,066	\$ 0	\$ 9,877

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	\$ 124	\$ 124	\$	\$
TAXES-FEDERAL	1,667			
GPT	1,108	1,108		
TOTAL	\$ 2,899	\$ 1,232	\$ 0	\$ 0

## Federal Statements

## Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
CONTRACT SERVICES	4,000	4,000		
OTHER DEDUCTION - ROYALTY	234	234		27
BANK CHARGES	27			69
MEETING EXPENSE	137	68		
TOTAL	<u>\$ 4,398</u>	<u>\$ 4,302</u>	<u>\$ 0</u>	<u>\$ 96</u>

## Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FNMA STP FIT DUE 6/28/2027	\$ 100,296	\$ 88,209	MARKET	\$ 88,209
FNMA STP RT DUE 2/28/2028		146,209	MARKET	146,209
GENERAL ELECTRIC CAP DUE 4/15/2020		24,804	MARKET	24,804
TOTAL	<u>\$ 100,296</u>	<u>\$ 259,222</u>		<u>\$ 259,222</u>

## Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMER BEACON INT'L EQ-INST FD#0067	\$ 42,602	\$ 38,736	MARKET	\$ 38,736
AMER BEACON LG CAP VAL-INST FD#0066	133,595	123,553	MARKET	123,553
AMER CENT SM CAP VAL-INST FD#0486	18,666	24,962	MARKET	24,962
ARTISAN MID CAP VAL-INST FD#2450		70,415	MARKET	70,415
ARTISAN SM CAP VAL-INST FD#2451		25,637	MARKET	25,637
ARTISAN SMI CAP VAL FD #963	20,854		MARKET	
DFA LARGE CAP VAL PORFT FD#0035		128,227	MARKET	128,227
DFA US SML CAP VAL PORT FD#0034		38,060	MARKET	38,060
DODGE & COX INTL STK FD#1048	51,729	38,879	MARKET	38,879
DODGE & COX STK FD#0145	145,890	129,152	MARKET	129,152
FIDELITY ADV LEVG CO STK I FD#0106	10,936	14,879	MARKET	14,879
FIDELITY CONTRAFUND INC FD#0022	109,341	146,488	MARKET	146,488
HARBOR INTERNATIONAL-INST FD#2011		36,357	MARKET	36,357

## Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES GOLD TRUST	\$ 18,851	\$ 13,525	MARKET	\$ 13,525
ISHARES MSCI BRIC INDX FUND	3,880	3,581	MARKET	3,581
ISHARES MSCI EMERGING MKT IN FD	11,620		MARKET	
ISHARES RUSSELL MID-CAP VALUE ETF	54,306	22,999	MARKET	22,999
ISHARES S&P 500 GROWTH INDX FD	111,200	70,804	MARKET	70,804
JPM LG CAP GRWTH FD#3118	9,863	131,664	MARKET	131,664
LAZARD EMRG MKTS-INST FD#0638	21,986	9,603	MARKET	9,603
MFS INT'L NEW DISCOVERY-I FD#0874	78,268	25,996	MARKET	25,996
NUVEEN MID CAP GRWTH OPP-I FD#2453		76,395	MARKET	76,395
OPPENHEIMER DEV MKTS FD-Y FD#0786		11,209	MARKET	11,209
POWERSHARES QQQ	15,436	20,847	MARKET	20,847
ROYCE LOW-PRCD STK-SERV FD#0266	13,994		MARKET	
ROYCE PREMIER-INSTL FD#0426	24,621	16,179	MARKET	16,179
T ROWE PRICE GWTH STK-I FD#0040	76,269	106,126	MARKET	106,126
T ROWE PRICE NEW HORIZONS FD#0042	24,467	36,482	MARKET	36,482
TORTOISE ENERGY INFRASTRUCTU FD	11,370	14,301	MARKET	14,301
VANGUARD EXPLORER FD-ADM #5024	23,394	32,901	MARKET	32,901
VANGUARD MID CAP INDX-INSTL FD#0864	38,950	52,026	MARKET	52,026
VANGUARD REIT ETF FD	13,160	12,912	MARKET	12,912
VANGUARD S/C GWTH INDX-I FD#0866	15,228	20,907	MARKET	20,907
VANGUARD SM CP VAL INDX-INST FD#0865	32,429	43,481	MARKET	43,481
WISDOMTREE EMERGING MARKETS SMALL CA	9,888	9,218	MARKET	9,218
WM BLAIR INTL GROWTH-I FD#1747	20,508	24,058	MARKET	24,058
ARTISAN MID CAP VALUE FD#1464	91,187		MARKET	
TOTAL	\$ 1,254,488	\$ 1,570,559		\$ 1,570,559

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOLDMAN SACHS HI YLD-INSTL FD#0527	\$ 17,435	\$	MARKET	\$
IBOXX \$ INVESTMENT GRADE	12,099		MARKET	
ISHARES BARCLAYS TIPS BOND FUND UIT	51,599		MARKET	
ISHARES S&P PREF STK INDX FN	118,860		MARKET	
TEMPLETON GLOBAL BD-ADV FD#0616	40,888	79,411	MARKET	79,411
ISHARES TIPS BOND ETF		46,707	MARKET	46,707

## Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES US PREFERRED STOCK ETF		\$ 73,660	MARKET	\$ 73,660
PIMCO TOTAL RETURN-INST FD#0035		74,676	MARKET	74,676
PIMCO UNRESTRC FD#1863	78,000	29,608	MARKET	29,608
PIMCO BRIG LO FD#0332		27,990	MARKET	27,990
VANGUARD S/T BD INDX-SIG FD#1 349	119,608	118,381	MARKET	118,381
TOTAL	\$ 438,489	\$ 450,433		\$ 450,433

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CALAMOS MKT NEUT INC-I FD#0629	\$ 17,907	\$ 18,721	MARKET	\$ 18,721
CREDIT SUISSE COMM RETN ST FD#2156	15,142	13,634	MARKET	13,634
DIAMOND HILL LONG/SHORT-I FD#0011	11,687	14,342	MARKET	14,342
FORUM ABSOLUTE STRATEGIES-I FD 0102	18,412	18,230	MARKET	18,230
IVY ASSET STRATEGY FD - I FD#0473	19,444	24,075	MARKET	24,075
MERGER FD#0260	17,756	18,047	MARKET	18,047
PERMANENT PORTFOLIO FD#1500	29,809	29,055	MARKET	29,055
PIMCO ALL ASSET-INST FD#0034	54,456	52,290	MARKET	52,290
PIMCO COMMOD RR STRAT-INS FD#0045	9,316	7,827	MARKET	7,827
MINERAL INTERESTS	4,237	4,237	MARKET	4,237
TOTAL	\$ 198,166	\$ 200,458		\$ 200,458

## Federal Statements

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN/LOSS	\$ 247,756
DEPLETION	1,690
TOTAL	<u>\$ 249,446</u>

## Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DAIL BOYLE COBB 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TRUSTEE, VP	1.00	0	0	0
JIM COBB 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TRUSTEE, PRE	1.00	0	0	0
SYDNEY MCCURDY 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TRUSTEE	1.00	0	0	0
KARI KOSTER 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	ASSIST. SEC.	1.00	0	0	0
SHERRIE SCHROEDER 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TREASURER	1.00	0	0	0
PHILIP COBB 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TRUSTEE	1.00	0	0	0

**Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

LETTER WITH AMOUNT REQUESTED, PROJECT DESCRIPTION, COPY OF  
501(C)(3), EMAIL ADDRESS AND PHONE NUMBER.

**Form 990-PF, Part XV, Line 2c - Submission Deadlines****Description**

MAY 15



## Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the  
Year

Name	Address	Relationship	Status	Purpose	Amount
CENTER FOR CHILDREN AND FAMILIES NORMAN OK 73071	NONE	1151 E. MAIN ST. PO BOX 891020	501(C) (3)	4TH INSTALLMENT OF 5 YR \$50,000 PLED	10,000
CHRISTMAS CONNECTION, INC. OKLAHOMA CITY OK 73189	NONE	PO BOX 1087	501(C) (3)	SCHOOL CONNECTIONS	3,000
CITIZENS ADVISORY BD OF CLEVELAND C NORMAN OK 73070	NONE	4224 N. LINCOLN BLVD. PO BOX 1371	501(C) (3)	SPRING SIBLING EVENT	3,500
INFANT CRISIS SERVICES OKLAHOMA CITY OK 73105	NONE	PO BOX 1371	501(C) (3)	OPERATIONAL	5,000
MEALS ON WHEELS OF NORMAN, INC. NORMAN OK 73070	NONE	415 COUCH DRIVE	501(C) (3)	FREE MEAL PROGRAM	5,000
OKLAHOMA CITY MUSEUM OF ART OKLAHOMA CITY OK 73102	NONE	3355 S PURDUE,	501(C) (3)	HEALING ARTS OUTREACH PROGRAM	7,500
REGIONAL FOOD BANK OF OKLAHOMA OKLAHOMA CITY OK 73127	NONE	6835 S. CANTON AVE.	501(C) (3)	OPERATIONAL	8,800
SPECIAL OLYMPICS OF OK, INC. TULSA OK 74136	NONE	100 TIMBERDELL ROAD	501(C) (3)	WINTER GAMES	4,300
UNIVERSITY OF OKLAHOMA FOUNDATION NORMAN OK 73019	NONE	PO BOX 672	501(C) (3)	PHILIP BOYLE SCHOLARSHIP FUND	10,000
NOVO MINISTRIES OKLAHOMA CITY OK 73101	NONE	PO BOX 18701	501C3	GENERAL OPERATIONS FUND	5,000
BOYS & GIRLS CLUB OKLAHOMA CITY OK 73154	NONE	4334 NW EXPRESSWAY	501C3	OPERATIONAL EXPENSES	5,000
CALM WATERS OKLAHOMA CITY OK 73116	NONE	5716 S WESTERN AVE	501C3	OPERATIONAL EXPENSES	3,000
CELEBRATIONS PRESCHOOL OKLAHOMA CITY OK 73109	NONE	3000 N ROCKWELL	501C3	SCHOLARSHIP FUNDS FOR STUDENTS	3,000
DAILY LIVING CENTERS BETHANY OK 73008	NONE	7949 S I-35 RD	501C3	FUNDS DIRECTED TO CHALLENGE GRANT OP	5,000
A NEW LEASH ON LIFE OKLAHOMA CITY OK 73149	NONE	6 NE 63RD ST	501C3	SERVICE AND THERAPY DOG TRAINING	3,000
PREVENT BLINDNESS OKLAHOMA CITY OK 73105	NONE	805 RANDALL RD	501C3	CHILDREN'S VISION SCREENING	5,000
REDEEMING THE FAMILY EDMOND OK 73034	NONE	616 NW 21ST	501C3	OKLAHOMA MESSAGES PROJECT	2,500
SUNBEAM FAMILY SERVICES OKLAHOMA CITY OK 73103	NONE	501C3	501C3	OPERATIONAL EXPENSES	8,000

## Year (continued)

Amount

96,600