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Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

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

Name of foundation MERVIN BOVAIRD FOUNDATION		A Employer identification number 73-6102163
Number and street (or P O box number if mail is not delivered to street address) 401 S. BOSTON, STE 2120		B Telephone number (see instructions) (918) 592-3300
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74103-4070		C If exemption application is pending, check here ☐
G Check all that apply		D 1 Foreign organizations, check here ☐
☐ Initial return	☐ Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return	☐ Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Address change	☐ Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 45,343,951.		
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	19.	19.		
	4 Dividends and interest from securities	913,975.	913,975.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,288,880.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		2,288,880.		
	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)				
	12 Total. Add lines 1 through 11	3,202,874.	3,202,874.		
	13 Compensation of officers, directors, trustees, etc.	170,010.	96,906.		73,104.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	30,750.	17,528.		13,222.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	6,875.	3,919.		2,956.
	c Other professional fees (attach schedule) *	239,907.	239,907.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH. 2	218,885.	9,588.		7,233.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 3	41,552.	23,685.		17,867.
	24 Total operating and administrative expenses. Add lines 13 through 23	707,979.	391,533.		114,382.
25 Contributions, gifts, grants paid	1,919,350.			1,919,350.	
26 Total expenses and disbursements. Add lines 24 and 25	2,627,329.	391,533.		2,033,732.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	575,545.				
b Net investment income (if negative, enter -0-)		2,811,341.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,606,988.	2,598,983.	2,598,983.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	1,429,000.	1,375,764.	1,278,605.
	b Investments - corporate stock (attach schedule)	31,824,107.	30,587,330.	33,784,404.
	c Investments - corporate bonds (attach schedule)	7,289,800.	8,163,363.	7,674,959.
	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 ▶ <u>ATCH 4</u>)	7,000.	7,000.	7,000.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	42,156,895.	42,732,440.	45,343,951.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	42,156,895.	42,732,440.	
30 Total net assets or fund balances (see instructions)	42,156,895.	42,732,440.		
31 Total liabilities and net assets/fund balances (see instructions)	42,156,895.	42,732,440.		

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	42,156,895.
2 Enter amount from Part I, line 27a	2	575,545.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	42,732,440.
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	42,732,440.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a** SEE PART IV SCHEDULE**b****c****d****e**

(e) Gross sales price

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

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

(i) 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(l) Gains (Col. (h) gain minus
col. (k), but not less than -0-) or
Losses (from col. (h))**a****b****c****d****e****2** Capital gain net income or (net capital loss){ If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }**2**

2,288,880.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6){ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in
Part I, line 8 }**3**

0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,945,339.	40,931,793.	0.047526
2011	2,110,609.	40,737,935.	0.051809
2010	1,918,958.	39,821,980.	0.048188
2009	1,987,765.	34,903,794.	0.056950
2008	1,839,245.	41,554,369.	0.044261

2 Total of line 1, column (d)**2**

0.248734

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years**3**

0.049747

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

43,340,434.

5 Multiply line 4 by line 3**5**

2,156,057.

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

28,113.

7 Add lines 5 and 6**7**

2,184,170.

8 Enter qualifying distributions from Part XII, line 4**8**

2,033,732.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	56,227.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	56,227.
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	56,227.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	71,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	71,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,773.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 14,773. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ R. CASEY COOPER Telephone no ☐ 918-592-3300			
Located at ☐ 401 S. BOSTON, STE 2120 TULSA, OK ZIP+4 ☐ 74103				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) ☐	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? ☐	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 5		170,010.	25,502.	0

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

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

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

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 ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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	42,561,989.
b	Average of monthly cash balances	1b	1,431,452.
c	Fair market value of all other assets (see instructions)	1c	7,000.
d	Total (add lines 1a, b, and c)	1d	44,000,441.
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	44,000,441.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	660,007.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	43,340,434.
6	Minimum investment return. Enter 5% of line 5	6	2,167,022.

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	2,167,022.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	56,227.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56,227.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,110,795.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,110,795.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,110,795.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,033,732.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,033,732.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,033,732.

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.

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Page **9****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				2,110,795.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 253,220.				
c From 2010				
d From 2011 100,176.				
e From 2012 40,630.				
f Total of lines 3a through e	394,026.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>2,033,732.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				2,033,732.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	77,063.			77,063.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	316,963.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	316,963.			
10 Analysis of line 9				
a Excess from 2009 176,157.				
b Excess from 2010				
c Excess from 2011 100,176.				
d Excess from 2012 40,630.				
e Excess from 2013				

Form **990-PF** (2013)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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

ATCH 6

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

ATCH 7

c Any submission deadlines

ATCH 8

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

ATCH 9

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 STATEMENT 10				1,919,350.
Total			3a	1,919,350.
b <i>Approved for future payment</i> SEE STATEMENT 11				1,150,000.
Total			3b	1,150,000.

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					
3	Interest on savings and temporary cash investments			14	19.	
4	Dividends and interest from securities			14	913,975.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	2,288,880.	
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)				3,202,874.	
13	Total. Add line 12, columns (b), (d), and (e)				13	3,202,874.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		NET GAIN ON SALE OF SECURITIES PROPERTY TYPE: SECURITIES					2,288,880.	
TOTAL GAIN (LOSS)							<u>2,288,880.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	239,907.	239,907.
TOTALS	<u>239,907.</u>	<u>239,907.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	16,821.	9,588.	7,233.
FED INCOME TAX	202,064.		
TOTALS	<u>218,885.</u>	<u>9,588.</u>	<u>7,233.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OFFICE EXPENSE	41,552.	23,685.	17,867.
TOTALS	<u>41,552.</u>	<u>23,685.</u>	<u>17,867.</u>

ATTACHMENT 4

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MINERAL INTEREST	7,000.	7,000.
TOTALS	<u>7,000.</u>	<u>7,000.</u>

ATTACHMENT 6

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

R. CASEY COOPER; SAME AS PART VIII;
(918) 592-3300

ATTACHMENT 7

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

STUDENTS RECEIVING SCHOLARSHIPS CHOSEN BY TULSA HIGH SCHOOLS BASED ON
NEED AND ABILITY.

ATTACHMENT 8

990PF, PART XV - SUBMISSION DEADLINES

SCHOLARSHIPS-BETWEEN MAY AND AUGUST 1ST OF EACH YEAR.
GRANTS-NOVEMBER 15TH ANNUAL DEADLINE.

ATTACHMENT 9

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

SCHOLARSHIPS-MAINTAIN PROPER SCHOLASTIC STANDING.
GRANTS-RESTRICTED TO THE TULSA METROPOLITAN AREA.

THE MERVIN BOVAIRD FOUNDATION
EIN: 73-6102163
2013 FORM 990-PF, Part XV, Item 3(a), Page 10

3(a). Payment of Grants and Scholarships, all to unrelated recipients. Payment of tuition to The University of Tulsa (600 South College, Tulsa, Oklahoma) for graduates from Tulsa public high schools and Tulsa Community College:

Anderson, Haley	Haseley-Shackelford, Sarah
Anderson, Justin	Hayward, Jackson Denvery
Arain, Sara S.	Hemphill, Brooke
Atchison, Trevor	Hendrickson, Lucas Tyler
Bartel, Erica	Johnson, Trokon
Blankenship, Olivia	Kirby, Megan C.
Broom, Daisha	Lancaster, Jakob
Buff, Andrea L.	Lee, Kathryn Elizabeth
Burris, Victoria	McCaleb, Kaitlyn
Cervantes, Mary	McGuire, Christina
Chitwood, Kylie Brynne	Milford, Jared Paul
Clark, Carrie Irene	Miracle, Walker
Cole, Aaron	Nathan, Lydia Michelle
Decker, Toby	Nunes, William
Dees, Hillary	Perez, Eduardo
DeLeon, Julia Haydee	Pineda, Sebastian
Dodson, Jakob F.	Raguse, Erica
Dougherty, Molly	Rake, Nathanael
Douthitt, Cara	Ramirez, Jennifer
Dunn, Clarissa Elizabeth	Ramos, Eric
Elias, Joseph	Sheikh, Ahmed J.
Francis, Tyler	Shook, Russell Keith
Gage, Cory	Sides, Taylor C. & Tiffany C.
Garvin, Erica	St Gemme, Cayli
Gregory, Brancen	Stewart, Jackson
Gresham, Meaghan	Wilkins, Candace
Gutierrez, Jose	Wright, Matthew Dean
Hackbirth, Kristen	Young, Randall
Hamm, Jonathan	Young, Rebecca Nicole

Net Scholarships for 2013

Spring 2013 (43 x \$3,000):	\$129,000
Fall 2013 (50 x \$3,000):	\$150,000

3(a). Payment of Pledges, all to unrelated recipients.

Boys Scouts of America	
4295 S. Garnett Rd, Tulsa, OK 74146	25,000
DVIS/Call Rape	
4300 S. Harvard Ave Suite 100, Tulsa, Ok 74135-2608	50,000

Folds of Honor Foundation 7030 South Yale, Suite 600, Tulsa, OK 74136	50,000
Mental Health Association 1870 South Boulder, Tulsa, OK 74119	20,000
Oklahoma State University 700 N Greenwood Ave, Tulsa, OK 74106-0700	25,000
Philbrook Museum of Art 272 South Rockford Rd, PO Box 52510, Tulsa, OK 74152-0510	150,000
Tulsa Boys' Home P. O. Box 1101, Tulsa, OK 74101-1101	25,000
Tulsa Day Center for the Homeless 415 W Archer St., Tulsa, OK 74103	25,000
Tulsa Historical Society 2445 South Peoria, Tulsa, OK 74114-1326	40,000
Tulsa Library Trust 400 Civic Center, Tulsa, OK 74103-3839	50,000
University of Tulsa - Gilcrease Museum 600 South College, Tulsa, OK 74104-3189	100,000
TOTAL PLEDGES PAID IN 2012:	\$560,000

3(a). Payment of Contributions, all to unrelated recipients.

Alzheimer's Association, Okla. Chapter 6465 S Yale, Suite 206, Tulsa, OK 74136-7810	20,000
American Diabetes Association 6600 S. Yale, Suite 1310, Tulsa, OK 74136	2,000
Big Brothers & Sisters of Green County 5840 S. Memorial Dr., Suite 105, Tulsa, OK 74145	5,000
Boy Scouts of America, Indian Nations Council 4295 S. Garnett Rd., Tulsa, OK 74146	10,000
Camp Fire Boys & Girls, Green Country Council 706 S Boston Ave., Tulsa, OK 74119-1610	5,000
Camp Laughridge 4900 W 71 st Street, Tulsa, OK 74131-3459	25,000
CASA 700 S. Boston Ave., Tulsa, OK 74119	5,000
Center for Individuals with Physical Challenges 815 South Utica Ave., Tulsa, OK 74119	5,000
Chamber Music Tulsa 2210 South Main, Tulsa, OK 74114	14,000
Child Abuse Network 2829 S. Sheridan, Tulsa, OK 74129	20,000
Clarehouse, Inc. 7617 S. Mingo Rd, Tulsa, OK 74133	15,000
Community Food Bank of Eastern Oklahoma 1304 N. Kenosha Ave, Tulsa, OK 74106	10,000
Community Service Council of Tulsa 16 E 16 th Street, Tulsa, OK 74119	50,000
Crisis Pregnancy outreach 7807 E 76 th St., Tulsa, OK 74133	5,000
Crosstown Learning Center 2501 E. Archer, Tulsa, OK 74110	10,000
Cystic Fibrosis Foundation (Sooner Chapter) 2642 East 21st St., Suite 100, Tulsa, OK 74114-1739	5,000
DaySpring Villa P. O. Box 1588, Sand Springs, OK 74063	5,000

Dillion International	
2246 South Terwilleger, Tulsa, OK 74114	25,000
Domestic Violence Intervention Services	
4300 South Harvard Ave., Suite 100, Tulsa, OK 74135-2608	40,000
Eastern Okla. Donated Dental Services	
Tulsa County Health Dept., 4616 E 15th St., Rm 256, Tulsa, OK 74112	10,000
Emergency Infant Services	
222 South Houston Ave., Tulsa, OK 74127	5,000
Family & Children's Services	
650 So. Peoria Ave., Tulsa, OK 74120	10,000
First Tee of Tulsa	
P. O. Box 702298, Tulsa, OK 74170	15,000
Girl Scouts, Magic Empire Council	
2432 East 51st St., Tulsa, OK 74105-6002	15,000
Global Gardens	
P O Box 52034, Tulsa, OK 74152	10,000
Greater Cornerstone Community Dev. Proj.	
5610 South 41st West Ave., Tulsa, OK 74107	8,950
Habitat for Humanity	
6235 E. 13th, Tulsa, OK 74112	10,000
Happy Hands Education Center	
8801 South Garnett Rd., Broken Arrow, OK 74012	10,000
Hispanic American Foundation	
2210 So. Main, Tulsa, OK 74114	2,000
Hospice of Green Country, Inc.	
2121 South Columbia, Ste 200, Tulsa, OK 74114	20,000
Iron Gate	
501 South Cincinnati, Tulsa, OK 74103	20,000
Joe Niekro Foundation	
P O Box 2876, Scottsdale, AZ 85252-2876	10,000
John 3:16 Mission	
P. O. Box 700390, Tulsa, OK 74170-0390	20,000
Junior Achievement of Eastern Okla.	
3947 So. 103rd East Ave., Tulsa, OK 74146	2,000
Juvenile Diabetes Foundation International (Tulsa Chap)	
4606 E. 67th St., Ste. 214, Tulsa, OK 74136	5,000
Legal Aid Services of Okla.	
423 S. Boulder, 2nd Floor, Tulsa, OK 74103	10,000
LIFE Senior Services	
5950 East 31st Street, Tulsa, OK 74135	20,000
Meals on Wheels	
12620 East 31st Street, Tulsa, OK 74146-2307	20,000
Multiple Sclerosis Society, Oklahoma Chapter	
4606 E 67th St., Bldg. 7, Suite 103, Tulsa, OK 74136	2,500
Neighbor for Neighbor	
505 East 36th Street North, Tulsa, OK 74106	15,000
Neighbors Along the Line	
5000 Charles Page Boulevard, Tulsa, OK 74127	10,000
New Hope Oklahoma	
10901 S. Yale, Tulsa, OK 74137-7211	5,000
Oklahoma Aquarium	
P. O. Box 910, Jenks, OK 74037	25,000
Oklahoma Arts Institute	
105 N. Hudson, Ste. 101, Oklahoma City, OK 73102	10,000
Oklahoma Center for Community & Justice	
100 West 5th St., LL1030, Tulsa, OK 74103	7,500

Oklahoma Foundation for Excellence	
120 N. Robinson, Ste. 1420W, Oklahoma City, OK 73102-7434	5,000
Parent Child Center	
1421 S. Boston, Tulsa, OK 74119	10,000
Philbrook Museum	
2727 So Rockford Rd, P O Box 52510, Tulsa, OK 74152-0510	15,000
Prevent Blindness Oklahoma	
6 N.E. 63 rd St., Suite 150, Oklahoma City, OK 73105-1400	5,000
Rebuilding Together Tulsa	
P. O. Box 52201, Tulsa, OK 74152-0201	5,000
Rogers State University	
1701 W. Will Rogers Blvd., Claremore, OK 74017-3252	20,000
Ronald McDonald House Charities of Tulsa	
6102 So Hudson Ave., Tulsa, OK 74136-2020	5,000
Rotary Club of Tulsa	
616 So. Boston Ave., Suite 410, Tulsa, OK 74119	3,000
RSVP of Tulsa	
5756 E 31st St., Tulsa, OK 74135	8,500
Salvation Army (The)	
P. O. Box 397, Tulsa, OK 74101	100,000
St. John Medical Center Foundation	
1923 S. Utica Ave., Tulsa, OK 74104-6502	10,000
Stand in the Gap Ministries	
624 So Boston, Suite 340, Tulsa, OK 74119	10,000
Street School, Inc.	
1135 South Yale, Tulsa, OK 74112	25,000
Teach for America	
1202 W Easton St., Tulsa, OK 74127	10,000
Town & Country School	
5150 East 101st Street, Tulsa, OK 74137	40,000
Tristesse Grief Center	
3930 E 31st St., Tulsa, OK 74135	10,000
TSHA, Inc.	
8740 E. 11th St., Ste. A, Tulsa, OK 74112-7957	5,000
Tulsa Area United Way	
1430 S. Boulder, Tulsa, OK 74119	900
Tulsa Ballet	
1212 E. 45th Place South, Tulsa, OK 74105	30,000
Tulsa Community College Foundation	
6111 E. Skelly Drive, Suite 608, Tulsa, OK 74135-6198	5,000
Tulsa Community Foundation	
c/o 320 S. Boston, Ste. 1118, Tulsa, OK 74103	5,000
Tulsa Opera, Inc.	
1610 S Boulder Ave., Tulsa, OK 74119-4479	25,000
Tulsa Oratorio Chorus	
111 E. 1 st Street, Suite 1, Tulsa, OK 74103-2817	10,000
Tulsa Press Club Foundation Inc.	
415 So. Boston, Tulsa, OK 74103	5,000
Tulsa Symphony Orchestra	
111 E. 1 st Street, Suite 1, Tulsa, OK 74103	70,000
Tulsa Town Hall	
P. O. Box 52266, Tulsa, OK 74152	15,000
Tulsa Zoo	
6421 East 36 th St North, Tulsa, OK 74115	25,000
University of Tulsa, EWB-USA Stdnt Chptr	
800 W. Tucker Dr., Tulsa, OK 74104	5,000

THE MERVIN BOVAIRD FOUNDATION
EIN: 73-6102163

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(continued) Page 5

University of Tulsa (Athletic Dept., general) 600 South College, Tulsa, OK 74104-3189	4,000
Volunteer Central of Greater Tulsa 3708 Southwest Blvd., Tulsa, OK 74107	5,000
Will Rogers Memorial Museum 1720 W. Will Rogers Blvd, Claremore, OK 74017	10,000
Youth at Heart P. O. Box 35798, Tulsa, OK 74153-0798	5,000

TOTAL CONTRIBUTIONS PAID IN 2013:

\$1,080,350

THE MERVIN BOVAIRD FOUNDATION
EIN: 73-6102163

2013 FORM 990-PF, Part XV, Page ____
(continued) Page 6

RECAP of Payments in 2013

Scholarships (to University of Tulsa):	\$ 279,000
Pledges:	560,000
Contributions:	<u>1,080,350</u>
TOTAL PAID IN 2011:	\$ 1,919,350

THE MERVIN BOVAIRD FOUNDATION
EIN: 73-6102163

2013 FORM 990-PF, Part XV, Page ____
(continued) Page 8

FORM 990-PF
YEAR 2013

PART XV, 3.b. PAGE 11
EIN 73-6102163

THE MERVIN BOVAIRD FOUNDATION
Pledges Outstanding at December 31, 2013

	<u>BALANCE</u>
2011 - Boy Scouts of America - \$100,000 over 4 years Paid \$25,000 in July 2011, Nov. 2012, and May 2013. Remaining \$25,000 is payable in 2014.	25,000
2011 - Folds of Honor Foundation - \$200,000 over 4 years Paid \$50,000 in Dec. 2011, Nov. 2012, and Dec. 2013. Remaining \$50,000 is payable in 2014.	50,000
2012 - Mental Health Association - \$100,000 over 5 years Paid \$20,000 in May 2013 and May 2013. Remaining \$60,000 is payable in equal amount in 2014, 2015 and 2016	60,000
2012 - Tulsa Boys Home - \$75,000 over 3 years Paid \$25,000 in Dec. 2013 and Dec. 2013. Remaining \$25,000 is payable in 2014.	25,000
2013 - Philbrook Museum of Art - \$300,000 over 2 years Paid \$150,000 in May 2013. Remaining \$150,000 is payable in 2014.	150,000
2013 - Domestic Violence Intervention Services - \$250,000 over 5 years Paid \$50,000 in May 2013. Remaining \$200,000 is payable in equal amounts in 2014, 2015, 2016 and 2017.	200,000
2013 - Tulsa Historical Society - \$80,000 over 2 years Paid \$40,000 in May 2013. Remaining \$40,000 is payable in 2014.	40,000
2013 - Tulsa Library Trust - \$250,000 over 5 years Paid \$50,000 in August 2013. Remaining \$200,000 is payable in equal amounts in 2014, 2015, 2016, and 2017.	200,000
2013 - University of Tulsa - \$500,000 over 5 years Paid \$100,000 in August 2013. Remaining \$400,000 is payable in equal amounts in 2014, 2015, 2016, and 2017.	400,000
TOTAL PLEDGED AMOUNTS OUTSTANDING AT DECEMBER 31, 2011:	\$1,150,000

**SCHEDULE D
(Form 1041)****Capital Gains and Losses**

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

► Attach to Form 1041, Form 5227, or Form 990-T.
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
► Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

MERVIN BOVAIRD FOUNDATION

Employer identification number

73-6102163

Note: Form 5227 filers need to complete *only* Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

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

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

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ►				16 2,288,880.

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

Schedule D (Form 1041) 2013

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

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		
18 Net long-term gain or (loss):			
a Total for year	18a		2,288,880.
b Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		2,288,880.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2013

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
R. CASEY COOPER 401 S. BOSTON, STE 2120 TULSA, OK 74103-4070	PRESIDENT 20.00	50,004.	7,501.	0
P. DAVID NEWSOME, JR. 401 S. BOSTON, STE 2120 TULSA, OK 74103-4070	VP FINANCE 7.50	35,000.	5,250.	0
LANCE STOCKWELL 401 S. BOSTON, STE 2120 TULSA, OK 74103-4070	VP FINANCE 7.50	35,000.	5,250.	0
CHRISTOPHER K. WOOSLEY 401 S. BOSTON, STE 2120 TULSA, OK 74103-4070	TRUSTEE 10.00	20,004.	3,001.	0
JANICE L. PIERCE 401 S. BOSTON, STE 2120 TULSA, OK 74103-4070	SECRETARY 10.00	30,002.	4,500.	0
GRAND TOTALS		<u>170,010.</u>	<u>25,502.</u>	<u>0</u>