



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

For calendar year **2013** or tax year beginning , 2013, and ending , 20

Name of foundation The Puterbaugh Foundation		A Employer identification number 73-6092193
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 1206	Room/suite	B Telephone number (see instructions) 918-426-1591
City or town, state or province, country, and ZIP or foreign postal code McAlester, OK 74502		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 15,678,402.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) Modified Cash (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)			N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	34			
	4 Dividends and interest from securities	590395	590395.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	168550.			
	b Gross sales price for all assets on line 6a 3845696.				
	7 Capital gain net income (from Part IV, line 2)		168550.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Schedule 1	5108.	2541.		
	12 Total. Add lines 1 through 11.	764087.	761486		
	13 Compensation of officers, directors, trustees, etc.	32681.	19609.		13072.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Schedule 1	12000.	7200		4800.
	c Other professional fees (attach schedule) Schedule 1	22531.	22531.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Schedule 1	4995.	4995.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	4256.	2554		1702.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Schedule 1	3672.	2754.		918
	24 Total operating and administrative expenses. Add lines 13 through 23	80135	59643.		20492.
	25 Contributions, gifts, grants paid	740798.			740798
	26 Total expenses and disbursements. Add lines 24 and 25	820933.	59643.		761290.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-56846.			
	b Net investment income (if negative, enter -0-)		701843.		
	c Adjusted net income (if negative, enter -0-)			n/a	

SCANNED JUL 07 2014

21 1

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		355117.	456148.	456148.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		-500.	-500.	-500.
	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 <i>Excise Tax Sch. 2</i>			2553.	2553.
	10a	Investments—U.S. and state government obligations (attach schedule)	1545.	1256.	1431.	
	b	Investments—corporate stock (attach schedule) <i>Sch. 3</i>	9819435.	3811807.	5493150.	
	c	Investments—corporate bonds (attach schedule) <i>Sch. 4</i>	2614372.	1850418.	1883196.	
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ <i>Schedule 1</i>)	8894.	6703490.	7842424.		
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	12798863.	12825172.	15678402.		
Liabilities	17	Accounts payable and accrued expenses	120	120		
	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)	120.	120.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	12343833	12570142.		
	25	Temporarily restricted	200000.			
	26	Permanently restricted	254910.	254910		
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	12798743.	12825052.		
	31	Total liabilities and net assets/fund balances (see instructions)	12798863	12825172		

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	12798743
2	Enter amount from Part I, line 27a	2	-56846.
3	Other increases not included in line 2 (itemize) ▶ <i>unrealized appreciation of investments</i>	3	83155.
4	Add lines 1, 2, and 3	4	12825052.
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	12825052

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 Schedule 7 attached				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	
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 <i>See Schedule 7.</i>			3	168550.

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.

(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	799500.	14149811.	.06
2011	603695.	13838117.	.05
2010	617569.	12399961.	.05
2009	561560.	11262037.	.05
2008	651656	13033110	.05
2 Total of line 1, column (d)			2 .26
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 .06
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15045106.
5 Multiply line 4 by line 3			5 902706
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7018.
7 Add lines 5 and 6			7 909724
8 Enter qualifying distributions from Part XII, line 4			8 761290

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1		14037.
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		0
3	Add lines 1 and 2	3		14037.
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		14037.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		5053
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		5053.
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		8984.
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
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?		✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		✓
c	Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
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>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
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	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓
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>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ Cara Bland	Telephone no. ▶	918-426-1591	
	Located at ▶ 215 E Choctaw, STE 114, McAlester, OK	ZIP+4 ▶	74501	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/>	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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? <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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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 **6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ 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 **7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
Steven W Taylor 728 E Tennessee, McAlester, OK 74501	President, Trustee	18675	n/a	n/a
Cara Bland 601 Nelson Ln, McAlester, OK 74501	Treasurer, Trustee	21338	n/a	n/a
Lucy Smith 537 Adams, McAlester, OK 74501	Trustee	4668	n/a	n/a

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 None	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 None	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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	14692015.
b	Average of monthly cash balances	1b	578495.
c	Fair market value of all other assets (see instructions)	1c	3709
d	Total (add lines 1a, b, and c)	1d	15274219.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15274219.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	229113.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15045106.
6	Minimum investment return. Enter 5% of line 5	6	752256.

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	752256.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14037.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14037.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	738219.
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	738219.
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	738219.

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	761290.
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	761290.
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	7018.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	754272.

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				738219.
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				
c From 2010				
d From 2011				
e From 2012 21791.				
f Total of lines 3a through e	21791.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>761,290</u>				
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				738219.
e Remaining amount distributed out of corpus	1280.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	21791.			21791.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1280			
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	1280.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013 1280.				

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 N/A

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

	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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Justice Steven Taylor, President, P.O. Box 1206, McAlester, OK 74502, 918-426-1591

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

Narrative Form

c Any submission deadlines:

None

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

None

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 <i>Paid during the year</i> See Schedule 9	N/A			
Total			Schedule 9 3a	740798.
b <i>Approved for future payment</i>				
Total			3b	none

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments			14	34		
3 Interest on savings and temporary cash investments			14	590395.		
4 Dividends and interest from securities						
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 <i>K: income, Sch. G</i>			14	2541		
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a Royalty Income Schedule 1			14	2567.		
b Capital Gain Net Income			14	168550.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0		764087.		0
13 Total. Add line 12, columns (b), (d), and (e)						

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

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

[illegible]

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

16/26/14
Date

Treasurer
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Puterbaugh Foundation	73-6092193
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P.O. Box 1206	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	McAlester, OK 74502	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Cara Bland, Treasurer

Telephone No. ► 918-424-0998

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐ **►**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ **►** . If it is for part of the group, check this box ☐ **►** and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or

► ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5053.13
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

SUPPORTING DETAILS**PART I-LINE 11 – OTHER INCOME**

PARTNERSHIP K-1 INCOME- SCH 6	2,541.00	
ROYALTY INCOME	<u>2,567.00</u>	
TOTAL TO LINE 11		<u>5,108.00</u>

PART I-LINE 18-TAXES

EXCISE TAX	4,946.87	
FOREIGN TAX PAID ON INVESTMENT ACCTS	<u>48.21</u>	
TOTAL TO LINE 18		<u>4,995.08</u>

PART I-LINE 23-OTHER EXPENSES

OFFICE SUPPLIES, POSTAGE, TELEPHONE	1,563.54	
DUES & SUBSCRIPTIONS	1,347.95	
DIRECTOR'S LIABILITY INSURANCE	<u>761.00</u>	
TOTAL TO LINE 23		<u>3,672.49</u>

PART I-LINE 16(b)-ACCOUNTING FEES

CARA BLAND – BOOKKEEPING/TAX PREPARATION		<u>12,000.00</u>
--	--	------------------

PART I-LINE 16(c)-OTHER PROFESSIONAL FEES

MERRILL LYNCH – MALLOY, VERHILLE FINANCIAL ADVISORS		<u>22,530.76</u>
---	--	------------------

PART II-LINE 10-INVESTMENT IN SECURITIES

	BOOKS	MARKET
INVESTMENT IN US & STATE OBLIGATIONS(SCH 2, LINE 10a)	1,255.94	1,431.32
INVESTMENT IN STOCKS(SCH 3, LINE 10b)	3,811,806.83	5,493,149.72
INVESTMENT IN BONDS(SCH 4 LINE 10c)	<u>1,850,418.46</u>	<u>1,883,196.04</u>
TOTALS	5,663,481.23	7,377,777.08

PART II-LINE 15-OTHER ASSETS

INVESTMENT IN MUTUAL FUNDS(SCH 5, LINE 15)	6,694,595.75	7,836,224.17
OIL & GAS ROYALTY-CHAMBERLAIN LEASE, N.MEXICO	4526.00	3700.00
OFFICE FURNITURE & EQUIPMENT	<u>4368.36</u>	<u>2500.00</u>
TOTALS	6,703,490.11	7,842,424.17

<u>INVESTMENT IN GOVERNMENT SECURITIES</u>	<u>FACE VALUE</u>	<u>BASIS</u>	<u>F.M.V.</u>
MERRILL LYNCH ACCOUNT			
FNMA CMO 1991	648.00	420 79	477 11
FNMA 7% DUE 3-25-21	1,296 00	835 15	954 21
TOTAL MERRILL LYNCH		1,255 94	1,431 32
		1,255.94	1,431.32

<u>INVESTMENT IN STOCKS</u>	<u>UNITS</u>	<u>COST</u>	<u>F.M.V.</u>
MERRILL LYNCH ACCOUNTS			
585-02365			
ALTRIA	2,250 000	33,063.20	86,377 50
AG MTG INVT TR INC	300.000	5,700.00	4,692 00
AT&T INC	6,300 000	211,499 95	221,508 00
BANK OF AMERICA CORP	4,000 000	117,190 00	62,280 00
BANK OF AMERICA CORP COM	2,000 000	30,000.00	31,140.00
CEYONIQ AG	1.000	16 49	0.01
CHEVRON CORP	1,000 000	100,300.00	124,910.00
CITIGROUP INC	300 000	141,081 62	15,633 00
CONOCOPHILLIPS	1,000 000	21,609 74	70,650 00
CATERPILLAR INC DEL	1,351.000	100,000.00	122,684 31
DCP MIDSTREAM PARTNERS	1,700.000	58,033 00	85,595.00
EXXON MOBILE CORP	1,000.000	69,881 48	101,200.00
FACEBOOK INC	100 000	3,800 00	5,464 90
GENERAL ELECTRIC	6,000 000	117,240 00	168,180 00
GENERAL MILLS	3,200.000	79,664.35	159,712 00
GENERAL MOTORS CO	421.000	47,187.45	17,206.27
GLW STEPS ISSUER RBC	12,500.000	125,000 00	126,375.00
HUDSON PAC PPTY S	400.000	5,921 70	8,748.00
JOHNSON AND JOHNSON COM	1,000 000	62,168 00	91,590 00
KAISER ALUM CORP	154.000	0 00	10,816 96
MOTORS LIQ CO GUC TR UNIT BEN INT	100 000	0 00	3,215 00
WT07 GENERAL MOTORS	766 000	53,564.10	20,781.58
NOBLE ENERGY INC	1,000 000	44,390.28	136,220.00
OGE ENERGY CORP PV \$0.01	7,600.000	73,792.72	257,640 00
ONEOK PARTNERS LP	3,482.573	88,605 78	183,357 44
PEPSICO INC	1,000.000	68,500 78	82,940 00
PETROLEO BRAS VTG SPD ADR	858 577	29,140 70	11,831 20
ARMOUR RESIDENTIAL REIT INC	2,000 000	13,900 00	8,020 00
PHILIP MORRIS INTL INC	2,250.000	75,340.77	196,042 50
PENNYMAC MTG INV TR	1,000.000	19,077.87	22,960.00
PHILLIPS 66 SHS	500 000	6,422 09	38,565 00
PLAINS ALL AMERN PIPL LP	3,064 520	84,460 93	158,650 21
SCHLUMBERGER LTD	1,000 000	26,435.25	90,110 00
SALLY BEAUTY HLDGS INC	900.000	18,990.00	27,207.00
SOUTHERN COMPANY	1,600 000	37,658 06	65,776 00
UNITED CONTL HLDGS INC	5 000	0.00	189 15
VANGUARD NAT RES LLC	500.000	13,855 00	14,760.00
SAFE BULKERS INC	900.000	5,850.00	9,360.00
WEINGARTEN RLTY INVS SBI	1,125 000	24,893 20	30,847 50
WESTERN GAS PARTNERS LP	1,850.000	40,109 01	114,126 50
WILLIAMS PARTNERS LP	1,813.000	64,455 60	92,209 18
TOTAL ALL MERRILL LYNCH		2,118,799 12	3,079,571 21
FIDELITY ACCOUNT			
AT&T	13,000.000	353,441 58	457,080 00
VANGUARD SECTOR INDEX FDS	1,615.000	139,160 10	204,184.45
SPDR SER TR S&P DIVID ETF	3,000.000	164,603.98	217,860 00
SPRTN TOTAL MKT INDX FID ADVANTAGE CLASS	25,950.149	905,642.65	1,404,422.06
ISHARES IBOXX HIGH YLD CORP BOND	1,400.000	130,159.40	130,032.00
TOTAL FIDELITY		1,693,007.71	2,413,578 51
TOTAL STOCKS		3,811,806.83	5,493,149.72

<u>INVESTMENT IN BONDS & NOTES</u>	<u>INTEREST</u> <u>RATE</u>	<u>Y-M-D</u> <u>MATURITY</u>	<u>FACE VALUE</u>	<u>BASIS</u>	<u>F.M.V.</u>
MERRILL LYNCH ACCOUNT					
SOUTHWEST AIRLINES BOND	5 250	14-10-01	200,000 00	200,366 48	206,386 00
GENERAL ELEC CAP CORP	5 750	16-08-15	100,000 00	100,000 00	110,965 00
CENTEL CAPITAL CORP	9 000	19-10-15	100,000 00	102,239 48	118,559 00
GENERAL MOTORS SR. PREF BOND	7 250	41-04-15	4,000 00	100,000 00	0 00
ROYAL BANK OF SCOTLAND CAP TRUST BOND	6 800	08-03-31	100,000 00	105,500 00	95,980 00
MORGAN STANLEY	4 750	14-04-01	150,000 00	142,312 50	151,192 50
ING GLDN SELECT PREM+			1,000,000 00	1,000,000 00	1,098,804 54
TOTAL MERRILL LYNCH				1,750,418 46	1,781,887 04
FIDELITY ACCOUNT					
AMERICAN GEN FIN CORP	6 000	15-01-15	100,000 00	100,000 00	101,309 00
TOTAL FIDELITY				100,000 00	101,309 00
Total Bonds & Notes				1,850,418 46	1,883,196 04

<u>INVESTMENT IN MUTUAL FUNDS</u>	<u>UNITS</u>	<u>COST</u>	<u>F.M.V.</u>
MERRILL LYNCH ACCOUNTS			
585-02365			
CLEARBRIDGE ENERGY MLP F	12,000 000	232,905 99	326,640 00
COHEN & STEERS MLP INCOM	10,000 000	200,000 00	183,200 00
FT 4193 DIVD	13,187 000	130,979 83	124,617 15
FT 4326 CAP	9,139 000	90,527 64	100,437 61
FT4310 DIVID	9,294 000	91,657 26	94,612 92
FT 3623 DIVID STRENGTH PORT SER 15	7,689 000	77,994 81	99,264 99
FT 3664 CAP STRENGTH PRT	12,727 000	127,768 62	160,105 66
FT 3741 HGH YIELD INCOME	14,086 000	137,975 90	121,703 04
FT 4066 RICHARD BERNSTN	10,449 000	102,383 97	117,969 21
FT 4123 HIGH YOD INCOME	5,253 000	52,190 15	45,280 86
FT 4205 HIGH DIVID	7,703 000	77,607 65	81,189 62
FT 4208 CAP STRENGTH	7,556 000	75,714 51	87,725 16
FT 4256 RICHARD BERNSTN	8,512 000	91,210 41	90,652 80
TORTOISE MLP FD INC	8,000 000	190,160 00	218,800 00
UNIT 1005 EMERGINH MKTS	7,904 000	76,569 54	76,905 92
TOTAL MERRILL LYNCH 585-02365		1,755,646 28	1,929,104 94
585-02291			
ALLIANZGI INCOME	10,507 000	130,286 80	136,380 86
COHEN & STEERS REALTY	3,048 000	46,664 88	41,696 64
COLUMBIA THERMOSTAT FUND	2,645 000	36,739 05	38,088 00
DWA TECH LEADERS POR	3,174 000	95,323 51	116,327 10
FIRST TR NASDQ 100	1,149 000	31,542 58	40,698 73
FIRST TR EXCHANGE	1,830 000	81,157 37	109,543 80
FIRST TR MULTI CAP VALUE	1,338 000	44,563 46	59,514 24
FIRST TR CONSUMER DISCRT	2,239 000	58,780 23	72,207 75
FIRST TR FINANCIALS	1,828 000	31,586 74	39,740 72
FIRST TR INDUSTRIAL PRDCR	1,498 000	31,585 63	42,528 22
FIRST TR CONSUMER	1,133 000	31,538 98	40,402 78
FIRST TR MID CAP GROWTH	2,841 000	56,281 17	79,738 91
GLOBAL X SUPERDIVID ETF	2,079 000	49,771 26	48,773 34
ISHARES CORE S&P MID-CAP	382 000	46,608 20	51,115 42
ISHARES CORE S&P SMALL	485 000	46,636 00	52,928 05
ISHARES US CONSUMER	429 000	46,589 44	52,076 35
ISHARES U S. CONSUMER	515 000	46,680 01	49,295 75
NASDAQ 100 EX TECHNOLOGY	2,067 000	58,721 34	71,910 93
POWERSHARES DWA DEVELOPE	2,082 000	46,636 80	55,172 79
POWERSHARES EXCHANGE	3,110 000	90,852 50	103,127 60
TOTAL MERRILL LYNCH - 585-02291		1,108,545 95	1,301,267 98
TOTAL ALL MERRILL LYNCH		2,864,192 23	3,230,372 92
FIDELITY ACCOUNT			
SPARTAN 500 INDEX FID ADVANTAGE CLASS	20,477 180	772,057 59	1,131,201 44
SPARTAN INTL INDES FID ADV CLASS	8,191 786	302,741 42	333,159 94
FIDELITY CONTRAFUND	3,992 295	220,622 42	383,819 24
VANGUARD WELLSLEY INCOME ADMIRAL	19,030 546	1,002,350 00	1,145,448 56
FIDELITY CAPITAL & INCOME	51,149 095	424,637 09	504,330 08
FIDELITY BALANCED	4,898 690	105,200 00	111,445 20
VANGUARD WELLESLEY INCOME INVESTOR	34,340 223	864,075 00	853,354 54
FIDELITY HIGH INCOME	15,271 318	138,720 00	143,092 25
TOTAL FIDELITY		3,830,403 52	4,605,851 25
TOTAL MUTUAL FUNDS		6,694,595.75	7,836,224.17

PUTERBAUGH FOUNDATION

73-6092193
SCHEDULE 6
PAGE 1/1

Partnership	Ordinary Income(loss)	Interest Income	Ordinary Dividends	Royalties	Net Capital Gains(loss)	Sec 1231 Gains(loss)	Passive Act. Allowed
Williams Partners L.P.	(7,981 00)	6.00	1.00		5.00	(156.00)	0 00
Oneok Partners, L.P.	(17,442 00)	5.00				(66.00)	0.00
Vanguard Natural Resources, LLC	945.00			43.00			945.00
Plains All American Pipeline, L.P.	1,596 00	18.00	15.00			(89.00)	1,596.00
DCP Midstream Partners, LP	(902.00)					(53.00)	0.00
Western Gas Partners, L.P.	(4,112 00)	315.00			65.00		0.00
TOTALS	(27,896 00)	344.00	16.00	43 00	70.00	(364 00)	2,541.00

PUTERBAUGH FOUNDATION

73-6092193

SCHEDULE 7

PAGE 1/2

(a) DESCRIPTION	(b)	(c) DATE ACQ.	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR LOSS	(i) LOSS - h GAIN - h
MERRILL LYNCH ACCOUNT							
FT 3245 HIGH DIVID	P	219 218 VARIOUS	12/5/2013	2,988.52	2,604.48	384.04	384.04
FT 3316 RICHARD BERNSTN ADVRS	P	197 232 VARIOUS	4/18/2013	2,298.49	2,110.34	188.15	188.15
FT 3319 INCOME ALLOCATION	P	1,135.464 VARIOUS	VARIOUS	11,436.59	11,063.74	372.85	372.85
FT 3479 INCOME ALLOC	P	16,797.498 VARIOUS	VARIOUS	169,052.75	159,968.97	9,083.78	9,083.78
FT 3688 INCOME ALLOCATION	P	8,623.950 VARIOUS	8/6/2013	73,586.41	78,951.96	(5,365.55)	(5,365.55)
APPL STARS ISSUER BAC	P	7,500.000 6/20/2012	7/2/2013	59,130.67	75,000.00	(15,869.33)	(15,869.33)
WFC CBN ISSUER HSBC	P	11,000.000 6/14/2012	6/28/2013	110,000.00	110,000.00	0.00	0.00
FT 3245 HIGH DIVID EQUIT	P	229.000 VARIOUS	12/5/2013	3,120.75	2,334.75	786.00	786.00
FT 3316 RICHARD BERNSTN ADVIS	P	7,350.000 2/6/2012	4/18/2013	85,653.96	74,850.17	10,803.79	10,803.79
FT 3319 INCOME ALLOC	P	12,551.000 VARIOUS	3/20/2013	126,448.80	124,263.80	2,185.00	2,185.00
GENERAL ELEC CAP CORP	P	130,000.000 10/30/2008	5/1/2013	130,000.00	118,893.70	11,106.30	11,106.30
PACIFIC BELL	P	100,000.000 11/21/06	10/15/2013	101,120.00	102,016.99	(896.99)	(896.99)
BANK OF AMERICA CORP	P	200,000.000 5/13/2009	5/1/2013	200,000.00	191,208.00	8,792.00	8,792.00
GENL MOTORS ACCEP C CLD	P	100,000.000 4/14/2004	10/15/2013	100,000.00	100,001.41	(1.41)	(1.41)
MORGAN STANLEY SER MTNC	P	150,000.000 2/17/2005	11/1/2013	150,000.00	150,000.00	0.00	0.00
CD DISCOVER BANK	P	100,000.000 4/22/2005	4/29/2013	100,000.00	100,000.00	0.00	0.00
PFIZER INC	P	4,250.000 VARIOUS	5/10/2013	121,508.77	122,064.14	(555.37)	(555.37)
FT 3245 HIGH DIVID EQUIT	P	5,185.000 12/14/2011	12/5/2013	70,661.17	49,844.53	20,816.64	20,816.64
FT 3316 RICHARD BERNSTN	P	135.000 10/3/2012	4/18/2013	1,573.21	0.00	1,573.21	1,573.21
AUTONATION INC	P	744.000 8/21/2012	1/25/2013	32,676.49	29,814.83	2,861.66	2,861.66
COVIDIEN PLC SHS NEW	P	531.000 8/21/2012	1/25/2013	32,772.80	30,277.67	2,495.13	2,495.13
GUGGENHEIM S&P 500 EQUAL	P	819.000 3/27/2013	6/24/2013	48,558.73	48,468.42	90.31	90.31
ISHARES BARCLAYS TIPS BO	P	40.000 3/21/2012	2/22/2013	4,815.17	4,695.82	119.35	119.35
VANGUARD RWIT ETF	P	185.000 8/21/2012	6/24/2013	11,917.50	12,116.50	(199.00)	(199.00)
FIRST TR MORNINGSTAR DIVID	P	48.000 5/9/2012	2/22/2013	942.60	855.36	87.24	87.24
FIRST TR NYSE ARCA BIOTEC	P	1,782.000 VARIOUS	VARIOUS	95,703.84	93,237.43	2,466.41	2,466.41
TRT TRT VAL INDX	P	774.000 2/22/2013	9/4/2013	15,239.81	14,342.22	897.59	897.59
DWA TECH LEADERS PORT	P	1,063.000 8/21/2012	2/22/2013	31,254.69	29,062.42	2,192.27	2,192.27
POWERSHARES QQQ TR UNITS	P	463.000 3/21/2012	2/22/2013	30,993.92	31,097.40	(103.48)	(103.48)
SPDR S P HOMEBUILDERS	P	1,226.000 9/20/2012	VARIOUS	34,127.83	31,344.04	2,783.79	2,783.79
POWERSHARES DWA EMER MK	P	3,216.000 VARIOUS	VARIOUS	60,582.41	62,583.00	(2,000.59)	(2,000.59)
ISHARES JP MORGAN EM BON	P	343.000 11/28/2012	2/22/2013	40,638.96	41,868.58	(1,227.62)	(1,227.62)
ISHARES 10+ YR CRD	P	500.000 1/17/2013	2/22/2013	30,357.66	31,029.78	(672.12)	(672.12)
HOLLYFRONTIER CORP	P	1,236.000 10/25/2012	2/13/2013	69,219.89	46,207.86	23,012.03	23,012.03
INTEL CORP	P	1,394.000 11/28/2012	1/17/2013	31,254.03	27,950.26	3,303.77	3,303.77
POWERSHARES BUILD AMERICA	P	1,125.000 VARIOUS	7/15/2013	31,477.97	33,956.92	(2,478.95)	(2,478.95)
POWERSHARES EXCHANGE TRAD FD	P	277.000 9/20/2012	2/22/2013	6,908.84	6,814.75	94.09	94.09
POWERSHARES EXCHANGE TRAD FD TFP	P	66.000 5/9/2012	2/22/2013	1,950.56	1,759.56	191.00	191.00
MACERICH CO REIT	P	782.000 VARIOUS	6/18/2013	49,151.12	45,737.37	3,413.75	3,413.75

PUTERBAUGH FOUNDATION

73-6092193

SCHEDULE 1

PAGE 2/2

(a) DESCRIPTION	(b)	(c) DATE ACQ.	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR LOSS	(i) LOSS - h GAIN - h
SECTOR SPDR UTILITIES	P	1,303.000 VARIOUS	VARIOUS	50,026.78	48,053.56	1,973.22	1,973.22
JP MORGAN GOVT BOND	P	11,919.000 11/28/2012	3/27/2013	138,288.31	139,579.48	(1,311.17)	(1,311.17)
MD SASS 1 TO 3 YR	P	11,516.819 VARIOUS	6/11/2013	115,859.20	117,388.99	(1,528.79)	(1,529.79)
LORD ABBETT SHORT DURATION	P	27.888 8/21/2012	7/15/2013	127.17	128.56	(1.39)	(1.39)
POWERSHARES ETF DYNAMIC	P	659.000 VARIOUS	8/16/2013	19,816.38	12,554.64	7,261.74	7,261.74
ISHARES BARCLAYS TIPS BO	P	394.000 VARIOUS	6/10/2013	45,165.17	47,073.64	(1,908.47)	(1,908.47)
VANGUARD REIT ETF	P	531.000 VARIOUS	VARIOUS	34,369.89	30,334.47	4,035.42	4,035.42
FIRST TR MORNINGSTAR DIVID	P	2,816.000 VARIOUS	9/4/2013	58,177.55	51,895.58	6,281.97	6,281.97
FRT TRT VAL INDX	P	1,782.000 VARIOUS	9/4/2013	35,088.95	28,690.50	6,398.45	6,398.45
FIRST TR HEALTHCARE	P	149.000 3/21/2012	11/8/2013	6,623.22	4,480.36	2,142.86	2,142.86
POWERSHARES BUILD AMERICA	P	1,492.000 5/16/2012	7/15/2013	41,746.78	44,491.40	(2,744.62)	(2,744.62)
LORD ABBETT SHORT DURATION	P	9,784.000 5/9/2012	7/15/2013	44,615.04	45,006.40	(391.36)	(391.36)
POWERSHARES ETF DYNAMIC LEISURE	P	726.000 8/30/2011	VARIOUS	21,241.84	13,368.85	7,872.99	7,872.99
ISHARES BARCLAYS TIPS BO	P	202.000 11/21/2011	2/22/2013	24,316.58	23,568.86	747.72	747.72
POWERSHARES QQQ TR UNITS	P	490.000 12/2/2011	2/22/2013	32,801.33	28,070.59	4,730.74	4,730.74
FIRST TR HEALTHCARE ALPHADEX	P	1,293.000 VARIOUS	VARIOUS	52,511.76	38,328.83	14,182.93	14,182.93
TOTAL MERRILL LYNCH				2,999,878.86	2,871,409.88	128,468.98	128,468.98
FIDELITY ACCOUNT							
ISHARES IBOX & INVESTOP GRAD	P	70.000 1/7/2013	1/29/2013	8,383.71	8,448.30	(64.59)	(64.59)
DOUBLELINE TOTAL RETURN BOND FD	P	17,985.612 12/19/2011	6/3/2013	202,877.70	200,075.00	2,802.70	2,802.70
TCW TOTAL RETURN BOND CLASS 1	P	61,907.885 12/20/2011	6/3/2013	634,555.82	597,212.77	37,343.05	37,343.05
TOTAL FIDELITY				845,817.23	805,736.07	40,081.16	40,081.16
TOTALS				3,845,696.09	3,677,145.95	168,550.14	168,550.14

SECURITIES AND C.D.s	January	February	March	April	May	September	October	November	December	AVERAGE
ML/ABSLT PER STMT	\$6,847,026.65	\$6,879,254.90	\$6,965,829.60	\$6,934,262.64	\$6,926.71	\$6,954,815.08	\$6,934,293.56	\$6,806,984.17	\$6,800,522.27	\$6,873,193.97
ML PIA PER STATEMENT	\$1,297,968.95	\$1,291,311.77	\$1,191,032.82	\$1,365,143.97	\$1,435.87	\$1,252,864.24	\$1,294,883.48	\$1,279,293.36	\$1,301,294.42	\$1,293,805.01
FIDELITY PER STATEMENT	\$6,184,061.86	\$6,250,003.90	\$6,386,604.77	\$6,512,145.55	\$6,522.71	\$6,655,324.75	\$6,914,340.47	\$7,019,248.19	\$7,120,738.76	\$6,525,016.11
NET SECURITIES	\$14,329,057.46	\$14,420,570.57	\$14,543,467.19	\$14,811,552.16	\$14,885.46	\$14,863,004.07	\$15,143,517.51	\$15,105,525.72	\$15,222,555.45	\$14,692,015.09
CASH ITEMS										
MERRILL LYNCH CASH ACCOUNT	\$22,550.61	\$42,868.69	\$151,589.08	\$236,693.93	\$35.91	\$51,061.39	\$269,381.63	\$444,682.61	\$6,410.29	\$139,452.67
ML PIA CASH	\$270,289.72	\$294,204.06	\$435,723.97	\$286,735.48	\$206.64	\$427,315.35	\$423,210.89	\$464,188.06	\$433,181.84	\$359,541.03
FIDELITY CASH ACCOUNT	(\$5,511.14)	\$2,526.61	\$11,988.68	\$2,627.44	\$2.71	\$18,599.24	\$2,686.75	\$2,595.18	\$13,506.34	\$76,066.87
FNB MCALESTER	\$3,877.47	\$2,705.46	\$541.60	\$2,288.63	\$4.61	\$5,089.35	\$3,137.76	\$1,924.63	\$1,791.45	\$3,434.73
TOTAL CASH ITEMS	\$291,206.66	\$342,304.82	\$599,943.33	\$528,325.48	\$249.94	\$502,065.33	\$698,417.03	\$913,390.48	\$454,889.92	\$578,495.30
OTHER ASSETS										
MINERAL INTERESTS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3.70	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72
TOTAL OTHER ASSETS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3.70	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72
TOTAL ALL CATEGORIES	\$14,623,972.84	\$14,766,584.11	\$15,147,019.24	\$15,343,586.36	\$15,139.06	\$15,368,778.12	\$15,845,643.26	\$16,022,624.92	\$15,681,154.09	\$15,274,219.11

2012 - \$14,365,290.74

PART XV-Supplementary Information

PUTERBAUGH FOUNDATION

73-6092193

NAME OF RECIPIENT	ADDRESS	STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Boys & Girls Club of McAlester	305 E Chadick McAlester, OK 74501	Public	General Program Support	100,000.00
McAlester Arts & Humanities Council	P.O. Box 1446, McAlester, OK 74502	Public	General Program Support	1,000.00
American Red Cross, Pittsburg County	502 E Chickasaw Ave McAlester, OK 74501	Public	General Program Support	10,000.00
Oklahoma City University	2501 N Blackwelder Oklahoma City, OK 73106	Public	Child Advocacy Degree Program	4,000.00
Eastern Oklahoma State College	1301 W. Main Wilburton, OK 74578	Gov't	Nursing Education Program Support	30,000.00
McAlester Public Library	401 N 2nd McAlester, OK 74501	Gov't	General Support/ Summer Children's Program	14,000.00
McAlester Public Schools	P.O. Box 1027, McAlester, OK 74502	Gov't	General Program Support	142,105.03
Pittsburg County Holiday Commission	P.O. Box 3542 McAlester, OK 74501	Public	General Program Support	1,200.00
Legal Aid Services	1335 E Carl Albert Pkwy McAlester, OK 74502	Gov't	General Program Support	18,000.00
Oklahoma Educational Television Authority	P.O. Box 26960 Oklahoma City, OK 73196	Gov't	Public Television Support	20,000.00
Oklahoma Heritage Association	201 NW 14th St. Oklahoma City, OK 73103	Public	History & Geography Scholarship Program	21,375.00
Ardeneum of Oklahoma	P.O. Box 3250 McAlester, OK 74502	Public	Puterbaugh House	20,000.00
University of Oklahoma Foundation	900 Asp Ave, Ste 427 Norman, OK 73019-4051	Gov't	General Program Support	13,000.00
The Salvation Army	400 N A St. McAlester, OK 74501	Public	General Program Support	10,000.00
Prevent Blindness Association	6 NE 63rd St., ste 150 Oklahoma City, OK 73105-1400	Public	General Program Support	1,200.00
Mercy Clinic	P.O. Box 908, McAlester, OK 74502	Public	General Program Support	14,000.00
Youth Emergency Shelter	901 N. 9th St. McAlester, OK 74501	Gov't	General Program Support	20,000.00
Girl Scouts of Eastern Oklahoma Council	P.O. Box 495, McAlester, OK 74502	Public	General Program Support	10,000.00
Oklahoma City National Memorial	P.O. Box 323 Oklahoma City, Ok 73101	Gov't	Building Fund Support	20,168.00
Oklahoma Medical Research Foundation	825 NE 13th Oklahoma City, OK 73104	Public	Building Fund Support	200,000.00
Oklahoma Historical Society	800 Nazih Zuhdi Dr. Oklahoma City, OK 73105	Public	General Program Support	2,000.00
Leadership Oklahoma	5500 N Western, Ste 142 Oklahoma City, OK 73118	Public	General Program Support	1,500.00
McAlester Community Theatre	P.O. Box 3554, McAlester, OK	Public	General Program Support	500.00
Camp Plea	P.O. Box 1798, McAlester, OK	Public	Program Equipment Support	1,000.00
Oklahoma State University Foundation	400 South Monroe Stillwater, OK 74074	Gov't	Scholarship Program	5,000.00
United Way of Southeast Oklahoma	PO Box 68, McAlester, OK 74502	Public	Day of Care Sponsor	500.00
Pittsburg Co. Habitat for Humanity	PO box 328, McAlester, OK 74502	Public	General Program Support	60,000.00
Pride in McAlester	PO Box 563, McAlester, OK 74502	Public	General Program Support	250.00
Total 2013 Contributions Paid				740,798.03