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

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

2013

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

RICHARD JAMES FAMILY FOUNDATION
P.O. BOX 705
STROUD, OK 74079

A Employer identification number
73-1589377

B Telephone number (see the instructions)
918-968-3315

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

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)
► \$ 537,829.

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

- 1 Contributions, gifts, grants, etc. received (att sch)
2 Cl ☒ if the foundn is not req to att Sch B
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5a Gross rents
b Net rental income or (loss)
6a Net gain/(loss) from sale of assets not on line 10
b Gross sales price for all assets on line 6a 55,632.
7 Capital gain net income (from Part IV line 2)
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/(loss) (att sch)
11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

c Other prof fees (attach sch) SEE ST 2

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

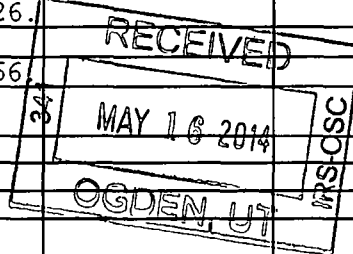
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative enter 0)

c Adjusted net income (if negative enter 0)



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	5,436.	3,595.	3,595.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	160.	160.	
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment basis		
		Less accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)	462,717.	452,568.	534,234.
14		Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
15		Other assets (describe SEE STATEMENT 5)	433.	253.	
16		Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	468,746.	456,576.	537,829.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, & other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)	1.			
23	Total liabilities (add lines 17 through 22)	1.	0.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>		
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds	468,745.	456,576.	
	28	Paid in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	468,745.	456,576.	
	31	Total liabilities and net assets/fund balances (see instructions)	468,746.	456,576.	

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	468,745.
2	Enter amount from Part I, line 27a	2	-12,169.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	456,576.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	456,576.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE STATEMENT 6

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) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than 0) or Losses (from column (h))

a

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

6,159.

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

-79.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	23,850.	441,744.	0.053991
2011	21,800.	449,438.	0.048505
2010	21,171.	447,361.	0.047324
2009	20,002.	388,783.	0.051448
2008	19,778.	394,313.	0.050158

2 Total of line 1, column (d)

2

0.251426

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

0.050285

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

4

489,041.

5 Multiply line 4 by line 3

5

24,591.

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

6

162.

7 Add lines 5 and 6

7

24,753.

8 Enter qualifying distributions from Part XII, line 4

8

27,600.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	162.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	162.
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	162.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013		6 a	160.
b Exempt foreign organizations – tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments. Add lines 6a through 6d		7	160.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If 'No,' attach explanation.</i>	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)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Form 990-PF (2013)

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PATSY JAMES</u> Telephone no <u>918-968-3315</u> Located at <u>P.O. BOX 705 STROUD, OK</u> ZIP + 4 <u>74079</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes' attach the statement required by Regulations section 53.4945-5(d)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2013)

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	1 a	491,972.
b Average of monthly cash balances	1 b	4,516.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	496,488.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	496,488.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	7,447.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	489,041.
6 Minimum investment return. Enter 5% of line 5	6	24,452.

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	24,452.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	162.
b Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	162.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	24,290.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	24,290.
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	24,290.

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	1 a	27,600.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,600.
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	162.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,438.

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				24,290.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	403.			
c From 2010				
d From 2011				
e From 2012	2,063.			
f Total of lines 3a through e	2,466.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 27,600.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				24,290.
e Remaining amount distributed out of corpus	3,310.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,776.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,776.			
10 Analysis of line 9				
a Excess from 2009	403.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	2,063.			
e Excess from 2013	3,310.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling _____
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or ☐ 4942(j)(3) or ☐

b Check box to indicate whether the foundation is a private operating foundation described in section	4942(j)(3) or	4942(j)(5)
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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				
Total			3 a	27,600.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	15.	
4 Dividends and interest from securities			14	12,233.	
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				2,871.	3,288.
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).				15,119.	3,288.
13 Total. Add line 12, columns (b), (d), and (e).				13	18,407.

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

[illegible]

2013

FEDERAL STATEMENTS

PAGE 1

RICHARD JAMES FAMILY FOUNDATION

73-1589377

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREP OF FORM 990	\$ 600.			
TOTAL	<u>\$ 600.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	\$ 2,026.	\$ 2,026.		
TOTAL	<u>\$ 2,026.</u>	<u>\$ 2,026.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	\$ 150.	\$ 150.		
FOREIGN TAXES	16.	16.		
TOTAL	<u>\$ 166.</u>	<u>\$ 166.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	\$ 180.			N/A
POSTAGE	4.			
TOTAL	<u>\$ 184.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

RICHARD JAMES FAMILY FOUNDATION

73-1589377

STATEMENT 5
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	\$ 253.	
TOTAL	\$ 253.	\$ 0.

STATEMENT 6
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	10 ACTIVISION BLIZZARD INC	PURCHASED	9/24/2013	12/06/2013
2	3 MONSANTO CO NEW	PURCHASED	9/24/2012	7/24/2013
3	10 POTASH CORP OF SASKATCHEWAN	PURCHASED	9/21/2012	9/13/2013
4	10 DISNEY WALT CO	PURCHASED	8/18/2011	4/26/2013
5	4 DISNEY WALT CO	PURCHASED	8/18/2011	7/02/2013
6	24 DISNEY WALT CO	PURCHASED	9/26/2012	10/17/2013
7	7 MONSANTO CO NEW	PURCHASED	9/24/2012	12/06/2013
8	8 ORACLE CORP	PURCHASED	6/28/2012	7/02/2013
9	9 ORACLE CORP	PURCHASED	6/28/2012	12/06/2013
10	4 POTASH CORP OF SASKATCHEWAN	PURCHASED	3/29/2012	7/02/2013
11	16 POTASH CORP OF SASKATCHEWAN	PURCHASED	3/29/2012	9/13/2013
12	32 AGILENT TECH INC	PURCHASED	8/01/2008	1/03/2013
13	5 AGILENT TECH INC	PURCHASED	2/20/2009	7/02/2013
14	1 ALLEGHANY CORP NEW	PURCHASED	1/03/2008	12/06/2013
15	15 AMERICAN EXPRESS CO	PURCHASED	1/03/2008	4/05/2013
16	13 AMERICAN EXPRESS CO	PURCHASED	1/03/2008	7/02/2013
17	10 AMERICAN EXPRESS CO	PURCHASED	1/03/2008	12/06/2013
18	4 AMERIPRISE FINANCIAL	PURCHASED	1/03/2008	4/04/2013
19	7 AMERIPRISE FINANCIAL	PURCHASED	1/03/2008	7/02/2013
20	32 BANK NEW YORK MELLON	PURCHASED	6/23/2008	12/06/2013
21	11 BED BATH & BEYHOND	PURCHASED	6/23/2008	7/02/2013
22	3 BED BATH & BEYHOND	PURCHASED	6/23/2008	12/06/2013
23	11 BERKSHIRE HATHAWAY INC	PURCHASED	6/23/2008	12/06/2013
24	28 CANADIAN NATURAL RESOURCES	PURCHASED	1/03/2008	5/03/2013
25	4 COCA-COLA CO	PURCHASED	2/04/2010	7/02/2013
26	9 COCA-COLA CO	PURCHASED	2/04/2010	12/06/2013
27	8 COSTCO WHSL CORP NEW	PURCHASED	1/03/2008	4/05/2013
28	12 COSTCO WHSL CORP NEW	PURCHASED	1/03/2008	4/19/2013
29	6 CVS CAREMARK CORP	PURCHASED	1/03/2008	4/17/2013
30	14 CVS CAREMARK CORP	PURCHASED	1/03/2008	12/06/2013
31	30 DEVON ENERGY CORP	PURCHASED	6/23/2008	4/17/2013
32	10 DEVON ENERGY CORP	PURCHASED	6/23/2008	5/03/2013
33	14 DEVON ENERGY CORP	PURCHASED	9/01/2009	7/02/2013
34	9 DIAGEO PLC	PURCHASED	1/03/2008	7/02/2013
35	12 EOG RESOURCES INC	PURCHASED	1/03/2008	3/01/2013
36	10 EOG RESOURCES INC	PURCHASED	1/03/2008	5/09/2013
37	15 EXPRESS SCRIPTS HLDG CO	PURCHASED	3/03/2010	7/02/2013
38	1 GOOGLE INC CL A	PURCHASED	1/15/2009	12/06/2013
39	42 HARLEY DAVIDSON INC	PURCHASED	6/23/2008	1/08/2013
40	11 HARLEY DAVIDSON INC	PURCHASED	6/23/2008	7/02/2013
41	11 HEWLETT-PACKARD CO	PURCHASED	10/24/2008	7/02/2013
42	28 IRON MTN INC PA	PURCHASED	1/03/2008	4/12/2013
43	17 IRON MTN INC PA	PURCHASED	1/03/2008	7/02/2013

RICHARD JAMES FAMILY FOUNDATION

73-1589377

STATEMENT 6 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
44	44 LOEWS CORPORATION	PURCHASED	1/03/2008	7/02/2013
45	7 LOEWS CORPORATION	PURCHASED	1/03/2008	12/06/2013
46	6 MONSANTO CO NEW	PURCHASED	2/05/2010	7/02/2013
47	3 MONSANTO CO NEW	PURCHASED	2/05/2010	7/24/2013
48	20 OCCIDENTAL PETE CORP	PURCHASED	1/03/2008	3/15/2013
49	18 OCCIDENTAL PETE CORP	PURCHASED	6/23/2008	7/02/2013
50	2 OCCIDENTAL PETE CORP	PURCHASED	6/23/2008	8/13/2013
51	40 PFIZER INC	PURCHASED	2/16/2010	1/04/2013
52	25 PFIZER INC	PURCHASED	2/16/2010	1/18/2013
53	6 PHILIP MORRIS INTERNATIONAL INC	PURCHASED	6/23/2008	7/02/2013
54	42 PROGRESSIVE CORP OHIO	PURCHASED	1/03/2008	4/25/2013
55	15 PROGRESSIVE CORP OHIO	PURCHASED	1/03/2008	7/02/2013
56	15 TRANSOCEAN LTC	PURCHASED	6/23/2008	9/09/2013
57	12 WELLS FARGO COMPANY	PURCHASED	1/03/2008	4/17/2013
58	25 WELLS FARGO COMPANY	PURCHASED	1/03/2008	7/02/2013
59	5 WELLS FARGO COMPANY	PURCHASED	1/03/2008	12/06/2013
60	125 ENTERGY CORP NEW	PURCHASED	1/13/2012	1/18/2013
61	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	171.		170.	1.			\$	1.
2	306.		274.	32.				32.
3	330.		442.	-112.				-112.
4	618.		325.	293.				293.
5	256.		130.	126.				126.
6	1,585.		838.	747.				747.
7	784.		638.	146.				146.
8	242.		224.	18.				18.
9	318.		251.	67.				67.
10	151.		180.	-29.				-29.
11	528.		722.	-194.				-194.
12	1,338.		1,155.	183.				183.
13	219.		97.	122.				122.
14	395.		385.	10.				10.
15	976.		763.	213.				213.
16	982.		661.	321.				321.
17	855.		509.	346.				346.
18	287.		223.	64.				64.
19	574.		391.	183.				183.
20	1,066.		1,471.	-405.				-405.
21	795.		349.	446.				446.
22	233.		85.	148.				148.
23	1,277.		920.	357.				357.
24	833.		1,057.	-224.				-224.
25	163.		109.	54.				54.
26	363.		245.	118.				118.
27	843.		547.	296.				296.
28	1,244.		821.	423.				423.
29	344.		219.	125.				125.
30	931.		511.	420.				420.
31	1,572.		2,935.	-1,363.				-1,363.
32	578.		1,219.	-641.				-641.
33	741.		1,150.	-409.				-409.

RICHARD JAMES FAMILY FOUNDATION

73-1589377

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
34	1,047.		765.	282.				\$ 282.
35	1,477.		1,113.	364.				364.
36	1,365.		928.	437.				437.
37	933.		607.	326.				326.
38	1,065.		292.	773.				773.
39	2,051.		1,882.	169.				169.
40	615.		412.	203.				203.
41	276.		411.	-135.				-135.
42	1,037.		1,001.	36.				36.
43	461.		607.	-146.				-146.
44	1,979.		2,210.	-231.				-231.
45	328.		351.	-23.				-23.
46	586.		459.	127.				127.
47	306.		229.	77.				77.
48	1,668.		1,603.	65.				65.
49	1,642.		1,449.	193.				193.
50	176.		174.	2.				2.
51	1,034.		743.	291.				291.
52	664.		444.	220.				220.
53	527.		313.	214.				214.
54	1,067.		780.	287.				287.
55	387.		279.	108.				108.
56	707.		2,218.	-1,511.				-1,511.
57	440.		345.	95.				95.
58	1,037.		719.	318.				318.
59	219.		144.	75.				75.
60	7,769.		8,979.	-1,210.				-1,210.
61								2,871.
TOTAL								\$ 6,159.

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PATSY JAMES P.O. BOX 705 STROUD, OK 74079	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
JUNE ANN JONES 3406 SOUTH DELAWARE AVE TULSA, OK 74105	TRUSTEE 0	0.	0.	0.

RICHARD JAMES FAMILY FOUNDATION

73-1589377

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
STEPHEN T. JAMES 2323 LEGENDARY LANE STILLWATER, OK 74074	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
MARY LYNN HILL 3704 HARRIS DRIVE EDMOND, OK 73013	TRUSTEE 0	0.	0.	0.
RANDA LEA HOHWEILER 8508 GRAND VIEW DRIVE NORTH RICHLAND HILLS, TX 76180	TRUSTEE 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: RICHARD JAMES FAMILY FOUNDATION
NAME: PATSY JAMES
CARE OF: P.O. BOX 705
STREET ADDRESS: STROUD, OK 74079
CITY, STATE, ZIP CODE:
TELEPHONE:
E-MAIL ADDRESS:
FORM AND CONTENT: APPLICATIONS SHOULD BE IN WRITING, OR ORAL, AND INCLUDE THE PROGRAMS PURPOSE, GOALS, SPONSORING ORGANIZATION AND A STATEMENT THAT THE PROGRAM WILL NOT ENGAGE IN ANY ACTIVITY INCONSISTENT WITH SECTION 504 (C) (3) OF THE INTERNAL REVENUE CODE.

SUBMISSION DEADLINES: DECEMBER 31
RESTRICTIONS ON AWARDS: RESTRICTIONS AND LIMITATIONS AS PROVIDED BY COMPLIANCE WITH SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SALVATION ARMY 924 S HUDSON TULSA, OK 74101	NONE		UNRESTRICTED	\$ 1,000.

RICHARD JAMES FAMILY FOUNDATION

73-1589377

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
STROUD PUBLIC SCHOOLS 212 W 7TH STROUD, OK 74079	NONE		FLAG POLE CONSTRUCTION	\$ 8,800.
STROUD HABITAT FOR HUMANITY STROUD, OK 74079	NONE		HOUSING ASSISTANCE	2,200.
TULANE UNIVERSITY 1555 POYDRAS ST SUITE 1000 NEW ORLEANS, LA 70112	NONE		UNRESTRICTED	1,000.
OKLAHOMA FOUNDATION FOR EXCELLANCE 120 N ROBINSON #1420W ACADEMIC ALL STATE, OK 73102	NONE		ACADEMIC ALL STATE	500.
OKLAHOMA HISTORICAL SOCIETY 800 NAZIH ZUHDI DR OKLAHOMA CITY, OK 73105	NONE		UNRESTRICTED	2,000.
STROUD PUBLIC SCHOOLS 212 W 7TH STROUD, OK 74079	NONE		EDUCATIONAL PROGRAMS	4,000.
AMERICAN RED CROSS 601 NE 60TH STREET OKLAHOMA CITY, OK 73104	NONE		DISASTER RELIEF	1,000.
ST JUDE CHILDRENS RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE		UNRESTRICTED	500.
OKLAHOMA STATE UNIVERSITY FOUNDATION 400S MONROE STILLWATER, OK 74074	NONE		SCHOLARSHIPS	3,000.
MAYFLOWER CONGREGATIONAL CHURCH 3901 NW 63RD STREET OKLAHOMA CITY, OK 73116	NONE		363 GROUP	1,000.
STROUD FOOD PANTRY 211 N 3RD STREET STROUD, OK 74079	NONE		UNRESTRICTED	1,000.

2013

FEDERAL STATEMENTS

PAGE 7

RICHARD JAMES FAMILY FOUNDATION

73-1589377

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
OKLAHOMA LIONS SERVICE FOUNDATION 4123 NW 10TH STREET OKLAHOMA CITY, OK 73107	NONE		UNRESTRICTED	\$ 1,000.
CITY RESCUE MISSION 800 W CALIFORNIA OKLAHOMA CITY, OK 73106	NONE		UNRESTRICTED	600.
TOTAL \$				<u>27,600.</u>