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

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).

For calendar year 2013, or tax year beginning

, 2013, and ending

WELCH FAMILY FOUNDATION, INC.  
1100 ONEOK PLAZA 100 WEST FIFTH ST.  
TULSA, OK 74103

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method  Cash  Accrual  
 Other (specify) **Part I, column (d) must be on cash basis**

► \$ 3,761,855.

A	Employer identification number <b>73-1502461</b>
B	Telephone number (see the instructions) <b>(918) 595-4860</b>
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

**Part I Analysis of Revenue and Expenses** (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)
<b>REVENUE</b>	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5 a Gross rents	88,163.	88,163.		
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	155,406.			
	b Gross sales price for all assets on line 6a	469,735.			
	7 Capital gain net income (from Part IV, line 2)		155,406.		
	8 Net short-term capital gain				
	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	243,569.	243,569.	0.		
13 Compensation of officers, directors, trustees, etc	0.				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule) See St 1	93.	46.		47.	
b Accounting fees (attach sch) See St 2	1,435.	717.		718.	
c Other prof fees (attach sch)					
17 Interest					
18 Taxes (attach schedule) See Stm 3	7,821.	1,621.			
19 Depreciation (attach sch) and depletion					
20 Occupancy	1,493.	746.		747.	
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 4	844.	844.			
24 Total operating and administrative expenses. Add lines 13 through 23	11,686.	3,974.		1,512.	
25 Contributions, gifts, grants paid Part XV	151,400.			151,400.	
26 Total expenses and disbursements. Add lines 24 and 25	163,086.	3,974.	0.	152,912.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	80,483.				
b Net investment income (if negative, enter -0)		239,595.			
c Adjusted net income (if negative, enter -0)			0.		

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ADMINISTRATIVE OPERATING AND EXPENSES

B

<b>Part II</b> Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1	198,043.	360,524.	360,524.	
	2	330,000.	330,000.	330,000.	
	3				
	4				
	5				
	6				
	7				
	8				
	9				
	10a				
	b	2,079,314.	2,038,795.	2,726,261.	
	c	392,082.	349,029.	345,070.	
	11				
	12				
	13				
14	1,503.				
15					
16	2,999,439.	3,078,348.	3,761,855.		
<b>LIABILITIES</b>	17				
	18				
	19				
	20				
	21				
	22				
	23	0.	0.		
<b>NET ASSETS</b>	24				
	25				
	26				
	27				
	28				
	29				
	30	2,999,439.	3,078,348.		
	31	2,999,439.	3,078,348.		
		2,999,439.	3,078,348.		
		2,999,439.	3,078,348.		
		2,999,439.	3,078,348.		
		2,999,439.	3,078,348.		
<b>Part III</b> 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	2,999,439.		
2	Enter amount from Part I, line 27a	2	80,483.		
3	Other increases not included in line 2 (itemize) ►	3			
4	Add lines 1, 2, and 3	4	3,079,922.		
5	Decreases not included in line 2 (itemize) ► See Statement 6	5	1,574.		
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,078,348.		

**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)
<b>1 a</b> WELLS FARGO ADVISORS		P	10/03/12	4/04/13
<b>b</b> WELLS FARGO ADVISORS		P	7/08/10	5/22/13
<b>c</b> WELLS FARGO ADVISORS		P	7/08/10	5/22/13
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
a 8,173.		6,608.	1,565.	
b 3,246.		2,637.	609.	
c 458,316.		305,084.	153,232.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
<b>(i) Fair Market Value as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of column (i) over column (j), if any</b>	<b>(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))</b>	
a			1,565.	
b			609.	
c			153,232.	
d				
e				
<b>2 Capital gain net income or (net capital loss)</b>	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	<b>155,406.</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>0.</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 (column (b) divided by column (c))
2012	107,541.	3,092,698.	0.034773
2011	53,504.	2,301,273.	0.023250
2010	33,355.	1,081,586.	0.030839
2009	35,961.	1,019,718.	0.035266
2008	41,785.	671,182.	0.062256

2 Total of line 1, column (d)

2 0.186384

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 0.037277

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 3,504,625.

5 Multiply line 4 by line 3

5 130,642.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,396.

7 Add lines 5 and 6

7 133,038.

8 Enter qualifying distributions from Part XII, line 4

8 152,912.

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 ► <input type="checkbox"/> and enter 'N/A' on line 1	}	1 2,396.
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. ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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 2,396. 4 0. 5 2,396.	
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 6 b 6 c 6 d	6,720. 7 6,720.
b Exempt foreign organizations – tax withheld at source		
c Tax paid with application for extension of time to file (Form 8868)		
d Backup withholding erroneously withheld		
7 Total credits and payments Add lines 6a through 6d		
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8 9 10 11	0. 4,324. 1,928.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► 2,396.   Refunded		

**Part VII-A Statements Regarding Activities**

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?

<input checked="" type="checkbox"/>	Yes	No
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)?

<input checked="" type="checkbox"/>
1 b

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

<input checked="" type="checkbox"/>
1 c

c Did the foundation file **Form 1120-POL** for this year?

<input type="checkbox"/>
1 d

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

<input type="checkbox"/>
1 e

(1) On the foundation ► \$ 0 (2) On foundation managers ► \$ 0.

<input type="checkbox"/>
1 f

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

<input type="checkbox"/>
1 g

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

<input type="checkbox"/>
2

If 'Yes,' attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

<input type="checkbox"/>
3

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

<input type="checkbox"/>
4 a

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

<input type="checkbox"/>
4 b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

<input type="checkbox"/>
5

If 'Yes,' attach the statement required by General Instruction T

<input type="checkbox"/>
6

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

<input type="checkbox"/>
6

• By language in the governing instrument, or

<input type="checkbox"/>
6

• 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?

<input type="checkbox"/>
7

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

<input type="checkbox"/>
8 b

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

<input type="checkbox"/>
9

OK

<input type="checkbox"/>
10

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

<input type="checkbox"/>
10

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

<input type="checkbox"/>
10

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

BAA

Form 990-PF (2013)

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

11		X
12		X
13	X	
14	DAVID MCKINNEY	Telephone no (918) 595-4860
	1100 ONEOK PLAZA 100 WEST FIFTH ST. TULSA OK	ZIP + 4 74103
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	
16	15	Yes No
		X
See the instructions for exceptions and filing requirements for Form TD F 90-221. 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.		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	
	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?	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	
	If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)	
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?	
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)	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

**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

 Yes  No

(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  Nob If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A  Yes  No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

 Yes  No

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

6b X

If 'Yes' to 6b, file Form 8870

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

 Yes  No

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

N/A 7b

**Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (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 7				
-----		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

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		

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See instructions		
3		
<b>Total.</b> Add lines 1 through 3		0.

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

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

1a	2,983,073.
1b	574,922.
1c	
1d	3,557,995.
1e	0.
2	0.
3	3,557,995.
4	53,370.
5	3,504,625.
6	175,231.

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

1	175,231.
2a	2,396.
2b	
2c	2,396.
3	172,835.
4	
5	172,835.
6	
7	172,835.

**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
  - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
  - a Suitability test (prior IRS approval required)
  - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	152,912.
1b	
2	
3a	
3b	
4	152,912.
5	2,396.
6	150,516.

**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				172,835.
2 Undistributed income, if any, as of the end of 2013			146,481.	
a Enter amount for 2012 only		0.		
b Total for prior years 20 20				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 152,912.			146,481.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.		
d Applied to 2013 distributable amount				6,431.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				166,404.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

**Part XV. Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)****1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

**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
<i>a Paid during the year</i> See Statement 8				
<b>Total</b>				► 3a 151,400.
<i>b Approved for future payment</i>				
<b>Total.</b>				► 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) Exclu- sion 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					
4 Dividends and interest from securities			14	88,163.	
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			18	155,406.	
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)				243,569.	
13 Total. Add line 12, columns (b), (d), and (e)					243,569.

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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**

**(2) Other assets**

**b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
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.

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If 'Yes,' complete the following schedule

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

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.

Sign  
Here

~~Signature of officer or trustee~~

Data

Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name  <b>WILLIAM H. LAUHON</b>	Preparer's signature <i>William H. Lauhon</i>	Date <b>4/30/14</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>P00356539</b>
	Firm's name ► <b>LAUHON &amp; HALLEY, PLLC</b>	Firm's EIN ► <b>26-1233278</b>			
	Firm's address ► <b>406 SOUTH BOULDER SUITE 710 TULSA, OK 74103</b>				
		Phone no <b>(918) 764-4075</b>			

BAA

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## Federal Statements

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Client WEL01

WELCH FAMILY FOUNDATION, INC.

73-1502461

4/30/14

01 00PM

**Statement 1**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	\$ 93.	\$ 46.	\$ 0.	\$ 47.
Total	<u>\$ 93.</u>	<u>\$ 46.</u>	<u>\$ 0.</u>	<u>\$ 47.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	\$ 1,435.	\$ 717.	\$ 0.	\$ 718.
Total	<u>\$ 1,435.</u>	<u>\$ 717.</u>	<u>\$ 0.</u>	<u>\$ 718.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	\$ 6,200.			
FOREIGN TAX	<u>\$ 1,621.</u>	<u>\$ 1,621.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>
Total	<u>\$ 7,821.</u>	<u>\$ 1,621.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SECURITIES RESEARCH COMPANY	\$ 794.	\$ 794.		
WUNDERLICH SECURITIES FEE	<u>\$ 50.</u>	<u>\$ 50.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>
Total	<u>\$ 844.</u>	<u>\$ 844.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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WELCH FAMILY FOUNDATION, INC.

73-1502461

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**Statement 5**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	\$ 1,503.	\$ 1,503.	\$ 0.	\$ 0.
Total	<u>\$ 1,503.</u>	<u>\$ 1,503.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**Statement 6**  
**Form 990-PF, Part III, Line 5**  
**Other Decreases**

BOOK/TAX DIFFERENCE				
			Total \$ 1,574.	<u>\$ 1,574.</u>

**Statement 7**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri- bution to EBP & DC	Expense Account/ Other
DAVID MCKINNEY 100 WEST 5TH ST., SUITE 1100 TULSA, OK 74103	DIR. & PRES. 3.00	\$ 0.	\$ 0.	\$ 0.
PEGGY WELCH 1446 SOUTH NEWPORT AVENUE TULSA, OK 74120	DIR. VP & SEC. 1.00	0.	0.	0.
WILLIAM J. WELCH, JR. 6510 SOUTH FULTON TULSA, OK 74136	Director 0.50	0.	0.	0.
DOUGLAS S. WELCH 5124 SOUTH LAKEWOOD AVENUE TULSA, OK 74135	Director 0.50	0.	0.	0.
GRACE SENSINTAFFAR 7520 SOUTH DARLINGTON AVENUE TULSA, OK 74136	Director 0.50	0.	0.	0.
		Total \$ 0.	\$ 0.	\$ 0.

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WELCH FAMILY FOUNDATION, INC.

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**Statement 8**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
WHITWORTH UNIVERSITY 300 WEST HAWTHORNE ROAD SPOKANE, WA 99251	NONE	EXEMPT	SUPPORT FOR EDUCATIONAL & RELIGIOUS PROGRAMS	\$ 50,000.
UNIVERSITY OF TULSA 800 SOUTH TUCKER DRIVE TULSA, OK 74104	NONE	EXEMPT	SUPPORT FOR EDUCATIONAL & RELIGIOUS PROGRAMS	20,000.
CAMP LOUGHridge 4900 WEST 71ST STREET TULSA, OK 74131	NONE	EXEMPT	SUPPORT FOR RELIGIOUS AND YOUTH PROGRAMS	35,000.
HELPING HAND MINISTRY, INC 709 SOUTH BOSTON AVENUE TULSA, OK 74119	NONE	EXEMPT	SUPPORT FOR SERVICES PROVIDED TO THE NEEDY	10,000.
LITERACY & EVANGELISM INTERNATIONAL 1800 SOUTH JACKSON AVENUE TULSA, OK 74107	NONE	EXEMPT	SUPPORT FOR RELIGIOUS & EDUCATIONAL PROGRAMS	5,000.
FIRST PRESBYTERIAN CHURCH 709 SOUTH BOSTON AVENUE TULSA, OK 74119	NONE	EXEMPT	SUPPORT FOR RELIGIOUS ACTIVITIES	15,000.
GOODLAND ACADEMY 1216 NORTH 4200 ROAD HUGO, OK 74743	NONE	EXEMPT	SUPPORT FOR RESIDENCY PROGRAMS	7,400.
COLLEGE OF THE OZARKS P.O. BOX 17 POINT LOOKOUT, MO 65726	NONE	EXEMPT	SCHOLARSHIPS	9,000.

Total \$ 151,400.