EXTENSION GRANTED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

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

Name of foundation: AARON & GERTRUDE KARCHMER MEMORIAL FOUNDATION

A Employer identification number: 73-1463604

Number and street (or P O box number if mail is not delivered to street address): PO BOX 436 | Room/suite:

B Telephone number (see the instructions): (405) 236-2210

City or town, state or province, country, and ZIP or foreign postal code: OKLAHOMA CITY OK 73101

C If exemption application is pending, check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ► ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,017,831.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		
	4 Dividends and interest from securities	25,037.	25,037.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		81,853.		
	8 Net short-term capital gain			81,853.	
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	25,041.	106,894.	81,853.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	8,084.	7,134.		
	17 Interest	25.	25.		
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	5,221.	1,020.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ADR Fees	13.	13.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,343.	8,192.		
	25 Contributions, gifts, grants paid	108,450.			108,450.
	26 **Total expenses and disbursements.** Add lines 24 and 25	121,793.	8,192.		108,450.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-96,752.			
	b **Net investment income** (if negative, enter -0-)		98,702.		
	c **Adjusted net income** (if negative, enter -0-)			81,853.	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	3,894.	-10,191.	-10,191.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	719,644.	718,831.	1,028,022.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	723,538.	708,640.	1,017,831.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	723,538.	708,640.	
	30 **Total net assets or fund balances** (see instructions)	723,538.	708,640.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	723,538.	708,640.	

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	723,538.
2	Enter amount from Part I, line 27a	2	-96,752.
3	Other increases not included in line 2 (itemize) ► Net Capital Gains	3	81,854.
4	Add lines 1, 2, and 3	4	708,640.
5	Decreases not included in line 2 (itemize) ► Net Capital Losses	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	708,640.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Short Term Common Stock See Attached Schedule	P	Various	Various
b	Long Term Common Stock See Attached Schedule	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	156,023.		148,956.	7,067.
b	320,316.		245,530.	74,786.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	7,067.
b	0.	0.	0.	74,786.
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 81,853.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . **3** 81,853.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	30,787.	854,700.	0.036021
2011	57,070.	822,597.	0.069378
2010	67,736.	456,243.	0.148465
2009	74,900.	700,295.	0.106955
2008	78,900.	1,255,819.	0.062828

2	**Total** of line 1, column (d)	2	0.423647
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.084729
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	940,723.
5	Multiply line 4 by line 3	5	79,707.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	987.
7	Add lines 5 and 6	7	80,694.
8	Enter qualifying distributions from Part XII, line 4	8	108,450.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	987.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	987.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	987.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6a: 2,120.		
b	Exempt foreign organizations — tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	2,120.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	11.
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	1,122.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 1,122. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ► N/A

14 The books are in care of ► DON A KARCHMER Telephone no. ► (405) 236-2210

Located at ► 21 EAST MAIN, OKLAHOMA CITY, OK ZIP + 4 ► 73104

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

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

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		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 [X]	
(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 [X]	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]	
(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 [X]	
(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 [X]	
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b
Organizations relying on a current notice regarding disaster assistance check here ► [ ]		
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	Yes [ ] No [ ]	
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b No: 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 [X]	
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DON A KARCHMER 21 EAST MAIN, OKC, OK 73104	PRES/TREAS 4.00	0.	0.	0.
TERE BOND 21 EAST MAIN, OKC, OK 73104	SECRETARY 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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 ▶		None

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	948,424.
b	Average of monthly cash balances	1b	6,625.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	955,049.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	955,049.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	14,326.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	940,723.
6	**Minimum investment return.** Enter 5% of line 5	6	47,036.

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	47,036.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	987.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	987.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	46,049.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	46,049.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	46,049.

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	108,450.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	108,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	987.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	107,463.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				46,049.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 — 0.				
b From 2009 — 6,345.				
c From 2010 — 47,052.				
d From 2011 — 16,174.				
e From 2012 — 0.				
f **Total** of lines 3a through e	69,571.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 108,450.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				39,704.
e Remaining amount distributed out of corpus	68,746.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	6,345.			6,345.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	131,972.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	131,972.			
10 Analysis of line 9				
a Excess from 2009 — 0.				
b Excess from 2010 — 47,052.				
c Excess from 2011 — 16,174.				
d Excess from 2012 — 0.				
e Excess from 2013 — 68,746.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

DON A KARCHMER

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

NONE

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

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

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

DON A KARCHMER
PO Box 436
OKLAHOMA CITY OK 73101 (405) 236-2210

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

LETTER REGARDING EXEMPT PURPOSE, AND INFORMATION REGARDING THE ORGANIZATION, PROOF OF EXEMPT STATUS

c Any submission deadlines:

NONE

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

RESTRICTED TO 501(c)(3) ORGANIZATIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
Wilderness Matters Inc Fund #1099 1713 Hunting Ave Oklahoma City OK 73116	NA	501(c)(3)	CHARITY	50,000.
Jewish Federation of Greater OKC 2600 NW 55th PL Oklahoma City OK 73112	NA	501(c)(3)	CHARITY	7,500.
Myriad Gardens 301 W Reno Oklahoma City OK 73102	NA	501(c)(3)	CHARITY	10,000.
Okla Israel Exchange 2600 NW 55th PL Oklahoma City OK 73112	NA	501(c)(3)	CHARITY	1,800.
President's Associates University of Oklahoma 339 West Boyd Norman OK 73019	NA	501(c)(3)	CHARITY	1,890.
Harold Hamm Diabetes Center 1000 N Lincoln Blvd STE 1900 Oklahoma City OK 73104	NA	501(c)(3)	CHARITY	7,500.
Allied Arts 1015 N Broadway Oklahoma City OK 73101	NA	501(c)(3)	CHARITY	1,000.
Presbyterian Health Fnd 655 Research Parkway Oklahoma City OK 73104	NA	501(c)(3)	CHARITY	500.
OKC Boat Foundation 725 S Lincoln Blvd Oklahoma City OK 73129		501(c)(3)	CHARITY	1,000.
See Line 3a statement				27,260.
Total . . . . ► **3a**				108,450.
***b** Approved for future payment*				
Total . . . . ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4.	
4 Dividends and interest from securities			14	25,037.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				25,041.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 25,041.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

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

Don G. Karchmer 11/6/14 FOUNDATION MANAGER

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Laura Cooke, Attorney	Laura Cooke, Atty	11/05/14		P01385268
Firm's name ► Laura Cooke, Attorney			Firm's EIN ►	
Firm's address ► 3100 W BRITTON RD STE E OKLAHOMA CITY OK 73120-2036			Phone no (405) 755-5199	

TEEA0503 07/11/13

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

AARON & GERTRUDE KARCHMER
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OKLAHOMA CITY OK 73101-0436

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 73-1463604
Account Number 074 893763 870

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BAXTER INTL INC	CUSIP 071813109	Symbol (Box 1d): BAX						
	5 000	10/08/12	02/12/13	$343 84	$308 20	$0 00	$35 64	$0 00
BLACKROCK INC	CUSIP 09247X101	Symbol (Box 1d): BLK						
	9 000	01/02/13	02/12/13	$2,154 37	$1,911 54	$0 00	$242 83	$0 00
BOK FINANCIAL CORP NEW	CUSIP: 05561Q201	Symbol (Box 1d): BOKF						
	350 000	06/22/12	01/08/13	$19,298 60	$19,954 83	$0 00	($656 23)	$0 00
COSTCO WHOLESALE CORP NEW	CUSIP. 22160K105	Symbol (Box 1d): COST						
	9 000	05/24/12	02/12/13	$917 52	$757 95	$0 00	$159 57	$0 00
DEERE & CO	CUSIP. 244199105	Symbol (Box 1d): DE						
	235 000	11/26/12	05/29/13	$20,397 59	$19,673 61	$0 00	$723 98	$0 00
HONEYWELL INTERNATIONAL INC	CUSIP: 438516106	Symbol (Box 1d): HON						
	12 000	11/05/12	02/12/13	$844 06	$752 71	$0 00	$91 35	$0 00
INTL BUSINESS MACHINES CORP	CUSIP 459200101	Symbol (Box 1d): IBM						
	21 000	08/21/13	09/25/13	$3,985 42	$3,888 36	$0 00	$97 06	$0 00
LORILLARD INC	CUSIP: 544147101	Symbol (Box 1d): LO						
	50 000	02/21/13	11/20/13	$2,637 45	$2,140 83	$0 00	$496 62	$0 00
MC DONALDS CORP	CUSIP: 580135101	Symbol (Box 1d): MCD						
	175 000	04/16/13	07/25/13	$16,957 29	$17,940 49	$0 00	($983 20)	$0 00
	25 000	06/25/13	07/25/13	$2,422 47	$2,444 50	$0 00	($22 03)	$0 00
	25.000	07/15/13	07/25/13	$2,422.47	$2,525.00	$0.00	($102.53)	$0.00
Security Subtotal	225.000			$21,802.23	$22,909 99	$0.00	($1,107.76)	$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MONSANTO CO/NEW	CUSIP: 61166W101		Symbol (Box 1d): MON					
	4 000	12/11/12	02/12/13	$407 03	$363 75	$0 00	$43 28	$0 00
	216.000	12/11/12	08/05/13	$21,004.16	$19,042.50	$0.00	$1,361.66	$0.00
Security Subtotal	220.000			$21,411.19	$20,006.25	$0 00	$1,404.94	$0.00
OCCIDENTAL PETROLEUM CORP DE	CUSIP. 674599105		Symbol (Box 1d): OXY					
	225 000	05/06/13	08/07/13	$19,775 73	$20,086 90	$0 00	($311 17)	$0 00
ROYAL BANK OF CANADA	CUSIP: 780087102		Symbol (Box 1d): RY					
	350 000	01/08/13	05/15/13	$20,875 81	$21 443 28	$0 00	($567 47)	$0 00
UNITED PARCEL SERVICE INC CL-B	CUSIP: 911312106		Symbol (Box 1d): UPS					
	8 000	06/22/12	02/12/13	$658 38	$619 42	$0 00	$38 96	$0 00
	25.000	10/19/12	08/13/13	$2,188.61	$1,801.75	$0.00	$386.86	$0.00
Security Subtotal	33.000			$2,846.99	$2,421.17	$0.00	$425.82	$0.00
Total Short Term Covered Securities				$137,290.80	$136,255.62	$0.00	$1,035.18	$0.00

Morgan Stanley

Corporate Tax Statement
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EATON CORP PLC SHS	CUSIP: G29183103		Symbol (Box 1d): ETN					
	109 000	12/03/12	02/12/13	$6,556 53	$5,630 40	$0 00	$926 13	$0 00
VALERO ENERGY CP DELA NEW	CUSIP· 91913Y100		Symbol (Box 1d): VLO					
	267 000	03/22/12	02/12/13	$12,175 72	$7,069 92	$0 00	$5,105 80	$0 00
Total Short Term Noncovered Securities				**$18,732.25**	**$12,700.32**	**$0.00**	**$6,031.93**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$156,023 05**	**$148,955 94**	**$0.00**	**$7,067.11**	**$0 00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

079731 MS13OA01 493491

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BAXTER INTL INC	CUSIP: 071813109		Symbol (Box 1d): BAX					
	320 000	10/08/12	10/23/13	$20,861 61	$19,724 80	$0.00	$1,136 81	$0 00
PEPSICO INC NC	CUSIP. 713448108		Symbol (Box 1d): PEP					
	275 000	05/11/12	12/11/13	$22,813 90	$18 437 54	$0 00	$4,376 36	$0 00
	25.000	06/22/12	12/11/13	$2,073.99	$1,719.25	$0.00	$354.74	$0.00
Security Subtotal	300.000			$24,887.89	$20,156 79	$0.00	$4,731.10	$0.00
UNITED PARCEL SERVICE INC CL-B	CUSIP: 911312106		Symbol (Box 1d): UPS					
	242 000	06/22/12	08/13/13	$21 185 74	$18,737 58	$0.00	$2,448 16	$0.00
Total Long Term Covered Securities				**$66,935.24**	**$58,619.17**	**$0.00**	**$8,316.07**	**$0.00**

Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMGEN INC	CUSIP· 031162100		Symbol (Box 1d): AMGN					
	15 000	12/22/11	02/12/13	$1,270 47	$949 20	$0 00	$321 27	$0 00
	20 000	12/22/11	02/25/13	$1,814 95	$1,265 60	$0 00	$549 35	$0.00
	240.000	12/22/11	06/05/13	$22,829.98	$15,187.20	$0.00	$7,642 78	$0.00
Security Subtotal	275 000			$25,915.40	$17,402.00	$0.00	$8,513 40	$0.00
BOEING CO	CUSIP: 097023105		Symbol (Box 1d): BA					
	26 000	10/31/11	02/12/13	$1,977 51	$1,721 41	$0 00	$256 10	$0 00
	9 000	10/31/11	03/14/13	$762 55	$595 87	$0.00	$166 68	$0 00
	30 000	10/31/11	10/04/13	$3,499 13	$1,986 24	$0 00	$1,512 89	$0 00
	25 000	10/31/11	10/23/13	$3,186 94	$1,655 20	$0.00	$1,531 74	$0 00
	5.000	10/31/11	12/09/13	$674 33	$331.04	$0.00	$343.29	$0.00
Security Subtotal	95 000			$10,100.46	$6,289.76	$0.00	$3,810 70	$0.00
CHEVRON CORP	CUSIP: 166764100		Symbol (Box 1d). CVX					
	12 000	01/05/12	02/12/13	$1,398 80	$1,303 28	$0 00	$95 52	$0 00
	188.000	01/05/12	10/11/13	$22,046.11	$20,418.08	$0.00	$1,628.03	$0.00
Security Subtotal	200.000			$23,444.91	$21,721.36	$0.00	$1,723 55	$0.00
COCA COLA CO	CUSIP· 191216100		Symbol (Box 1d) KO					
	27 000	09/30/09	02/12/13	$1,011 93	$724 49	$0 00	$287 44	$0 00
CST BRANDS INC COM	CUSIP: 12646R105		Symbol (Box 1d): CST					
	0 666	03/22/12	05/01/13	$20 28	$13 09	$0 00	$7 19	$0 00
	53.000	03/22/12	05/03/13	$1,606.95	$1,042.04	$0.00	$564.91	$0.00
Security Subtotal	53.666			$1,627.23	$1,055.13	$0.00	$572.10	$0.00
DARDEN RESTAURANTS	CUSIP: 237194105		Symbol (Box 1d): DRI					
	400 000	12/09/11	02/21/13	$17,900 79	$17,327 12	$0 00	$573 67	$0 00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

079731 MS13OA01 493493

Morgan Stanley

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Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) **OMB NO. 1545-0715**

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DIAGEO PLC SPON ADR NEW	CUSIP: 25243Q205		Symbol (Box 1d). DEO					
	14 000	01/04/12	02/12/13	$1,654 48	$1,234 18	$0 00	$420 30	$0 00
	186.000	01/04/12	06/25/13	$21,372.30	$16,396.98	$0.00	$4,975.32	$0.00
Security Subtotal	200.000			$23,026.78	$17,631 16	$0.00	$5,396.62	$0.00
INTL BUSINESS MACHINES CORP	CUSIP: 459200101		Symbol (Box 1d)· IBM					
	6 000	05/01/09	02/12/13	$1,202 13	$625 25	$0 00	$576 88	$0 00
	94 000	05/01/09	09/25/13	$17,839 47	$9,795 59	$0 00	$8,043 88	$0 00
	15.000	01/18/11	09/25/13	$2,846.72	$2,267.85	$0.00	$578.87	$0.00
Security Subtotal	115.000			$21,888.32	$12,688 69	$0 00	$9,199.63	$0.00
NIKE INC B	CUSIP: 654106103		Symbol (Box 1d): NKE					
	50 000	08/29/11	02/12/13	$2,749 94	$2,190 36	$0 00	$559.58	$0 00
	25.000	08/29/11	10/23/13	$1,887.96	$1,095.18	$0.00	$792 78	$0.00
Security Subtotal	75.000			$4,637.90	$3,285.54	$0.00	$1,352.36	$0 00
NORDSTROM INC	CUSIP· 655664100		Symbol (Box 1d): JWN					
	400 000	01/18/11	01/02/13	$21,306 92	$16,938 52	$0 00	$4,368 40	$0 00
NORTHROP GRUMMAN CP(HLDG CO)	CUSIP: 666807102		Symbol (Box 1d): NOC					
	18 000	06/22/11	02/12/13	$1,193 01	$1,204 87	$0 00	($11 86)	$0 00
	32 000	06/22/11	10/04/13	$2,985.86	$2,142 00	$0 00	$843 86	$0 00
	25 000	06/22/11	10/23/13	$2,623 45	$1 673 44	$0 00	$950 01	$0 00
	5.000	06/22/11	12/09/13	$549.39	$334.69	$0.00	$214.70	$0.00
Security Subtotal	80.000			$7,351.71	$5,355.00	$0.00	$1,996.71	$0.00
OGE ENERGY CORPORATION	CUSIP: 670837103		Symbol (Box 1d): OGE					
	5 000	08/06/10	02/12/13	$297 09	$198 25	$0 00	$98 84	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

AARON & GERTRUDE KARCHMER
MEMORIAL FDN A NON-PROFIT ORG
DON A KARCMER, PRES, PM ACCT
P O BOX 436
OKLAHOMA CITY OK 73101-0436

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 73-1463604
Account Number 074 893763 870

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ONEOK INC NEW	CUSIP· 682680103	Symbol (Box 1d). OKE						
	28 000	01/23/09	02/12/13	$1,347 32	$409 15	$0 00	$938 17	$0 00
PFIZER INC	CUSIP: 717081103	Symbol (Box 1d): PFE						
	88 000	02/03/11	02/12/13	$2,327 10	$1,625 23	$0 00	$701 87	$0 00
PHILIP MORRIS INTL INC	CUSIP: 718172109	Symbol (Box 1d): PM						
	6 000	01/14/11	02/12/13	$541 00	$340 37	$0 00	$200 63	$0 00
PPG INDUSTRIES INC	CUSIP: 693506107	Symbol (Box 1d). PPG						
	39 000	02/11/10	02/12/13	$5,318 70	$2,348 67	$0 00	$2,970 03	$0 00
PRAXAIR INC	CUSIP: 74005P104	Symbol (Box 1d). PX						
	160 000	03/16/09	04/16/13	$17,469 72	$10 275 94	$0 00	$7 193 78	$0 00
	15.000	01/18/11	04/16/13	$1,637.79	$1,402.65	$0.00	$235.14	$0.00
Security Subtotal	175.000			$19,107.51	$11,678 59	$0.00	$7,428.92	$0.00
QUALCOMM INC	CUSIP· 747525103	Symbol (Box 1d): QCOM						
	17 000	10/26/11	02/12/13	$1,122.82	$876 64	$0 00	$246 18	$0 00
	283 000	10/26/11	07/08/13	$16,971 24	$14,593 46	$0 00	$2,377 78	$0 00
	50.000	10/31/11	07/08/13	$2,998.45	$2,616.50	$0.00	$381.95	$0.00
Security Subtotal	350.000			$21,092.51	$18,086.60	$0.00	$3,005.91	$0.00
TRAVELERS COMPANIES INC COM	CUSIP· 89417E109	Symbol (Box 1d): TRV						
	25 000	07/01/10	02/12/13	$1,995 70	$1,233 92	$0 00	$761 78	$0 00
UNITED TECHNOLOGIES CORP	CUSIP 913017109	Symbol (Box 1d): UTX						
	6 000	12/05/08	02/12/13	$539 86	$289 03	$0 00	$250 83	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1a)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
V F CORPORATION	CUSIP: 918204108		Symbol (Box 1d): VFC					
	5 000	02/11/08	12/09/13	$1,163 37	$397 93	$0 00	$765 44	$0 00
	20.000	02/11/08	12/24/13	$1,222.17	$397.93	$0.00	$824.24	$0.00
Security Subtotal	25,000			$2,385 54	$795.86	$0.00	$1,589.68	$0 00
VALERO ENERGY CP DELA NEW	CUSIP. 91913Y100		Symbol (Box 1d): VLO					
	483 000	03/22/12	05/06/13	$18,498 53	$11,734 28	$0 00	$6,764 25	$0 00
VERIZON COMMUNICATIONS	CUSIP: 92343V104		Symbol (Box 1d): VZ					
	465 000	12/12/11	09/11/13	$21,717 58	$17,751 79	$0 00	$3,965 79	$0 00
Total Long Term Noncovered Securities				**$253,380.79**	**$186,910.51**	**$0.00**	**$66,470.28**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$320,316.03**	**$245,529.68**	**$0.00**	**$74,786.35**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$476,339.08**	**$394,485.62**	**$0.00**	**$81,853.46**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$476,339.08**			
Total Cost or Other Basis (Box 3)		**$194,874.79**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Account Detail

Portfolio Management Active Assets Account
074-893763-870

AARON & GERTRUDE KARCHMER
MEMORIAL FDN A NON-PROFIT ORG

Investment Objectives †: Capital Appreciation, Aggressive Income

Investment Advisory Account

† See the Expanded Disclosures for more information about investment objectives Please review for accuracy and inform us if your investment objectives change

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates Actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment and, it does not reflect changes in its price, which may fluctuate Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MARGIN LOAN	$(4,240.66)			

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, BDP, AND MMFs	(0.4)%	$(4,240.66)	$0.00 $0.00
TOTAL CASH, BDP, MMFS		$0 00	
TOTAL CASH, BDP, MMFS (DEBIT)		$(4,240 66)	

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBVIE INC COM (ABBV)	10/23/13	430 000	$48 610	$20,902 26	**$22,708 30**	$1,806 04 ST	$688 00	3.02
Share Price $52.810, Next Dividend Payable 02/2014								
ANHEUSER BUSCH INBEV SA SPON (BUD)	12/12/11	250 000	58 747	14,686 70	**26,615.00**	11,928 30 LT	626 00	2.35
Share Price $106.460, 250 Held On Margin								
APPLIED MATERIALS INC (AMAT)	6/25/13	1,400 000	15.217	21,303 24	**24,752.00**	3,448.76 ST	560 00	2 26
Share Price $17.680, Next Dividend Payable 03/2014, 1400 Held On Margin								

Account Detail

Portfolio Management Active Assets Account
074-893763-870

AARON & GERTRUDE KARCHMER
MEMORIAL FDN A NON-PROFIT ORG

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AUTOMATIC DATA PROCESSING INC (ADP)	9/26/11	350 000	47 217	16,526 02	**28,279 65**	11,753 63 LT	672 00	2 37
Share Price $80 799, Next Dividend Payable 01/01/14, 350 Held On Margin								
BLACKROCK INC (BLK)	1/2/13	91 000	212 394	19,327 81	**28,798.77**	9,470 96 ST	611 52	2 12
Share Price $316 470, Next Dividend Payable 03/2014, 91 Held On Margin								
BOEING CO (BA)	10/31/11	220.000	66 208	14,565 76	**30,027.80**	15,462 04 LT	642 40	2 13
Share Price· $136 490, Next Dividend Payable 03/2014, 220 Held On Margin								
BRISTOL MYERS SQUIBB CO (BMY)	7/3/13	450 000	43 360	19,511 78	23,917 50	4,405 72 ST		
	8/21/13	125 000	41 485	5,185 64	6,643 75	1,458 11 ST		
	Total	575 000		24 697 42	**30,561 25**	5,863 83 ST	828 00	2 70
Share Price $53 150, Next Dividend Payable 02/03/14, 575 Held On Margin								
CARDINAL HEALTH INC (CAH)	12/11/13	375 000	66 360	24,884 96	**25,053.75**	168 79 ST	453 75	1 81
Share Price $66 810, Next Dividend Payable 01/15/14								
COCA COLA CO (KO)	9/30/09	398 000	26.833	10 679 55	16 441 38	5 761 83 LT		
	1/14/11	70 000	31 575	2 210 25	2 891 70	681 45 LT		
	3/29/11	120 000	32 840	3,940 80	4,957 20	1,016 40 LT		
	8/21/13	42 000	38 320	1,609 44	1,735 02	125 58 ST		
	Total	630 000		18,440 04	**26,025.30**	7,459 68 LT 125 58 ST	705 60	2 71
Share Price $41 310, Next Dividend Payable 03/2014, 630 Held On Margin								
COSTCO WHOLESALE CORP NEW (COST)	5/24/12	216.000	84 217	18,190 88	**25,708.32**	7 517 44 LT	267 84	1 04
Share Price. $119 020, Next Dividend Payable 02/2014, 216 Held On Margin								
DOW CHEMICAL CO (DOW)	9/11/13	575 000	40 001	23,000 75	**25,530.00**	2,529 25 ST	736 00	2 88
Share Price $44 400, Next Dividend Payable 01/30/14, 575 Held On Margin								
EATON CORP PLC SHS (ETN)	12/3/12	366 000	51 655	18,905 73	**27,859.92**	8,954 19 LT	614 88	2 20
Share Price $76 120, Next Dividend Payable 02/2014, 366 Held On Margin								
HONEYWELL INTERNATIONAL INC (HON)	11/5/12	313 000	62 726	19,633 31	**28,598.81**	8,965 50 LT	563 40	1 97
Share Price $91 370, Next Dividend Payable 03/2014, 313 Held On Margin								
INTERNATIONAL PAPER CO (IP)	8/28/13	500 000	46 765	23,382 60	**24,515.00**	1,132 40 ST	700 00	2 85
Share Price $49 030, Next Dividend Payable 03/2014, 500 Held On Margin								
JOHNSON & JOHNSON (JNJ)	7/5/12	275 000	68 050	18 713 72	**25,187 25**	6,473 53 LT	726 00	2 88
Share Price $91.590, Next Dividend Payable 03/2014, 275 Held On Margin								
LORILLARD INC (LO)	2/21/13	385 000	42 817	16,484 43	19,511 80	3,027 37 ST		
	7/15/13	65 000	46 170	3,001 05	3,294 20	293 15 ST		
	8/21/13	75 000	41 950	3,146 25	3,801.00	654 75 ST		
	Total	525.000		22,631.73	**26,607.00**	3,975.27 ST	1,155.00	4.34
Share Price $50 680, Next Dividend Payable 03/2014, 525 Held On Margin								

Account Detail

Portfolio Management Active Assets Account
074-893763-870

AARON & GERTRUDE KARCHMER
MEMORIAL FDN A NON-PROFIT ORG

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LYONDELLBASELL NV CL-A (LYB)	5/15/13	300 000	64 540	19,361.97	24,084.00	4,722 03 ST		
	8/21/13	50 000	67 910	3,395.50	4,014 00	618 50 ST		
	Total	350.000		22,757 47	**28,098.00**	5,340 53 ST	840 00	2 98
Share Price $80 280, Next Dividend Payable 03/2014, 350 Held On Margin								
MICROSOFT CORP (MSFT)	10/11/13	650.000	34 082	22,153 30	**24,316.50**	2,163 20 ST	728 00	2.99
Share Price $37 410, Next Dividend Payable 03/2014								
NIKE INC B (NKE)	8/29/11	254 000	43 807	11,127 03	19,974 56	8,847 53 LT		
	9/23/11	68 000	45.871	3,119 20	5,347 52	2,228 32 LT		
	10/19/12	53 000	45 472	2,410 00	4,167 92	1,757 92 LT		
	Total	375 000		16,656.23	**29,490.00**	12,833 77 LT	360 00	1 22
Share Price $78 640, Next Dividend Payable 01/06/14, 375 Held On Margin								
NORTHROP GRUMMAN CP(HLDG CO) (NOC)	6/22/11	195 000	66 937	13,052 80	22,348 95	9,296 15 LT		
	8/16/11	75 000	53 460	4,009.50	8,595.75	4,586 25 LT		
	Total	270 000		17,062 30	**30,944.70**	13,882 40 LT	658 80	2 12
Share Price $114 610, Next Dividend Payable 03/2014, 270 Held On Margin								
NOVARTIS AG ADR (NVS)	9/24/12	300 000	61 397	18,419 16	**24,114.00**	5,694 84 LT	617 10	2 55
Share Price $80 380, Next Dividend Payable 04/2014, 300 Held On Margin								
NUCOR CORPORATION (NUE)	8/13/13	435.000	48 126	20,934.94	23,220.30	2,285 36 ST		
	9/13/13	65.000	48 260	3,136.90	3,469.70	332 80 ST		
	Total	500.000		24,071 84	**26,690.00**	2,618 16 ST	740 00	2 77
Share Price $53.380, Next Dividend Payable 02/11/14, 500 Held On Margin								
OGE ENERGY CORPORATION (OGE)	8/6/10	660 000	19 825	13,084 37	22,374.00	9,289.63 LT		
	1/18/11	80 000	22 650	1,812 00	2,712 00	900.00 LT		
	Total	740.000		14,896.37	**25,086.00**	10,189.63 LT	666 00	2.65
Share Price $33.900, Next Dividend Payable 01/2014, 740 Held On Margin								
ONEOK INC NEW (OKE)	1/23/09	457.000	14 613	6,677.91	**28,416.26**	21,738 35 LT	694 64	2 44
Share Price. $62.180, Next Dividend Payable 02/2014, 457 Held On Margin								
PFIZER INC (PFE)	2/3/11	814 000	18.898	15,382.97	**24,932.82**	9,549.85 LT	846.56	3.39
Share Price: $30.630; Next Dividend Payable 03/2014, 814 Held On Margin								
PHILIP MORRIS INTL INC (PM)	1/14/11	244.000	56.729	13,841 88	**21,259.72**	7,417 84 LT	917 44	4.31
Share Price $87 130, Next Dividend Payable 01/10/14, 244 Held On Margin								
PPG INDUSTRIES INC (PPG)	2/11/10	161.000	60 222	9,695.78	**30,535.26**	20,839.48 LT	392 84	1.28
Share Price $189.660, Next Dividend Payable 03/2014, 161 Held On Margin								
PUBLIC STORAGE (PSA)	5/24/12	140.000	132 652	18,571 34	**21,072.80**	2,501 46 LT	784 00	3.72
Share Price· $150.520, Next Dividend Payable 03/2014; 140 Held On Margin								

Account Detail

Portfolio Management Active Assets Account
074-893763-870

AARON & GERTRUDE KARCHMER
MEMORIAL FDN A NON-PROFIT ORG

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ROCHE HOLDINGS ADR (RHHBY)	1/27/12	375 000	42 940	16,102 50	**26,325.00**	10,222 50 LT	609 00	2 31
Share Price $70 200								
SANOFI ADR (SNY)	12/11/12	450 000	46 932	21,119 48	**24,133.50**	3,014 02 LT	564 75	2 34
Share Price $53 630, 450 Held On Margin								
TEXAS INSTRUMENTS (TXN)	6/6/13	600 000	35 598	21,359 04	**26,346.00**	4,986 96 ST	720 00	2 73
Share Price $43.910; Next Dividend Payable 02/2014, 600 Held On Margin								
TRAVELERS COMPANIES INC COM (TRV)	7/1/10	225 000	49 357	11 105 28	20,371 50	9,266 22 LT		
	1/18/11	50 000	54 620	2 731 00	4 527 00	1 796 00 LT		
	Total	275 000		13,836 28	**24,898 50**	11,062 22 LT	550 00	2 20
Share Price $90 540, Next Dividend Payable 03/2014, 275 Held On Margin								
UNITED TECHNOLOGIES CORP (UTX)	12/5/08	179 000	48 171	8 622 66	20,370 20	11,747 54 LT		
	1/18/11	15 000	79 420	1,191 30	1 707 00	515 70 LT		
	3/29/11	25 000	84 020	2,100 50	2 845 00	744 50 LT		
	10/19/12	25 000	77 900	1 947 50	2 845 00	897 50 LT		
	Total	244 000		13 861 96	**27,767 20**	13,905 24 LT	575 84	2 07
Share Price $113 800, Next Dividend Payable 03/2014, 244 Held On Margin								
V F CORPORATION (VFC)	2/11/08	360 000	19 896	7,162 69	22,442 40	15,279 71 LT		
	1/14/11	140 000	20 948	2,932 65	8 727 60	5,794 95 LT		
	Total	500 000		10,095 34	**31,170.00**	21,074 66 LT	525 00	1 68
Share Price $62.340, Next Dividend Payable 03/2014, 500 Held On Margin								
WALGREEN CO (WAG)	10/4/13	425 000	55 887	23,752 10	**24,412.00**	659 90 ST	535 50	2 19
Share Price $57 440, Next Dividend Payable 03/2014								
WELLS FARGO & CO NEW (WFC)	7/2/12	550 000	33 231	18,277 11	24,970 00	6,692 89 LT		
	10/19/12	50 000	34.200	1,710 00	2,270 00	560 00 LT		
	Total	600 000		19,987 11	**27,240.00**	7,252 89 LT	720 00	2 64
Share Price: $45 400, Next Dividend Payable 03/2014, 600 Held On Margin								
WILLIAMS CO INC (WMB)	1/23/12	600 000	29 057	17,434 20	23,142 00	5,707 80 LT		
	7/15/13	75 000	33 820	2,536 50	2,892 75	356 25 ST		
	Total	675 000		19,970 70	**26,034.75**	5,707 80 LT 356 25 ST	1,026 00	3.94
Share Price· $38.570, Next Dividend Payable 03/2014, 675 Held On Margin								
XILINX INC (XLNX)	7/25/13	500 000	46 299	23,149 25	**22,960.00**	(189 25) ST	500 00	2 17
Share Price $45 920, Next Dividend Payable 02/2014, 500 Held On Margin								
YUM BRANDS INC (YUM)	1/14/11	330 000	48.018	15,845 87	**24,951.30**	9,105 43 LT	488 40	1 95
Share Price $75.610, Next Dividend Payable 02/2014, 330 Held On Margin								

Account Detail

Portfolio Management Active Assets Account
074-893763-870

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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	100.4%	$719,059.11	$1,028,022.43	$264,506.69 LT	$25,610.26	2.49%
				$44,456.63 ST	$0.00	

Non Divid Distrib Rding <229.21> 1.10 718,831

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$719,059.11	$1,023,781.77	$264,506.69 LT	$25,610.26	2.50%
				$44,456.63 ST	$0.00	

Less NonDividend Distrib Eaton Corp PLC Total

TOTAL VALUE (includes accrued interest) $1,023,781.77

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

ACTIVITY

INVESTMENT RELATED ACTIVITY

PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS

Trade Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/9	12/12	Sold	V F CORPORATION	ACTED AS AGENT	5.000	$232 6800	$1,163 37
12/9	12/12	Sold	BOEING CO	ACTED AS AGENT	5 000	134 8700	674 33
12/9	12/12	Sold	NORTHROP GRUMMAN CP(HLDG CO)	ACTED AS AGENT	5 000	109 8800	549 39
12/11	12/16	Sold	PEPSICO INC NC	ACTED AS AGENT	300 000	82.9611	24,887.89
12/11	12/16	Bought	CARDINAL HEALTH INC	ACTED AS AGENT	375.000	66 3599	(24,884 96)
12/24	12/30	Sold	V F CORPORATION		20.000	61 1100	1,222 17

TOTAL PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS **$3,612.19**

TOTAL PURCHASES $(24,884 96)
TOTAL SALES AND REDEMPTIONS $28,497.15

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.

TAXABLE INCOME

Date	Activity Type	Description	Comments	Credits/(Debits)
12/1	Qualified Dividend	WELLS FARGO & CO NEW		$180.00
12/3	Qualified Dividend	PFIZER INC		195.36
12/5	Interest Income	MORGAN STANLEY BANK N.A.		0.01
12/6	Qualified Dividend	BOEING CO		109.13
12/9	Qualified Dividend	LYONDELLBASELL NV CL-A		210.00
12/10	Qualified Dividend	LORILLARD INC		288.75
12/10	Qualified Dividend	JOHNSON & JOHNSON		181 50
12/10	Qualified Dividend	UNITED TECHNOLOGIES CORP		143.96

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax on Dividends	1,020.	1,020.		
Federal Income Tax	4,201.			
Total	5,221.	1,020.		

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Teen Recovery Solutions 720 W Wilshire STE 101-A Oklahoma City OK 73116		501(c)(3)	CHARITY	Person or Business X 500.
Girl Scouts Western Oklahoma 6100 N Robinson Ave Oklahoma City OK 73118		501(c)(3)	CHARITY	Person or Business X 1,000.
YWCA Oklahoma City 1 NW 4th Street Oklahoma City OK 73102		501(c)(3)	CHARITY	Person or Business X 2,500.
Special Olympics Oklahoma 6835 S Canton Tulsa OK 74136		501(c)(3)	CHARITY	Person or Business X 180.
Oklahoma City National Memorial 620 N Harvey Oklahoma City OK 73102		501(c)(3)	CHARITY	Person or Business X 1,000.
Oklahoma City Museum of Art 415 Couch Dr Oklahoma City OK 73102		501(c)(3)	CHARITY	Person or Business X 1,000.
The Oklahoma Academy 401 W Main Street #390 Norman OK 73069		501(c)(3)	CHARITY	Person or Business X 500.
Erra Krouch Pre-School 4901 N Pennsylvania Ave Oklahoma City OK 73112		501(c)(3)	CHARITY	Person or Business X 180.
Oklahoma City Beautiful 3535 N Classen Blvd Oklahoma City OK 73118		501(c)(3)	CHARITY	Person or Business X 10,000.
The Golda Shulman Scholarship 311 Banker Blvd Vandalia IL 62471		501(c)(3)	CHARITY	Person or Business X 500.
First UMC of Ada 129 W 14th Street Ada OK 74820		501(c)(3)	CHARITY	Person or Business X 100.

Form 990-PF, Page 11, Part XV, line 3a Continued
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Friends of the IDF 1430 Broadway New York NY 10018		501(c)(3)	CHARITY	Person or [ ] Business [X] 1,800.
St Anthony Foundation 601 NW 11th Street Oklahoma City OK 73103		501(c)(3)	CHARITY	Person or [ ] Business [X] 1,000.
Calm Waters 4334 NW Expressway #101 Oklahoma City OK 73116		501(c)(3)	CHARITY	Person or [ ] Business [X] 1,000.
OKC All Sports Association 211 N Robinson Ave N250 Oklahoma City OK 73102		501(c)(3)	CHARITY	Person or [ ] Business [X] 5,000.
Allied Arts 1015 N Broadway Ave #200 Oklahoma City OK 73102		501(c)(3)	CHARITY	Person or [ ] Business [X] 1,000.
Total				27,260.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Morgan Stanley	INVESTMENT SERVICES	7,134.	7,134.		
LAURA COOKE	INCOME TAX SERVICES	950.			
Total		8,084.	7,134.		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Morgan Stanley INVESTMENT ACCOUNT - See attached schedule	718,831.	1,028,022.
Total	718,831.	1,028,022.