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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
% TRUST COMPANY OF OKLAHOMA

A Employer identification number
73-1504147

Number and street (or P O box number if mail is not delivered to street address)
6307 WATERFORD BLVD
Suite 160

Room/suite

B Telephone number (see instructions)
(405) 840-8401

City or town, state or province, country, and ZIP or foreign postal code
OKLAHOMA CITY, OK 73118

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 7,512,524

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	16,650	16,650	16,650	
	4	Dividends and interest from securities	108,342	108,342	108,342	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	293,711			
	b	Gross sales price for all assets on line 6a 1,251,217				
	7	Capital gain net income (from Part IV, line 2)		293,711		
	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)	365,923	365,923	365,923	
	12	**Total.** Add lines 1 through 11	784,626	784,626	490,915	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	4,818	4,818	4,818	
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,775	8,775	8,775	0
	c	Other professional fees (attach schedule)	36,460	36,460	36,460	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,500	5,500	5,500	
	19	Depreciation (attach schedule) and depletion	41,571	41,571	41,571	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,815	32,815	32,815	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	129,939	129,939	129,939	0
	25	Contributions, gifts, grants paid	405,000			405,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	534,939	129,939	129,939	405,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	249,687			
	b	**Net investment income** (if negative, enter -0-)		654,687		
	c	**Adjusted net income** (if negative, enter -0-)			360,976	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	14,204	20,246	20,246
	2	Savings and temporary cash investments	179,232	250,122	249,407
	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			
	10a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	2,654,731	2,552,534	3,825,389
	c	Investments—corporate bonds (attach schedule)	1,740,373	2,056,181	2,061,823
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	524,235	524,235	1,355,659
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,112,775	5,403,318	7,512,524
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
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	5,112,775	5,403,318	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,112,775	5,403,318	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,112,775	5,403,318	

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	5,112,775
2	Enter amount from Part I, line 27a	2	249,687
3	Other increases not included in line 2 (itemize) ▶	3	41,571
4	Add lines 1, 2, and 3	4	5,404,033
5	Decreases not included in line 2 (itemize) ▶	5	715
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,403,318

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	293,711
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	-863

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 page 18 of 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	323,460	6,366,504	0 050807
2011	299,812	6,342,202	0 047273
2010	240,000	5,936,222	0 04043
2009	477,461	5,610,157	0 085107
2008	359,500	6,665,131	0 053937

2	**Total** of line 1, column (d).	2	0 277554
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 055511
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,151,644
5	Multiply line 4 by line 3.	5	396,995
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,547
7	Add lines 5 and 6.	7	403,542
8	Enter qualifying distributions from Part XII, line 4.	8	405,000

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 page 18 of the 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	6,547
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	6,547
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,547
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 7,000		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	7,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	34
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	419
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 419 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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.*	7	Yes	
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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www trustok com

14 The books are in care of ▶TRUST COMPANY OF OKLAHOMA Telephone no ▶(405) 840-8401

Located at ▶6307 WATERFORD BLVD STE 106 OKLAHOMA CITY OK ZIP+4 ▶73118

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 |

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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 page 20 of the instructions)?	1b		
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **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		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☑			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	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**		

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
RICHARD A GORANSON 4832 RICHMOND SQUARE OKLAHOMA CITY, OK 73118	TRUSTEE 2 0	0	0	0
JOE WOMACK 6307 WATERFORD BLVD SUITE 160 OKLAHOMA CITY, OK 73118	TRUSTEE 5 0	4,818	0	0
EDWARD J HAVRILLA 4832 RICHMOND SQUARE OKLAHOMA CITY, OK 73118	TRUSTEE 2 0	0	0	0
PAUL KALLENBERGER 1924 S UTICA AVE TULSA, OK 741046540	TRUSTEE 2 0	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

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

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
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 GRANTS AWARDED TO THE UNIVERSITY OF OKLAHOMA TO FUND SCHOLARSHIPS FOR 2013-2014 AND TO PROVIDE MONIES FOR THE ENERGY MANAGEMENT FUND	64,000
2 TO HELP FUND THE SPEAKERS SERIES AT OKLAHOMA CITY UNIVERSITY IN THE FIELD OF ENERGY MANAGEMENT AND RELATED STUDIES	50,000
3 TO PROVIDE SCHOLARSHIPS FOR 2013-2014 AND TO SUPPORT THE ENERGY MANAGEMENT PROGRAM AT THE UNIVERSITY OF TULSA	51,000
4 TO PROVIDE SCHOLARSHIPS FOR 2013-2014 AND TO SUPPORT THE SCHOOL OF NURSING AT THE UNIVERSITY OF OKLAHOMA	50,000

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,656,515
b	Average of monthly cash balances	1b	248,379
c	Fair market value of all other assets (see instructions)	1c	1,355,658
d	**Total** (add lines 1a, b, and c)	1d	7,260,552
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	0
3	Subtract line 2 from line 1d	3	7,260,552
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,908
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,151,644
6	**Minimum investment return.** Enter 5% of line 5	6	357,582

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	357,582
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,547		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,547
3	Distributable amount before adjustments Subtract line 2c from line 1			3	351,035
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	351,035
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	351,035

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	405,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	405,000
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	6,547
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	398,453

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				351,035
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009. 32,562				
c From 2010.				
d From 2011.				
e From 2012. 12,215				
f **Total** of lines 3a through e.	44,777			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 405,000				
a Applied to 2012, but not more than line 2a			0	
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.				351,035
e Remaining amount distributed out of corpus	53,965			
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	98,742			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	98,742			
10 Analysis of line 9				
a Excess from 2009. . . . 32,562				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . . 12,215				
e Excess from 2013. . . . 53,965				

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

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

b Check box to indicate whether the organization 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	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

JOE WOMACK
6307 WATERFORD BLVD SUITE 160
OKLAHOMA CITY,OK 73118
(405) 840-8401

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

PREPRINTED APPLICATION SHOULD BE REQUESTED FROM THE FOUNDATION

c Any submission deadlines

APRIL 30 FOR THE FOLLOWING FALL SCHOOL YEAR

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

PRIMARY PURPOSE FOR OKLAHOMA COLLEGES AND NON PROFIT ORGANIZATIONS TO FURTHER THE EDUCATION OF STUDENTS IN THE FIELDS OF PETROLEUM, AEROSPACE ENGINEERING, ENERGY, ENGINEERING, EDUCATION, NURSING & OTHER FIELDS OF STUDY

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* See Additional Data Table				
Total . . . . ▶ **3a**				405,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	124,992	
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	293,711	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a ROYALTY INCOME			15	277,141	
b OIL & GAS LEASES			16	88,545	
c OTHER INCOME			18	237	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				784,626	

13 Total. Add line 12, columns (b), (d), and (e) 13 784,626

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-08-18	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶	HAVRILLA & GORANSON PC		Firm's EIN ▶	
Firm's address ▶	4832 RICHMOND SQUARE OKLAHOMA CITY, OK 73118		Phone no (405) 843-1011	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
73 986 COHEN & STEERS	P	2013-07-01	2013-11-15
28 76 COHEN & STEERS	P	2013-07-01	2013-11-15
100 MALLINCKRODT	P	2012-12-07	2013-08-07
150 MATERIALS SELECT SECTOR	P	2013-03-19	2013-11-15
500 ORACLE	P	2013-03-19	2013-09-05
90 2989 VANGUARD ADM INFLATION	P	2013-01-01	2013-03-19
6 4121 VANGUARD ADM INFLATION	P	2013-01-01	2013-03-19
220 ABBOTT	P	2004-07-23	2013-11-15
1220 ABBV	P	2004-07-23	2013-06-18
15 APPLE	P	2012-08-08	2013-11-15
25000 BANK OF AMERICA 4 9% NT	P	2010-09-24	2013-05-01
100 BAXTER	P	1999-11-23	2013-08-21
50 BAXTER	P	1999-11-23	2013-11-26
50000 BB&T 3 75% NOTE	P	2011-05-26	2013-09-25
250 CENTURYTEL	P	2010-07-21	2013-03-19
1300 CENTURYTEL	P	2010-07-21	2013-11-15
246 942 COHEN & STEERS REALTY	P	2008-04-24	2013-08-07
26 22 COHEN & STEERS REALTY	P	2012-03-30	2013-08-07
462 119 COHEN & STEERS REALTY	P	2012-03-30	2013-08-07
9 58 COHEN & STEERS REALTY	P	2012-09-28	2013-11-15
233 318 COHEN & STEERS REALTY	P	2008-06-30	2013-12-09
300 CONOCOPHILLIPS	P	2006-11-30	2013-03-19
200 CONOCOPHILLIPS	P	2008-11-25	2013-04-02
500 CONOCOPHILLIPS	P	2008-11-25	2013-06-18
100 CR BARD	P	2006-04-25	2013-11-26
150 CVS	P	2009-05-28	2013-06-18
150 EXXON MOBIL	P	2004-07-23	2013-08-21
150 EXXON MOBIL	P	2004-07-23	2013-11-15
300 G E	P	2004-08-24	2013-06-18
500 G E	P	2004-07-23	2013-08-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25000 G E 2 8% BOND	P	2010-10-28	2013-01-08
1341 HARBOR INTL	P	2006-12-19	2013-11-15
900 INTEL	P	1998-04-07	2013-03-19
60 IBM	P	2008-01-17	2013-06-18
125 IBM	P	2008-01-17	2013-11-15
25 IBM	P	2008-01-17	2013-12-09
250 ITT	P	2012-04-24	2013-06-18
500 ITT	P	2012-04-24	2013-08-21
250 ITT	P	2012-01-20	2013-11-15
150 ITT	P	2012-01-20	2013-12-09
500 KELLOGG	P	2003-05-27	2013-09-15
500 KELLOGG	P	2005-08-25	2013-11-15
350 LAB CORP	P	2011-11-15	2013-04-02
50000 MCDONALDS 4 3% NOTE	P	2010-12-22	2013-03-01
200 NIKE CLASS B	P	2009-11-23	2013-06-18
200 NIKE CLASS B	P	2009-11-23	2013-11-15
100 NIKE CLASS B	P	2009-02-17	2013-11-19
300 NOBLE ENERGY	P	2006-04-25	2013-06-18
300 NOBLE ENERGY	P	2006-04-25	2013-11-15
100 ONEOK	P	2009-02-17	2013-03-19
300 ONEOK	P	2009-02-17	2013-06-18
250 ONEOK	P	2009-02-17	2013-08-21
250 ONEOK	P	2009-02-17	2013-11-15
100 ONEOK	P	2009-02-17	2013-11-19
100 PEPSICO	P	2004-07-23	2013-06-18
226 229 PIMCO FDS	P	2012-01-30	2013-12-09
781 392 PIMCO FDS	P	2012-01-30	2013-12-09
378 7 PIMCO FDS	P	2012-01-30	2013-12-09
100 PPL	P	2012-08-08	2013-11-15
150 PPL	P	2012-08-08	2013-11-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
500 J M SMUCKER	P	2009-10-08	2013-11-15
200 TARGET	P	2004-08-24	2013-06-18
100 TARGET	P	2004-07-23	2013-11-15
800 TEVA	P	2011-10-06	2013-03-19
200 TEVA	P	2011-10-06	2013-03-19
30 UNITED TECHNOLOGIES	P	2004-07-23	2013-06-18
75 UNITED TECHNOLOGIES	P	2004-07-23	2013-08-21
75 UNITED TECHNOLOGIES	P	2004-07-23	2013-11-15
783 88 VANGUARD ADM INFLATION	P	2010-09-27	2013-03-19
100 VANGUARD FINANCIALS	P	2008-10-14	2013-12-09
150 VANGUARD INFO TECH	P	2009-02-17	2013-06-18
150 VANGUARD INFO TECH	P	2012-04-24	2013-06-18
458 862 VANGUARD S/T TREASURY	P	2009-11-23	2013-03-19
2799 98 VANGUARD S/T TREASURY	P	2009-11-29	2013-03-19
2324 7 VANGUARD S/T TREASURY	P	2009-12-08	2013-11-15
7 3331 VANGUARD S/T TREASURY	P	2009-12-08	2013-11-15
2325 14 VANGUARD S/T TREASURY	P	2009-12-08	2013-12-04
6 94 VANGUARD S/T TREASURY	P	2009-12-08	2013-12-04
2262 68 VANGUARD TOTAL BOND	P	2009-11-23	2013-12-09
91 3665 VANGUARD TOTAL BOND	P	2012-04-11	2013-12-09
50 VISA	P	2012-09-28	2013-11-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,229		3,043	186
1,255		1,277	
4,413		4,136	277
6,716		5,946	770
16,055		18,135	-2,080
2,564		2,580	-16
182		185	
8,340		4,103	4,237
52,837		24,527	28,310
7,886		9,294	-1,408
25,000		26,692	-1,692
7,122		5,525	1,597
3,390		2,762	628
50,000		52,328	-2,328
8,577		8,828	-251
41,599		45,905	-4,306
10,848		10,552	296
1,152		1,150	2
20,167		19,740	427
418		421	
10,030		7,370	2,660
17,772		15,556	2,216
11,976		7,903	4,073
31,060		18,434	12,626
13,892		7,373	6,519
8,982		4,417	4,565
13,023		6,792	6,231
14,181		6,792	7,389
7,278		9,779	-2,501
11,820		16,237	-4,417

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,000		25,824	-824
95,000		77,174	17,826
19,080		17,521	1,559
12,313		6,119	6,194
22,796		12,748	10,048
4,447		2,550	1,897
7,485		5,527	1,958
16,915		10,981	5,934
10,247		5,489	4,758
6,097		3,294	2,803
30,185		22,720	7,465
31,240		22,075	9,165
32,416		29,323	3,093
50,000		53,310	-3,310
12,414		6,520	5,894
15,770		6,520	9,250
7,815		2,116	5,699
18,225		6,799	11,426
22,395		6,799	15,596
4,471		1,329	3,142
13,338		3,987	9,351
12,692		3,323	9,369
14,342		3,323	11,019
5,710		1,329	4,381
8,260		5,026	3,234
2,450		2,622	-172
8,462		8,935	-473
4,101		4,303	
3,082		2,919	163
4,548		4,316	232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
54,464		27,217	27,247
13,990		8,867	5,123
6,656		4,377	2,279
32,271		33,522	-1,251
8,068		7,542	526
2,880		1,386	1,494
7,626		3,464	4,162
8,139		3,464	4,675
22,254		17,758	4,496
4,377		3,358	1,019
11,520		5,054	6,466
11,520		10,587	933
4,928		5,002	-74
30,072		30,520	
24,921		25,340	-419
79		80	
24,926		25,344	-418
74		76	-2
24,030		24,927	-897
970		1,005	
10,117		6,727	3,390

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			186
			-22
			277
			770
			-2,080
			-16
			-3
			4,237
			28,310
			-1,408
			-1,692
			1,597
			628
			-2,328
			-251
			-4,306
			296
			2
			427
			-3
			2,660
			2,216
			4,073
			12,626
			6,519
			4,565
			6,231
			7,389
			-2,501
			-4,417

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-824
			17,826
			1,559
			6,194
			10,048
			1,897
			1,958
			5,934
			4,758
			2,803
			7,465
			9,165
			3,093
			-3,310
			5,894
			9,250
			5,699
			11,426
			15,596
			3,142
			9,351
			9,369
			11,019
			4,381
			3,234
			-172
			-473
			-202
			163
			232

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			27,247
			5,123
			2,279
			-1,251
			526
			1,494
			4,162
			4,675
			4,496
			1,019
			6,466
			933
			-74
			-448
			-419
			-1
			-418
			-2
			-897
			-35
			3,390

Form 990PF Part XV Line 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*				
THE UNIVERSITY OF OKLAHOMA FOUNDATION 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EOF	ENERGY MANAGEMENT GENERAL FUND IN THE PRICE COLLEGE OF BUSINESS	10,000
UNIVERSITY OF OKLAHOMA COLLEGE OF NURSING 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EOF	SCHOLARSHIPS FOR 2013-2014 IN THE SCHOOL OF NURSING, SECOND CONTRIBUTION OF 5 YEAR PLEDGE	50,000
THE UNIVERSITY OF CENTRAL OKLAHOMA FOUNDATION 100 NORTH UNIVERSITY DRIVE EDMOND, OK 73034	NONE	EOF	SCHOLARSHIPS FOR 2013-2014 IN THE SCHOOL OF NURSING	50,000
UNIVERSITY OF TULSA 800 SOUTH TUCKER AVE TULSA, OK 74104	NONE	EOF	ENERGY MANAGEMENT GENERAL FUND	10,000
UNIVERSITY OF TULSA 800 SOUTH TUCKER AVE TULSA, OK 73104	NONE	EOF	FUNDING OF ENERGY MANAGEMENT SCHOLARSHIPS FOR 2013-2014 RECPIENTS	41,000
OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELDER OKLAHOMA CITY, OK 73106	NONE	EOF	MARTIN FDN ENERGY MANAGEMENT SPEAKERS SERIES FUND	50,000
THE UNIVERSITY OF OKLAHOMA FOUNDATION 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EOF	ENERGY MANAGEMENT PRICE SCHOOL OF BUSINESS SCHOLARSHIPS FOR 2013-2014 RECIPIENTS	64,000
VARIETY CARE FOUNDATION 420 NW 6TH OKLAHOMA CITY, OK 73103	NONE	EOF	FUNDING TO PROVIDE HEALTH CARE TO THE INDIGENT	40,000
REGIONAL FOOD BANK OF OKLAHOMA INC P O BOX 270968 OKLAHOMA CITY, OK 73137	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE FOOD AND GOODS FOR THE IMPOVERISHED	40,000
POSITIVE TOMORROWS COMMUNITY BOARD 1804 N BRAUER AVE OKLAHOMA CITY, OK 73106	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE ELEMENTARY EDUCATION FOR THE HOMELESS	20,000
JOHN 316 MISSION 205 E PINE STE 103 TULSA, OK 74101	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION OF PROVIDING SHELTER, FOOD AND RECOVERY PROGRAMS FOR THE HOMELESS	10,000
INFANT CRISIS SERVICES INC 1933 NW 39TH OKLAHOMA CITY, OK 73118	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE FORMULA, FOOD AND CLOTHING FOR BABIES AND TODDLERS IN TIMES OF CRISIS	10,000
SPECIAL CARE INCORPORATED 12201 N WESTERN AVE OKLAHOMA CITY, OK 73114	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE CARE FOR CHILDREN WITH SPECIAL NEEDS	10,000
Total . . . . ▶ 3a				405,000

TY 2013 Accounting Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,775	8,775	8,775	

TY 2013 All Other Program Related Investments Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Investments Corporate Bonds Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Bond	End of Year Book Value	End of Year Fair Market Value
38,407.76 PIMCO TOTAL RETURN	409,247	410,579
4,659.19 VANGUARD ADMIRAL S/T	50,672	49,760
70969.61 VANGUARD ADM S/T INV	744,847	759,375
8,265.25 TEMPLETON GLOBAL BOND	111,015	108,194
25,000 GENERAL ELECTRIC CAP		
50,000 MCDONALD'S CORP		
25,000 BANK OF AMERICA CORP		
50,000 BB&T		
25,000 JP MORGAN CHASE	24,998	25,000
100,000 HSBC BANK USA	104,440	101,030
25,000 MERRILL LYNCH & CO	26,737	25,649
25,000 SBC COMMUNICATIONS	28,067	25,797
50,000 WELLS FARGO	53,096	51,274
40000 G E	40,000	39,686
25,000 GOLDMAN SACHS 5.125	25,482	26,114
25,000 PEPSICO	26,001	25,686
25,000 ROYAL BANK OF SCOTLAND	25,294	26,185
17816.13 PIMCO HIGH YIELD	170,070	171,213
16,128.04 VANGUARD TOTAL BOND	177,388	170,312
1,804.84 VANGUARD ADM INFLATIO	38,827	45,969

TY 2013 Investments Corporate Stock Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,000 ABBOTT LABORATORIES	18,515	38,330
750 ACCENTURE PLC	40,681	61,665
3,492.77 AMERICAN BEACON SMALL		
3,832.25 AMERICAN BEACON SMALL	67,924	104,199
200 AMPHENOL CORP	7,154	17,836
650 APACHE	37,017	55,861
170 APPLE INC	65,112	95,373
300 BARD C R INC	20,464	40,182
550 BAXTER INTERNATIONAL	29,240	38,252
2200 BG GROUP PLC ADR	38,914	47,718
650 CAPITAL ONE FINANCIAL	43,666	49,796
275 CELGENE	37,964	46,466
1,550 CENTURYLINK INC		
625 CHEVRON CORPORATION	72,445	78,069
400 CHUBB	22,980	38,652
400 COGNIZANT TECHNOLOGY SOLUT	27,103	40,392
1,021.53 COHEN & STEERS REALTY	30,420	41,648
1,000 CONOCOPHILLIPS		
300 COSTCO WHOLESALE	29,357	35,706
800 COVIDIEN	42,287	54,480
1,050 CVS CAREMARK CORP	30,002	75,148
600 DANAHER CORP	32,595	46,320
825 DISNEY WALT HOLDING COMPAN	28,036	63,030
4,759.05 DODGE & COX INTL	170,718	204,829
900 EXPRESS SCRIPTS INC	48,969	63,216
600 EXXON MOBIL	27,042	60,720
500 FEE INTL	500	
675 FRANKLIN RES INC	26,181	38,968
2,500 GENERAL ELECTRIC	61,853	70,277
65 GOOGLE INC	32,802	72,846

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4,076.37 HARBOR INTERNATIONAL	185,987	289,463
600 HONEYWELL	48,924	54,822
900 INTEL		
150 INTERCONTINENTAL	27,233	33,738
250 INTERNATIONAL BUSINESS MAC	25,496	46,892
1,850 ITT INDUSTRIES	34,827	80,327
1,000 KELLOGG CO		
350 LABORATORY CORP		
4,623.84 LAZARD EMERGING MKTS	92,771	86,327
1,150 MATERIALS SELECT SECTOR	42,476	53,153
350 MCDONALDS	30,714	33,960
700 MONDELEZ	23,800	24,710
900 NIKE INC	19,045	70,776
900 NOBLE ENERGY	20,396	61,299
600 NOVARTIS	42,300	48,228
300 ONEOK	3,987	18,654
800 PEPSICO	39,589	66,352
550 PPL	16,434	16,550
800 QUALCOMM	49,904	59,400
600 SCHLUMBERGER LTD	48,040	54,066
500 SMUCKER J M		
900 TARGET	38,909	56,743
1,000 TEVA PHARMACEUTICAL INDU		
650 UNITED TECHNOLOGIES	29,450	73,970
994.77 VANGUARD ADMIRAL INT'L	55,210	73,832
1150 VANGUARD CONSUMER	88,406	124,264
4900 VANGUARD FINANCIALS ETF	135,433	217,658
1,200 VANGUARD INFO TECHNOLOGY	38,779	107,448
1539.07 VANGUARD SIGNAL MID CA	60,755	66,149
5516.52 VANGUARD SIGNAL SMALL	140,237	261,980

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300 VANGUARD TELECOMMUNICATION	25,529	25,098
450 VISA INC	63,287	100,206
500 WAL-MART	34,675	39,345

TY 2013 Investments Government Obligations Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

US Government Securities - End of Year Book Value: 0

US Government Securities - End of Year Fair Market Value: 0

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

TY 2013 Investments - Land Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

TY 2013 Investments - Other Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES-NON-PROD	AT COST	524,235	524,235
OIL & GAS PRODUCING	FMV	0	831,424

TY 2013 Land, Etc. Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

TY 2013 Other Decreases Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Amount
WASH SALE ADJUSTMENTS	715

TY 2013 Other Expenses Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	27	27	27	
ROYALTY EXPENSES		32,788	32,788	
Rent and Royalty Expense	32,788			

TY 2013 Other Income Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LEASE BONUSES	88,545	88,545	88,545
STOCK LITIGATION PROCEEDS	237	237	237
Royalty Income	277,141	277,141	277,141

TY 2013 Other Increases Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Amount
% DEPLETION ALLOWED,PART 1,LINE 19	41,571

TY 2013 Other Professional Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE AND CUSTODIAL FEES	36,460	36,460	36,460	

TY 2013 Taxes Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES-DIVIDENDS	1,152	1,152	1,152	
FEDERAL EXCISE TAX	4,348	4,348	4,348	