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## Return of Private Foundation

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

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2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>GEORGE &amp; JENNIE COLLINS FOUNDATION</b>		A Employer identification number <b>73-6093053</b>
Number and street (or P O box number if mail is not delivered to street address) <b>2627 EAST 21ST STREET #200</b>		Room/suite
City or town, state or province, country, and ZIP or foreign postal code <b>TULSA, OK 74114</b>		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>4,406,629.</b>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)
Revenue		N/A
1 Contributions, gifts, grants, etc., received		
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B		
3 Interest on savings and temporary cash investments	30.	30.
4 Dividends and interest from securities	74,540.	74,540.
5a Gross rents b Net rental income or (loss)		
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	2,893,855.	442,753.
7 Capital gain net income (from Part IV, line 2)		442,753.
8 Net short-term capital gain		
9 Income modifications Gross sales less returns and allowances		
10a Less Cost of goods sold		
c Gross profit or (loss)		
11 Other income	-440.	0.
12 Total. Add lines 1 through 11	516,883.	517,323.
Operating and Administrative Expenses		0.
13 Compensation of officers, directors, trustees, etc	0.	0.
14 Other employee salaries and wages		
15 Pension plans, employee benefits		
16a Legal fees b Accounting fees	STMT 4	5,250.
c Other professional fees	STMT 5	18,696.
17 Interest	MAY 19 2014	18,696.
18 Taxes	STMT 6	5,053.
19 Depreciation and depletion	OGDEN, UT	903.
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses	STMT 7	84.
24 Total operating and administrative expenses. Add lines 13 through 23		29,083.
25 Contributions, gifts, grants paid		259,000.
26 Total expenses and disbursements. Add lines 24 and 25		288,083.
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-)	228,800.	19,683.
		5,250.
		259,000.
		264,250.
		N/A

90-14

1

Part II   Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	490.	407.	407.
	2	Savings and temporary cash investments	252,519.	89,750.	89,750.
	3	Accounts receivable ►	927.		
		Less: allowance for doubtful accounts ►		1,441.	927.
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 8	1,600,122.	1,993,019.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►	STATEMENT 9 )	78,500.	78,500.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,933,072.	2,162,603.
					4,406,629.
	17	Accounts payable and accrued expenses			61.
Net Assets or Fund Balances	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►			
	23	Total liabilities (add lines 17 through 22)		0.	61.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		1,297,694.	1,298,364.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		635,378.	864,178.
	30	Total net assets or fund balances		1,933,072.	2,162,542.
	31	Total liabilities and net assets/fund balances		1,933,072.	2,162,603.

## 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	1,933,072.
2	Enter amount from Part I, line 27a	2	228,800.
3	Other increases not included in line 2 (itemize) ► <u>PRIOR YEAR ADJUSTMENT</u>	3	670.
4	Add lines 1, 2, and 3	4	2,162,542.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,162,542.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>			<b>P</b>		
<b>b PUBLICLY TRADED SECURITIES</b>			<b>P</b>		
<b>c CAPITAL GAINS DIVIDENDS</b>					
<b>d</b>					
<b>e</b>					
(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)	
<b>a 416,322.</b>		<b>65,090.</b>		<b>351,232.</b>	
<b>b 2,468,732.</b>		<b>2,386,012.</b>		<b>82,720.</b>	
<b>c 8,801.</b>				<b>8,801.</b>	
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>				<b>351,232.</b>	
<b>b</b>				<b>82,720.</b>	
<b>c</b>				<b>8,801.</b>	
<b>d</b>					
<b>e</b>					
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		<b>442,753.</b>
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). If (loss), enter -0- in Part I, line 8			3		<b>N/A</b>

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

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

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

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

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	<b>172,750.</b>	<b>3,790,277.</b>	<b>.045577</b>
2011	<b>219,300.</b>	<b>4,243,193.</b>	<b>.051683</b>
2010	<b>242,350.</b>	<b>3,518,822.</b>	<b>.068872</b>
2009	<b>376,207.</b>	<b>3,313,966.</b>	<b>.113522</b>
2008	<b>530,524.</b>	<b>4,519,884.</b>	<b>.117376</b>

2 Total of line 1, column (d)

2 **.397030**

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 **.079406**

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

4 **4,152,625.**

5 Multiply line 4 by line 3

5 **329,743.**

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

6 **4,976.**

7 Add lines 5 and 6

7 **334,719.**

8 Enter qualifying distributions from Part XII, line 4

8 **264,250.**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.	(attach copy of letter if necessary-see instructions)	1	9,953.
b	Date of ruling or determination letter: _____			
c	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			
d	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	9,953.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	9,953.
6	<b>Credits/Payments:</b>			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,756.	
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	2,756.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	37.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		9	7,234.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		10	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ►		11	
		Refunded ►		

**Part VII-A Statements Regarding Activities**

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? Yes  No   
**1b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*  
**1c** 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. ► \$ **0.** (2) On foundation managers. ► \$ **0.**  
**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ **0.**

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
**b** If "Yes," has it filed a tax return on **Form 990-T** for this year?  
**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T*

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?  
**7** Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

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

**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If "No," attach explanation*

**9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

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

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

11		X
12		X
13	X	
Website address ► <b>N/A</b>		
14	Telephone no. ► <b>(918) 744-5607</b>	
Located at ► <b>2627 EAST 21ST ST, SUITE 200, TULSA, OK</b> ZIP+4 ► <b>74114</b>		
15	► <b>15</b>	N/A
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 <b>any</b> 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)?	<b>N/A</b>	
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?	1b	
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 ► _____, _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	<b>N/A</b>	
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.	2b	
► _____, _____, _____, _____, _____		
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)	<b>N/A</b>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	4b	X

**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  
 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)?  
 Yes  No  
 (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  
 Yes  No

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

Organizations relying on a current notice regarding disaster assistance check here

N/A  
► 

5b

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

N/A

 Yes  No

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

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

 Yes  No

6b

X

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

If "Yes" to 6b, file Form 8870

 Yes  No

7b

X

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

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

N/A

**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.

(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
ROGER B. COLLINS 1626 EAST 29TH STREET TULSA, OK 74114	CHAIRMAN 0.00	0.	0.	0.
FRANCES R. COLLINS 1626 EAST 29TH STREET TULSA, OK 74114	TRUSTEE 0.00	0.	0.	0.
ANDREW COLLINS 1626 EAST 29TH STREET TULSA, OK 74114	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

**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	<b>N/A</b>	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,859,991.
b	Average of monthly cash balances	1b	277,372.
c	Fair market value of all other assets	1c	78,500.
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,215,863.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,215,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,238.
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,152,625.
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	207,631.

**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	207,631.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,953.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,953.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	197,678.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	197,678.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	197,678.

**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	264,250.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	264,250.
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	5	0.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	264,250.

**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				197,678.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	297,568.			
b From 2009	212,095.			
c From 2010	72,377.			
d From 2011	9,570.			
e From 2012				
f Total of lines 3a through e	591,610.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 264,250.			0.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				197,678.
e Remaining amount distributed out of corpus	66,572.			
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:	658,182.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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 instr.				
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	297,568.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	360,614.			
10 Analysis of line 9:				
a Excess from 2009	212,095.			
b Excess from 2010	72,377.			
c Excess from 2011	9,570.			
d Excess from 2012				
e Excess from 2013	66,572.			



## 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)				
<b>a Paid during the year</b>				
ARTS AND HUMANITIES COUNCIL OF TULSA 101 E ARCHER ST. TULSA, OK 74103	NONE	PUBLIC	GENERAL FUND	5,000.
HOLLAND HALL 5666 EAST 81ST STREET TULSA, OK 74137	NONE	PUBLIC	ANNUAL FUND	150,000.
HOLLAND HALL 5666 EAST 81ST STREET TULSA, OK 74137	NONE	PUBLIC	ARTWORKS	6,000.
JUNIOR ACHIEVEMENT OF OKLAHOMA, INC 3947 S 103RD E AVE TULSA, OK 74146	NONE	PUBLIC	GENERAL FUND	1,000.
PHILBROOK MUSEUM OF ART, INC P. O. BOX 52510 TULSA, OK 74152	NONE	PUBLIC	MASTERS SOCIETY	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			► 3a 259,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0

## 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
	(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	30.	
4 Dividends and interest from securities			14	74,540.	
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			14	-440.	
8 Gain or (loss) from sales of assets other than inventory			18	442,753.	
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)		0.		516,883.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	516,883.
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

- b Other transactions:**
  - (1) Sales of assets to a noncharitable exempt organization
  - (2) Purchases of assets from a noncharitable exempt organization
  - (3) Rental of facilities, equipment, or other assets
  - (4) Reimbursement arrangements
  - (5) Loans or loan guarantees
  - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees  
**d** If the answer to any of the above is "Yes," complete the following schedule. Co

or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

Yes  No

**b** If "Yes," complete the following schedule.

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

**Sign  
Here**

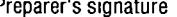
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Signature of officer or trustee

Dat

1

Signature of filer or trustee		Date	Date	Title	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	<b>JON A. OTTO</b>			<b>5/12/2014</b>	<b>P00431485</b>
	Firm's name ► <b>HOGANTAYLOR LLP</b>			Firm's EIN ► <b>73-1413977</b>	
	Firm's address ► <b>2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002</b>			Phone no. <b>(918) 745-2333</b>	

## GEORGE &amp; JENNIE COLLINS FOUNDATION

73-6093053

## Part XV | Supplementary Information

## 3 Grants and Contributions Paid During the Year (Continuation)

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
SAPULPA PUBLIC SCHOOLS 511 E. LEE AVENUE SAPULPA, OK 74066	NONE	PUBLIC	GENERAL FUND	7,500.
THE UNIVERSITY OF TULSA - FACULTY CHAIR 800 SOUTH TUCKER DRIVE TULSA, OK 74137	NONE	PUBLIC	FACULTY CHAIR	10,000.
THE UNIVERSITY OF TULSA - FRIENDS OF FINANCE 800 SOUTH TUCKER DRIVE TULSA, OK 74137	NONE	PUBLIC	FRIENDS OF FINANCE	1,500.
THE UNIVERSITY OF TULSA - KIPP 800 SOUTH TUCKER DRIVE TULSA, OK 74137	NONE	PUBLIC	GENERAL FUND	10,000.
THE UNIVERSITY OF TULSA 800 SOUTH TUCKER DRIVE TULSA, OK 74104	NONE	PUBLIC	COLLINS FACULTY ENDOWMENT	3,000.
THE WHARTON SCHOOL UNIVERSITY OF PENNSYLVANIA 344 VANCE HALL, 3733 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC	GENERAL FUND	50,000.
TRINITY UNIVERSITY ONE TRINITY PLACE SAN ANTONIO, OK 78212	NONE	PUBLIC	CENTER FOR ENTREPRENEURSHIP	10,000.
Total from continuation sheets				92,000.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERICAN HERITAGE BANK	1.	1.	
TERRA NITROGEN COMPANY, L.P.	1.	1.	
WELLS FARGO	28.	28.	
TOTAL TO PART I, LINE 3	30.	30.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO	83,341.	8,801.	74,540.	74,540.	
TO PART I, LINE 4	83,341.	8,801.	74,540.	74,540.	

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TERRA NITROGEN COMPANY, L.P.	-440.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-440.	0.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,250.	0.		5,250.
TO FORM 990-PF, PG 1, LN 16B	5,250.	0.		5,250.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	18,696.	18,696.		0.
TO FORM 990-PF, PG 1, LN 16C	18,696.	18,696.		0.

FORM 990-PF	TAXES	STATEMENT 6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	903.	903.		0.
EXCISE TAX	4,150.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,053.	903.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	84.	84.		0.
TO FORM 990-PF, PG 1, LN 23	84.	84.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
-------------	-----------------	-------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,993,019.	4,237,045.
	1,993,019.	4,237,045.

FORM 990-PF	OTHER ASSETS	STATEMENT 9	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SAPULPA INDUSTRIAL FOUNDATION	3,500.	3,500.	3,500.
FIRST OK HOLDINGS INC	75,000.	75,000.	75,000.
TO FORM 990-PF, PART II, LINE 15	78,500.	78,500.	78,500.

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MR. ROGER B. COLLINS, CHAIRMAN, 2627 EAST 21ST STREET, TULSA, OK 74114.

FORM AND CONTENT OF APPLICATIONS

ALL CONTRIBUTION REQUESTS MUST BE IN LETTER FORM, STATING NEEDS, THE PURPOSE OF THE ORGANIZATION, AND HOW FUNDS RECEIVED WILL BE UTILIZED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

## GEORGE AND JENNIE COLLINS FOUNDATION

73-6093053

ATTACHMENT TO FORM 990-PF

FYE 12/31/2013

## DETAIL OF PART II, LINE 10B - INVESTMENTS - CORPORATE STOCK

<u>ASSET</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
WELLS FARGO ACCOUNT #3002-4622 (SEE ATTACHED)	1,007,772.00	1,086,415.00
WELLS FARGO ACCOUNT #3645-2651 (SEE ATTACHED)	909,908.00	3,150,630.00
564 SHARES ACCO BRANDS CORP	391.00	-
4,450 SHARES CHEVRON CORPORATION	4,859.00	-
1,729 SHARES CITIGROUP INC	5,706.00	-
2,066 SHARES CONOCOPHILLIPS	7,109.00	-
1,051 SHARES DU PONT EI DE NEMOURS AND COMPANY	9,979.00	-
2,917 SHARES EXXON MOBIL CORP	5,472.00	-
2,400 SHARES BEAM, INC (FKA FORTUNE BRANDS INC)	6,098.00	-
6,900 SHARES GENERAL ELECTRIC COMPANY	8,557.00	-
1,248 SHARES HONEYWELL INTERNATIONAL INC	9,703.00	-
1,605 SHARES HSBC HOLDINGS PLC SPOON ADR	13,043.00	-
2,500 SHARES JP MORGAN CHASE & CO	3,676.00	-
589 SHARES VISTEON CORP	474.00	-
WACHOVIA ACCOUNT #3645-2651 PRIOR YEAR UNLOCATED DIFFERENCE	2,773.00	-
TERRA NITROGEN BASIS ADJUSTMENT NOT INCLUDED ABOVE	(2,501.00)	-
<b>TOTALS</b>	<b>1,993,019.00</b>	<b>4,237,045.00</b>

GEORGE AND JENNIE COLLINS  
FOUNDATION F-SQUARED

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3002-4622

## Additional information

	THIS PERIOD	THIS YEAR
Gross proceeds	0.00	2,515,011.90

## Portfolio detail

### Cash and Sweep Balances

**Sweep Balances** - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals. Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.00	2,574.01	0.00
BANK DEPOSIT SWEEP	0.01	23,013.95	2.30
Interest Period 12/01/13 - 12/31/13			

### Total Cash and Sweep Balances

\* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

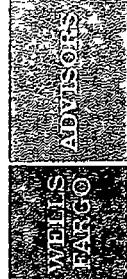
### Stocks, options & ETFs

#### Stocks and ETFs

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
FIRST TR ASIA ETP								
PACIFIC EX-JAPAN ALPHADEX FUND								
FPA								
Acquired 09/30/13	1,574	27.82	43,804.26	28,249.00	44,463.92	659.66	1,045.13	2.35
FIRST TR CANADA ALPHADEX FUND								
FCAN								
Acquired 09/10/13	1,212	35.82	43,413.84		43,874.27	460.43		



MASTERSF-SQUARED INVESTMENTS/ALPHASECTOR GLOBAL SELECT  
171864



GEORGE AND JENNIE COLLINS  
FOUNDATION F-SQUARED

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3002-4622

## Stocks, options & ETFs

### Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 09/30/13	29	36.19	1,049.51		1,049.80	0.29		
<b>Total</b>	<b>1,241</b>		<b>\$44,463.35</b>	<b>36.1999</b>	<b>\$44,924.07</b>	<b>\$460.72</b>	<b>\$568.23</b>	<b>1.31</b>
FIRST TR EMERGING ET MARKETS ALPHADEX FUND FEM								
Acquired 09/10/13	1,304	24.24	31,608.96		32,378.32	769.36		
Acquired 09/23/13	42	25.02	1,050.84		1,042.86	-7.98		
Acquired 09/30/13	3,914	24.28	95,058.93		97,184.62	2,125.69		
Acquired 10/28/13	156	25.35	3,955.01		3,873.48	-81.53		
<b>Total</b>	<b>5,416</b>		<b>\$131,673.74</b>	<b>24.8300</b>	<b>\$134,479.28</b>	<b>\$2,805.54</b>	<b>\$3,520.40</b>	<b>2.62</b>
FIRST TR EUROPE ET ALPHADEX FUND FEP								
Acquired 09/10/13	4,619	30.29	139,909.51		154,459.36	14,549.85		
Acquired 09/16/13	95	31.00	2,945.00		3,176.80	231.80		
Acquired 09/23/13	71	30.96	2,98.16		2,374.24	176.08		
Acquired 09/30/13	37	30.80	1,139.72		1,237.28	97.56		
Acquired 10/28/13	215	32.27	6,938.05		7,189.60	251.55		
<b>Total</b>	<b>5,037</b>		<b>\$153,130.44</b>	<b>33.4400</b>	<b>\$168,437.28</b>	<b>\$15,306.84</b>	<b>\$2,604.12</b>	<b>1.55</b>
FIRST TR JAPAN ET ALPHADEX FUND FJP								
Acquired 09/10/13	1,188	44.42	52,770.96		55,432.08	2,661.12		
Acquired 09/30/13	37	45.75	1,692.75		1,726.42	33.67		
<b>Total</b>	<b>1,225</b>		<b>\$54,463.71</b>	<b>46.6600</b>	<b>\$57,158.50</b>	<b>\$2,694.79</b>	<b>\$398.12</b>	<b>0.70</b>
FIRST TRST HLTH CARE ETF ALPHADEX FUND FXH								
Acquired 09/10/13	1,205	42.99	51,806.56		57,924.35	6,117.79		
Acquired 09/16/13	206	43.84	9,032.83		9,902.42	869.59		
Acquired 10/14/13	273	43.29	11,818.33		13,123.11	1,304.78		
<b>Total</b>	<b>1,684</b>		<b>\$72,657.72</b>	<b>48.0700</b>	<b>\$80,949.88</b>	<b>\$8,292.16</b>	<b>\$9.26</b>	<b>0.01</b>
FIRST TRUST ET FINANCIAL ALPHADEX FUND FXO								
Acquired 09/10/13	2,548	19.67	50,141.07		55,393.52	5,252.45		
Acquired 09/16/13	521	19.89	10,366.18		11,326.54	960.36		

GEORGE AND JENNIE COLLINS  
FOUNDATION F-SQUAREDDECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3002-4622

## Stocks, options &amp; ETFs

## Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED	
						ANNUAL INCOME	ANNUAL YIELD (%)
Acquired 10/14/13	569	20.03	11,401.39		12,370.06	968.67	
<b>Total</b>	<b>3,638</b>		<b>\$71,908.64</b>	<b>21.7400</b>	<b>\$79,090.12</b>	<b>\$7,181.48</b>	<b>1.21</b>
<b>FIRST TRUST ET</b>							
<b>INDUSTRIALS/PRODUCER</b>							
DURABLES ALPHADEXTM FUND							
FXR	2,032	24.76	50,317.79		57,688.48	7,370.69	
Acquired 09/10/13	390	25.06	9,775.86		11,072.10	1,296.24	
Acquired 09/16/13	453	25.30	11,464.16		12,860.67	1,396.51	
<b>Total</b>	<b>2,875</b>		<b>\$71,557.81</b>	<b>28.3900</b>	<b>\$81,621.25</b>	<b>\$10,063.44</b>	<b>0.41</b>
<b>FIRST TRUST CONSUMERETF</b>							
<b>DISCRETIONARY ALPHADEX</b>							
FUND							
FXD	1,730	29.25	50,614.08		55,792.50	5,178.42	
Acquired 09/10/13	294	29.69	8,730.42		9,481.50	751.08	
Acquired 09/16/13	435	29.46	12,818.75		14,028.75	1,210.00	
<b>Total</b>	<b>2,459</b>		<b>\$72,163.25</b>	<b>32.2500</b>	<b>\$79,302.75</b>	<b>\$7,139.50</b>	<b>\$277.86</b>
<b>0.35</b>							
<b>FIRST TRUST CONSUMER ET</b>							
<b>STAPLES ALPHADEX FUND</b>							
FXG	2,156	35.08	75,641.54		35,6600	76,882.96	1,241.42
Acquired 10/28/13							1,239.70
<b>1.61</b>							
<b>FIRST TRUST ENERGY ET</b>							
<b>ALPHADEX FUND</b>							
FXN	2,275	22.88	52,059.50		57,466.50	5,407.00	
Acquired 09/10/13	356	23.01	8,192.09		8,992.56	800.47	
Acquired 09/16/13	445	23.68	10,537.78		11,240.70	702.92	
<b>Total</b>	<b>3,076</b>		<b>\$70,789.37</b>	<b>25.2600</b>	<b>\$77,699.76</b>	<b>\$6,910.39</b>	<b>\$633.65</b>
<b>0.82</b>							
<b>FIRST TRUST MATERIAL ET</b>							
<b>ALPHADEX FUND</b>							
FXZ	1,766	28.79	50,857.44		57,244.34	6,386.90	
Acquired 09/10/13	283	29.49	8,347.82		9,173.36	825.54	
Acquired 09/16/13	421	29.36	12,361.95		13,646.60	1,284.65	
<b>Total</b>	<b>2,470</b>		<b>\$71,567.21</b>	<b>32.4147</b>	<b>\$80,064.30</b>	<b>\$8,497.09</b>	<b>\$718.77</b>
<b>0.90</b>							

MASTERSF-SQUARED INVESTMENTS/ALPHASECTOR GLOBAL SELECT  
171686



GEORGE AND JENNIE COLLINS  
FOUNDATION F-SQUARED

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3002-4622

## Stocks, options & ETFs

### Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED	
						ANNUAL INCOME	ANNUAL YIELD (%)
FIRST TRUST TECHNLGY ET							
ALPHADEX FUND							
FXL							
Acquired 09/10/13	1,961	27.08	53,112.50		58,535.85	5,423.35	
Acquired 09/16/13	324	27.12	8,788.92		9,671.40	882.48	
Acquired 10/14/13	440	27.38	12,049.18		13,134.00	1,084.82	
<b>Total</b>	<b>2,725</b>		<b>\$73,950.60</b>	<b>29.8500</b>	<b>\$81,341.25</b>	<b>\$7,390.65</b>	<b>0.32</b>
<b>Total Stocks and ETFs</b>			<b>\$1,007,771.64</b>		<b>\$1,086,415.32</b>	<b>\$78,643.68</b>	<b>\$264.05</b>
<b>Total Stocks, options &amp; ETFs</b>			<b>\$1,007,771.64</b>		<b>\$1,086,415.32</b>	<b>\$78,643.68</b>	<b>\$12,592.45</b>
							<b>1.16</b>

**GEORGE & JENNIE COLLINS  
FOUNDATION**
**DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER. 3645-2651**
**Additional information**

	THIS PERIOD	THIS YEAR	THIS PERIOD	THIS YEAR
Gross proceeds	68,836.59	370,042.80	Foreign withholding	-48.14 -480.68

**Portfolio detail**
**Cash and Sweep Balances**

**Sweep Balances** - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

**Bank Deposit Sweep** - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	% OF ACCOUNT	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	1.76	0.00	57,758.49	0.00
BANK DEPOSIT SWEEP	2.19	0.01	71,904.69	7.19
Interest Period 12/01/13 - 12/31/13	3.95		\$129,663.18	\$7.19

**Total Cash and Sweep Balances**

\* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

**Stocks, options & ETFs**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
ACCO BRANDS CORP									
ACCO	0.12	564	N/A##	N/A	6.7200	3,790.08	N/A	N/A	N/A

Acquired 12/10/96 L nc	0.12	564	N/A##	N/A	6.7200	3,790.08	N/A	N/A	N/A
ADR FRESENIUS MED CRE AG & CO									
FMS	0.87	800	22.28	17,908.00	35.5800	28,464.00	10,556.00	267.20	0.93





GEORGE & JENNIE COLLINS  
FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3645-2651

## Stocks, options & ETFs

### Stocks and ETFs continued

DESCRIPTION	ACCOUNT	% OF QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED	
							UNREALIZED GAIN/LOSS	ANNUAL INCOME
ANNUAL INCOME	ANNUAL YIELD (%)							
AMBEV SA ADR SPONSORED ADR	1.12	5,000	1.69	8,502.00	7.3500	36,750.00	28,248.00	4,860.00
ABEV Acquired 02/23/09 L inc								13.22
ANSYS INC	1.33	500	24.35	12,241.66	87.2000	43,600.00	31,358.34	N/A
ANSS Acquired 02/23/09 L inc								N/A
APACHE CORP COMMON APA	0.52	200	64.78	13,036.00	85.9400	17,188.00	4,152.00	160.00
APPLE INC AAPL	1.45	85	91.60	7,854.00	561.0200	47,686.70	39,832.70	1,037.00
BALCHEM CORP CLASS B BCPC	1.88	1,050	14.07	14,857.04	58.7000	61,635.00	46,777.96	273.00
BEAM INC Acquired 12/10/96 L inc	4.98	2,400	N/A##	N/A	68.0600	163,344.00	N/A	2,160.00
CF INDUSTRIES HOLDINGS INC CF	0.71	100	182.60	18,355.00	233.0400	23,304.00	4,949.00	400.00
CHEVRON CORPORATION CVX	7.23	1,900	N/A##	N/A	124.9100	237,329.00	N/A	7,600.00
CHURCH & DWIGHT INC CHD	1.21	600	25.23	15,221.00	66.2800	39,768.00	24,547.00	672.00
CITIGROUP INC NEW C	0.27	172	N/A##	N/A	52.1100	8,962.92	N/A	6.88
COMPASS MINERALS INTERNATIONAL INC CMP	0.49	200	56.80	11,440.00	80.0500	16,010.00	4,570.00	436.00
								0.07

GEORGE & JENNIE COLLINS  
FOUNDATIONDECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3645-2651

## Stocks, options &amp; ETFs

## Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
CONOCOPHILLIPS									
COP	4.45	2,066	N/A##	N/A	70.6500	145,962.90	N/A	5,702.16	3.90
DECKERS OUTDOOR CORP									
DECK	1.16	450	19.52	8,788.00	84.4600	38,007.00	29,219.00	N/A	N/A
DISCOVERY COMMUNICATIONS INC A									
DISCA	0.96	350	51.80	18,225.00	90.4200	31,647.00	13,422.00	N/A	N/A
DU PONT E DE NEMOURS AND COMPANY DD									
Acquired 12/10/96 Lnc	2.08	1,051	N/A##	N/A	64.9700	68,283.47	N/A	1,891.80	2.77
EXPRESS SCRIPTS HLDG CO ESRX									
Acquired 02/23/09 Lnc	477	28.34	13,581.77	13,727.07	33,504.48	19,922.71			
Acquired 02/23/09 Lnc	243	56.49			17,068.32	3,341.25			
<b>Total</b>	<b>1.54</b>	<b>720</b>	<b>\$27,308.84</b>	<b>70.2400</b>	<b>\$50,572.80</b>	<b>\$23,263.96</b>		<b>N/A</b>	<b>N/A</b>
EXXON MOBIL CORP XOM									
Acquired 12/10/96 Lnc	9.00	2,917	N/A##	N/A	101.2000	295,200.40	N/A	7,350.84	2.49
FMC CORP NEW FMC									
Acquired 02/23/09 Lnc	1.38	600	22.25	13,430.00	75.4600	45,276.00	31,846.00	324.00	0.71
FOMENTO ECONOMICO MEXICANO S.A.B DE C.V (NEW) FMX									
Acquired 02/23/09 Lnc	1.43	480	23.87	11,521.59	97.8700	46,977.60	35,456.01	1,496.16	3.18
FORD MOTOR COMPANY F									
Acquired 12/10/96 Lnc	2.12	4,500	N/A##	N/A	15.4300	69,435.00	N/A	1,800.00	2.59
GENERAL ELECTRIC COMPANY GE									
Acquired 12/10/96 Lnc	5.90	6,900	N/A##	N/A	28.0300	193,407.00	N/A	6,072.00	3.13





GEORGE & JENNIE COLLINS  
FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3645-2651

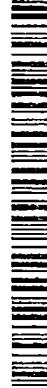
**Stocks, options & ETFs**  
**Stocks and ETFs continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
GENESEE & WYOMING INC CLA	2.05	700	22.07	15,531.00	96.0500	67,235.00	51,704.00	N/A	N/A
GOOGLE INC CL A GOOG	1.71	50	346.68	17,374.00	1,120.7100	56,035.50	38,661.50	N/A	N/A
GOOG Acquired 02/23/09 Lnc									
HONEYWELL INTERNATIONAL INC HON	3.48	1,248	N/A##	N/A	91.3700	114,029.76	N/A	2,246.40	1.97
HSBC HOLDINGS PLC-SPON ADR HSBC									
Acquired 12/10/96 Lnc Acquired 12/11/96 Lnc									
<b>Total</b>	<b>2.70</b>	<b>1,605</b>		<b>\$0.00</b>	<b>55.1300</b>	<b>\$88,483.65</b>	<b>\$0.00</b>	<b>\$3,852.00</b>	<b>4.35</b>
JPMORGAN CHASE & CO JPM	4.46	2,500	N/A##	N/A	58.4800	146,200.00	N/A	3,800.00	2.59
JPM Acquired 12/10/96 Lnc									
LKQ CORPORATION LKQ	1.20	1,200	14.90	17,979.20	32.9000	39,480.00	21,500.80	N/A	N/A
MASTERCARD INC CL A MA	1.07	42	426.73	18,017.66	835.4600	35,089.32	17,071.66	184.80	0.52
MASTERCARD INC CL A MA									
NOVO NORDISK A S ADR NVO	1.49	265	52.10	13,877.16	184.7600	48,961.40	35,084.24	599.96	1.22
NOVO NORDISK A S ADR NVO									
O'REILLY AUTOMOTIVE INC ORLY	0.78	200	95.32	19,159.00	128.7100	25,742.00	6,583.00	N/A	N/A
O'REILLY AUTOMOTIVE INC ORLY									
PRECISION CASTPARTS CORP PCP	1.97	240	60.55	14,596.00	269.3000	64,632.00	50,036.00	28.80	0.04
PRECISION CASTPARTS CORP PCP									

GEORGE & JENNIE COLLINS  
FOUNDATIONDECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3645-2651Stocks, options & ETFs  
Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
SOCIEDAD QUIMICA MINERAL DE CHILE S A SPONS ADR REP STG SER B SHS									
SQM Acquired 02/23/09 Lnc	0.24	300	29.40	8,900.00	25,8800	7,764.00	-1,136.00	249.00	3.20
SYNT Acquired 02/23/09 Lnc	0.73	300	40.49	12,227.00	79.9400	23,982.00	11,755.00	509.40	2.12
TERRA NITROGEN CO LP COM UNIT									
TNH Acquired 04/23/12 Lnc	0.30	70	256.81	18,071.70	141,1000	9,877.00	-8,194.70	565.60	5.72
TOWERS WATSON & CO CLA TW Acquired 02/23/09 Lnc	1.17	300	49.30	14,870.00	127,6100	38,283.00	23,413.00	168.00	0.43
TWENTY-FIRST CENTY CLA									
FOXA Acquired 12/26/03 Lnc	0.19	174	14.45	2,514.30	35.1700	6,119.58	3,605.28	43.50	0.71
WABTEC WAB Acquired 02/23/09 Lnc	2.26	1,000	13.41	13,490.00	74,2700	74,270.00	60,780.00	160.00	0.21
<b>Total Stocks and ETFs</b>	<b>78.00</b>			<b>\$385,295.15</b>		<b>\$2,558,785.08</b>	<b>\$639,061.75</b>	<b>\$54,916.50</b>	<b>2.15</b>
<b>Total Stocks, options &amp; ETFs</b>	<b>78.00</b>			<b>\$385,295.15</b>		<b>\$2,558,785.08</b>	<b>\$639,061.75</b>	<b>\$54,916.50</b>	<b>2.15</b>

## Cost information for one or more securities is not available. If you have cost information and would like to see it on future statements, contact Your Financial Advisor.  
\*\* Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



GEORGE & JENNIE COLLINS  
FOUNDATIONDECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER. 3645-2651**Mutual Funds**

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions

**Open End Mutual Funds**

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
<b>COLUMBIA ACORN FUND</b>								
CLASS C								
LIACX								
On Reinvestment								
Acquired 11/21/03 L nc		2,424	20.63	50,012.37		76,695.34	26,682.97	
Reinvestments L m		1,322.96200	26.18	34,642.21		41,858.53	7,216.32	
Reinvestments S		294.90900	29.84	8,801.28		9,330.92	529.64	
<b>Total</b>	<b>3.90</b>	<b>4,041.87100</b>		<b>\$93,455.86</b>	<b>31.6400</b>	<b>\$127,884.79</b>	<b>\$34,428.93</b>	<b>N/A</b>
Client Investment (Excluding Reinvestments)						\$50,012.37		
Gain/Loss on Client Investment (Including Reinvestments)						\$77,872.42		
<b>EATON VANCE ADV SR</b>								
FLTNG RT ADVANTAGE FUND								
CL C								
ECFAX								
On Reinvestment								
Acquired 04/05/13 S		12,042.81900	11.21	135,006.00		134,638.60	-367.40	
Reinvestments S		302.37000	11.15	3,372.08		3,380.61	8.53	
<b>Total</b>	<b>4.21</b>	<b>12,345.18900</b>		<b>\$138,378.08</b>	<b>11.1800</b>	<b>\$138,019.21</b>	<b>-\$358.87</b>	<b>\$5,604.71</b>
Client Investment (Excluding Reinvestments)						\$135,006.00		
Gain/Loss on Client Investment (Including Reinvestments)						\$3,013.21		
<b>IVY FDS INC</b>								
ASSET STRATEGY FD CL C								
WASCX								
On Reinvestment								
Acquired 02/07/08 L nc		5,305.04000	26.39	140,007.50		165,198.89	25,191.39	
Reinvestments L m		845.93700	18.20	15,397.95		26,342.53	10,944.58	
Reinvestments S		1,63500	30.09	49.21		50.91	1.70	
<b>Total</b>	<b>5.84</b>	<b>6,152.61200</b>		<b>\$155,454.66</b>	<b>31.1400</b>	<b>\$191,592.33</b>	<b>\$36,137.67</b>	<b>\$49.22</b>
Client Investment (Excluding Reinvestments)						\$140,007.50		
Gain/Loss on Client Investment (Including Reinvestments)						\$51,584.83		

GEORGE & JENNIE COLLINS  
FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013  
ACCOUNT NUMBER: 3645-2651

**Mutual Funds**

**Open End Mutual Funds continued**

DESCRIPTION	ACCOUNT	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ANNUAL YIELD (%)
<b>VIRTUS OPPORTUNITIES</b>										
MULTI SECTOR SHRT TERM										
BD FD CLT										
PMSTX										
On Reinvestment										
Acquired 04/05/13 \$	26,946,10800	5.01	135,006.00		132,035.66			-2,970.34		
Reinvestments \$	471,98900	4.91	2,319.30		2,313.01			-6.29		
<b>Total</b>	<b>4.10</b>	<b>27,418.09700</b>	<b>\$137,325.30</b>	<b>4.9000</b>	<b>\$134,348.67</b>	<b></b>	<b>\$2,976.63</b>	<b>\$3,783.69</b>	<b>2.82</b>	
Client Investment (Excluding Reinvestments)										
Gain/Loss on Client Investment (Including Reinvestments)										
<b>Total Open End Mutual Funds</b>	<b>18.04</b>		<b>\$524,613.90</b>		<b>\$591,845.00</b>	<b>\$67,231.10</b>		<b>\$9,437.62</b>	<b>1.59</b>	
<b>Total Mutual Funds</b>	<b>18.04</b>		<b>\$524,613.90</b>		<b>\$591,845.00</b>	<b>\$67,231.10</b>		<b>\$9,437.62</b>	<b>1.59</b>	

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS.  
nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Total	Fair Market Value
	2,558,785.08 +
	591,845.00 +
	- - - - -
	3,150,630.08 *



**GEORGE & JENNIE COLLINS FOUNDATION  
EIN: 73-6093053**

**Unrelated Business Income from Partnerships - Federal  
Calendar Year 12/31/13**

	<b>C/O FROM 12/31/2012</b>	<b>FORM K-1 12/31/2013</b>	<b>TO 990-T 12/31/2013</b>	<b>C/O To 12/31/2014</b>
TERRA NITROGEN COMPANY, L P.	\$ (194.00)	\$ (439.00)	\$ (633.00) 633.00	\$ (633.00)
UNRELATED BUSINESS DEDUCTIONS BEFORE SPECIFIC DEDUCTION				<b><u>\$ - \$ (633.00)</u></b>