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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation ONEOK FOUNDATION, INC		A Employer identification number 73-1503823
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 871		B Telephone number (see instructions) (918) 588-7700
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74102-0871		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address 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, col (c), line 16) ▶ \$ 39,678,572.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	167.	167.		
4 Dividends and interest from securities	592,522.	592,522.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,349,306.			
b Gross sales price for all assets on line 6a	5,582,851.			
7 Capital gain net income (from Part IV, line 2)		1,349,306.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,941,995.	1,941,995.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	104,281.	104,281.		
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	104,281.	104,281.		
25 Contributions, gifts, grants paid	2,945,615.			2,945,615.
26 Total expenses and disbursements. Add lines 24 and 25	3,049,896.	104,281.		2,945,615.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,107,901.			
b Net investment income (if negative, enter -0-)		1,837,714.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	635,197.	505,064.	505,064.
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 2	29,082,239.	33,474,686.	33,474,686.
	c	Investments - corporate bonds (attach schedule) ATCH 3	5,939,620.	5,644,116.	5,644,116.
	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 ▶ ATCH 4)		54,706.	54,706.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	35,657,056.	39,678,572.	39,678,572.	
Liabilities	17	Accounts payable and accrued expenses	240,028.	30,512.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 5)	3,534.		
	23	Total liabilities (add lines 17 through 22)	243,562.	30,512.	
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 and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	5,500,000.	5,495,500.	
	29	Retained earnings, accumulated income, endowment, or other funds	29,913,494.	34,152,560.	
	30	Total net assets or fund balances (see instructions)	35,413,494.	39,648,060.	
31	Total liabilities and net assets/fund balances (see instructions)	35,657,056.	39,678,572.		

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	35,413,494.
2	Enter amount from Part I, line 27a	2	-1,107,901.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	5,346,967.
4	Add lines 1, 2, and 3	4	39,652,560.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	4,500.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,648,060.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs. MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1a SEE PART IV SCHEDULE

b

c

d

e

(e) Gross sales price

(f) Depreciation allowed
(or allowable)(g) Cost or other basis
plus expense of sale(h) Gain or (loss)
(e) plus (f) minus (g)

a

b

c

d

e

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

(i) Gains (Col. (h) gain minus
col. (k), but not less than -0-) or
Losses (from col. (h))

(i) F.M.V. as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col. (i)
over col. (j), if any

a

b

c

d

e

2 Capital gain net income or (net capital loss)

{ If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }

2

1,349,306.

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

0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,893,871.	34,495,792.	0.054902
2011	2,438,677.	33,904,452.	0.071928
2010	4,997,595.	29,222,137.	0.171021
2009	5,114,694.	21,230,925.	0.240908
2008	4,997,152.	27,980,784.	0.178592

2 Total of line 1, column (d)

2

0.717351

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

0.143470

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

4

37,535,084.

5 Multiply line 4 by line 3

5

5,385,159.

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

6

18,377.

7 Add lines 5 and 6

7

5,403,536.

8 Enter qualifying distributions from Part XII, line 4

8

2,945,615.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 36,754.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2
3 Add lines 1 and 2		3 36,754.
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 36,754.
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 30,115.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 16,500.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 46,615.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8 153.
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 9,708.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 9,708. Refunded ☐		11

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of DEREK S. REINERS Telephone no. 918-588-7000			
	Located at 100 WEST 5TH STREET; 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 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1b X
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?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No	
If "Yes," list the years		
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)		2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a 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)		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☒ X

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

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

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?

7b

X

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
ATCH 8		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 ☐

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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
ATCH 9		84,654.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	►

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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	37,581,281.
b	Average of monthly cash balances	1b	525,403.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	38,106,684.
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	38,106,684.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	571,600.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,535,084.
6	Minimum investment return. Enter 5% of line 5	6	1,876,754.

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	1,876,754.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	36,754.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	36,754.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,840,000.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,840,000.
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	1,840,000.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,945,615.
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	2,945,615.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,945,615.

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				1,840,000.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013.				
a From 2008 3,611,509.				
b From 2009 4,057,684.				
c From 2010 3,561,090.				
d From 2011 754,903.				
e From 2012 188,851.				
f Total of lines 3a through e	12,174,037.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,945,615.				
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				1,840,000.
e Remaining amount distributed out of corpus	1,105,615.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,279,652.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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)	3,611,509.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,668,143.			
10 Analysis of line 9				
a Excess from 2009 4,057,684.				
b Excess from 2010 3,561,090.				
c Excess from 2011 754,903.				
d Excess from 2012 188,851.				
e Excess from 2013 1,105,615.				

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

NOT APPLICABLE

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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

N/A

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

N/A

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

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

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

N/A

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

WRITTEN REQUEST INDICATING CHARITY TO BENEFIT AND PURPOSE OF REQUEST.

c Any submission deadlines

NO SPECIFIC TIME.

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

ATCH 10

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 ATCH 11				
Total			▶ 3a	2,945,615.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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	167.	
4 Dividends and interest from securities				14	592,522.	
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	1,349,306.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					1,941,995.	
13 Total. Add line 12, columns (b), (d), and (e)						1,941,995.

(See worksheet in line 13 instructions to verify calculations.)

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)

[illegible]

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

ONEOK FOUNDATION, INC

Employer identification number

73-1503823

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
SHORT-TERM CAPITAL GAIN DIVIDENDS				
ATTACHMENT 2				576.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	576.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	5,552,001.	4,233,545.		1,318,456.
LONG-TERM CAPITAL GAIN DIVIDENDS				
ATTACHMENT 3				30,274.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15	()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	1,348,730.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		576.
18	Net long-term gain or (loss):			
a	Total for year	18a		1,348,730.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		1,349,306.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	
a	The loss on line 19, column (3) or b \$3,000	20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26.	32		
33	Enter the smaller of line 21 or \$11,950.	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35.	36		
37	Multiply line 36 by 15%. ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶	45		

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ONEOK FOUNDATION, INC

73-1503823

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SHORT TERM CAPITAL GAI (SEE ATTACHED CAPIT	VARIOUS	VARIOUS	1,225,154.	1,019,115.			206,039.
	LONG TERM CAPITAL GAIN (SEE ATTACHED CAPIT	VARIOUS	VARIOUS	4,326,847.	3,214,430.			1,112,417.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				5,552,001.	4233545.			1318456.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FEDERAL CAPITAL GAIN DIVIDENDSSHORT-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 2

JPM CORE BOND FUND

576.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

576.LONG-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 3

15% RATE CAPITAL GAIN DIVIDENDS

JPM CORE BOND FUND

30,274.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

30,274.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

30,274.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					576.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					30,274.	
1,225,154.		SHORT TERM CAPITAL GAIN (SEE ATTACHED CA PROPERTY TYPE: SECURITIES 1,019,115.				P	VARIOUS 206,039.	VARIOUS
4,326,847.		LONG TERM CAPITAL GAIN (SEE ATTACHED CAP PROPERTY TYPE: SECURITIES 3,214,430.				P	VARIOUS 1,112,417.	VARIOUS
TOTAL GAIN (LOSS)							<u>1,349,306.</u>	

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2013

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
ACTUANT CORP-CL A	1090 000	9/4/2013	11/14/2013	40,949	38,109	2,840
AEROPOSTALE INC	400 000	3/15/2013	5/17/2013	5,997	5,550	447
AEROPOSTALE INC	400 000	3/15/2013	5/16/2013	5,995	5,746	249
ALIGN TECHNOLOGY INC	400.000	12/7/2012	1/23/2013	10,617	10,321	296
ALIGN TECHNOLOGY INC	100 000	10/31/2012	1/16/2013	2,615	2,660	(45)
ALLSCRIPTS HEALTHCARE SOLUT	700 000	5/23/2013	8/6/2013	11,161	9,771	1,390
ALLSCRIPTS HEALTHCARE SOLUT	100 000	5/21/2013	8/5/2013	1,576	1,409	167
ALPHA NATURAL RESOURCES INC	300 000	2/5/2013	4/8/2013	2,208	2,521	(313)
ALPHA NATURAL RESOURCES INC	300 000	2/5/2013	4/5/2013	2,226	2,590	(364)
ALPHA NATURAL RESOURCES INC	700 000	2/5/2013	4/5/2013	5,195	5,987	(792)
ALPHA NATURAL RESOURCES INC	700 000	11/7/2012	4/5/2013	5,155	6,132	(977)
ALPHA NATURAL RESOURCES INC	700 000	11/6/2012	4/5/2013	5,198	6,562	(1,364)
CANTEL MEDICAL CORP	400.000	5/1/2013	6/18/2013	13,585	11,522	2,063
CANTEL MEDICAL CORP	200.000	10/12/2012	6/21/2013	6,752	5,128	1,624
CANTEL MEDICAL CORP	200 000	10/12/2012	6/20/2013	6,742	5,128	1,614
CAPITOL FED FINL INC	466 000	11/15/2012	10/7/2013	5,740	5,495	245
CAPITOL FED FINL INC	1520 000	11/15/2012	10/4/2013	18,939	16,693	2,246
CENTENE CORP	900.000	3/6/2013	6/18/2013	44,853	38,398	6,455
CIRRUS LOGIC, INC	600 000	10/3/2012	2/1/2013	17,053	14,198	2,855
CIRRUS LOGIC, INC	1200 000	10/3/2012	1/24/2013	35,103	21,808	13,295
CONSOLIDATED GRAPHICS INC	185 000	10/19/2012	7/5/2013	8,702	5,612	3,090
CONSOLIDATED GRAPHICS INC	97 000	10/19/2012	7/2/2013	4,596	2,942	1,654
CONSOLIDATED GRAPHICS INC	77 000	10/19/2012	7/3/2013	3,626	2,336	1,290
CONSOLIDATED GRAPHICS INC	26 000	10/19/2012	6/26/2013	1,222	789	433
CONSOLIDATED GRAPHICS INC	15 000	10/19/2012	6/27/2013	700	455	245
CULLEN/FROST BANKERS INC	200 000	4/25/2013	10/4/2013	14,106	11,900	2,206
CULLEN/FROST BANKERS INC	100 000	4/25/2013	10/1/2013	6,950	5,976	974
CULLEN/FROST BANKERS INC	110 000	4/25/2013	9/24/2013	7,507	5,300	2,207
CYBERONICS	170 000	8/27/2013	12/10/2013	11,813	9,328	2,485
CYBERONICS	110 000	8/27/2013	12/13/2013	7,362	5,946	1,416
CYBERONICS	120 000	8/27/2013	12/16/2013	7,865	6,455	1,410
DICE HOLDINGS INC	1000 000	10/31/2012	1/7/2013	9,165	8,473	692
DICE HOLDINGS INC	400 000	11/1/2012	1/3/2013	3,572	3,579	(7)
DICE HOLDINGS INC	100.000	11/1/2012	1/2/2013	889	898	(9)
DIME COMMUNITY BANCSHARES	500.000	1/18/2013	9/17/2013	8,121	6,920	1,201
ETHAN ALLEN INTERIORS INC	350 000	4/17/2012	2/22/2013	9,641	8,872	769
EXACTTARGET INC	600 000	5/24/2013	6/17/2013	20,136	13,930	6,206
EXPRESS INC	600 000	11/14/2012	7/15/2013	13,587	6,483	7,104
EXPRESS INC	700 000	1/18/2013	6/25/2013	14,562	9,898	4,664
EXPRESS INC	200 000	1/18/2013	5/9/2013	3,715	3,624	91
GENESCO INC	291 000	11/9/2012	6/18/2013	20,143	16,590	3,553
GENESEE & WYOMING INC-CL A	100 000	2/14/2013	4/5/2013	8,999	8,858	141
GLOBE SPECIALTY METALS INC	270 000	5/28/2013	10/17/2013	4,478	3,385	1,093
GLOBE SPECIALTY METALS INC	350 000	5/13/2013	10/9/2013	5,600	4,755	845
GLOBE SPECIALTY METALS INC	690 000	4/9/2013	10/7/2013	10,929	10,135	794
GLOBE SPECIALTY METALS INC	210 000	5/28/2013	10/16/2013	3,444	2,669	775
GLOBE SPECIALTY METALS INC	210 000	5/13/2013	10/15/2013	3,401	2,677	724
GLOBE SPECIALTY METALS INC	340 000	4/9/2013	10/8/2013	5,341	4,665	676
GLOBE SPECIALTY METALS INC	1030 000	2/1/2013	10/4/2013	16,109	16,027	82
HAEMONETICS CORP/MASS	100 000	6/14/2013	8/5/2013	4,183	4,236	(53)
HAEMONETICS CORP/MASS	192 000	6/17/2013	8/16/2013	8,056	8,127	(71)
HAEMONETICS CORP/MASS	99 000	6/17/2013	8/26/2013	4,037	4,156	(119)
HAEMONETICS CORP/MASS	109 000	6/17/2013	8/23/2013	4,400	4,612	(212)
HEALTHWAYS INC	500 000	4/17/2013	8/29/2013	9,336	5,743	3,593
HEALTHWAYS INC	400 000	4/12/2013	8/27/2013	7,546	4,799	2,747
HEALTHWAYS INC	400 000	6/19/2013	8/26/2013	7,565	5,361	2,204
HEALTHWAYS INC	300 000	4/16/2013	8/28/2013	5,559	3,490	2,069
HEALTHWAYS INC	300 000	6/20/2013	8/23/2013	5,820	4,433	1,387
HOME BANCSHARES INC	248 000	11/28/2012	11/21/2013	8,409	4,091	4,318
HOME BANCSHARES INC	300 000	2/20/2013	9/25/2013	8,798	5,255	3,543
HOME BANCSHARES INC	200.000	2/21/2013	10/23/2013	6,618	3,438	3,180
HOME BANCSHARES INC	190 000	2/21/2013	10/22/2013	6,247	3,308	2,939
HOME BANCSHARES INC	240 000	2/20/2013	10/15/2013	6,865	4,183	2,682
HOME BANCSHARES INC	200.000	1/29/2013	7/23/2013	5,343	3,538	1,805
HOME BANCSHARES INC	100 000	1/29/2013	7/22/2013	2,766	1,769	997
JOS A BANK CLOTHIERS INC	600 000	2/6/2012	1/31/2013	23,224	29,270	(6,046)

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2013

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
LUFKIN INDUSTRIES INC	300 000	2/14/2013	5/9/2013	26,519	18,533	7,986
LUFKIN INDUSTRIES INC	100 000	8/10/2012	5/10/2013	8,838	5,194	3,644
LUFKIN INDUSTRIES INC	100.000	10/3/2012	5/9/2013	8,840	5,201	3,639
LUFKIN INDUSTRIES INC	100 000	9/11/2012	5/9/2013	8,840	5,626	3,214
LYDALL INC	333 000	11/8/2012	7/18/2013	4,966	4,356	610
LYDALL INC	119 000	11/8/2012	7/19/2013	1,780	1,471	309
LYDALL INC	248 000	12/17/2012	7/17/2013	3,657	3,419	238
LYDALL INC	100 000	1/24/2013	7/15/2013	1,486	1,571	(85)
LYDALL INC	300 000	1/24/2013	7/16/2013	4,412	4,537	(125)
MICREL INC	211 000	3/29/2012	2/25/2013	2,203	2,161	42
MICREL INC	433 000	3/23/2012	2/22/2013	4,387	4,425	(38)
MICROSEMI CORP	130 000	1/30/2013	6/24/2013	2,846	2,552	294
NATIONAL FINANCIAL PARTNERS	400 000	2/5/2013	4/25/2013	10,031	7,117	2,914
NATIONAL FINANCIAL PARTNERS	400 000	2/5/2013	4/24/2013	10,048	7,151	2,897
NATIONAL FINANCIAL PARTNERS	300 000	4/5/2013	4/23/2013	7,542	6,928	614
NOODLES & CO	440 000	9/18/2013	12/5/2013	17,409	19,657	(2,248)
NORTHFIELD BANCO	690 000	4/16/2013	11/21/2013	8,639	7,957	682
NORTHFIELD BANCO	460 000	4/16/2013	11/8/2013	5,840	5,308	532
OLIN CORP	500 000	6/27/2013	10/22/2013	11,359	11,858	(499)
OLIN CORP	400 000	6/27/2013	10/16/2013	8,953	9,618	(665)
OLIN CORP	400.000	4/29/2013	10/15/2013	8,822	9,794	(972)
POOL CORP	40 000	6/19/2013	12/24/2013	2,244	2,045	199
POOL CORP	500.000	8/29/2013	11/14/2013	26,752	26,778	(26)
POWELL INDUSTRIES INC	204 000	1/29/2013	5/8/2013	10,142	8,971	1,171
PROGRESS SOFTWARE CORP	423.000	11/8/2012	6/28/2013	8,964	8,321	643
PROGRESS SOFTWARE CORP	300 000	7/10/2012	6/26/2013	6,373	5,960	413
PROGRESS SOFTWARE CORP	196.000	7/10/2012	6/27/2013	4,159	3,894	265
PROGRESS SOFTWARE CORP	800 000	1/9/2013	6/25/2013	17,304	17,094	210
PROGRESS SOFTWARE CORP	110 000	1/30/2013	2/27/2013	2,558	2,582	(24)
PROGRESS SOFTWARE CORP	371 000	1/30/2013	6/25/2013	8,017	8,507	(490)
SCBT FINANCIAL CORP	100 000	10/11/2012	4/23/2013	4,816	4,064	752
SIMPSON MANUFACTURING CO INC	290 000	4/19/2013	11/8/2013	10,182	8,736	1,446
SIMPSON MANUFACTURING CO INC	150 000	4/19/2013	11/7/2013	5,333	4,404	929
SOURCEFIRE INC	950 000	6/4/2013	8/8/2013	71,617	35,043	36,574
SOUTHWEST GAS CORP	600 000	11/26/2012	9/25/2013	29,350	23,440	5,910
TRIQUINT SEMICONDUCTOR INC	975 000	11/2/2012	5/31/2013	6,761	4,576	2,185
TRIQUINT SEMICONDUCTOR INC	825 000	11/7/2012	6/10/2013	5,693	3,848	1,845
TRIQUINT SEMICONDUCTOR INC	1400 000	10/24/2012	5/9/2013	8,316	7,154	1,162
TRIQUINT SEMICONDUCTOR INC	400 000	11/14/2012	5/14/2013	2,384	1,886	498
TRIQUINT SEMICONDUCTOR INC	700 000	5/21/2012	5/9/2013	4,173	3,682	491
TRIQUINT SEMICONDUCTOR INC	400 000	11/6/2012	5/14/2013	2,385	1,896	489
TRIQUINT SEMICONDUCTOR INC	400 000	11/6/2012	5/14/2013	2,363	1,896	467
TRIQUINT SEMICONDUCTOR INC	400 000	11/1/2012	5/13/2013	2,351	1,911	440
TRIQUINT SEMICONDUCTOR INC	400 000	11/1/2012	5/10/2013	2,352	1,987	365
TRIQUINT SEMICONDUCTOR INC	2000 000	6/8/2012	5/3/2013	11,204	10,867	337
TRIQUINT SEMICONDUCTOR INC	300 000	11/1/2012	5/13/2013	1,766	1,433	333
TRIQUINT SEMICONDUCTOR INC	300 000	5/21/2012	5/8/2013	1,776	1,591	185
TRIQUINT SEMICONDUCTOR INC	800 000	6/8/2012	5/3/2013	4,481	4,365	116
TRIQUINT SEMICONDUCTOR INC	300 000	6/8/2012	5/3/2013	1,732	1,637	95
TRIQUINT SEMICONDUCTOR INC	400 000	6/8/2012	5/3/2013	2,268	2,183	85
TRIQUINT SEMICONDUCTOR INC	100 000	5/21/2012	5/6/2013	592	530	62
TRIQUINT SEMICONDUCTOR INC	1100 000	6/8/2012	5/2/2013	6,006	6,002	4
TRIQUINT SEMICONDUCTOR INC	800 000	6/8/2012	4/30/2013	4,294	4,365	(71)
VEECO INSTRUMENTS INC	300 000	10/23/2012	1/11/2013	9,121	8,920	201
VEECO INSTRUMENTS INC	100 000	10/19/2012	1/9/2013	3,065	3,015	50
VIOPHARMA INC	700 000	1/9/2013	3/11/2013	17,475	16,581	894
VIOPHARMA INC	200 000	1/17/2013	3/5/2013	4,986	5,240	(254)
VITAMIN SHOPPE INC	300 000	7/10/2013	11/14/2013	15,237	14,284	953
VITAMIN SHOPPE INC	500 000	4/26/2013	11/12/2013	25,742	25,003	739
VOLTERRA SEMICONDUCTOR CORP	1500 000	6/5/2013	8/27/2013	34,175	23,188	10,987
VOLTERRA SEMICONDUCTOR CORP	1400 000	2/15/2013	8/26/2013	31,892	26,630	5,262
WELLCARE HEALTH PLANS INC	400 000	6/14/2013	11/14/2013	26,288	22,727	3,561
WELLCARE HEALTH PLANS INC	40 000	2/15/2013	2/27/2013	2,336	2,431	(95)
Subtotal - Short Term Capital Gains				1,225,154	1,019,115	206,039

ONEOK Foundation, Inc.
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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
AAON INC	200 000	11/11/2011	4/5/2013	5,431	4,392	1,039
AAON INC	100 000	11/11/2011	4/8/2013	2,696	2,194	502
AAON INC	100 000	11/4/2011	4/25/2013	2,716	2,151	565
AAON INC	100 000	11/4/2011	5/7/2013	2,746	2,151	595
AAON INC	100 000	11/4/2011	5/9/2013	2,806	2,151	655
AAON INC	100 000	12/14/2011	5/13/2013	2,840	2,071	769
AAON INC	200 000	12/14/2011	5/31/2013	6,907	4,142	2,765
AAON INC	200 000	5/29/2012	6/6/2013	6,408	3,889	2,519
AAON INC	200 000	4/13/2012	6/12/2013	6,428	3,864	2,564
AAON INC	100 000	11/25/2011	7/18/2013	2,615	1,269	1,346
AAON INC	100 000	2/22/2012	8/2/2013	2,173	1,267	906
AAON INC	100 000	2/22/2012	8/13/2013	2,362	1,265	1,097
AAON INC	100 000	10/10/2011	8/22/2013	2,447	1,192	1,255
AAON INC	100 000	10/10/2011	9/6/2013	2,429	1,185	1,244
AAON INC	10 000	10/7/2011	10/7/2013	269	118	151
AAON INC	30 000	10/7/2011	10/8/2013	788	353	435
AAON INC	100 000	10/7/2011	10/11/2013	2,511	1,178	1,333
AAON INC	83 000	10/7/2011	10/16/2013	2,129	978	1,151
AAON INC	44 000	10/7/2011	10/17/2013	1,131	516	615
AAON INC	30 000	10/6/2011	10/24/2013	814	350	464
AIR METHODS CORP	50 000	2/2/2012	2/22/2013	2,140	1,472	668
ALIGN TECHNOLOGY INC	900 000	8/9/2011	1/14/2013	24,797	16,240	8,557
ALIGN TECHNOLOGY INC	200 000	11/1/2010	1/15/2013	5,374	3,453	1,921
ALTRA HOLDINGS INC	200 000	8/16/2011	2/19/2013	5,030	2,958	2,072
ALTRA HOLDINGS INC	200 000	8/9/2011	2/20/2013	5,005	2,925	2,080
ALTRA HOLDINGS INC	200 000	2/17/2012	2/22/2013	5,280	3,909	1,371
ALTRA HOLDINGS INC	140 000	2/16/2012	2/22/2013	3,531	2,631	900
ALTRA HOLDINGS INC	300 000	2/16/2012	3/15/2013	8,032	5,469	2,563
ALTRA HOLDINGS INC	100 000	8/9/2011	3/19/2013	2,675	1,462	1,213
ALTRA HOLDINGS INC	300 000	8/18/2011	3/22/2013	8,209	4,311	3,898
ALTRA HOLDINGS INC	200 000	8/8/2011	3/28/2013	5,450	2,802	2,648
ALTRA HOLDINGS INC	300 000	8/8/2011	4/8/2013	7,762	4,203	3,559
ALTRA HOLDINGS INC	300 000	6/29/2010	4/22/2013	7,589	3,831	3,758
ANIXTER INTERNATIONAL INC	50 000	8/11/2011	2/27/2013	3,497	2,474	1,023
ANIXTER INTERNATIONAL INC	200 000	8/11/2011	4/23/2013	13,170	9,341	3,829
BRUNSWICK CORP	1100 000	1/17/2012	2/21/2013	40,811	22,850	17,961
BRUNSWICK CORP	50 000	1/13/2012	2/22/2013	1,779	992	787
CAPITOL FED FINL INC	300 000	5/17/2011	7/12/2013	3,716	3,500	216
CAPITOL FED FINL INC	400 000	8/3/2011	7/16/2013	4,880	4,652	228
CAPITOL FED FINL INC	100 000	7/29/2011	7/22/2013	1,245	1,154	91
CAPITOL FED FINL INC	200 000	7/29/2011	7/23/2013	2,531	2,302	229
CAPITOL FED FINL INC	300 000	3/21/2011	7/25/2013	3,837	3,438	399
CAPITOL FED FINL INC	300 000	7/25/2012	9/25/2013	3,741	3,530	211
CAPITOL FED FINL INC	440 000	8/8/2011	10/2/2013	5,429	5,028	401
CARTER'S INC	100 000	3/3/2011	1/29/2013	5,816	2,828	2,988
CARTER'S INC	250 000	3/3/2011	2/1/2013	14,613	6,960	7,653
CHEESECAKE FACTORY (THE)	60 000	12/6/2011	2/27/2013	2,062	1,709	353
CHEESECAKE FACTORY (THE)	200 000	3/26/2012	4/8/2013	7,561	6,131	1,430
CIRRUS LOGIC, INC	100 000	1/27/2012	1/31/2013	2,874	2,100	774
COLUMBIA SPORTSWEAR CO	100 000	11/16/2011	6/19/2013	6,187	5,158	1,029
COLUMBIA SPORTSWEAR CO	100 000	12/14/2011	6/20/2013	6,188	4,806	1,382
COMMVAULT SYSTEMS INC	100 000	12/21/2011	2/4/2013	7,609	3,857	3,752
COMMVAULT SYSTEMS INC	100 000	2/9/2012	2/22/2013	7,403	5,468	1,935
COMMVAULT SYSTEMS INC	100 000	2/9/2012	3/19/2013	8,366	5,468	2,898
CONTANGO OIL & GAS	80 000	2/23/2011	2/27/2013	3,364	4,830	(1,466)
CONTANGO OIL & GAS	100 000	2/23/2011	10/7/2013	3,719	6,038	(2,319)
CONTANGO OIL & GAS	40 000	2/23/2011	10/9/2013	1,530	2,415	(885)
CONTANGO OIL & GAS	27 000	2/23/2011	10/10/2013	1,031	1,630	(599)
CONTANGO OIL & GAS	100 000	2/23/2011	10/11/2013	3,803	6,031	(2,228)
CONTANGO OIL & GAS	20 000	2/22/2011	10/11/2013	764	1,189	(425)
CONTANGO OIL & GAS	11 000	2/22/2011	10/16/2013	420	654	(234)
CUBIST PHARMACEUTICALS INC	200 000	1/9/2012	1/28/2013	8,587	7,952	635
CUBIST PHARMACEUTICALS INC	60 000	10/25/2011	2/27/2013	2,555	2,363	192
CUBIST PHARMACEUTICALS INC	200 000	10/25/2011	3/20/2013	9,359	7,877	1,482
CULLEN/FROST BANKERS INC	200 000	7/10/2012	9/17/2013	13,953	11,498	2,455
CULLEN/FROST BANKERS INC	500 000	7/12/2012	9/20/2013	35,039	25,790	9,249

ONEOK Foundation, Inc.
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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
DECKERS OUTDOOR CORP	500 000	6/8/2012	9/4/2013	29,278	28,534	744
DECKERS OUTDOOR CORP	200 000	8/29/2012	11/14/2013	13,658	9,896	3,762
DECKERS OUTDOOR CORP	100.000	8/29/2012	11/29/2013	8,130	4,948	3,182
DIME COMMUNITY BANCSHARES	100 000	7/19/2012	8/14/2013	1,725	1,473	252
DIME COMMUNITY BANCSHARES	400 000	7/19/2012	8/20/2013	6,704	5,890	814
DIME COMMUNITY BANCSHARES	200 000	7/18/2012	8/21/2013	3,357	2,944	413
DIME COMMUNITY BANCSHARES	400 000	7/17/2012	8/29/2013	6,654	5,859	795
DIME COMMUNITY BANCSHARES	400 000	7/11/2012	8/30/2013	6,469	5,686	783
DIME COMMUNITY BANCSHARES	200 000	7/9/2012	9/6/2013	3,180	2,827	353
DIME COMMUNITY BANCSHARES	200 000	7/9/2012	9/16/2013	3,278	2,827	451
EMULEX CORP	900 000	10/22/2010	2/20/2013	6,153	9,242	(3,089)
ERA GROUP INC	25.000	9/15/2011	3/11/2013	499	533	(34)
ERA GROUP INC	375 000	1/25/2012	3/12/2013	7,174	7,992	(818)
ETHAN ALLEN INTERIORS INC	200 000	4/27/2012	9/4/2013	5,337	4,879	458
ETHAN ALLEN INTERIORS INC	100 000	4/27/2012	9/9/2013	2,588	2,301	287
ETHAN ALLEN INTERIORS INC	273 000	7/9/2012	9/25/2013	7,212	5,660	1,552
ETHAN ALLEN INTERIORS INC	277 000	7/9/2012	9/25/2013	7,306	5,618	1,688
FEI COMPANY	100 000	12/28/2011	2/19/2013	6,270	4,208	2,062
FEI COMPANY	100.000	12/22/2011	2/22/2013	6,269	4,186	2,083
FEI COMPANY	200 000	12/22/2011	6/5/2013	14,400	8,240	6,160
FIRST BUSEY CORP	1300 000	5/12/2011	2/22/2013	5,622	6,741	(1,119)
FIRST FINANCIAL HOLDINGS INC	200 000	7/18/2012	11/8/2013	12,055	7,211	4,844
FIRST MIDWEST BANCORP INC/IL	370 000	10/11/2012	11/7/2013	6,128	4,945	1,183
FIRST MIDWEST BANCORP INC/IL	400 000	10/11/2012	11/8/2013	6,630	5,319	1,311
GENESCO INC	209 000	12/14/2011	6/17/2013	14,426	11,444	2,982
GUESS INC	430 000	2/10/2012	11/14/2013	13,843	14,746	(903)
GUESS INC	260 000	2/8/2012	11/26/2013	8,959	8,882	77
GULFPORT ENERGY CORP	100 000	1/24/2012	2/4/2013	4,191	3,297	894
GULFPORT ENERGY CORP	300 000	1/23/2012	4/5/2013	13,432	9,094	4,338
GULFPORT ENERGY CORP	100 000	11/29/2011	5/13/2013	5,198	2,900	2,298
GULFPORT ENERGY CORP	100 000	11/29/2011	5/14/2013	5,311	2,900	2,411
GULFPORT ENERGY CORP	200 000	11/29/2011	5/20/2013	9,826	5,584	4,242
HANGER INC	130 000	2/9/2012	2/22/2013	3,960	2,822	1,138
HANGER INC	500 000	3/26/2012	7/17/2013	17,767	11,118	6,649
HANGER INC	100.000	3/14/2012	7/19/2013	3,521	2,199	1,322
HANGER INC	200 000	3/14/2012	7/22/2013	6,987	4,370	2,617
HANGER INC	500 000	3/13/2012	9/4/2013	15,292	10,456	4,836
HANGER INC	770 000	11/17/2011	10/2/2013	25,159	13,626	11,533
HOME BANCSHARES INC	100 000	10/19/2011	5/21/2013	4,114	2,301	1,813
HOME BANCSHARES INC	100 000	10/20/2011	5/31/2013	4,328	2,296	2,032
HOME BANCSHARES INC	100 000	10/6/2011	6/4/2013	4,249	2,161	2,088
HOME BANCSHARES INC	200 000	10/6/2011	6/6/2013	8,408	4,323	4,085
HOME BANCSHARES INC	200.000	10/3/2011	7/16/2013	5,185	2,050	3,135
IBERIABANK CORP	220 000	4/18/2012	11/8/2013	12,982	11,928	1,054
IBERIABANK CORP	300 000	4/18/2012	11/14/2013	18,270	15,778	2,492
IBERIABANK CORP	20 000	1/4/2012	11/14/2013	1,204	1,023	181
IBERIABANK CORP	60 000	1/4/2012	11/15/2013	3,567	3,070	497
IBERIABANK CORP	120 000	1/4/2012	11/19/2013	7,218	6,138	1,080
IBERIABANK CORP	200 000	11/16/2011	12/26/2013	12,399	9,673	2,726
INNOSPEC INC	50 000	1/7/2011	2/27/2013	1,957	1,020	937
JACK IN THE BOX INC	80 000	7/13/2011	2/27/2013	2,530	1,899	631
JACK IN THE BOX INC	100 000	7/26/2011	4/5/2013	3,436	2,368	1,068
LUFKIN INDUSTRIES INC	400 000	12/6/2011	4/17/2013	35,187	27,203	7,984
LUFKIN INDUSTRIES INC	200 000	11/1/2011	5/7/2013	17,666	11,508	6,158
LUFKIN INDUSTRIES INC	100 000	10/5/2011	5/7/2013	8,837	4,441	4,396
MB FINANCIAL INC	100 000	4/5/2011	5/13/2013	2,590	2,153	437
MB FINANCIAL INC	200 000	5/20/2011	5/15/2013	5,118	4,207	911
MB FINANCIAL INC	200.000	8/4/2011	6/4/2013	5,149	3,929	1,220
MB FINANCIAL INC	300 000	6/29/2010	6/13/2013	7,843	5,621	2,222
MB FINANCIAL INC	240.000	6/29/2010	6/17/2013	6,117	4,497	1,620
MB FINANCIAL INC	100 000	6/29/2010	6/19/2013	2,573	1,874	699
MB FINANCIAL INC	300.000	7/10/2012	7/18/2013	8,259	6,443	1,816
MB FINANCIAL INC	300 000	6/28/2012	7/19/2013	8,260	5,851	2,409
MB FINANCIAL INC	400.000	6/29/2010	7/22/2013	11,595	7,495	4,100
MB FINANCIAL INC	100 000	6/29/2010	7/23/2013	2,951	1,874	1,077
MB FINANCIAL INC	100 000	7/18/2012	7/25/2013	2,909	2,136	773

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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
MB FINANCIAL INC	100 000	7/18/2012	7/29/2013	2,951	2,136	815
MB FINANCIAL INC	320 000	6/29/2010	7/30/2013	9,372	5,996	3,376
MB FINANCIAL INC	100 000	6/29/2010	8/1/2013	2,895	1,874	1,021
MB FINANCIAL INC	200 000	6/29/2010	8/2/2013	5,805	3,747	2,058
MB FINANCIAL INC	200 000	1/20/2012	8/6/2013	5,804	3,725	2,079
MB FINANCIAL INC	200.000	1/20/2012	8/8/2013	5,806	3,631	2,175
MB FINANCIAL INC	460.000	1/10/2012	8/22/2013	12,861	7,850	5,011
MB FINANCIAL INC	100 000	8/9/2011	8/30/2013	2,742	1,673	1,069
MB FINANCIAL INC	200.000	8/9/2011	9/3/2013	5,446	3,346	2,100
MB FINANCIAL INC	360.000	8/9/2011	9/4/2013	9,831	6,000	3,831
MICREL INC	200 000	12/5/2011	2/20/2013	2,038	2,129	(91)
MICREL INC	417 000	1/6/2012	2/21/2013	4,201	4,253	(52)
MICREL INC	250.000	1/6/2012	2/22/2013	2,583	2,478	105
MICROSEMI CORP	400.000	4/4/2011	6/18/2013	8,542	7,654	888
MICROSEMI CORP	500 000	6/29/2010	6/19/2013	10,585	7,489	3,096
MICROSEMI CORP	300.000	6/29/2010	6/20/2013	6,436	4,493	1,943
MICROSEMI CORP	770 000	6/29/2010	6/21/2013	16,793	11,533	5,260
MKS INSTRUMENTS INC	400.000	12/20/2011	12/2/2013	11,627	11,220	407
MKS INSTRUMENTS INC	700 000	12/7/2011	12/10/2013	20,233	19,110	1,123
NEW JERSEY RESOURCES CORP	200 000	10/28/2011	7/15/2013	8,503	9,494	(991)
NEW JERSEY RESOURCES CORP	300 000	4/3/2012	7/16/2013	12,771	13,648	(877)
NEW JERSEY RESOURCES CORP	100 000	3/26/2012	7/17/2013	4,253	4,522	(269)
NEW JERSEY RESOURCES CORP	200 000	3/15/2012	8/8/2013	8,952	8,863	89
NORTHWESTERN CORP	300 000	11/1/2011	6/25/2013	11,531	10,221	1,310
NORTHWESTERN CORP	400 000	11/1/2011	9/16/2013	16,335	13,287	3,048
NUVASIVE INC	600 000	8/10/2012	11/4/2013	18,612	10,757	7,855
NUVASIVE INC	300 000	2/6/2012	12/2/2013	9,951	5,168	4,783
NUVASIVE INC	230 000	2/6/2012	12/16/2013	7,180	3,921	3,259
NUVASIVE INC	270.000	2/7/2012	12/17/2013	8,452	4,583	3,869
PERKINELMER INC	400 000	8/9/2011	1/16/2013	13,781	8,909	4,872
PERKINELMER INC	100 000	8/9/2011	5/29/2013	3,165	2,219	946
PERKINELMER INC	300 000	8/8/2011	5/30/2013	9,476	6,559	2,917
PERKINELMER INC	300 000	6/29/2010	6/7/2013	9,601	6,318	3,283
PERKINELMER INC	400 000	6/29/2010	6/10/2013	12,752	8,424	4,328
PIEDMONT NATURAL GAS CO	300 000	9/28/2011	1/10/2013	9,438	8,540	898
PIEDMONT NATURAL GAS CO	100 000	9/28/2011	1/11/2013	3,121	2,847	274
POWELL INDUSTRIES INC	100 000	1/6/2011	2/12/2013	5,556	3,617	1,939
POWELL INDUSTRIES INC	200 000	1/7/2011	2/22/2013	11,769	7,103	4,666
POWELL INDUSTRIES INC	150 000	1/4/2011	2/22/2013	8,759	5,165	3,594
POWELL INDUSTRIES INC	100 000	2/9/2012	2/26/2013	5,796	3,407	2,389
POWELL INDUSTRIES INC	100 000	2/10/2012	3/14/2013	5,723	3,391	2,332
POWELL INDUSTRIES INC	100 000	2/10/2012	3/15/2013	5,642	3,365	2,277
POWELL INDUSTRIES INC	100 000	8/11/2011	3/26/2013	5,226	3,343	1,883
POWELL INDUSTRIES INC	46 000	8/11/2011	5/7/2013	2,250	1,538	712
SALIX PHARMACEUTICALS LTD	700 000	12/20/2011	1/24/2013	32,395	27,506	4,889
SALIX PHARMACEUTICALS LTD	300 000	9/30/2011	2/19/2013	14,591	8,985	5,606
SIMPSON MANUFACTURING CO INC	210 000	3/26/2012	10/30/2013	7,346	6,917	429
SIMPSON MANUFACTURING CO INC	200 000	3/26/2012	11/4/2013	7,158	6,584	574
SIMPSON MANUFACTURING CO INC	650 000	3/19/2012	11/5/2013	23,139	20,763	2,376
SIRONA DENTAL SYSTEMS INC	100 000	6/29/2010	5/3/2013	7,318	3,617	3,701
SOURCEFIRE INC	200 000	2/6/2012	3/19/2013	11,675	6,886	4,789
SOURCEFIRE INC	400 000	12/15/2011	7/26/2013	30,192	13,476	16,716
SOURCEFIRE INC	100 000	12/21/2011	8/1/2013	7,538	3,221	4,317
SOUTHWEST GAS CORP	100 000	11/1/2011	5/20/2013	5,030	3,874	1,156
SOUTHWEST GAS CORP	200 000	9/27/2011	6/25/2013	9,136	7,515	1,621
STANDARD-PACIFIC CORP	900 000	7/6/2011	2/22/2013	6,750	3,152	3,598
STANDARD-PACIFIC CORP	400 000	6/29/2010	4/24/2013	3,188	1,396	1,792
STANDARD-PACIFIC CORP	100 000	6/29/2010	5/8/2013	924	349	575
STANDARD-PACIFIC CORP	100.000	6/29/2010	6/20/2013	923	349	574
STANDARD-PACIFIC CORP	800 000	6/29/2010	9/3/2013	5,664	2,792	2,872
STANDARD-PACIFIC CORP	540 000	6/29/2010	11/19/2013	4,095	1,885	2,210
STANDARD-PACIFIC CORP	1200 000	6/29/2010	11/21/2013	9,151	4,189	4,962
STANDARD-PACIFIC CORP	1000 000	6/29/2010	11/22/2013	7,612	3,491	4,121
STANDARD-PACIFIC CORP	1560 000	8/20/2010	11/26/2013	11,920	5,427	6,493
STIFEL FINANCIAL CORP	50 000	1/20/2012	2/27/2013	1,911	1,861	50
STONE ENERGY CORP	271 000	11/29/2011	1/31/2013	6,064	7,192	(1,128)

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2013

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
STONE ENERGY CORP	78 000	10/28/2011	2/1/2013	1,725	2,031	(306)
STONE ENERGY CORP	351 000	11/1/2011	2/1/2013	7,747	8,642	(895)
TELEDYNE TECHNOLOGIES INC	200 000	3/27/2012	4/23/2013	14,673	12,603	2,070
TEXAS INDUSTRIES INC	40 000	1/19/2012	2/22/2013	2,292	1,334	958
TEXAS INDUSTRIES INC	100 000	1/19/2012	4/4/2013	6,330	3,285	3,045
TEXAS INDUSTRIES INC	300 000	1/19/2012	4/8/2013	17,846	9,704	8,142
TEXAS INDUSTRIES INC	100 000	9/23/2010	5/28/2013	7,177	3,123	4,054
TEXAS INDUSTRIES INC	100 000	1/12/2012	5/31/2013	7,196	3,104	4,092
TEXAS INDUSTRIES INC	200 000	1/12/2012	10/16/2013	11,000	6,047	4,953
TEXAS INDUSTRIES INC	220 000	6/29/2010	10/22/2013	12,095	6,608	5,487
TEXAS INDUSTRIES INC	110 000	6/29/2010	10/23/2013	6,097	3,304	2,793
TEXAS INDUSTRIES INC	70 000	6/29/2010	10/24/2013	3,846	2,102	1,744
TEXAS INDUSTRIES INC	150 000	6/29/2010	10/25/2013	8,088	4,505	3,583
TEXAS INDUSTRIES INC	70 000	11/2/2012	11/21/2013	4,025	3,102	923
TEXAS INDUSTRIES INC	80 000	11/2/2012	11/22/2013	4,496	3,509	987
TREEHOUSE FOODS INC	100 000	9/26/2011	4/5/2013	6,301	6,039	262
UTI WORLDWIDE INC	900 000	4/18/2012	12/10/2013	15,081	15,743	(662)
UTI WORLDWIDE INC	280 000	4/23/2012	12/13/2013	4,609	4,762	(153)
UTI WORLDWIDE INC	280 000	6/4/2012	12/26/2013	4,690	4,398	292
VANGUARD INSTL INDX-INST FD#0094	1757 346	2/27/2007	4/16/2013	250,000	225,344	24,656
VANGUARD INSTL INDX-INST FD#0094	2638 000	2/27/2007	5/24/2013	400,000	338,271	61,729
VANGUARD INSTL INDX-INST FD#0094	2146.773	2/27/2007	7/10/2013	325,000	275,281	49,719
VANGUARD INSTL INDX-INST FD#0094	2124 509	2/27/2007	9/12/2013	330,000	272,426	57,574
VANGUARD INSTL INDX-INSTL FD#0094	1318 634	2/27/2007	2/21/2013	183,000	169,088	13,912
VIEWPOINT FINANCIAL GROUP	110 000	10/20/2011	2/27/2013	2,308	1,342	966
VIOPHARMA INC	100 000	12/14/2011	3/4/2013	2,446	2,559	(113)
VIOPHARMA INC	100 000	12/14/2011	3/4/2013	2,497	2,559	(62)
VIRTUS FOREIGN OPP-I FD#1649	3500 368	12/21/2011	2/21/2013	95,000	76,273	18,727
VIRTUS FOREIGN OPP-I FD#1649	12486.127	6/21/2012	11/27/2013	337,500	253,462	84,038
VIRTUS MIDCAP VAL-I FD#1808	2701.754	2/12/2010	2/21/2013	77,000	50,009	26,991
VIRTUS MIDCAP VAL-I FD#1808	9609 225	2/12/2010	5/24/2013	300,000	160,588	139 412
VIRTUS MIDCAP VAL-I FD#1808	9882 870	6/21/2012	11/27/2013	337,500	158,415	179,085
VOLTERRA SEMICONDUCTOR CORP	1200 000	8/10/2012	8/23/2013	27,336	28,182	(846)
WELLCARE HEALTH PLANS INC	100 000	11/13/2012	12/10/2013	7,272	4,701	2,571
Subtotal - Long Term Capital Gains				4,326,847	3,214,430	1,112,417
Schedule Totals				5,552,001	4,233,545	1,318,456

ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT / BANK FEES	84,654.	84,654.
OTHER PROFESSIONAL SVCS	19,627.	19,627.
TOTALS	<u>104,281.</u>	<u>104,281.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD INSTL INDEX FUND	14,123,223.	16,627,034.	16,627,034.
VIRTUS FOREIGN OPP FUND	7,448,321.	7,432,881.	7,432,881.
VIRTUS MIDCAP VAL FUND	3,770,758.	4,185,353.	4,185,353.
GLOBE SPECIALTY METALS INC	12,375.		
INNOSPEC INC	32,524.	60,733.	60,733.
RBC BEARINGS INC	60,084.	120,275.	120,275.
TEXAS INDUSTRIES INC	113,242.	46,770.	46,770.
ALTRA HOLDINGS INC	73,647.		
DARLING INTERNATIONAL INC	102,014.	177,271.	177,271.
LANDSTAR SYSTEM INC	52,460.	86,175.	86,175.
CARTER'S INC	19,477.		
STANDARD-PACIFIC CORP	48,510.		
ENERGY XXI BERMUDA LTD	19,302.	56,826.	56,826.
CAPITOL FED FINL INC	47,064.		
FIRST BUSEY CORP	76,725.	88,160.	88,160.
IBERIABANK CORP	58,944.	23,883.	23,883.
MB FINANCIAL INC	90,455.		
PACWEST BANCORP	69,356.	164,658.	164,658.
SCBT FINANCIAL CORP	24,108.		
ALIGN TECHNOLOGY INC	44,400.		
SIRONA DENTAL SYSTEMS INC	41,899.	38,610.	38,610.
ANIXTER INTERNATIONAL INC	67,819.	72,770.	72,770.
EMULEX CORP	38,690.	58,032.	58,032.
MICROSEMI CORP	42,080.		
PERKINELMER INC	47,610.		
AAON INC	45,914.	17,668.	17,668.
CLARCOR INC	33,446.	82,368.	82,368.
BRUNSWICK CORP	78,543.	71,393.	71,393.
CHEESECAKE FACTORY (THE)	85,046.	112,951.	112,951.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COLUMBIA SPORTSWEAR CO	10,672.		
EXPRESS INC	15,090.		
GENESCO INC	27,500.		
GUESS INC	68,712.	65,558.	65,558.
JACK IN THE BOX INC	96,554.	159,864.	159,864.
TREEHOUSE FOODS INC	41,704.	62,717.	62,717.
CARBO CERAMICS INC	48,571.	87,398.	87,398.
CONTANGO OIL & GAS	27,110.	50,190.	50,190.
GULFPORT ENERGY CORP	30,576.		
LUFKIN INDUSTRIES INC	63,943.		
SEACOR HOLDINGS INC	33,520.	36,480.	36,480.
STONE ENERGY CORP	14,364.		
CULLEN/FROST BANKERS INC	54,270.	14,142.	14,142.
HOME BANCSHARES INC	24,402.		
VIEWPOINT FINANCIAL GROUP	81,038.	144,387.	144,387.
AIR METHODS CORP	55,365.	131,085.	131,085.
CENTENE CORP	24,600.		
CUBIST PHARMACEUTICALS INC	65,177.	130,164.	130,164.
HANGER ORTHOPEDIC GROUP INC	60,192.		
MAXIMUS INC	37,932.	79,182.	79,182.
SALIX PHARMACEUTICALS LTD	64,755.	116,922.	116,922.
VIROPHARMA	18,208.		
CIRRUS LOGIC, INC	55,043.		
COMMVAULT SYSTEMS INC	73,146.		
FEI COMPANY	70,226.	108,550.	108,550.
MICREL INC	14,354.	86,322.	86,322.
MKS INSTRUMENTS INC	51,560.		
POWELL INDUSTRIES INC	37,377.	38,896.	38,896.
SOURCEFIRE INC	68,469.		

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VEECO INSTRUMENTS INC	11,796.		
NEW JERSEY RESOURCES CORP	31,696.		
NORTHWESTERN CORP	24,311.		
PIEDMONT NATURAL GAS CO	12,524.		
SOUTHWEST GAS CORP	38,169.		
ALPHA NATURAL RESOURCES INC	17,532.		
KRATON PERFORMANCE POLYMERS	14,418.		
CONSOLIDATED GRAPHICS INC	13,968.		
GENESEE & WYOMING INC-CL A	22,824.	53,015.	53,015.
HMS HOLDINGS CORP	12,960.	57,630.	57,630.
JONES LANG LASALLE INC	58,758.	65,830.	65,830.
LYDALL INC	11,472.	71,673.	71,673.
SIMPSON MANUFACTURING CO INC	39,348.		
UTI WORLDWIDE INC	33,500.		
AEROPOSTALE INC	16,913.	34,066.	34,066.
DECKERS OUTDOOR CORP	64,432.	68,175.	68,175.
ETHAN ALLEN INTERIORS INC	30,852.	92,906.	92,906.
JOS A BANK CLOTHIERS INC	25,548.		
STEVEN MADDEN LTD	33,816.		
TORO CO	17,192.	82,328.	82,328.
THE CHEFS WAREHOUSE INC	33,991.	114,480.	114,480.
UNITED NATURAL FOODS INC	26,795.	77,274.	77,274.
DIME COMMUNITY BANCSHARES	30,558.	75,390.	75,390.
FIRST MIDWEST BANCORP INC/IL	23,788.		
STIFEL FINANCIAL CORP	57,546.	19,809.	19,809.
CANTEL MEDICAL CORP	17,838.	103,028.	103,028.
NUVASIVE INC	44,834.		
WELLCARE HEALTH PLANS INC	9,738.	48,495.	48,495.
COHERENT INC	25,316.	39,435.	39,435.
		74,390.	74,390.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DICE HOLDINGS INC	13,770.		
PROGRESS SOFTWARE CORP	33,584.		
TELEDYNE TECHNOLOGIES INC	32,535.	55,116.	55,116.
TRIQUINT SEMICONDUCTOR INC	57,960.		
VOLTERRA SEMICONDUCTOR CORP	39,491.		
APTARGROUP INC		57,639.	57,639.
INTREPID POTASH INC		132,264.	132,264.
ACTUANT CORP-CL A		47,998.	47,998.
ALTRA INDUSTRIAL MORTION GROUP		96,500.	96,500.
BARNES GROUP INC		11,493.	11,493.
OLD DOMINION FREIGHT LINE		33,933.	33,933.
ARCTIC CAT INC		49,573.	49,573.
CHICO'S FAS INC		24,492.	24,492.
FOX FACTORY HOLDING CORP		38,764.	38,764.
POOL CORP		50,000.	50,000.
VITAMIN SHOPPE INC		5,201.	5,201.
C&J ENERGY SERVICES INC		13,860.	13,860.
DRESSER-RAND GROUP INC		101,371.	101,371.
DRIL-QUIP		10,993.	10,993.
FIRST FINANCIAL HOLDINGS INC		19,953.	19,953.
FIRST NBC BANK HOLDING CO		29,070.	29,070.
NORTHFIELD BANCO		33,660.	33,660.
TERRENO REALTY CORP		53,100.	53,100.
WEX INC		49,515.	49,515.
BIO-RAD LABORATORIES-CL A		37,083.	37,083.
CYBERONICS		32,711.	32,711.
LUMINEX CORP		21,340.	21,340.
TECHNE CORP		54,909.	54,909.
ATMEL INTERNATIONAL INC		59,508.	59,508.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 2 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COGNEX CORP		43,602.	43,602.
MICROS SYSTEMS INC		98,103.	98,103.
QLIK TECHNOLOGIES		53,793.	53,793.
QUALYS INC		73,952.	73,952.
SPS COMMERCE INC		64,059.	64,059.
WD-40 CO		107,539.	107,539.
TOTALS	<u>29,082,239.</u>	<u>33,474,686.</u>	<u>33,474,686.</u>

ATTACHMENT 3FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JPMORGAN CORE BOND FUND	5,939,620.	5,644,116.	5,644,116.
TOTALS	<u>5,939,620.</u>	<u>5,644,116.</u>	<u>5,644,116.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER ASSETS	54,706.	54,706.
TOTALS	<u>54,706.</u>	<u>54,706.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>
ACCRUED INCOME TAXES	3,534.
TOTALS	<u>3,534.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAINS ON INVESTMENTS

5,346,967.

TOTAL

5,346,967.

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DECREASE TO PAID IN CAPITAL	4,500.
TOTAL	<u>4,500.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESS

JOHN W. GIBSON
100 WEST 5TH
TULSA, OK 74103

CHAIRMAN / PRESIDENT

TERRY K. SPENCER
100 WEST 5TH
TULSA, OK 74103

DIRECTOR

ROBERT F. MARTINOVICH
100 WEST 5TH
TULSA, OK 74103

SR. VP/ CFO/ TREASURER

STEPHEN W. LAKE
100 WEST 5TH
TULSA, OK 74103

SR VP/ ASST SECR/ GEN COUNSEL

TERRI A. PIRTLE
100 WEST 5TH
TULSA, OK 74103

EXECUTIVE DIRECTOR

ROBERT S. MAREBURGER
100 WEST 5TH
TULSA, OK 74103

DIRECTOR

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESS

DIRECTOR

CARON A. LAWHORN
100 WEST 5TH
TULSA, OK 74103

DIRECTOR

PIERCE H. NORTON II
100 WEST 5TH
TULSA, OK 74103

DIRECTOR

DANDRIDGE L. HARRISON
100 WEST 5TH
TULSA, OK 74103

SECRETARY

ERIC GRIMSHAW
100 WEST 5TH
TULSA, OK 74103

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BANK OF OKLAHOMA WEALTH MANAGEMENT P.O. BOX 1270 TULSA, OK 74101	INVSTMT&BANKING FEES	84,654.
TOTAL COMPENSATION		<u>84,654.</u>

ATTACHMENT 10

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS MUST BE TO CHARITIES WITHIN THE GEOGRAPHIC AREA THAT ONEOK IS
CONDUCTING BUSINESS.

ONEOK Foundation, Inc.
Attachment to Form 990-PF for tax year 2013
Detail for Part XV - Grants and Contributions Paid During the Year

Relationship to
substantial
contributor

Foundation
status

Organization Name	Street Address	City	State	Zip	Relationship to substantial contributor	Foundation status	Purpose	Amount Paid
Amarillo Area Casa	112 W 8th, Suite 101	Amarillo	TX	79101	None	PC	For general purposes, no restrictions	\$100
American Cancer Society	1315 SW Arrowhead Rd	Topeka	KS	66604	None	PC	For general purposes, no restrictions	\$100
American Cancer Society	8525 North Meridian, Suite 110	Oklahoma City	OK	73116	None	PC	For general purposes, no restrictions	\$100
Beautiful Dream Society	P O Box 32554	Oklahoma City	OK	73123-0754	None	PC	For general purposes, no restrictions	\$100
Bikers Against Child Abuse (BACA)	P O Box 580084	Tulsa	OK	74158	None	PC	For general purposes, no restrictions	\$100
Casa Of El Paso Inc	500 E San Antonio #312	El Paso	TX	79901	None	PC	For general purposes, no restrictions	\$100
Cystic Fibrosis Foundation	2642 E 21st St Ste 100	Tulsa	OK	74114-1744	None	PC	For general purposes, no restrictions	\$100
Junior Achievement Of Eastern Oklahoma Inc	3947 South 103rd East Avenue	Tulsa	OK	74148-2444	None	PC	For general purposes, no restrictions	\$100
Meals On Wheels Of Palo Pinto County Inc	P O Box 11	Mineral Wells	TX	76068	None	PC	For general purposes, no restrictions	\$100
Compassionate Friends	301 NW 1st Ave	Topeka	KS	66606	None	PC	For general purposes, no restrictions	\$200
Crossroads Inc	1888 E 15th St	Tulsa	OK	74104	None	PC	For general purposes, no restrictions	\$200
Emergency Services Showcase	3036 SE Minnesota Avenue	Topeka	KS	66605	None	PC	For general purposes, no restrictions	\$200
Green Country Quilters Guild Inc	Po Box 35021	Tulsa	OK	74153-0021	None	PC	For general purposes, no restrictions	\$200
Muscular Dystrophy Association OKC	5601 NW 72nd Street	Oklahoma City	OK	73132	None	PC	For general purposes, no restrictions	\$200
Opportunities Industrialization Center of Oklahoma County, Inc	#124	Oklahoma City	OK	73104	None	PC	For general purposes, no restrictions	\$200
Skills USA, Inc	1500 West 7th Ave	Stillwater	OK	74074-4398	None	PC	For general purposes, no restrictions	\$200
The Salina Child Care Association	155 N Okdale, Suite #100	Salina	KS	67401	None	PC	For general purposes, no restrictions	\$200
Topeka Civic Theatre And Academy Inc	3028 SW 8th Ave	Topeka	KS	66606-1867	None	PC	For general purposes, no restrictions	\$200
Tulsa Sports Charities Inc	4200 E Skelly Dr., Suite 560	Tulsa	OK	74135	None	PC	For general purposes, no restrictions	\$200
University Medical Center Foundation Of El Paso	1400 Handaway, Suite 220	El Paso	TX	79903	None	PC	For general purposes, no restrictions	\$200
Volunteer Tulsa Inc	PO Box 4198	Tulsa	OK	74159-0198	None	PC	For general purposes, no restrictions	\$200
Allied Arts Foundation	1015 N Broadway Avenue	Oklahoma City	OK	73102	None	PC	For general purposes, no restrictions	\$250
Autism Speaks Inc	9380 LBJ Freeway, Suite 285	Dallas	TX	75240	None	PC	For general purposes, no restrictions	\$250
Cross Timbers Hospice Inc	207 C St NW	Admore	OK	73401-6218	None	PC	For general purposes, no restrictions	\$250
Diocese Of Pueblo/St. Columba School	1801 E 3rd Avenue	Durango	CO	81301	None	PC	For general purposes, no restrictions	\$250
Friends Forever	31 Raynes Ave Unit 10	Portsmouth	NH	03801-3756	None	PC	For general purposes, no restrictions	\$250
Houston Zoo Inc	1513 Cambridge St	Houston	TX	77030-1603	None	PC	For general purposes, no restrictions	\$250
Kids Excel El Paso	P O Box 920144	El Paso	TX	79902	None	PC	For general purposes, no restrictions	\$250
Leaves & Fishes of Northwest Oklahoma	1301 Vinita Avenue	Enid	OK	73703	None	PC	For general purposes, no restrictions	\$250
Oklahoma Center For Community And Justice Inc	100 West Fifth Street, LL 1030	Tulsa	OK	74103-0000	None	PC	For general purposes, no restrictions	\$250
Oklahoma Heritage Association Inc	1400 Classen Drive	Oklahoma City	OK	73106-6814	None	PC	For general purposes, no restrictions	\$250
Salvation Army	924 S Hudson	Tulsa	OK	74112	None	PC	For general purposes, no restrictions	\$250
Yneca of Greater Twin Cities	2125 E Hennepin Ave Ste 150	Minneapolis	MN	55413-2720	None	PC	For general purposes, no restrictions	\$250
American Cancer Society	1315 SW Arrowhead Rd	Topeka	KS	66604	None	PC	For general purposes, no restrictions	\$400
Austin Habitat For Humanity Inc	310 Comal Street, Suite #100	Austin	TX	78702	None	PC	For general purposes, no restrictions	\$400
Tulsa Community Foundation	7030 S Yale Ave	Tulsa	OK	74138	None	PC	For educational workshops	\$1,000

ONEOK Foundation, Inc.
Attachment to Form 990-PF for tax year 2013
Detail for Part XV - Grants and Contributions Paid During the Year

Relationship to
substantial
contributor

Organization Name	Street Address	City	State	Zip	Foundation status	Purpose	Amount Paid
Langston University National Alumni Association Inc	700 Northeast 20th	Oklahoma City	OK	73104	PC	For general purposes, no restrictions	\$1,000
Newcastle Education Foundation	101 N Main Street	Newcastle	OK	73065	PC	For microscopes, Webster's Dictionaries and projection camera	\$1,200
Clarehouse Inc	7617 S Mingo Rd	Tulsa	OK	74133	PC	For end of life care	\$1,500
Glennpool Public Schools Foundation For Academic Excellence Inc	PO Box 1149	Glennpool	OK	74033	PC	For Multi-Age Mobile Device Project	\$1,800
Andover Advantage Foundation Inc	1432 N Andover Road	Andover	KS	87002	PC	For speaker system (equipment purchase and installation)	\$2,116
Bethany Public School Foundation	8721 N W 42nd	Bethany	OK	73008	PC	For Bethany Public Schools band 3/4 size tuba	\$2,300
Southeast of Saine Education Foundation	5050 East K-4 Highway	Gypsum	KS	87448	SO II	For Gymnasium Sound System	\$2,473
Gatesway Foundation Inc	1217 E College	Broken Arrow	OK	74012	PC	For employment program to assist people with disabilities	\$2,500
Hospitality House Of Tulsa Inc	P O Box 14472	Tulsa	OK	74159-1472	PC	For family medical lodging	\$2,500
John 3 18 Mission	205 E Pine St #103	Tulsa	OK	74108	PC	For Summer KIDS Camp Literacy program	\$2,500
Resonance Center For Women Inc	1608 S Elwood Ave	Tulsa	OK	74119	PC	For 'Fresh Start' kits	\$2,500
Special Olympics Oklahoma Inc	8835 South Canton Avenue	Tulsa	OK	74138	PC	For Special Olympics Summer Games	\$2,500
Tulsa Community Foundation	7030 S Yale Ave	Tulsa	OK	74138	PC	For The Partnership for the Availability of School Supplies (PASS) program	\$2,500
Tulsa Community Foundation	7030 S Yale Ave	Tulsa	OK	74138	PC	For Tulsa County Child Protection Coalition	\$2,500
Tulsa Girls Art School Project Inc	2202 E Admiral Blvd	Tulsa	OK	74110	PC	For Advanced Art Classes	\$2,500
Volunteer Tulsa Inc	PO Box 4198	Tulsa	OK	74159-0198	PC	For Mobilizing Volunteers program	\$2,500
Mulvane Education Foundation Inc	828 E Mulvane Street	Mulvane	KS	87110	PC	For Career and Technical Education Pathway program	\$2,500
Nemaha Valley Schools Education Foundation	318 Main Street	Serena	KS	66538	PC	For Enhancing Reading Opportunities for Reluctant Readers program	\$2,500
Pittsburg Unified School District 250 Foundation	510 Dell Street	Pittsburg	KS	66782	PC	For purchase of Elementary Music Contra Bass Bars	\$2,500
Edmond Public Schools Foundation Inc	1001 W Danforth Rd	Edmond	OK	73003	SO II	For Arts in School program	\$2,500
El Paso Community Action Program Project Bravo Inc	4838 Montana Avenue	El Paso	TX	79903	PC	For general purposes, no restrictions	\$2,848
Cordell Academic Foundation	PO Box 171	Cordell	OK	73832	PC	For Better Eating = Better Living program	\$3,000
Clay Center Community Improvement Foundation	935 Prospect	Clay Center	KS	67432	PC	For purchase of iPads and protective cases	\$3,032
Claremore Public Schools Foundation Inc	P O Box 375	Claremore	OK	74018	PC	For Let Me See, See Me Learn program	\$3,100
USD 380 Endowment Frankfort/Vermillion Association	604 N Kansas Avenue	Frankfort	KS	66427	PC	For purchase of 12 Apple iPads for training sessions for teachers	\$3,192
Shawnee Mission Education Foundation	7235 Antioch	Shawnee Mission	KS	66204	PC	For integration of iPads in science instruction	\$3,500
Enid Public School Foundation Inc	PO Box 3325	Enid	OK	73702	PC	For purchase of non-fiction books for elementary library	\$3,500
Blairlow Education Foundation Inc	420 N Main	Blairlow	OK	74010	PC	For purchase of science equipment	\$3,800
Remington U S D #206	110 South Main	Whitewater	KS	67154	PC	For purchase of middle school technology	\$3,892
Henryetta Education Foundation	300 W High St	Henryetta	OK	74437	PC	For funding of the use of iPads toward disadvantaged high school students	\$4,000
Jackson Heights Educational Foundation	12719 268th Rd	Holton	KS	66438	PC	For Amazing Heights - Science Classes Launch Experiments Toward Space program	\$4,200
Partners In Education Foundation	124 W Central	El Dorado	KS	87042	PC	For funding a TV Studio Green room to develop skills for Career and Technical Education pathway for Visual Arts	\$4,995
Ann Patterson Dooley Family Safety Center	3010 S Harvard, Suite 200	Tulsa	OK	74114	PC	For video court docket for Emergency Protective Orders	\$5,000
Casa Of Parker County	701 Palo Pinto Street	Weatherford	TX	76088	PC	For vehicle for advocates	\$5,000
First Serve OKC Foundation	7301 N Broadway Extension, Suite 225	Oklahoma City	OKLAHOM	73118	PC	For Capital Campaign for OKC Tennis Center	\$5,000
Global Gardens	P O Box 52034	Tulsa	OK	74152	PC	For dining-school and after-school programs	\$5,000
Gonzales County Restoration Association	2122 N St Joseph (Bus Hwy 183 N)	Gonzales	TX	78829	PC	For ADA project	\$5,000
Kids Excel El Paso	P O Box 920144	El Paso	TX	79902	PC	For KEEP Arts Education Outreach program	\$5,000

ONEOK Foundation, Inc.
Attachment to Form 990-PF for tax year 2013
Detail for Part XV - Grants and Contributions Paid During the Year

Relationship to
substantial
contributor

Foundation
status

Organization Name	Street Address	City	State	Zip	Relationship to substantial contributor	Foundation status	Purpose	Amount Paid
Legal Aid Services Of Oklahoma Inc	807 S Detroit Ave , Suite 725	Tulsa	OK	74120	None	PC	Funding for Family Law in the Tulsa office	\$5,000
Rogers County Historical Society Inc	P O Box 128	Claremore	OK	74018	None	PC	For Claremore Museum of History	\$5,000
Show, Inc	425 W Wells Blvd	Sapulpa	OK	74066	None	PC	For Capital Campaign for expansion of the facility	\$5,000
The Center For Individuals With Physical Challenges Ltd	815 South Ulca Avenue	Tulsa	OK	74104	None	PC	For purchase of equipment and supplies for Adaptive Sports program	\$5,000
Tulsa Day Center For The Homeless Inc	415 W Archer	Tulsa	OK	74103	None	PC	For Emergency Shelter and Eviction Prevention Program	\$5,000
Youth Services Of Creek County Inc	P O Box 2346	Sapulpa	OK	74067	None	PC	For Parenting Education program and Transitional Living program	\$5,000
The Topoka Public Schools Foundation	P O Box 5883	Topeka	KS	66605-0883	None	PC	For purchase of ActivBoard	\$5,000
Guide Dogs For The Blind Inc	P O Box 151200	San Rafael	CA	94915-1200	None	PC	For general purposes, no restrictions	\$5,000
Punam City Public Schools Foundation	5401 NW 40th Street	Oklahoma City	OK	73122	None	PC	For Knock Down The Roadblock program	\$5,000
Galveston Independent School District Educational Foundation	PO Box 660	Galveston	TX	77553	None	PC	For purchase of Science Lab Equipment	\$5,000
Hartigan Area Educational Foundation Inc	P O Box 531328	Hartigan	TX	78553	None	PC	For general purposes, no restrictions	\$5,000
Nederland Educational Foundation Inc	P O Box 1725	Nederland	TX	77627	None	PC	For Engaging Instructional Interaction with Ipeas program	\$5,000
Port Neches-Groves Educational Foundation	P O Box 134	Port Neches	TX	77651	None	PC	For Study Island Program Support for Writing, Science, Math and Reading	\$5,000
Sharyland ISD / Sharyland Education Foundation	1108 N Shary Rd	Mission	TX	78572	None	PC	For Campus Piano Class	\$5,000
Weatherford ISD Education Foundation	1100 Longhorn Drive	Weatherford	TX	76086	None	PC	For Education Foundation School Supply Closet	\$5,000
Foundation for Tulsa Public Schools	3027 S New Haven, Ste 619	Tulsa	OK	74119	None	PC	For John Burroughs Community School and Literacy Initiative FY2013-2014	\$10,000
Oklahoma City Public Schools Foundation Inc	5225 N Shariel Suite 201	Oklahoma City	OK	73118	None	PC	For Foundation Partnership Grant	\$10,000
Career And Recovery Resources Inc	2525 San Jacinto St	Houston	TX	77002-9131	None	PC	For general purposes, no restrictions	\$10,000
Center of Family Love	835 W Texas	Okarche	OK	73762	None	PC	For purchase of appliances for new kitchen	\$10,000
LIFE Senior Services, Inc	5950 E 31st St	Tulsa	OK	74135	None	PC	For Adult Day Services program	\$10,000
Northern Arizona University Fdn Inc	Post Office Box 4094	Flagstaff	AZ	86011-0103	None	PC	For general purposes, no restrictions	\$10,000
Oklahoma Goodwill Industries Inc	316 S Blackwelder Avenue	Oklahoma City	OK	73108	None	PC	For styrofoam recycling effort	\$10,000
Oral Roberts University Athletic Department	7777 South Lewis	Tulsa	OK	74171	None	PC	For Golden Eagle Scholarship Fund	\$10,000
YMCA of Greater Tulsa	420 S Main St, Suite 200	Tulsa	OK	74103	None	PC	For Summer Learning Institute program	\$10,000
Zachary Scott Theatre-Project Interact	1510 Toomy Road	Austin	TX	78704	None	PC	For Capital Campaign for a new building and creativity center	\$12,500
Community Food Bank Of Eastern Oklahoma Inc	1304 N Kenosha Ave	Tulsa	OK	74106	None	PC	For Feeding Oklahoma food drive	\$15,000
Regional Food Bank Of Oklahoma	Post Office Box 270968	Oklahoma City	OK	73137-0968	None	PC	For Feeding Oklahoma food drive	\$15,000
Sunflower House	15440 W 65th Street	Shawnee	KS	66217	None	PC	For Child Abuse Prevention Education program	\$15,000
American National Red Cross	444 Sherman Street	Denver	CO	80203	None	PC	For Colorado relief efforts	\$20,000
Paso Del Norte Childrens Development Center Foundation	1101 East Schuster	El Paso	TX	79902	None	PC	For Capital Campaign for renovation of current facility and building and additional facility	\$20,000
Tulsa Ballet Theater, Inc	1212 East 45th Place	Tulsa	OK	74105	None	PC	For Tulsa Ballet Education and Outreach programs	\$20,000
Tulsa Children's Museum	PO Box 701820	Tulsa	OK	74170-1820	None	PC	For Discovery Lab program	\$20,000
YWCA Of El Paso Texas Ywca	201 E Main, Suite 400	El Paso	TX	79901	None	PC	For Capital Campaign / Myrna J Deckert Branch Renovation	\$24,000
Allied Arts Foundation	1015 N Broadway Avenue	Oklahoma City	OK	73102	None	PC	For annual arts campaign	\$25,000
Austin Childrens Museum	Suite 200	Austin	TX	78701	None	PC	For Capital Campaign for Unleash the Potential program	\$25,000
Big Brothers Big Sisters Of Oklahoma Inc	5840 S Memorial Drive, Suite 105	Tulsa	OK	74145	None	PC	For Mentoring Children of Promise (Children of Incarcerated Parents) program	\$25,000
Community Service Council Of Greater Tulsa	16 East 16th, Suite #202	Tulsa	OK	74119	None	PC	For A Way Home for Tulsa program	\$25,000
Family & Children's Service Inc	850 S Peoria Avenue	Tulsa	OK	74120	None	PC	For Center for Excellence Capital Campaign	\$25,000
Food Bank Of The Rio Grande Valley Inc	2601 Zinnia Ave P O Box 6251	McAllen	TX	78502-6251	None	PC	For Capital Campaign for renovation of a new facility	\$25,000

ONEOK Foundation, Inc.
Attachment to Form 990-PF for tax year 2013
Detail for Part XV - Grants and Contributions Paid During the Year

Relationship to
substantial
contributor

Organization Name	Street Address	City	State	Zip	Foundation status	Purpose	Amount Paid
Mental Health Association in Tulsa Inc	1870 South Boulder Avenue	Tulsa	OK	74119	PC	For Capital Campaign for transitional and permanent housing	\$25,000
Oklahoma Blood Institute	1001 N Lincoln Blvd	Oklahoma City	OK	73104-3251	PC	For bloodmobile in Tulsa	\$25,000
Oklahoma City Boathouse Foundation	725 S Lincoln Blvd	Oklahoma City	OK	73129-4430	PC	For Youth Outreach program	\$25,000
Oklahoma City Community Foundation	Post Office Box 1148	Oklahoma City	OK	73101-1148	PC	For Oklahoma State Firefighters Association for wildfire relief and equipment for rural fire departments	\$25,000
Oklahoma National Memorial & Museum	620 North Harvey Avenue	Oklahoma City	OK	73102	PC	For The 9 03 Fund Preserving The Legacy program	\$25,000
Oklahoma School Of Science And Mathematics Foundation	1141 North Lincoln Blvd	Oklahoma City	OK	73104	PC	For Capital Campaign for OSSM Dormitory Expansion	\$25,000
Regional Food Bank Of Oklahoma	Post Office Box 270968	Oklahoma City	OK	73137-0968	PC	For Oklahoma tornado relief and recovery efforts	\$25,000
Sunbeam Family Services Inc	616 N W 21st Street	Oklahoma City	OK	73103	PC	For New Home Forever Family Capital Campaign	\$25,000
TLC For Children And Families, Inc	480 S Rogers Rd	Olathe	KS	66061	PC	For Capital Campaign for the Institute and Wellness Center	\$25,000
United Way of Central Oklahoma	1444 NW 28th Street	Oklahoma City	OKLAHOMA	73106	PC	For Oklahoma tornado relief and recovery efforts	\$25,000
United Way of Central Oklahoma	1444 NW 28th Street	Oklahoma City	OKLAHOMA	73106	PC	For Capital Campaign	\$25,000
YMCA of Austin	1402 East Cesar Chavez	Austin	TX	78702	PC	For Healthy Living Plaza project	\$25,000
Tulsa Community Foundation	7030 S Yale Ave	Tulsa	OK	74138	PC	For Public Art Maintenance Fund	\$27,000
Salvation Army	P O Box 805181	Kansas City	MO	64180-5181	PC	For Share the Warmth program	\$28,544
Oklahoma Energy Education Foundation (OIEP)	500 N E 4th Street, Suite 200	Oklahoma City	OK	73104	PC	For Capital Campaign	\$30,000
University Of Oklahoma Foundation Inc	100 Timberdell Road	Norman	OK	73019-0685	PC	For scholarships to recruit and retain top-tier student performers in the Schools of Drama and Musical Theatre	\$30,000
Salvation Army	P O Box 12600	Oklahoma City	OK	73112	PC	For Share the Warmth program	\$32,034
Tulsa Boys Home	P O Box 1101	Tulsa	OK	74101-1101	PC	For Bridge to the Future Endowment and Capital Campaign	\$50,000
Oral Roberts University	7777 S Lewis Ave	Tulsa	OK	74171-0003	PC	For the Shark Tank & Technology Board Room	\$59,400
Habitat For Humanity, Inc	8235 E 13th St	Tulsa	OK	74112	PC	For 2013 Tulsa Habitat for Humanity build	\$65,000
Austin Habitat For Humanity Inc	310 Comal Street, Suite #100	Austin	TX	78702	PC	For 2013 Texas Gas Habitat for Humanity build	\$75,000
Philbrook Museum of Art Inc	2727 S Rockford Road	Tulsa	OK	74114	PC	For Free 2nd Saturdays program	\$100,000
Rogers State University Foundation	1701 W Will Rogers Blvd	Claremore	OK	74017	PC	For purchase of back-up natural gas generator for Student Dining Center	\$135,000
ONE Trust Fund	c/o Kansas Gas Service 7421 W 128th Street	Overland Park	KS	66213-2713	PC	For ONE Trust Disaster Relief	\$188,391
Salvation Army	P O Box 12600	Oklahoma City	OK	73112	PC	For Oklahoma tornado relief and recovery efforts	\$200,000
University Of Tulsa	800 South Tucker Drive	Tulsa	OK	74104-3189	PC	For technology upgrade for the Reynolds Center	\$250,000
Greenwood Cultural Center Inc	322 North Greenwood	Tulsa	OK	74120	PC	For Greenwood District/ONEOK Partnership	\$275,000
American Red Cross of Central Oklahoma	601 NE 6th Street	Oklahoma City	OK	73104	PC	For Oklahoma tornado relief and recovery efforts	\$500,000

Total

\$2,945,615

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	ONEOK FOUNDATION, INC	73-1503823
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P.O. BOX 871	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	TULSA, OK 74102-0871	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

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

- The books are in the care of **DEREK S. REINERS, 100 WEST 5TH STREET; TULSA, OK 74103**.
Telephone No **918 588-7000** Fax No.
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **11/17**, 20 **14**.
- 5 For calendar year **2013**, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **TAXPAYER IS IN THE PROCESS OF GATHERING INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**
THEREFORE, THE TAXPAYER REQUESTS ADDITIONAL TIME TO FILE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	46,615.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	46,615.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature **R. M. M. M.** INTERNAL REVENUE SERVICE **CRA** Date **8/13/2014**
W & I - FIELD ASSISTANCE
TULSA, OK 74128
Form 8868 (Rev. 1-2014)

AUG 13 2014

**RECEIVED
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