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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2013**Open to Public Inspection**

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

Name of foundation THE SHARNA AND IRVIN FRANK FOUNDATION		A Employer identification number 73-1503704
Number and street (or P O box number if mail is not delivered to street address) 3125-B S. YALE AVE.		B Telephone number (see instructions) (918) 583-3244
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74135		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 30,064,667.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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	826,690.	826,690.		ATCH 1
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	1,678,720.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 9,395,977.		1,678,720.		
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	107,681.	-3,255.		
11 Other income (attach schedule) ATCH 2	2,613,091.	2,502,155.		
12 Total. Add lines 1 through 11	62,273.	21,796.		40,477.
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	28,035.	9,812.		18,223.
14 Other employee salaries and wages	35,794.	12,528.		23,266.
15 Pension plans, employee benefits	4,735.	657.		571.
16a Legal fees (attach schedule) ATCH 3	14,950.	7,475.		7,475.
b Accounting fees (attach schedule) ATCH 4				
c Other professional fees (attach schedule)				
17 Interest MAY 21 2015	61,055.	18,709.		4,474.
18 Taxes (attach schedule) (see instructions) ATCH 5	1,902.	1,365.		
19 Depreciation (attach schedule) and depletion	15,884.	5,559.		10,325.
20 Occupancy				
21 Travel, conferences, and meetings	308.	108.		200.
22 Printing and publications	137,872.	129,627.		4,996.
23 Other expenses (attach schedule) ATCH 6	362,808.	207,636.		110,007.
24 Total operating and administrative expenses. Add lines 13 through 23	1,633,000.			1,633,000.
25 Contributions, gifts, grants paid	1,995,808.	207,636.	0	1,743,007.
26 Total expenses and disbursements. Add lines 24 and 25				
27 Subtract line 26 from line 12	617,283.	2,294,519.		
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		33,742.	62,415.	62,415.
	2	Savings and temporary cash investments		1,549,271.	1,510,288.	1,510,288.
	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). **			650,000.	650,657.
	b	Investments - corporate stock (attach schedule)		11,791,346.	12,161,436.	15,487,551.
	c	Investments - corporate bonds (attach schedule) ATCH 8		7,928,801.	7,847,212.	8,044,503.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶	2,970.		
		Less accumulated depreciation (attach schedule) ▶	2,970.			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 9		2,392,817.	2,592,233.	2,867,068.
14		Land, buildings, and equipment basis ▶	8,898.			
		Less accumulated depreciation (attach schedule) ▶	4,179.	4,456.	4,719.	4,719.
15		Other assets (describe ▶ ATCH 10)		1,513,789.	1,005,811.	1,437,466.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		25,214,222.	25,834,114.	30,064,667.
17		Accounts payable and accrued expenses		2,226.	4,835.	
18		Grants payable				
Net Assets or Fund Balances	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)		2,226.	4,835.	
		Foundations that follow SFAS 117, check here. ▶ ☐				
	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		25,211,996.	25,829,279.	
	30	Total net assets or fund balances (see instructions)		25,211,996.	25,829,279.	
	31	Total liabilities and net assets/fund balances (see instructions)		25,214,222.	25,834,114.	

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	25,211,996.
2	Enter amount from Part I, line 27a	2	617,283.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	
4	Add lines 1, 2, and 3	4	25,829,279.
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	25,829,279.

**ATCH 7

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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

1,678,720.

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	1,608,896.	27,867,382.	0.057734
2011	1,698,094.	27,110,637.	0.062636
2010	1,305,866.	26,716,401.	0.048879
2009	1,011,451.	20,869,238.	0.048466
2008	723,874.	14,552,127.	0.049744

2 Total of line 1, column (d)

2

0.267459

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

0.053492

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

4

29,046,200.

5 Multiply line 4 by line 3

5

1,553,739.

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

6

22,945.

7 Add lines 5 and 6

7

1,576,684.

8 Enter qualifying distributions from Part XII, line 4

8

1,743,007.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	22,945.
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	22,945.
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	22,945.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	18,507.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	12,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	31,007.	
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	8,062.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 8,062. 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?		X
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?	X	
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 WWW.SIFRANKFOUNDATION.ORG				
14	The books are in care of MAY SHEEHAN Telephone no 918-583-3244			
Located at 3125-B S. YALE AVE.; TULSA, OK ZIP+4 74135				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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

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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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here. ☒ Xc 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☐ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☐ No**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 12		62,273.	9,691.	10,870.

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 ☐ X

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3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Part IX-A Summary of Direct Charitable Activities

Expenses

4.

Amount

3 NONE

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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	26,388,993.
b	Average of monthly cash balances	1b	1,554,716.
c	Fair market value of all other assets (see instructions)	1c	1,544,819.
d	Total (add lines 1a, b, and c)	1d	29,488,528.
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	29,488,528.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	442,328.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,046,200.
6	Minimum investment return. Enter 5% of line 5	6	1,452,310.

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	1,452,310.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	22,945.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	22,945.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,429,365.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,429,365.
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	1,429,365.

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	1,743,007.
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	1,743,007.
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	22,945.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,720,062.

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				1,429,365.
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				1,198.
b From 2009				
c From 2010				
d From 2011				360,030.
e From 2012				244,775.
f Total of lines 3a through e	606,003.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$				1,743,007.
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				1,429,365.
e Remaining amount distributed out of corpus	313,642.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	919,645.			
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)	1,198.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	918,447.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				360,030.
d Excess from 2012				244,775.
e Excess from 2013				313,642.

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))

N/A

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.

N/A

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 13				
Total ► 3a				1,633,000.
b Approved for future payment				
Total ► 3b				

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|---|-------|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

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

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

ALISA A. MORRIS

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN	
------	--

P01081223

Firm's name ► HOWERTON, MORRIS, SIMPSON & SMITH, PLLC

Firm's EIN ▶ 57-1147617

Firm's address ► 8282 S. MEMORIAL DR, STE. 110

74133

Phone no 918 481-5949

TULSA, OK

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)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-81,650.	
2,842,399.		SEE STATEMENT D-1 PROPERTY TYPE: SECURITIES 2,659,225.				P	VAR 183,174.	VAR
6,553,578.		SEE STATEMENT D-1 PROPERTY TYPE: SECURITIES 5,018,039.				P	VAR 1,535,539.	VAR
214,668.		.3069% NEWCO VALVES, LLC PROPERTY TYPE: OTHER 192,182.				D	11/21/2007 22,486.	08/07/2013
21,551.		.9796% MAJOR SOURCING, LLC PROPERTY TYPE: OTHER 14,420.				D	02/10/2010 7,131.	10/21/2013
24,035.		7.63% PORTOFINO CO, LLC PROPERTY TYPE: OTHER 12,913.				D	07/01/2009 11,122.	12/31/2013
		DISALLOWED 2013 WASH SALES - BOK PROPERTY TYPE: SECURITIES				D	918.	
TOTAL GAIN (LOSS)							<u>1,678,720.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS - MUTUAL FUND & IND STOCKS	651,088.	651,088.
INTEREST - TAXABLE CORP BONDS/CDS	44,006.	44,006.
DIVIDENDS - VARIOUS K-1	671.	671.
INTEREST INC - VARIOUS K-1	12,722.	12,722.
INTEREST INC - BOK S/T CASH FD 1	138.	138.
INTEREST INC - MISC	95,423.	95,423.
INTEREST INC - ALBERTA LTD NR	6,601.	6,601.
INTEREST INC - BOK TAX EXEMPT	16,041.	16,041.
TOTAL	<u>826,690.</u>	<u>826,690.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEE REBATE	4,222.	4,222.
MAJOR SOURCING, LLC	3,938.	-172.
NEWCO VALVES, LLC	100,676.	218.
STATE INCOME TAX REFUNDS	3,962.	
FEDERAL INCOME TAX REFUND	9,507.	
MISC INCOME	655.	655.
OIL & GAS ROYALTY GROSS INCOME	2,944.	2,944.
PORTOFINO COMPANY, LLC	-23,077.	-11,122.
OIL & GAS WORKING INTEREST GROSS INCOME	4,854.	
TOTALS	<u>107,681.</u>	<u>-3,255.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	4,735.	657.		571.
TOTALS	<u>4,735.</u>	<u>657.</u>		<u>571.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	7,950.	3,975.		3,975.
FINANCIAL AUDIT	7,000.	3,500.		3,500.
TOTALS	<u>14,950.</u>	<u>7,475.</u>		<u>7,475.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL INCOME AND EXCISE TAX	36,007.		
CALIFORNIA STATE INCOME TAXES	1,260.		
GEORGIA STATE INCOME TAXES	225.		
FOREIGN TAXES WITHHELD	7,616.	7,616.	
PAYROLL TAXES	6,883.	2,409.	
OIL & GAS GPT	353.		
REAL ESTATE TAXES	8,684.	8,684.	
AD VALOREM TAXES - O & G	27.		4,474.
TOTALS	<u>61,055.</u>	<u>18,709.</u>	<u>4,474.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL/INVESTMENT FEES	123,626.	123,626.	
POSTAGE & FREIGHT	293.	103.	190.
OFFICE SUPPLIES/EXPENSE	937.	327.	610.
BOARD EXPENSES	43.		43.
DUES & SUBSCRIPTIONS	2,250.	1,405.	845.
OIL & GAS IOE	3,249.		
MISC INVESTMENT EXP - K-1S	2,438.	2,438.	
MISC. EXPENSES	30.	11.	19.
WEBSITE/LOGO	100.		100.
OFFICE COMPUTER EXPENSE	400.	140.	260.
OFFICE EQUIPMENT RENTAL	321.	112.	209.
WORKER'S COMPENSATION INSUR	1,001.	350.	651.
EDUCATION AND PROF DUES	619.	217.	402.
D & O INSURANCE EXPENSE	1,740.	609.	1,131.
OFFICE INSURANCE	825.	289.	536.
TOTALS	<u>137,872.</u>	<u>129,627.</u>	<u>4,996.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

73-1503704

ATTACHMENT 7		
ENDING BOOK VALUE	ENDING FMV	
650,000.	650,657.	
650,000.	650,657.	

DESCRIPTION

US GOVENMENT BONDS

US OBLIGATIONS TOTAL

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>
CORPORATE BONDS/MUTUAL FDS	7,596,747.	7,790,875.
TE MUNI BDS/MUT FDS	250,465.	253,628.
TOTALS	<u>7,847,212.</u>	<u>8,044,503.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVESTMENTS	2,592,233.	2,867,068.
TOTALS	<u>2,592,233.</u>	<u>2,867,068.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
C/S - 1362625 ALBERTA LTD	195.	484,782.
N/R - 1362625 ALBERTA	181,213.	142,873.
N/R - GRETOVIC		
N/R - INECHITI		
FRANK FAMILY INV CO LLC	55,739.	55,739.
MAJOR SOURCING, LLC		
UTILITY DEPOSITS	408.	408.
KEYSTONE PENINSULA LLC	376,572.	402,000.
VENTURE VII, LLC	7,890.	5,000.
NEWCO VALVES, LLC		
145TH E. AVE, LAND CO, LLC	150,130.	113,000.
SUNBURST CO., LLC	2,501.	2,501.
PORTOFINO CO, LLC		
RISINGER ROAD TRUST	217,148.	217,148.
WORKING INTEREST LHC	17,010.	17,010.
ACCUMULATED DEPLETION	-2,995.	-2,995.
TOTALS	<u>1,005,811.</u>	<u>1,437,466.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

TOTAL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<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>
MAY SHEEHAN 3125-B S. YALE AVE. TULSA, OK 74135	PRESIDENT / TREASURER 26.00	62,273.	9,691.	10,870.
COLEMAN ROBISON 525 SOUTH MAIN, #700 TULSA, OK 74103	V. PRES. / SECRETARY / TRUSTEE 1.50			
JACOB HOWLAND 3171 S. MADISON TULSA, OK 74105	TRUSTEE 1.00			
DANIEL ZELIGSON 1840 E. 27TH TULSA, OK 74114	TRUSTEE 1.50			
JON STOLPER 3121 E. 86TH STREET TULSA, OK 74137	TRUSTEE 1.50			
SANFORD CARDIN 1722 E. 43RD STREET TULSA, OK 74105	TRUSTEE 1.00			
GRAND TOTALS		62,273.	9,691.	10,870.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAZON 1990 S. BUNDY, SUITE 260 LOS ANGELES, CA 90025	NONE PC		OPERATIONS	10,000.
MEALS ON WHEELS OF METRO TULSA 12620 E. 31ST STREET TULSA, OK 74146	NONE PC		OPERATIONS	15,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVENUE NORTHBROOK, IL 60062	NONE PC		OPERATIONS	2,500.
TULSA DAY CENTER FOR THE HOMELESS 415 W. ARCHER STREET TULSA, OK 74103	NONE PC		OPERATIONS	15,000.
CHILD ABUSE NETWORK 2829 S SHERIDAN TULSA, OK 74129	NONE PC		OPERATIONS	15,000.
SHERWIN MILLER MUSEUM OF JEWISH ART 2021 E. 71ST STREET TULSA, OK 74136	NONE PC		2014 EXHIBITION SERIES	20,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAN MIGUEL SCHOOL OF TULSA 2444 E. ADMIRAL BLVD TULSA, OK 74110	NONE PC	LITERACY/LANGUAGE ARTS PROGRAMMING	30,000.
CLAL(CENTER FOR LEARNING AND LEADERSHIP) 440 PARK AVENUE SOUTH, 4TH FLOOR NEW YORK, NY 10016-8012	NONE PC	OPERATIONS	2,500.
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 N. KENOSHA AVE TULSA, OK 74106-5901	NONE PC	OPERATIONS	15,000.
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE PC	MCCLURE MENTORING PROGRAM 3RD & FINAL YR OF 3 YR GRANT	60,000.
JEWISH FEDERATION OF TULSA 2021 E 71ST STREET TULSA, OK 74135	NONE PC	GAP YR FOR JEWISH INTENSIFICATION PRGM	10,000.
LOLLIPOPS & RAINBOWS 5103 S. SHERIDAN RD. #670 TULSA, OK 74145	NONE PC	OPERATIONS	1,500.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PROJECT ELF, INC. 4606 E. 67TH, SUITE 206 TULSA, OK 74136	NONE	PC	OPERATIONS	1,000.
MIZEL JEWISH COMMUNITY DAY SCHOOL 2021 E. 71ST STREET TULSA, OK 74136	NONE	PC	SCHOLARSHIPS FOR JEWISH STUDENTS	20,000.
OKLAHOMA ISRAEL EXCHANGE 710 WILSHIRE BLVD, SUITE C OKLAHOMA CITY, OK 73116	NONE	PC	OPERATIONS	1,000.
TULSA JEWISH RETIREMENT & HEALTH CARE CENTER 2025 E. 71ST STREET TULSA, OK 74136-5453	NONE	PC	DREAMS NEVER RETIRE CAMPAIGN (3RD YR OF 5 YR GRANT)	200,000.
TULSA COMMUNITY FOUNDATION 7030 S. YALE AVENUE, SUITE 600 TULSA, OK 74136	NONE	PC	PASS	10,000.
BIG BROTHERS & BIG SISTERS OF OKLAHOMA 5840 S. MEMORIAL DR., STE 105 TULSA, OK 74145	NONE	PC	AMACHI PROGRAM	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CROSTOWN LEARNING CENTER 2501 E. ARCHER STREET TULSA, OK 74110	NONE PC		OPERATIONS	10,000.
GLOBAL GARDENS P.O. BOX 52034 TULSA, OK 74152	NONE PC		OPERATIONS	15,000.
PHILBROOK MUSEUM OF ART 2727 ROCKFORD ROAD TULSA, OK 74114-4104	NONE PC		OPERATIONS	10,000.
REBUILDING TOGETHER TULSA P.O. BOX 52201 TULSA, OK 74152	NONE PC		OPERATIONS	20,000.
RESONANCE CENTER FOR WOMEN, INC. 1608 S. ELWOOD AVENUE TULSA, OK 74119	NONE PC		OPERATIONS	15,000.
STREET SCHOOL 1135 S. YALE AVENUE TULSA, OK 74112	NONE PC		OPERATIONS	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE PC	OPERATIONS	500.
TULSA AREA UNITED WAY P.O BOX 1859 TULSA, OK 74101-1859	NONE PC	OPERATIONS	20,000.
TULSA BALLET 1212 E. 45TH PL. SOUTH TULSA, OK 74105	NONE PC	OPERATIONS	5,000.
TULSA COMMUNITY FOUNDATION 7030 S. YALE, STE 600 TULSA, OK 74136	NONE PC	SUMMER LEADERSHIP ACADEMY	4,000.
TULSA OPERA, INC. 1610 S. BOULDER AVENUE TULSA, OK 74119-4479	NONE PC	OPERATIONS	10,000.
TULSA SYMPHONY ORCHESTRA 111 E. 1ST STREET, SUITE 1 TULSA, OK 74103-2817	NONE PC	OPERATIONS	10,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY SERVICE COUNCIL OF GREATER TULSA 16 E. 16TH ST., STE. 202 TULSA, OK 74119-4403	NONE PC		WEATHER COALITION	7,500.
ALS WORLDWIDE 125 N. HAMILTON STREET MADISON, WI 53703	NONE PC		OPERATIONS	30,000.
ANTI DEFAMATION LEAGUE 605 3RD AVENUE NEW YORK, NY 10158	NONE PC		OPERATIONS	1,000.
ARTS & HUMANITIES COUNCIL OF TULSA 2210 S. MAIN STREET TULSA, OK 74114	NONE PC		OPERATIONS	2,500.
AYEKA, LTD 10630 TUXFORD DRIVE ALPHARETTA, GA 30022	NONE PC		OPERATIONS (1ST OF 2 GRANT PAYMENTS)	25,000.
BLUE STAR MOTHERS OF SAND SPRINGS P.O. BOX 101 SAND SPRINGS, OK 74063	NONE PC		OPERATIONS	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLAREHOUSE, INC. 7617 S. MINGO ROAD TULSA, OK 74133	NONE		OPERATIONS	10,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES 4300 S. HARVARD, SUITE 100 TULSA, OK 74135-2608	NONE	PC	REBUILDING LIVES CAPITAL CAMPAIGN	25,000.
HOSPICE OF GREEN COUNTRY 2121 S. COLUMBIA AVENUE, SUITE 200 TULSA, OK 74114	NONE	PC	COURTESY CARE SERVICES	5,000.
INDIAN NATIONS COUNCIL, BSA 4295 S. GARNETT ROAD TULSA, OK 74146	NONE	PC	OPERATIONS	2,500.
KIPP TULSA ACADEMY COLLEGE PREPARATORY, INC. 1661 E. VIRGIN STREET TULSA, OK 74106	NONE	PC	OPERATIONS	25,000.
LEGAL AID SERVICES OF OKLAHOMA, INC. 907 S. DETROIT AVENUE, SUITE 725 TULSA, OK 74120	NONE	PC	MLP PROGRAM	7,500.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARQUETTE SCHOOL 1519 S. QUINCY TULSA, OK 74120	NONE PC	RISE PROGRAM	2,500.
OKLAHOMA CENTER FOR COMMUNITY & JUSTICE 100 W. 5TH STREET, LL1030 TULSA, OK 74107	NONE PC	DIFFERENT & THE SAME PROGRAM	5,000.
PARENT CHILD CENTER OF TULSA 1421 S. BOSTON TULSA, OK 74119	NONE PC	OPERATIONS	1,000.
PROJECT SUNSHINE 108 W. 39TH STREET, SUITE 725 NEW YORK, NY 10018	NONE PC	OPERATIONS	1,000.
SUSAN G. KOMAN FOR THE CURE P.O. BOX 650309 DALLAS, TX 75265-0309	NONE PC	OPERATIONS	500.
THE LITTLE LIGHT HOUSE 5120 E. 36TH STREET TULSA, OK 74135-5228	NONE PC	OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRESENTENSE GROUP 131 W. 86TH ST., 7TH FLOOR, ROOM 2 NEW YORK, NY 10024	NONE		OPERATIONS	1,000.
	PC			
UNITED STATES HOLOCAUST MEMORIAL MUSEUM P.O. BOX 7022 ALBERT LEA, MN 56007-8022	NONE		OPERATIONS	2,500.
	PC			
VISITING NURSE ASSOCIATION 7875 E. 51ST STREET TULSA, OK 74145	NONE		OPERATIONS	1,000.
	PC			
ANIMAL RESCUE FOUNDATION P.O. BOX 471483 TULSA, OK 74147	NONE		OPERATIONS	1,000.
	PC			
B'NAI B'RITH YOUTH ORGANIZATION 2020 K STREET, NW, 7TH FLOOR WASHINGTON, DC 20006	NONE		OPERATIONS	1,000.
	PC			
COMMUNITY ACTION PROJECT OF TULSA COUNTY 4606 S. GARNETT RD., STE 100 TULSA, OK 74146	NONE		ESL PROGRAMMING	10,000.
	PC			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAB LAB, INC. 710 S. LEWIS AVENUE TULSA, OK 74104	NONE PC	OPERATIONS	10,000.
HEALTH OUTREACH PREVENTION EDUCATION (H.O.P.E.) 3540 E. 31ST ST., STE 3 TULSA, OK 74135	NONE PC	OPERATIONS	10,000.
HELPING HAND MINISTRY, INC. 709 S. BOSTON AVENUE TULSA, OK 74119	NONE PC	OPERATIONS	5,000.
HONEST REPORTING.COM, INC. 10024 SKOKIE BLVD., STE. 201 SKOKIE, IL 60077-1028	NONE PC	OPERATIONS	10,000.
ISRAEL GUIDE DOG CENTER FOR THE BLIND 732 S. SETTLERS CIRCLE WARRINGTON, PA 18976	NONE PC	OPERATIONS (2ND & FINAL YR OF 2 YR GRANT)	7,500.
MENTAL HEALTH ASSOCIATION IN TULSA, INC. 1870 S. BOULDER TULSA, OK 74119-5234	NONE PC	OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOISHE HOUSE 1330 BROADWAY, STE 801 OAKLAND, CA 94316	NONE PC	OPERATIONS	1,000.
NEIGHBOR FOR NEIGHBOR 505 E. 36TH STREET NORTH TULSA, OK 74106-1812	NONE PC	CAPITAL CAMPAIGN	35,000.
PALMER CONTINUUM OF CARE, INC. P.O. BOX 580700 TULSA, OK 74158-0700	NONE PC	CHILD CARE PROGRAM AT TULSA WOMEN AND CHILDREN'S CENTER	15,000.
PLANNED PARENTHOOD OF ARKANSAS & EASTERN OKLAHOMA 5780 S. PEORIA TULSA, OK 74105	NONE PC	OPERATIONS	15,000.
RETIRED SENIOR VOLUNTEER PROGRAM OF TULSA (RSVP) 5756 E. 31ST ST. TULSA, OK 74135	NONE PC	OPERATIONS	5,000.
TEACH FOR AMERICA 209 S. LAKEWOOD AVENUE TULSA, OK 74112	NONE PC	OPERATIONS 2ND YR OR 3 YR GRANT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA HISTORICAL SOCIETY 2445 S. PEORIA TULSA, OK 74114-1326	NONE PC	OPERATIONS	2,500.
UNIVERSITY OF OKLAHOMA FOUNDATION 4502 E. 41ST ST., STE. 3807 TULSA, OK 74135-2512	NONE PC	HOMELESS YOUTH OUTREACH CLINIC	20,000.
VOLUNTEER TULSA INC. P.O. BOX 4196 TULSA, OK 74159-0196	NONE PC	OPERATIONS	5,000.
YWCA 1503 S. DENVER AVE. TULSA, OK 74119	NONE PC	IMMIGRANT & REFUGEE PROGRAMMING	15,000.
ALZHEIMERS ASSOCIATION 2448 E. 81ST ST., STE. 3000 TULSA, OK 74137	NONE PC	TULSA CARE CONNECTIONS PROGRAM	10,000.
AMERICAN RED CROSS, TULSA REGIONAL CHAPTER 10151 E. 11TH STREET TULSA, OK 74128	NONE PC	DISASTER ASSISTANCE PROGRAM (TULSA AREA)	2,500.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSISTANCE LEAGUE OF TULSA 3408 E. 11TH ST. TULSA, OK 74112-3826	NONE PC	OPERATION SCHOOL BELL	10,000.
THE ASSOCIATION FOR FRONTOTEMPORAL DEGENERATION RADNOR STATION BLDG. 2, STE. 320 290 KING OF PRUSSIA ROAD RADNOR, PA 19087	NONE PC	ONE-TIME GRANT FOR WEBSITE DEVELOPMENT	10,000.
BISHOP KELLEY HIGH SCHOOL 3905 S. HUDSON AVE. TULSA, OK 74135-5699	NONE PC	TUITION ASSISTANCE FUND	10,000.
CAMP FIRE USA GREEN COUNTRY COUNCIL, INC. 706 S. BOSTON AVE. TULSA, OK 74119-1610	NONE PC	LEADERSHIP PROGRAMMING	5,000.
COMMUNITY SHAREHOUSE, FURNITURE BANK OF TULSA COUN 3740 E. ADMIRAL PLACE TULSA, OK 74115	NONE PC	OPERATIONS	5,000.
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE PC	TRANSPORTATION PROGRAM	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE PC	YOM KIPPUR COMMUNITY MEAL	5,000.
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE PC	OPERATIONS	1,000.
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE PC	OPERATIONS	1,000.
IRON GATE AT TRINITY, INC. 501 S. CINCINNATI AVE. TULSA, OK 74103-4801	NONE PC	OPERATIONS	25,000.
JEWISH FEDERATION OF TULSA 2021 E. 71ST ST. TULSA, OK 74135	NONE PC	HOLOCAUST EDUCATION DIRECTOR POSITION	10,000.
JEWISH FEDERATION OF TULSA 2021 E. 71ST ST. TULSA, OK 74135	NONE PC	OPERATIONS	6,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FEDERATION OF TULSA 2021 E. 71ST ST. TULSA, OK 74135	NONE PC		OPERATIONS	1,000.
JEWISH FEDERATION OF TULSA 2021 E. 71ST ST. TULSA, OK 74135	NONE PC		OPERATIONS	3,600.
MEALS ON WHEELS OF METRO TULSA 12620 E. 31ST STREET TULSA, OK 74146	NONE PC		OPERATIONS	1,000.
MENTAL HEALTH ASSOCIATION OF OKLAHOMA 1870 S. BOULDER TULSA, OK 74119-5234	NONE PC		OPERATIONS	35,000.
MIZEL JEWISH COMMUNITY DAY SCHOOL 2021 E. 71ST ST. TULSA, OK 74136	NONE PC		OPERATIONS	500.
MIZEL JEWISH COMMUNITY DAY SCHOOL 2021 E. 71ST STREET TULSA, OK 74136	NONE PC		OPERATIONS	1,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NECHAMA 4330 CEDAR LAKE S. RD. ST. LOUIS PARK, MN 55416	NONE PC	OPERATIONS	400.
NEIGHBOR ALONG THE LINE 5000 CHARLES PAGE BLVD. TULSA, OK 74127	NONE PC	OPERATIONS	7,500.
OKLAHOMA ARTS INSTITUTE, INC. 111 N.W. 9TH ST. OKLAHOMA CITY, OK 73102	NONE PC	OPERATIONS	5,000.
PARENT CHILD CENTER OF TULSA 1421 S. BOSTON TULSA, OK 74119	NONE PC	OPERATIONS	15,000.
PROJECT ELF, INC. 4606 E. 67TH ST., STE. 206 TULSA, OK 74136	NONE PC	OPERATIONS	30,000.
TEMPLE ISRAEL 2004 E. 22ND PLACE TULSA, OK 74114	NONE PC	BEAUTIFICATION CAMPAIGN	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEMPLE ISRAEL 2004 E. 22ND PLACE TULSA, OK 74114	NONE PC	OPERATIONS	6,000.
TEMPLE ISRAEL 2004 E. 22ND PLACE TULSA, OK 74114	NONE PC	SHABBAT COMMUNITY MEALS	9,000.
TEMPLE ISRAEL 2004 E. 22ND PLACE TULSA, OK 74114	NONE PC	OPERATIONS	1,000.
TEMPLE ISRAEL 2004 E. 22ND PLACE TULSA, OK 74114	NONE PC	OPERATIONS	500.
THE BRIDGES FOUNDATION 1345 N. LEWIS TULSA, OK 74110	NONE PC	BRIDGES SUMMER CAMP	5,000.
THE FOUNDATION FOR TULSA SCHOOLS 3027 S. NEW HAVEN TULSA, OK 74114	NONE PC	OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE TRISTESSE GRIEF CENTER 3930 E. 31ST ST. TULSA, OK 74135	NONE PC	OPERATIONS 2ND & FINAL YEAR OF 2 YR GRANT	25,000.
TRAVIS ROY FOUNDATION 60 STATE ST., 8TH FLOOR BOSTON, MA 02109	NONE PC	OPERATIONS	1,000.
TULSA DAY CENTER FOR THE HOMELESS 415 W. ARCHER STREET TULSA, OK 74103	NONE PC	OPERATIONS	500.
TULSA GIRLS ART SCHOOL PROJECT, INC. 800 S. TUCKER DRIVE TULSA, OK 74104-3126	NONE PC	OPERATIONS	1,500.
TULSA GIRLS ART SCHOOL PROJECT, INC. 800 S. TUCKER DRIVE TULSA, OK 74104-3126	NONE PC	OPERATIONS	5,000.
TULSA HUB 601 W. 3RD ST. TULSA, OK 74103	NONE PC	OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA ZOO FRIENDS 6421 E. 36TH ST. NORTH TULSA, OK 74115	NONE PC	OPERATIONS	1,000.
Mazon 1990 S. BUNDY DRIVE, SUITE 260 LOS ANGELES, CA 90025	NONE PC	OPERATIONS	500.
AYEKA LTD 10630 TUXFORD DRIVE ALPHARETTA, GA 30022	NONE PC	OPERATIONS (2ND OF 2 GRANT PAYMENTS)	25,000.
AYEKA LTD 10630 TUXFORD DRIVE ALPHARETTA, GA 30022	NONE PC	ONE TIME GRANT FOR METRICS EVALUATION	12,500.
CAR CARE CLINIC 1437 E. 71ST ST. TULSA, OK 74115	NONE PC	OPERATIONS	10,000.
CIRCLE CINEMA FOUNDATION 1520 S. ROCKFORD AVE. TULSA, OK 74120	NONE PC	OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CIRCLE CINEMA FOUNDATION 1520 S. ROCKFORD TULSA, OK 74120	NONE PC	OPERATIONS	1,000.
B'NAI B'RITH HILLEL FOUNDATION - OU 494 ELM AVENUE NORMAN, OK 73069	NONE PC	OPERATIONS	10,000.
COMMUNITY SERVICE COUNCIL OF GREATER TULSA 16 E. 265TH ST., STE. 202 TULSA, OK 74119-4403	NONE PC	A WAY HOME FOR TULSA PATHWAYS PROGRAM	50,000.
COMMUNITY SERVICE COUNCIL OF GREATER TULSA 16 E. 16TH ST., STE. 202 TULSA, OK	NONE PC	CRASH COURT OPERATIONS	5,000.
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE PC	SHARNA FRANK MUSIC FUND	10,000.
DALLAS JEWISH COMMUNITY FOUNDATION 12700 HILLCREST RD, SUITE 201 DALLAS, TX 75230	NONE PC	GOLMAN/DALLEN SPECIAL NEEDS FUND OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D).

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DENTOVATIVE SERVICE FOUNDATION 602 S. UTICA AVENUE TULSA, OK 74101	NONE PC	OPERATIONS	5,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	NONE PC	OPERATIONS	5,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES 4300 S. HARVARD, STE. 100 TULSA, OK 74135-2608	NONE PC	OPERATIONS	10,000.
DONORSCHOOSE.ORG 134 W. 37TH ST., 11TH FLOOR NEW YORK, NY 10018	NONE PC	OPERATIONS	500.
EASTERN OKLAHOMA DONATED DENTAL SERVICES (E.O.D.D.) 3741 S. PEORIA AVENUE TULSA, OK 74105-3264	NONE PC	OPERATIONS	20,000.
GIRL SCOUTS OF EASTERN OKLAHOMA 2432 E. 51ST STREET TULSA, OK 74105-6002	NONE PC	COMMUNITY OUTREACH PROGRAMMING	5,000.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOD SAMARITAN HEALTH SERVICES, INC. 1725 E. 19TH ST., STE. 103 TULSA, OK 74104	NONE PC	OPERATIONS	10,000.
HAZON 125 MAIDEN LANE, STE. 8B NEW YORK, NY 10038	NONE PC	OPERATIONS	500.
HILLEL INTERNATIONAL 800 8TH NW WASHINGTON, D.C., 20001	NONE PC	OPERATIONS	1,000.
HONEST REPORTING.COM, INC. 10024 SKOKIE BLVD., STE. 201 SKOKIE, IL 60077-1028	NONE PC	OPERATIONS	1,000.
INSTITUTE FOR SOUTHERN JEWISH LIFE P.O.BOX 16528 JACKSON, MS 39236	NONE PC	OPERATIONS	500.
JEWISH COMMUNAL FUND 575 MADISON AVE., STE. 703 NEW YORK, NY 10022	NONE PC	OPERATIONS	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
JOHN HOPE FRANKLIN CENTER FOR RECONCILIATION 322 N. GREENWOOD AVE. TULSA, OK 74120	NONE	PC	OPERATIONS	5,000.
JOHN HOPE FRANKLIN CENTER FOR RECONCILIATION 322 N. GREENWOOD AVE. TULSA, OK 74120	NONE	PC	OPERATIONS	1,000.
LA JOLLA PLAYHOUSE P.O. BOX 12039 LA JOLLA, CA 92039	NONE	PC	OPERATIONS	1,000.
MARGARET HUDSON PROGRAM 1136 S. ALLEGHENY AVE. TULSA, OK 74112	NONE	PC	OPERATIONS	10,000.
MARQUETTE SCHOOL 1519 S. QUINCY TULSA, OK 74120	NONE	PC	RISE PROGRAM	20,000.
NEW HOPE CAMP 10901 S. YALE AVE. TULSA, OK 74137	NONE	PC	OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK WOMEN IN FILM & TELEVISION 6 E. 39TH ST., STE. 1200 NEW YORK, NY 10016-0112	NONE PC	SHADOWS FROM MY PAST DOCUMENTARY	2,500.
OKLAHOMA PROJECT WOMAN 2727 E. 21ST ST., STE. 602 TULSA, OK 74114	NONE PC	OPERATIONS	10,000.
108 CONTEMPORARY 7226 E. 41ST ST. TULSA, OK 74145	NONE PC	OPERATIONS	1,000.
PARENT CHILD CENTER OF TULSA 1421 S. BOSTON TULSA, OK 74119	NONE PC	OPERATIONS	500.
PLANNED PARENTHOOD OF ARK & EASTERN OK (PPAEO) 5780 S. PEORIA TULSA, OK 74105	NONE PC	OPERATIONS	500.
READING PARTNERS 601 S. BOULDER AVE., STE. 1000 TULSA, OK 74119	NONE PC	OPERATIONS	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEMPLE ISRAEL 2004 E. 22ND PLACE TULSA, OK 74114	NONE PC		OPERATIONS	2,000.
THE CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGE 815 S. UTICA AVENUE TULSA, OK 74104	NONE PC		OPERATIONS	15,000.
THE PENCIL BOX 2124 S. ST. LOUIS AVE. TULSA, OK 74114	NONE PC		OPERATIONS	10,000.
THE RIGHT PATH RIDING ACADEMY 16620 OLD SHAMROCK HIGHWAY DRUMRIGHT, OK 74030	NONE PC		OPERATIONS	10,000.
TULSA GLOBAL ALLIANCE 800 S. TUCKER DRIVE TULSA, OK 74104-3126	NONE PC		KIDS WORLD	5,000.
TULSA JEWISH RETIREMENT & HEALTH CENTER 2025 E. 71ST ST. TULSA, OK 74136	NONE PC		OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA JEWISH RETIREMENT & HEALTH CENTER 2025 E. 71ST ST. TULSA, OK 74136	NONE PC		OPERATIONS	1,000.
TULSA JEWISH RETIREMENT & HEALTH CENTER 2025 E. 71ST ST. TULSA, OK 74136	NONE PC		OPERATIONS	1,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM P.O. BOX 7022 ALBERT LEA, MN 56007-8022	NONE PC		OPERATIONS	1,000.
YOUTH SERVICES OF TULSA 311 S. MADISON AVENUE TULSA, OK 74120	NONE PC		TRANSITIONAL LIVING PROGRAM	50,000.
YMCA OF GREATER TULSA 420 S. MAIN ST., STE. 200 TULSA, OK 74103	NONE PC		SUMMER LEARNING INSTITUTE	10,000.
TOTAL CONTRIBUTIONS PAID				<u>1,633,000.</u>

ATTACHMENT 13 (CONT'D)

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FEE REBATE					
OIL & GAS ROYALTY GROSS INCOME			14	4,222.	
MAJOR SOURCING, LLC			15	2,944.	
STATE TAX REFUND			16	-172.	
FEDERAL TAX REFUND				3,962.	
PORTOFINO COMPANY, LLC				9,507.	
NEWCO VALVES, LLC			18	-11,122.	
OIL & GAS WORKING INTEREST			18	218.	
MISC INCOME			18	655.	
TOTALS		97,467.		10,214.	

**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

THE SHARNA AND IRVIN FRANK FOUNDATION

Employer identification number

73-1503704

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	2,842,399.	2,659,225.		183,174.
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 ►				7 183,174.

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	6,553,578.	5,018,039.	918.	1,536,457.
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	260,254.	219,515.		40,739.
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 -81,650.
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 1,495,546.

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		183,174.
18 Net long-term gain or (loss):			
a Total for year	18a		1,495,546.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		1,678,720.

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:

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

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

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013Attachment
Sequence No **12A**

Name(s) shown on return

THE SHARNA AND IRVIN FRANK FOUNDATION

Social security number or taxpayer identification number

73-1503704

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE STATEMENT D-1	VAR	VAR	2,842,399.	2,659,225.			183,174.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				2,842,399.	2659225.			183,174.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE SHARNA AND IRVIN FRANK FOUNDATION

73-1503704

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE STATEMENT D-1	VAR	VAR	6,553,578.	5,018,039.			1,535,539.
	DISALLOWED 2013 WASH SALES - BOK					W	918.	918.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				6,553,578.	5018039.		918.	1,536,457.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE SHARNA AND IRVIN FRANK FOUNDATION

73-1503704

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	.3069% NEWCO VALVES, LLC	11/21/2007	08/07/2013	214,668.	192,182.			22,486.
	.9796% MAJOR SOURCING, LLC	02/10/2010	10/21/2013	21,551.	14,420.			7,131.
	7.63% PORTOFINO CO, LLC	07/01/2009	12/31/2013	24,035.	12,913.			11,122.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				260,254.	219,515.			40,739.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014

EIN 73-1503702

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
TANGER FACTORY OUTLET CENTER REIT	167.000	8/6/2012	7/18/2013	5,805.05	5,592.68	212.37
SOURCEFIRE INC.	153.000	3/21/2013	7/26/2013	11,534.93	8,728.63	2,806.30
STATE STREET CORP	149.000	3/20/2013	7/29/2013	10,391.73	8,942.98	1,448.75
SOURCEFIRE INC.	120.000	3/21/2013	7/30/2013	9,068.94	6,845.99	2,222.95
RIVERBED TECHNOLOGY INC	380.000	12/18/2012	8/5/2013	5,837.40	5,365.45	471.95
POTASH CORP OF SASKATCHEWAN	249.000	6/26/2013	8/5/2013	7,487.29	10,138.67	(2,651.38)
PULTE GROUP INC	1,896.000	1/24/2013	8/9/2013	30,863.38	40,607.39	(9,744.01)
INTERCONTINENTAL ADR	134.000	3/21/2013	8/9/2013	4,155.10	3,951.62	203.48
RIVERBED TECHNOLOGY INC	355.000	3/21/2013	8/9/2013	5,598.17	5,190.07	408.10
WALTER ENERGY INC	257.000	6/19/2013	8/12/2013	2,616.21	4,465.16	(1,848.95)
MOODY'S CORP	124.000	11/9/2012	8/13/2013	8,547.62	5,627.42	2,920.20
SOUTHWESTERN ENERGY CO	165.000	5/21/2013	8/14/2013	6,167.61	6,639.98	(472.37)
MOODY'S CORP	261.000	10/10/2012	8/19/2013	17,165.67	11,444.85	5,720.82
DAVITA HEALTHCARE PARTNERS INC	507.000	6/17/2013	8/30/2013	55,382.85	66,180.69	(10,797.84)
THE WALT DISNEY CO.	674.000	9/10/2012	8/30/2013	41,030.45	34,859.41	6,171.04
ACTAVIS INC	54.000	6/25/2013	9/23/2013	7,498.30	6,561.23	937.07
AMERISOURCEBERGEN CORP	93.000	6/17/2013	9/23/2013	5,717.54	5,154.46	563.08
AMGEN INC	28.000	4/4/2013	9/23/2013	3,290.50	2,960.34	330.16
BE AEROSPACE INC	63.000	8/6/2013	9/23/2013	4,731.84	4,453.56	278.28
CIGNA CORP	55.000	8/6/2013	9/23/2013	4,479.12	4,237.54	241.58
CABOT OIL & GAS CORP	137.000	6/17/2013	9/23/2013	5,264.82	4,872.17	392.65
CLOROX COMPANY	48.000	2/25/2013	9/23/2013	4,014.17	3,961.01	53.16
DISCOVER FINANCIAL SERVICE	171.000	11/6/2012	9/23/2013	9,076.95	7,104.91	1,972.04
FIDELITY NATIONAL INFO SVCS, INC.	127.000	8/27/2013	9/23/2013	5,975.25	5,720.08	255.17
FLEETCOR TECHNOLOGIES INC	43.000	4/4/2013	9/23/2013	4,759.58	3,287.89	1,471.69
HERTZ GLOBAL HOLDINGS INC	221.000	8/27/2013	9/23/2013	5,936.17	5,458.68	477.49
HOLLYFRONTIER CORP	89.000	2/25/2013	9/23/2013	3,696.99	4,892.37	(1,195.38)
JOHNSON & JOHNSON	39.000	5/14/2013	9/23/2013	3,491.60	3,385.96	105.64
KELLOGG CO	114.000	6/25/2013	9/23/2013	6,985.90	7,227.37	(241.47)
KIMBERLY-CLARK CORP	35.000	4/4/2013	9/23/2013	3,406.14	3,433.76	(27.62)
LINKEDIN CORP A	26.000	2/25/2013	9/23/2013	6,489.22	4,060.36	2,428.86
LOWE'S COS INC	176.000	11/6/2012	9/23/2013	8,430.27	5,887.15	2,543.12
MARATHON PETROLEUM CORP	75.000	12/11/2012	9/23/2013	4,967.91	4,701.44	266.47
MCKESSON CORP	41.000	1/24/2013	9/23/2013	5,397.14	4,332.26	1,064.88
MYLAN INC	139.000	12/11/2012	9/23/2013	5,348.62	3,873.99	1,474.63
NOVARTIS AG-ADR	47.000	5/14/2013	9/23/2013	3,602.48	3,504.30	98.18
PPG INDUSTRIES INC	32.000	1/24/2013	9/23/2013	5,361.18	4,603.20	757.98
QIHOO 360 TECHNOLOGY CO LTD	99.000	8/6/2013	9/23/2013	8,422.77	6,536.68	1,886.09
RAYTHEON COMPANY	111.000	11/6/2012	9/23/2013	8,945.34	6,421.35	2,523.99
RESMED INC	89.000	1/24/2013	9/23/2013	4,779.21	4,047.51	731.70
SK TELECOM CO LTD-ADR	111.000	5/14/2013	9/23/2013	2,449.73	2,457.42	(7.69)
SAFEWAY INC	237.000	8/27/2013	9/23/2013	7,380.41	6,161.82	1,218.59
SEMPRA ENERGY	69.000	12/11/2012	9/23/2013	6,129.16	4,929.53	1,199.63
SOUTHWEST AIRLINES CO	359.000	5/14/2013	9/23/2013	5,119.61	5,064.51	55.10
TESORO CORP	55.000	5/14/2013	9/23/2013	2,511.25	3,095.53	(584.28)
THERMO FISHER SCIENTIFIC INC	82.000	6/17/2013	9/23/2013	7,719.34	7,056.60	662.74
TIME WARNER INC	75.000	5/14/2013	9/23/2013	4,763.16	4,604.85	158.31
YAHOO! INC	195.000	5/14/2013	9/23/2013	5,908.41	5,204.55	703.86
COCA-COLA ENTERPRISES INC	107.000	10/31/2012	9/23/2013	4,416.89	3,341.61	1,075.28
EXPRESS SCRIPTS HOLDING CO	55.000	8/8/2013	9/23/2013	3,450.08	3,650.89	(200.81)
FIDELITY NATIONAL INFO SVCS, INC.	73.000	7/10/2013	9/23/2013	3,433.13	3,272.59	160.54
FRANKLIN RESOURCES INC	136.000	6/5/2013	9/23/2013	7,120.84	6,907.98	212.86
MCDONALD'S CORP	28.000	1/3/2013	9/23/2013	2,764.67	2,530.64	234.03
STATE STREET CORP	70.000	3/20/2013	9/23/2013	4,880.31	4,201.40	678.91
ACE LTD	10.000	7/8/2013	9/24/2013	949.08	915.50	33.58
CANADIAN PACIFIC RAILWAY LTD	15.000	7/8/2013	9/24/2013	1,932.26	1,796.14	136.12

**THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014**

EIN 73-1503702

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
COMCAST CORP-CL A	44.000	7/8/2013	9/24/2013	1,957.52	1,866.92	90.60
DIAGEO PLC-SPONSORED ADR	14.000	11/9/2012	9/24/2013	1,852.16	1,608.22	243.94
EOG RESOURCES INC	6.000	7/8/2013	9/24/2013	1,022.14	836.34	185.80
NOVARTIS AG-ADR	26 000	6/12/2013	9/24/2013	1,977.78	1,887.59	90.19
WELLS FARGO & COMPANY	43 000	7/8/2013	9/24/2013	1,843.80	1,848.14	(4.34)
COVIDIEN PLC	64.000	9/18/2013	9/24/2013	4,035.76	3,974.30	61.46
WELLS FARGO & COMPANY	389.000	9/18/2013	9/24/2013	16,687.84	17,091.10	(403.26)
BUFFALO WILD WINGS INC	33.000	3/21/2013	9/24/2013	3,621.60	2,820.49	801.11
POLARIS INDUSTRIES INC	40 000	3/21/2013	9/24/2013	5,066.98	3,540.00	1,526.98
POTASH CORP OF SASKATCHEWAN	324.000	12/12/2012	9/24/2013	10,353.93	13,911.21	(3,557.28)
LKQ CORP	153.000	3/21/2013	9/26/2013	4,845.58	3,217.58	1,628.00
FUSION - IO INC	360.000	11/1/2012	9/26/2013	5,069.75	9,595.59	(4,525.84)
PTC INC	14.000	1/3/2013	10/1/2013	396.05	322.70	73.35
TRIMAS CORP	8.000	9/11/2013	10/1/2013	299.99	285.04	14.95
RATE 1	392.000	6/25/2013	10/3/2013	56,451.92	47,629.68	8,822.24
SHFL ENTERTAINMENT INC	509 000	9/26/2013	10/4/2013	11,671.15	2,926.39	8,744.76
LONZA GROUP AG	682.000	2/8/2013	10/4/2013	5,570.96	4,347.27	1,223.69
UNILEVER N V -NY SHARES	109.000	9/26/2013	10/8/2013	4,118.04	3,299.29	818.75
SOURCEFIRE INC.	81 000	9/26/2013	10/10/2013	6,156.00	3,672.47	2,483.53
MANPOWERGROUP INC	61.000	3/21/2013	10/15/2013	4,439.72	3,406.84	1,032.88
ARIAD PHARMACEUTICALS INC	385.000	9/26/2013	10/15/2013	1,655.46	6,095.65	(4,440.19)
HOLLYFRONTIER CORP	694.000	2/25/2013	10/17/2013	29,627.40	38,149.45	(8,522.05)
KIMBERLY-CLARK CORP	288.000	4/4/2013	10/17/2013	27,644.96	28,254.93	(609.97)
MARATHON PETROLEUM CORP	600.000	12/11/2012	10/17/2013	39,554.58	37,611.48	1,943.10
TESORO CORP	463.000	5/14/2013	10/17/2013	20,884.66	26,058.69	(5,174.03)
WEB.COM INC	183 000	9/26/2013	10/18/2013	5,709.87	2,910.10	2,799.77
BUFFALO WILD WINGS INC	49 000	3/21/2013	10/22/2013	5,816.32	4,188.01	1,628.31
F5 NETWORKS INC	92.000	3/21/2013	10/28/2013	7,898.45	8,210.99	(312.54)
BJ'S RESTAURANTS INC	178.000	9/26/2013	10/30/2013	4,797.01	3,231.28	1,565.73
DOLLAR GENERAL CORP	215 000	3/21/2013	11/5/2013	12,511.06	10,691.92	1,819.14
TRIUMPH GROUP INC	138.000	9/26/2013	11/5/2013	9,890.27	5,323.08	4,567.19
ELAN CORP PLC -SPONS ADR	416.000	9/26/2013	11/5/2013	6,889.21	4,372.40	2,516.81
CENTRAIS ELEC BRAS-SP ADR CM	576 000	9/26/2013	11/6/2013	1,756.25	4,304.54	(2,548.29)
BUFFALO WILD WINGS INC	20.000	3/21/2013	11/8/2013	2,968.93	1,709.39	1,259.54
ZEBRA TECHNOLOGIES CORP-CL A	236.000	3/21/2013	11/12/2013	12,211.20	10,837.09	1,374.11
HERTZ GLOBAL HOLDINGS INC	1,694 000	8/27/2013	11/14/2013	37,182.70	41,841.62	(4,658.92)
AT&T INC	410 000	5/22/2013	11/25/2013	14,624.49	13,923.10	701.39
PPG INDUSTRIES INC	51 000	4/10/2013	11/25/2013	9,308.36	5,371.88	3,936.48
CABOT OIL & GAS CORP	801.000	6/17/2013	11/29/2013	27,764.10	28,486.19	(722.09)
KELLOGG CO	876.000	6/25/2013	11/29/2013	54,372.30	55,536.61	(1,164.31)
DIGITAL REALTY TRUST INC REIT	212.000	3/21/2013	12/9/2013	9,539.88	14,121.11	(4,581.23)
TRACTOR SUPPLY COMPANY	91.000	3/21/2013	12/9/2013	6,602.27	4,642.36	1,959.91
BROADSOFT INC	170 000	9/26/2013	12/10/2013	4,281.16	5,243.91	(962.75)
VIOPHARMA INC	253.000	9/26/2013	12/10/2013	12,561.24	6,734.64	5,826.60
PPG INDUSTRIES INC	53 000	4/10/2013	12/16/2013	9,619.17	7,096.46	2,522.71
SEAWORLD ENTERTAINMENT INC	195.000	9/26/2013	12/17/2013	5,798.69	6,505.62	(706.93)
NOVARTIS AG-ADR	336.000	5/14/2013	12/20/2013	25,787.58	25,052.05	735.53
RESMED INC	689 000	1/24/2013	12/20/2013	31,420.27	31,334.06	86.21
RATE \$0.01 + 1 NEW SHARES	112 000	9/9/2013	12/20/2013	17,048.08	13,397.55	3,650.53
IPATH S&P 500 DYNAMIC VIX ETN	3,300 000	8/29/2013	12/26/2013	114,509.00	131,736.00	(17,227.00)
ACE LTD	181.000	11/22/2013	12/27/2013	18,373.71	17,482.12	891.59
ASML HLDINGS NY	102 000	11/22/2013	12/27/2013	9,355.28	9,281.51	73.77
ABBOTT LABORATORIES	727.000	6/5/2013	12/27/2013	27,800.06	20,328.28	7,471.78
ABBVIE INC	620 000	6/5/2013	12/27/2013	32,631.27	18,070.55	14,560.72
BLACKROCK INC	100.000	7/8/2013	12/27/2013	31,503.46	18,551.73	12,951.73
CANADIAN PACIFIC RAILWAY LTD	145 000	7/8/2013	12/27/2013	22,122.27	17,215.08	4,907.19
COMCAST CORP-CL A	409 000	7/8/2013	12/27/2013	20,834.50	16,909.75	3,924.75

**THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014**

EIN 73-1503702

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
EOG RESOURCES INC	62.000	7/8/2013	12/27/2013	10,375.51	8,642.18	1,733.33
FRANKLIN RESOURCES INC	569 000	7/8/2013	12/27/2013	32,154.20	21,001.24	11,152.96
NOVARTIS AG-ADR	241 000	6/12/2013	12/27/2013	18,939.88	17,302.63	1,637.25
ORACLE CORP	550.000	7/8/2013	12/27/2013	20,223.20	15,409.56	4,813.64
STATE STREET CORP	128 000	11/22/2013	12/27/2013	9,260.64	9,292.80	(32.16)
WELLS FARGO & COMPANY	404.000	7/8/2013	12/27/2013	18,296.88	17,363.88	933.00
FINISAR CORPORATION	29 000	9/26/2013	12/31/2013	687.70	671.93	15.77
FINISAR CORPORATION	179 000	9/26/2013	1/7/2014	4,193.89	3,451.23	742.66
LOUISIANA-PACIFIC CORP	364.000	9/26/2013	1/7/2014	6,750.04	3,957.58	2,792.46
INTERCONTINENTAL ADR	411.000	3/21/2013	1/10/2014	13,531.53	12,120.27	1,411.26
ABBVIE INC	340.000	2/15/2013	1/10/2014	17,132.39	12,775.87	4,356.52
BAIDU INC SPONS ADR REPSTG ORD SHS	77.000	9/26/2013	1/16/2014	13,625.05	8,557.77	5,067.28
STERICYCLE INC	46 000	3/21/2013	1/17/2014	5,357.52	4,702.58	654.94
VANGUARD MID CAP INDX-INST FD#0864	2,535.679	12/24/2013	1/21/2014	76,400.00	68,086.99	8,313.01
ACTAVIS PLC	36.000	10/1/2013	1/23/2014	6,617.04	5,184.36	1,432.68
AMERISOURCEBERGEN CORP	100.000	6/17/2013	1/23/2014	7,064.88	5,542.43	1,522.45
AMGEN INC	25 000	4/4/2013	1/23/2014	2,977.69	2,643.16	334.53
BE AEROSPACE INC	44.000	8/6/2013	1/23/2014	3,669.97	3,110.42	559.55
CIGNA CORP	41.000	8/6/2013	1/23/2014	3,666.97	3,158.89	508.08
CELGENE CORP	31.000	10/11/2013	1/23/2014	5,211.31	4,754.80	456.51
CLOROX COMPANY	34.000	2/25/2013	1/23/2014	3,050.42	2,805.72	244.70
DELTA AIR LINES INC	169.000	11/25/2013	1/23/2014	5,250.75	4,929.72	321.03
ECOLAB INC	30.000	10/11/2013	1/23/2014	3,127.44	2,994.05	133.39
FIDELITY NATIONAL INFO SVCS, INC.	86.000	8/27/2013	1/23/2014	4,511.48	3,873.44	638.04
FLEETCOR TECHNOLOGIES INC	34.000	4/4/2013	1/23/2014	3,681.45	2,599.73	1,081.72
INTERCONTINENTALEXCHANGE GROUP	18 000	12/17/2013	1/23/2014	3,748.25	3,984.92	(236.67)
JOHNSON & JOHNSON	27.000	5/14/2013	1/23/2014	2,564.68	2,344.12	220.56
LEAR CORP	54.000	11/25/2013	1/23/2014	4,325.86	4,396.67	(70.81)
LINKEDIN CORP A	23 000	2/25/2013	1/23/2014	5,099.93	3,591.86	1,508.07
MCKESSON CORP	27.000	1/24/2013	1/23/2014	4,539.16	2,852.95	1,686.21
MELCO CROWN ENTERTAINMENT LIMITED	110.000	10/11/2013	1/23/2014	4,951.02	3,703.66	1,247.36
MICRON TECHNOLOGY INC	280.000	11/11/2013	1/23/2014	6,406.56	5,118.39	1,288.17
PPG INDUSTRIES INC	19.000	1/24/2013	1/23/2014	3,609.36	2,733.15	876.21
PRINCIPAL FINANCIAL GROUP	87 000	11/25/2013	1/23/2014	4,155.91	4,358.43	(202.52)
QIHOO 360 TECHNOLOGY CO LTD	59 000	8/6/2013	1/23/2014	5,531.15	3,895.60	1,635.55
SK TELECOM CO LTD-ADR	107 000	5/14/2013	1/23/2014	2,474.87	2,368.86	106.01
SAFEWAY INC	148 000	8/27/2013	1/23/2014	4,690.40	3,847.89	842.51
SOUFUND HOLDINGS LTD ADR	66 000	12/17/2013	1/23/2014	5,718.80	4,956.30	762.50
SOUTHWEST AIRLINES CO	218.000	5/14/2013	1/23/2014	4,619.55	3,075.38	1,544.17
THERMO FISHER SCIENTIFIC INC	62 000	6/17/2013	1/23/2014	7,174.51	5,335.48	1,839.03
3M CO	37.000	11/11/2013	1/23/2014	5,091.85	4,736.36	355.49
TIME WARNER INC	51 000	5/14/2013	1/23/2014	3,276.69	3,131.30	145.39
TRACTOR SUPPLY COMPANY	46.000	12/17/2013	1/23/2014	3,415.90	3,370.44	45.46
YAHOO! INC	115.000	5/14/2013	1/23/2014	4,588.42	3,069.35	1,519.07
COVIDIEN PLC	25.000	11/6/2013	1/23/2014	1,707.22	1,624.50	82.72
EXPRESS SCRIPTS HOLDING CO	27.000	8/8/2013	1/23/2014	1,990.67	1,792.26	198.41
FIDELITY NATIONAL INFO SVCS, INC.	20.000	7/10/2013	1/23/2014	1,051.58	896.60	154.98
FRANKLIN RESOURCES INC	19.000	6/5/2013	1/23/2014	1,113.38	965.08	148.30
NASDAQ OMX GROUP INC	44 000	1/16/2014	1/23/2014	1,756.44	1,756.20	0.24
PPG INDUSTRIES INC	4 000	4/10/2013	1/23/2014	761.58	535.05	226.53
STATE STREET CORP	15 000	3/20/2013	1/23/2014	1,110.73	900.30	210.43
VERIZON COMMUNICATIONS INC	62 000	11/20/2013	1/23/2014	3,015.00	3,164.47	(149.47)
ICON PLC	51.000	3/21/2013	1/23/2014	2,106.77	1,676.88	429.89
INVESCO LTD	38.000	3/21/2013	1/23/2014	1,334.15	1,081.24	252.91
PERRIGO CO PLC	11.000	12/19/2013	1/23/2014	1,721.36	1,674.25	47.11
ACADIA HEALTHCARE	38 000	9/23/2013	1/23/2014	1,999.52	1,466.71	532.81
ACTUANT CORP-CL A	46 000	3/21/2013	1/23/2014	1,694.15	1,393.80	300.35

**THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014**

EIN 73-1503702

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
ACUITY BRANDS INC	18.000	3/21/2013	1/23/2014	2,371.27	1,280.70	1,090.57
AFFILIATED MANAGERS GROUP	11.000	12/4/2013	1/23/2014	2,347.68	2,186.67	161.01
AIRGAS INC	12.000	3/21/2013	1/23/2014	1,348.05	1,199.04	149.01
ALEXION PHARMACEUTICALS INC	14.000	6/6/2013	1/23/2014	1,955.34	1,285.93	669.41
ALLIANCE DATA SYSTEMS CORP	9.000	3/21/2013	1/23/2014	2,307.73	1,412.55	895.18
ALTERA CORPORATION	32.000	3/21/2013	1/23/2014	1,036.14	1,122.21	(86.07)
APTARGROUP INC	23.000	3/21/2013	1/23/2014	1,562.59	1,297.80	264.79
BUFFALO WILD WINGS INC	6.000	3/21/2013	1/23/2014	857.02	512.82	344.20
CATAMARAN CORP	30.000	3/21/2013	1/23/2014	1,476.87	1,556.97	(80.10)
CHURCH & DWIGHT CO INC	34.000	9/19/2013	1/23/2014	2,243.62	2,126.78	116.84
CITRIX SYSTEMS INC	21.000	3/21/2013	1/23/2014	1,277.40	1,506.33	(228.93)
CONCUR TECHNOLOGIES INC	17.000	6/6/2013	1/23/2014	1,897.67	1,373.67	524.00
DOLLAR TREE INC	33.000	10/31/2013	1/23/2014	1,782.29	1,934.78	(152.49)
EAST WEST BANCORP INC	62.000	12/4/2013	1/23/2014	2,142.68	2,083.87	58.81
EDWARDS LIFESCIENCES CORP	8.000	3/21/2013	1/23/2014	567.03	656.00	(88.97)
FLUOR CORP	20.000	3/21/2013	1/23/2014	1,627.97	1,271.34	356.63
FORTINET INC	38.000	7/25/2013	1/23/2014	817.74	809.33	8.41
FORTUNE BRANDS HOME & SECURITY	49.000	7/25/2013	1/23/2014	2,299.03	1,951.27	347.76
FRESH MARKET INC	40.000	6/6/2013	1/23/2014	1,495.57	2,011.53	(515.96)
GREENHILL & CO INC	40.000	3/21/2013	1/23/2014	2,407.95	2,152.80	255.15
HUNT (JB) TRANSPRT SVCS INC	26.000	3/21/2013	1/23/2014	2,010.02	1,921.92	88.10
LKQ CORP	59.000	3/21/2013	1/23/2014	1,699.17	1,240.76	458.41
MANPOWERGROUP INC	22.000	3/21/2013	1/23/2014	1,888.66	1,228.70	659.96
MCCORMICK & CO-NON VTG SHRS	30.000	3/21/2013	1/23/2014	2,069.36	2,148.90	(79.54)
MICROCHIP TECHNOLOGY INC	23.000	3/21/2013	1/23/2014	1,067.64	826.16	241.48
MIDDLEBY CORP	4.000	11/6/2013	1/23/2014	1,000.66	879.65	121.01
O'REILLY AUTOMOTIVE INC	12.000	12/4/2013	1/23/2014	1,607.61	1,453.76	153.85
PVH CORP	18.000	3/21/2013	1/23/2014	2,266.70	2,026.26	240.44
POLARIS INDUSTRIES INC	9.000	3/21/2013	1/23/2014	1,232.52	796.50	436.02
QLIK TECHNOLOGIES	24.000	10/24/2013	1/23/2014	670.78	807.53	(136.75)
REGAL BELOIT	11.000	3/21/2013	1/23/2014	864.36	920.70	(56.34)
SKYWORKS SOLUTIONS INC	50.000	3/21/2013	1/23/2014	1,516.47	1,077.97	438.50
SOUTHWESTERN ENERGY CO	46.000	11/26/2013	1/23/2014	1,813.74	1,815.68	(1.94)
STERICYCLE INC	15.000	3/21/2013	1/23/2014	1,789.16	1,533.45	255.71
TERADATA CORP	15.000	3/21/2013	1/23/2014	706.03	862.94	(156.91)
TIFFANY & CO	28.000	8/9/2013	1/23/2014	2,463.95	2,044.15	419.80
TRACTOR SUPPLY COMPANY	18.000	3/21/2013	1/23/2014	1,348.17	918.27	429.90
TRIMBLE NAVIGATION LTD	57.000	4/16/2013	1/23/2014	1,957.34	1,655.83	301.51
WABCO HLDGS INC	20.000	3/21/2013	1/23/2014	1,891.56	1,412.60	478.96
WATSCO INC	16.000	3/21/2013	1/23/2014	1,516.61	1,350.56	166.05
WHITING PETROLEUM CORP	32.000	3/21/2013	1/23/2014	1,921.24	1,595.20	326.04
FOSTER WHEELER AG	10.000	9/30/2013	1/23/2014	308.99	260.70	48.29
ACUITY BRANDS INC	3.000	9/26/2013	1/23/2014	396.50	273.90	122.60
AEGERION PHARMACEUTICALS INC	6.000	8/12/2013	1/23/2014	377.99	553.08	(175.09)
ALIGN TECHNOLOGY INC	15.000	9/26/2013	1/23/2014	959.53	626.35	333.18
ANGIE'S LIST INC	11.000	10/1/2013	1/23/2014	171.59	235.62	(64.03)
ARTISAN PARTNERS	11.000	9/26/2013	1/23/2014	769.43	559.82	209.61
ARUBA NETWORKS INC	15.000	1/2/2014	1/23/2014	315.89	266.85	49.04
ASPEN TECHNOLOGY INC	6.000	12/18/2013	1/23/2014	253.07	243.84	9.23
ATHENAHEALTH	2.000	10/21/2013	1/23/2014	277.57	280.00	(2.43)
CENTENE CORP	4.000	10/23/2013	1/23/2014	245.75	252.28	(6.53)
CORNERSTONE ONDEMAND INC	10.000	10/21/2013	1/23/2014	567.19	529.00	38.19
CYBERONICS	8.000	9/26/2013	1/23/2014	550.87	409.36	141.51
DECKERS OUTDOOR CORP	6.000	12/2/2013	1/23/2014	453.83	502.98	(49.15)
DIAMONDBACK ENERGY INC	5.000	11/7/2013	1/23/2014	242.04	272.70	(30.66)
EVERTEC INC	11.000	9/26/2013	1/23/2014	277.41	247.06	30.35
FINISAR CORPORATION	22.000	6/21/2013	1/23/2014	517.65	349.01	168.64

**THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014**

EIN 73-1503702

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
HMS HOLDINGS CORP	20.000	3/7/2013	1/23/2014	518.99	611.56	(92.57)
HAIN CELESTIAL GROUP INC	5.000	9/26/2013	1/23/2014	485.09	382.80	102.29
HOUGHTON MIFFLIN HARCOURT CO	17.000	11/15/2013	1/23/2014	308.71	268.43	40.28
INTERCEPT PHARMACEUTICALS INC	1.000	1/13/2014	1/23/2014	297.67	367.34	(69.67)
INVENSENSE INC	16.000	11/11/2013	1/23/2014	335.35	265.60	69.75
ISIS PHARMACEUTICALS INC	7.000	9/26/2013	1/23/2014	333.12	255.04	78.08
LIFELOCK INC	22.000	9/26/2013	1/23/2014	409.63	291.80	117.83
MULTIMEDIA GAMES HOLDING CO INC	10.000	11/14/2013	1/23/2014	344.29	289.43	54.86
NOODLES & CO	10.000	12/6/2013	1/23/2014	380.29	394.96	(14.67)
OPENTABLE INC	7.000	12/26/2013	1/23/2014	575.52	501.20	74.32
PINNACLE FOODS INC	9.000	9/26/2013	1/23/2014	245.42	239.67	5.75
PROOFPOINT INC	19.000	11/7/2013	1/23/2014	719.89	569.43	150.46
REALPAGE INC	11.000	9/30/2013	1/23/2014	235.72	244.42	(8.70)
SUNEDISON INC	21.000	12/12/2013	1/23/2014	313.10	244.75	68.35
TEAM HEALTH HOLDINGS INC	10.000	12/26/2013	1/23/2014	465.59	413.80	51.79
TENNECO INC	5.000	10/31/2013	1/23/2014	284.24	266.13	18.11
THERAVANCE INC	7.000	12/9/2013	1/23/2014	265.78	264.53	1.25
TRIMAS CORP	13.000	10/8/2013	1/23/2014	505.69	466.75	38.94
ULTIMATE SOFTWARE GROUP INC	4.000	10/16/2013	1/23/2014	627.74	574.20	53.54
WHITEWAVE FOODS	12.000	9/26/2013	1/23/2014	296.27	236.28	59.99
REPSOL SA ADR	171.000	9/26/2013	1/23/2014	4,416.20	3,247.52	1,168.68
PPG INDUSTRIES INC	69.000	3/28/2013	1/27/2014	13,059.26	9,202.16	3,857.10
QUESTAR CORP	155.000	8/13/2013	1/27/2014	3,554.10	3,745.64	(191.54)
TIBCO SOFTWARE INC	202.000	9/26/2013	1/28/2014	4,419.71	1,821.35	2,598.36
FOSTER WHEELER AG	148.000	9/30/2013	1/31/2014	4,454.53	3,858.33	596.20
ALLIANCE DATA SYSTEMS CORP	18.000	3/21/2013	2/4/2014	4,441.89	2,825.10	1,616.79
GLIMCHER REALTY TRUST	539.000	9/26/2013	2/10/2014	4,775.44	5,660.11	(884.67)
G4S PLC	146.000	9/26/2013	2/10/2014	2,759.50	2,210.54	548.96
RANDSTAD HOLDING NV	135.000	9/26/2013	2/10/2014	4,175.48	2,484.27	1,691.21
NICE SYSTEMS LTD-SPONS ADR	79.000	9/26/2013	2/14/2014	3,096.73	3,103.34	(6.61)
CLOROX COMPANY	336.000	2/25/2013	2/24/2014	29,223.13	27,727.09	1,496.04
LINKEDIN CORP A	222.000	2/25/2013	2/24/2014	43,460.76	34,669.23	8,791.53
SK TELECOM CO LTD-ADR	1,061.000	5/14/2013	2/24/2014	22,249.07	23,489.37	(1,240.30)
TRACTOR SUPPLY COMPANY	599.000	12/17/2013	2/24/2014	39,610.24	43,889.02	(4,278.78)
ALSTOM SA ADR	1,514.000	9/26/2013	2/24/2014	3,923.15	6,451.96	(2,528.81)
INVESCO LTD	119.000	3/21/2013	2/26/2014	3,961.47	3,385.98	575.49
VALE SA-SP PREF ADR	202.000	9/26/2013	3/3/2014	2,484.57	2,626.61	(142.04)
VERIZON COMMUNICATIONS INC	0.243	11/20/2013	3/5/2014	11.57	12.40	(0.83)
VERIZON COMMUNICATIONS INC	0.304	2/24/2014	3/5/2014	14.47	14.63	(0.16)
ACUITY BRANDS INC	31.000	3/21/2013	3/7/2014	4,406.81	2,205.65	2,201.16
NOKIAN TYRES OYJ	539.000	9/26/2013	3/10/2014	11,990.13	11,040.35	949.78
OAD GAZPROM- SPON ADS	892.000	9/26/2013	3/10/2014	6,266.72	10,340.21	(4,073.49)
VERIZON COMMUNICATIONS INC	107.000	2/24/2014	3/11/2014	5,077.04	5,148.30	(71.26)
TRINITY INDUSTRIES	70.000	1/14/2014	3/14/2014	5,103.79	3,949.69	1,154.10
SUN HYDRAULICS CORP	428.000	9/26/2013	3/26/2014	18,459.27	15,442.24	3,017.03
ALEXION PHARMACEUTICALS INC	25.000	6/6/2013	3/31/2014	3,807.96	2,296.31	1,511.65
ACE LTD	51.000	9/26/2013	3/31/2014	5,028.57	2,800.07	2,228.50
REPSOL SA ADR	164.000	9/26/2013	3/31/2014	4,093.35	3,538.52	554.83
HUSSMAN STRATEGIC GROWTH FD#0601	28,361.426	1/6/2014	4/2/2014	282,763.42	292,911.23	(10,147.81)
SALIX PHARMACEUTICALS LTD	93.000	9/26/2013	4/2/2014	9,310.95	3,244.76	6,066.19
CELGENE CORP	260.000	10/11/2013	4/3/2014	36,607.21	39,879.01	(3,271.80)
TIME WARNER INC	501.000	5/14/2013	4/3/2014	32,560.74	30,760.38	1,800.36
ISIS PHARMACEUTICALS INC	108.000	7/12/2013	4/7/2014	4,451.93	3,493.02	958.91
OASIS PETROLEUM INC	105.000	9/26/2013	4/11/2014	4,380.57	2,552.67	1,827.90
SOCIETE GENERALE-SPONS ADR	402.000	9/26/2013	4/14/2014	5,018.74	3,645.13	1,373.61
CUBIST PHARMACEUTICALS INC	49.000	12/26/2013	4/17/2014	3,032.56	1,941.57	1,090.99
BLACKHAWK NETWORK HOLDINGS INC	0.232	8/27/2013	4/25/2014	5.49	5.63	(0.14)

**THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014**

EIN 73-1503702

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
BLACKHAWK NETWORK HOLDINGS INC	239.000	8/27/2013	4/28/2014	5,626.13	5,801.74	(175.61)
JOHNSON & JOHNSON	267.000	5/14/2013	4/28/2014	26,760.84	23,180.78	3,580.06
PRINCIPAL FINANCIAL GROUP	866.000	11/25/2013	4/28/2014	39,099.37	43,383.96	(4,284.59)
ASTRAZENECA PLC-SPONS ADR	524.000	3/5/2014	5/1/2014	40,974.79	24,558.70	16,416.09
CATAMARAN CORP	278.000	7/2/2013	5/5/2014	10,401.80	14,119.09	(3,717.29)
DEUTSCHE POST AG-SPON ADR	138.000	9/26/2013	5/21/2014	5,005.15	1,722.58	3,282.57
AEGERION PHARMACEUTICALS INC	85.000	12/23/2013	5/22/2014	2,681.70	7,197.40	(4,515.70)
EDWARDS LIFESCIENCES CORP	135.000	4/30/2014	5/29/2014	10,846.24	11,050.22	(203.98)
QLIK TECHNOLOGIES	176.000	9/26/2013	5/30/2014	3,998.63	4,590.47	(591.84)
INTERCONTINENTAL EXCHANGE, INC	196.000	12/17/2013	6/12/2014	36,981.02	43,391.35	(6,410.33)
MELCO CROWN ENTERTAINMENT LIMITED	978.000	10/11/2013	6/12/2014	29,811.37	32,928.91	(3,117.54)
SAFEWAY INC	1,456.000	8/27/2013	6/12/2014	49,779.57	37,854.93	11,924.64
SOUFUN HOLDINGS LTD ADR	2,945.000	12/17/2013	6/12/2014	31,981.75	44,231.20	(12,249.45)
UNITED THERAPEUTICS CORP	39.000	9/26/2013	6/18/2014	3,640.18	2,016.96	1,623.22
DIAMOND HILL LONG/SHORT-I FD#0011	3,935.924	1/6/2014	6/20/2014	93,675.00	86,851.45	6,823.55
MERGER FD#0260	318.761	8/29/2013	6/20/2014	5,250.00	5,116.11	133.89
COVIDIEN PLC	89.000	1/22/2014	6/23/2014	7,926.91	6,067.13	1,859.78
ATHENAHEALTH	30.000	10/21/2013	6/27/2014	3,698.31	4,200.00	(501.69)

TOTAL SHORT-TERM CAPITAL GAIN (LOSS)

2,842,399.20 2,659,225.06 183,174.14

INVESCO REAL ESTATE INST		LTCG Distrib	12/16/2013	\$46,060.80	-	46,060.80
TEMPLETON GLOBAL BOND		LTCG Distrib	12/18/2013	\$325.27	-	325.27
CALAMOS MKT NEUT INC-I		LTCG Distrib	12/20/2013	\$4,021.89	-	4,021.89
LAZARD EMRG MKTS - INST		LTCG Distrib	12/24/2013	\$30,258.94	-	30,258.94
PERMANENT PORTFOLIO		LTCG Distrib	12/31/2013	\$36,064.24	-	36,064.24
PHILIPS ELECTRONICS-NY SHR	175.000	6/22/2011	7/1/2013	4,759.91	4,686.87	73.04
ATWOOD OCEANICS INC	67.000	10/11/2011	7/2/2013	3,469.88	2,601.57	868.31
INVESCO REAL ESTATE-INST FD#4725	305.425	6/14/2012	7/3/2013	7,825.00	6,824.13	1,000.87
IVY ASSET STRATEGY-I FD#0473	493.918	9/22/2010	7/3/2013	13,400.00	11,286.03	2,113.97
EXXON MOBIL CORP	98.000	6/4/2009	7/11/2013	9,047.21	8,490.09	557.12
NESTLE SA-SPONS ADR FOR REG	32.000	4/14/2008	7/11/2013	2,084.45	1,575.04	509.41
NEWS CORP CLASS A	0.750	4/1/2010	7/11/2013	11.74	5.05	6.69
PEPSICO INC	83.000	4/14/2008	7/11/2013	6,781.83	5,908.77	873.06
PROCTER & GAMBLE CO	64.000	4/14/2008	7/11/2013	5,033.51	4,485.12	548.39
RIO TINTO PLC-SPON ADR	460.000	1/10/2012	7/11/2013	18,385.92	29,669.95	(11,284.03)
WAL-MART STORES INC	108.000	4/1/2010	7/11/2013	8,272.72	5,983.16	2,289.56
BRISTOL-MYERS SQUIBB CO	245.000	7/28/2011	7/11/2013	10,756.22	7,014.19	3,742.03
PNC FINANCIAL SERVICES GROUP	215.000	6/1/2012	7/15/2013	15,946.27	12,485.03	3,461.24
REGAL BELOIT	83.000	12/17/2009	7/15/2013	5,485.41	3,659.92	1,825.49
TRIUMPH GROUP INC	61.000	9/7/2011	7/16/2013	5,071.48	2,296.64	2,774.84
ILLUMINA INC	94.000	5/21/2012	7/17/2013	7,045.28	4,116.62	2,928.66
WILEY (JOHN) & SONS -CL A	313.000	6/27/2011	7/26/2013	13,787.61	15,288.37	(1,500.76)
JOHNSON & JOHNSON	112.000	8/12/2011	7/29/2013	10,330.71	7,300.70	3,030.01
AIR LIQUIDE-ADR	118.000	4/11/2008	7/29/2013	3,060.54	2,788.48	272.06
DEL FRISCOS RESTAURANT	174.000	7/30/2012	7/31/2013	3,746.19	2,287.58	1,458.61
LOCKHEED MARTIN CORP	76.000	6/1/2012	8/5/2013	9,116.07	6,195.92	2,920.15
RANDSTAD HOLDING NV	87.000	8/12/2011	8/6/2013	2,076.65	1,725.42	351.23
LOUISIANA-PACIFIC CORP	266.000	6/21/2012	8/8/2013	4,418.16	2,729.44	1,688.72
CHURCH & DWIGHT CO INC	740.000	7/3/2012	8/9/2013	46,344.68	42,067.00	4,277.68
CROWN CASTLE INTL CORP	550.000	8/7/2012	8/9/2013	38,495.70	34,166.55	4,329.15
ATLAS AIR WORLDWIDE HOLDINGS INC	72.000	9/20/2011	8/12/2013	3,112.08	3,784.99	(672.91)
ADTRAN INC	359.000	11/22/2011	8/12/2013	9,420.60	11,067.46	(1,646.86)
REED ELSEVIER NV-SPONS ADR	109.000	12/20/2010	8/12/2013	4,019.84	2,535.38	1,484.46
VIACOM INC - CLASS B	109.000	6/1/2012	8/13/2013	8,673.07	5,081.52	3,591.55
WORLD FUEL SERVICES CORP	313.000	4/5/2010	8/16/2013	12,034.67	4,679.81	7,354.86

**THE SHARNA AND IRVIN FRANK FOUNDATION
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<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
IVY ASSET STRATEGY-I FD#0473	21,941.207	12/30/2011	8/30/2013	628,835.00	488,528.63	140,306.37
PERMANENT PORTFOLIO FD#1500	11,857.428	1/10/2012	8/30/2013	562,635.00	577,808.27	(15,173.27)
PIMCO COMMOD RR STRAT-INST FD#0045	25,103.083	12/7/2011	8/30/2013	146,602.00	201,059.11	(54,457.11)
COMCAST CORP-CL A	982.000	8/7/2012	8/30/2013	41,135.26	34,359.59	6,775.67
OKLAHOMA ST CAPITOL IMPT AUTH REV	100,000.00	2/18/2008	9/3/2013	100,000.00	100,000.00	-
ACE LTD	112.000	6/1/2012	9/3/2013	9,869.28	8,016.49	1,852.79
HILLENBRAND INC	489.000	9/8/2011	9/6/2013	12,254.52	10,697.76	1,556.76
HILLENBRAND INC	71.000	9/8/2011	9/6/2013	1,773.16	1,371.65	401.51
VIACOM INC - CLASS B	124.000	6/1/2012	9/9/2013	10,025.35	5,780.82	4,244.53
CREDIT SUISSE GROUP-SPON ADR	71.000	3/28/2012	9/9/2013	2,074.59	2,032.35	42.24
INTERNATIONAL CONSOLIDATED AIR	122.000	6/4/2009	9/9/2013	2,732.75	1,515.02	1,217.73
ADTRAN INC	364.000	11/22/2011	9/12/2013	9,802.58	11,221.61	(1,419.03)
TOYOTA MOTOR CORP -SPON ADR	21.000	10/1/2008	9/12/2013	2,636.91	2,071.05	565.86
ST JUDE MEDICAL INC	187.000	6/1/2012	9/16/2013	9,773.40	7,059.23	2,714.17
MONSTER WORLDWIDE INC	644.000	5/18/2012	9/16/2013	3,067.13	6,178.50	(3,111.37)
LONZA GROUP AG	262.000	8/6/2010	9/16/2013	2,089.67	2,186.42	(96.75)
MONSTER WORLDWIDE INC	638.000	5/18/2012	9/17/2013	2,966.79	5,334.91	(2,368.12)
LONZA GROUP AG	627.000	8/12/2011	9/17/2013	5,025.32	4,564.17	461.15
NATIONAL GRID PLC - SPON ADR	63.000	7/28/2011	9/18/2013	3,696.78	3,119.11	577.67
WILEY (JOHN) & SONS -CL A	339.000	9/8/2011	9/19/2013	15,539.49	15,458.12	81.37
BCE INC	101.000	8/9/2012	9/20/2013	4,254.99	4,575.08	(320.09)
ALLIANCE DATA SYSTEMS CORP	49.000	2/6/2012	9/23/2013	10,335.39	5,261.86	5,073.53
BIOGEN IDEC INC	27.000	8/15/2011	9/23/2013	6,638.64	2,494.59	4,144.05
COSTCO WHOLESALE CORP	28.000	11/8/2011	9/23/2013	3,326.34	2,343.27	983.07
HERSHEY CO/THE	39.000	6/11/2012	9/23/2013	3,665.54	2,636.38	1,029.16
HOME DEPOT INC	99.000	5/17/2012	9/23/2013	7,707.01	4,713.30	2,993.71
NISOURCE INC	218.000	12/9/2011	9/23/2013	6,683.78	4,855.51	1,828.27
VISA INC-CLASS A SHARES	24.000	1/11/2012	9/23/2013	4,629.51	2,372.44	2,257.07
ACCENTURE PLC-A	144.000	6/1/2012	9/23/2013	11,201.66	7,943.70	3,257.96
DELPHI AUTOMOTIVE PLC	185.000	6/6/2012	9/23/2013	10,430.43	5,299.17	5,131.26
DELPHI AUTOMOTIVE PLC	86.000	6/1/2012	9/23/2013	4,922.55	2,430.32	2,492.23
ACE LTD	71.000	6/1/2012	9/23/2013	6,685.24	5,007.63	1,677.61
TYCO INTERNATIONAL LTD	167.000	6/1/2012	9/23/2013	5,913.38	4,279.45	1,633.93
AT&T INC	149.000	8/15/2012	9/23/2013	5,202.99	5,538.29	(335.30)
ABBOTT LABORATORIES	182.000	6/1/2012	9/23/2013	6,466.36	5,289.51	1,176.85
CVS CAREMARK CORP	157.000	5/15/2012	9/23/2013	9,435.47	7,135.84	2,299.63
CVS CAREMARK CORP	204.000	6/1/2012	9/23/2013	12,411.34	9,177.64	3,233.70
CHEVRON CORP	68.000	10/25/2011	9/23/2013	8,583.49	7,204.25	1,379.24
COMCAST CORP-SPECIAL CL A	185.000	6/1/2012	9/23/2013	7,967.83	5,241.03	2,726.80
DANAHER CORP	99.000	6/1/2012	9/23/2013	6,970.46	4,954.94	2,015.52
DIAGEO PLC-SPONSORED ADR	40.000	6/1/2012	9/23/2013	5,252.30	3,733.60	1,518.70
THE WALT DISNEY CO.	77.000	8/8/2012	9/23/2013	5,151.21	3,882.43	1,268.78
EXXON MOBIL CORP	131.000	6/1/2012	9/23/2013	11,753.24	11,095.44	657.80
GENERAL MILLS INC	199.000	6/1/2012	9/23/2013	9,935.89	7,558.02	2,377.87
GOLDMAN SACHS GROUP INC	75.000	6/1/2012	9/23/2013	12,628.28	7,825.47	4,802.81
HONEYWELL INTERNATIONAL INC	90.000	2/10/2012	9/23/2013	7,804.66	5,335.31	2,469.35
INTL BUSINESS MACHINES CORP	40.000	6/1/2012	9/23/2013	7,787.46	6,849.39	938.07
JPMORGAN CHASE & CO	343.000	8/12/2011	9/23/2013	18,439.38	12,680.02	5,759.36
JOHNSON & JOHNSON	161.000	8/12/2011	9/23/2013	14,417.53	10,246.01	4,171.52
JOHNSON CONTROLS INC	117.000	1/13/2012	9/23/2013	5,033.26	4,110.27	922.99
LOCKHEED MARTIN CORP	137.000	6/1/2012	9/23/2013	17,916.81	11,168.95	6,747.86
LORILLARD INC-W/I	233.000	6/1/2012	9/23/2013	10,568.71	9,330.76	1,237.95
METLIFE INC	183.000	8/24/2011	9/23/2013	8,926.60	6,192.30	2,734.30
NESTLE SA-SPONS ADR FOR REG	160.000	1/3/2011	9/23/2013	11,047.80	9,492.80	1,555.00
OCCIDENTAL PETROLEUM CORP	69.000	1/3/2011	9/23/2013	6,389.28	6,771.65	(382.37)
ORACLE CORP	191.000	2/23/2012	9/23/2013	6,421.32	5,483.56	937.76
PPG INDUSTRIES INC	76.000	6/1/2012	9/23/2013	12,735.85	7,539.95	5,195.90

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PFIZER INC	583.000	6/1/2012	9/23/2013	16,948.09	12,645.21	4,302.88
PHILIP MORRIS INTERNATIONAL	169.000	5/15/2012	9/23/2013	15,191.14	14,468.39	722.75
PRUDENTIAL FINANCIAL INC	69 000	1/3/2011	9/23/2013	5,581.31	4,198.64	1,382.67
ST JUDE MEDICAL INC	103.000	6/1/2012	9/23/2013	5,563.03	3,888.24	1,674.79
STANLEY BLACK AND DECKER INC	46 000	6/1/2012	9/23/2013	4,205.24	2,941.23	1,264.01
TARGET CORP	111.000	6/1/2012	9/23/2013	7,260.66	6,360.24	900.42
THERMO FISHER SCIENTIFIC INC	92.000	8/12/2011	9/23/2013	8,658.88	5,181.34	3,477.54
3M CO	58.000	6/1/2012	9/23/2013	7,037.01	4,811.04	2,225.97
THE TRAVELERS COMPANIES INC	120.000	6/1/2012	9/23/2013	10,310.34	6,945.76	3,364.58
UNITED PARCEL SERVICE-CL B	79.000	7/5/2012	9/23/2013	7,179.39	6,280.49	898.90
UNITED TECHNOLOGIES CORP	86 000	4/19/2012	9/23/2013	9,524.33	6,935.02	2,589.31
VIACOM INC - CLASS B	36.000	6/1/2012	9/23/2013	3,007.38	1,678.30	1,329.08
VODAFONE GROUP PLC - SP ADR	166.000	9/13/2012	9/23/2013	5,667.31	4,763.97	903.34
ABBOTT LABORATORIES	78.000	4/14/2008	9/24/2013	2,765.83	1,966.83	799.00
ABBVIE INC	66 000	4/14/2008	9/24/2013	3,130.98	1,804.72	1,326.26
AIR PRODUCTS & CHEMICALS INC	18.000	5/24/2011	9/24/2013	1,982.48	1,633.40	349.08
ALTRIA GROUP INC	106 000	4/14/2008	9/24/2013	3,793.68	2,273.70	1,519.98
AMERICAN EXPRESS CO	30 000	4/14/2008	9/24/2013	2,317.45	1,290.90	1,026.55
APPLE INC COM	66.000	2/2/2012	9/24/2013	31,217.45	18,316.61	12,900.84
AUTOMATIC DATA PROCESSING	29.000	4/14/2008	9/24/2013	2,161.62	1,222.64	938.98
BLACKROCK INC	11.000	2/2/2012	9/24/2013	3,119.32	2,020.86	1,098.46
CATERPILLAR INC	31 000	5/24/2011	9/24/2013	2,716.17	3,149.59	(433.42)
CHEVRON CORP	54.000	5/24/2011	9/24/2013	6,773.10	5,537.13	1,235.97
COCA-COLA CO/THE	212.000	2/2/2012	9/24/2013	8,327.21	7,197.39	1,129.82
CONOCOPHILLIPS	70.000	4/14/2008	9/24/2013	4,933.51	4,310.15	623.36
THE WALT DISNEY CO.	39 000	3/2/2011	9/24/2013	2,559.91	1,687.90	872.01
EXXON MOBIL CORP	100.000	4/1/2010	9/24/2013	8,919.85	7,049.39	1,870.46
FRANKLIN RESOURCES INC	61.000	1/24/2011	9/24/2013	3,214.64	2,411.73	802.91
FREEPORT-MCMORAN COPPER	67.000	2/28/2011	9/24/2013	2,314.80	3,488.67	(1,173.87)
GENERAL ELECTRIC CO	126.000	4/14/2008	9/24/2013	3,095.77	4,033.23	(937.46)
HSBC HOLDINGS PLC-SPONS ADR	60.000	4/14/2008	9/24/2013	3,371.34	5,013.60	(1,642.26)
INTEL CORP	123 000	5/28/2010	9/24/2013	2,950.83	2,668.94	281.89
INTL BUSINESS MACHINES CORP	26 000	9/10/2012	9/24/2013	5,044.95	5,227.30	(182.35)
INTUITIVE SURGICAL INC	5 000	3/8/2011	9/24/2013	1,853.36	1,658.50	194.86
JPMORGAN CHASE & CO	109.000	1/24/2011	9/24/2013	5,777.99	4,943.14	834.85
JOHNSON & JOHNSON	62.000	4/1/2010	9/24/2013	5,568.12	4,068.38	1,499.74
KRAFT FOODS GROUP	14 000	10/21/2010	9/24/2013	754.72	469.40	285.32
ESTEE LAUDER COMPANIES-CL A	28.000	4/14/2008	9/24/2013	2,000.28	643.72	1,356.56
MCDONALD'S CORP	47.000	5/28/2010	9/24/2013	4,582.89	3,156.99	1,425.90
MERCK & CO INC/NJ	43.000	4/1/2010	9/24/2013	2,069.12	1,623.21	445.91
MONDELEZ INTL INC	41 000	10/21/2010	9/24/2013	1,344.36	847.63	496.73
NESTLE SA-SPONS ADR FOR REG	78 000	4/14/2008	9/24/2013	5,431.04	3,839.16	1,591.88
NEWS CORP CLASS A	15.000	4/1/2010	9/24/2013	249.29	100.94	148.35
NOVO-NORDISK A/S-SPONS ADR	20.000	5/28/2010	9/24/2013	3,461.13	1,551.80	1,909.33
OCCIDENTAL PETROLEUM CORP	40.000	5/26/2011	9/24/2013	3,692.33	4,211.59	(519.26)
ORACLE CORP	59 000	5/14/2012	9/24/2013	1,982.96	1,584.48	398.48
PEPSICO INC	40 000	4/14/2008	9/24/2013	3,251.54	2,847.60	403.94
PHILIP MORRIS INTERNATIONAL	101 000	4/14/2008	9/24/2013	9,146.40	4,847.84	4,298.56
PHILLIPS 66	15 000	4/1/2010	9/24/2013	872.98	356.05	516.93
PRAXAIR INC	22 000	4/14/2008	9/24/2013	2,703.75	1,937.32	766.43
PROCTER & GAMBLE CO	65.000	4/14/2008	9/24/2013	5,202.50	4,555.20	647.30
QUALCOMM INC	35 000	4/1/2010	9/24/2013	2,442.60	1,475.36	967.24
ROCHE HOLDINGS LTD-SPONS ADR	55.000	1/27/2010	9/24/2013	3,605.18	2,416.70	1,188.48
ROYAL DUTCH SHELL PLC-ADR A	53 000	6/1/2011	9/24/2013	3,511.71	3,649.70	(137.99)
SABMILLER PLC	21.000	3/21/2012	9/24/2013	1,110.88	861.00	249.88
TARGET CORP	64.000	2/28/2011	9/24/2013	4,163.12	3,380.72	782.40
TEXAS INSTRUMENTS INC	77.000	4/14/2008	9/24/2013	3,134.61	2,236.08	898.53

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TIME WARNER CABLE	12.000	9/2/2011	9/24/2013	1,379.13	764.71	614.42
TOTAL SA-SPON ADR	76.000	3/1/2011	9/24/2013	4,310.64	4,529.45	(218.81)
TWENTY-FIRST CENTURY FOX INC	60.000	4/1/2010	9/24/2013	1,958.36	780.37	1,177.99
UNITED TECHNOLOGIES CORP	41.000	5/24/2011	9/24/2013	4,597.65	3,513.70	1,083.95
WAL-MART STORES INC	42.000	4/14/2008	9/24/2013	3,186.06	2,320.50	865.56
WALGREEN CO	39.000	4/14/2008	9/24/2013	2,172.26	1,381.77	790.49
XILINX INC	20.000	5/14/2012	9/24/2013	955.58	657.32	298.26
XINYI GLASS HOLDINGS LTD	170.000	6/25/2012	9/24/2013	3,049.42	1,872.91	1,176.51
EZCHIP SEMICONDUCTOR LTD	195.000	8/8/2012	9/27/2013	4,812.08	5,839.85	(1,027.77)
VIACOM INC - CLASS B	66.000	6/1/2012	9/30/2013	5,456.13	3,076.89	2,379.24
VODAFONE GROUP PLC - SP ADR	261.000	9/13/2012	9/30/2013	9,030.83	7,296.73	1,734.10
CASH AMERICA INTL INC	4.000	10/31/2011	10/1/2013	182.91	223.96	(41.05)
CUBIST PHARMACEUTICALS INC	1.000	12/5/2011	10/1/2013	67.12	38.98	28.14
VIACOM INC - CLASS B	95.000	6/1/2012	10/7/2013	7,904.87	4,428.85	3,476.02
DEUTSCHE POST AG-SPON ADR	57.000	3/18/2009	10/7/2013	1,879.82	561.26	1,318.56
FRESENIUS MEDICAL CARE AG AND CO.	244.000	4/1/2010	10/11/2013	7,846.09	6,388.71	1,457.38
PPG INDUSTRIES INC	40.000	6/1/2012	10/15/2013	6,502.29	3,968.40	2,533.89
ST JUDE MEDICAL INC	123.000	6/1/2012	10/15/2013	6,715.69	4,643.24	2,072.45
LLOYDS TSB GROUP PLC -SP ADR	288.000	6/1/2012	10/15/2013	1,344.94	463.05	881.89
MICHELIN COMPAGNIE GENERALE	112.000	3/30/2012	10/15/2013	2,330.69	1,675.52	655.17
DANAHER CORP	109.000	6/1/2012	10/21/2013	7,551.40	5,455.44	2,095.96
CORE LABORATORIES N.V.	25.000	10/8/2009	10/22/2013	4,765.78	1,481.68	3,284.10
CERNER CORP	120.000	10/8/2012	10/22/2013	6,847.15	4,676.71	2,170.44
SWISS RE LTD	37.000	8/1/2012	10/23/2013	3,188.98	2,323.00	865.98
STANLEY BLACK AND DECKER INC	101.000	6/1/2012	10/28/2013	7,718.59	6,457.93	1,260.66
STEVEN MADDEN LTD	0.500	3/26/2010	10/28/2013	17.26	7.32	9.94
LINCOLN ELECTRIC HOLDINGS	172.000	4/5/2010	10/29/2013	11,897.51	4,826.32	7,071.19
DBS GROUP HOLDINGS-SPON ADR	36.000	4/1/2010	10/29/2013	1,927.42	1,517.40	410.02
PPG INDUSTRIES INC	50.000	6/1/2012	11/4/2013	9,166.84	4,960.50	4,206.34
STANLEY BLACK AND DECKER INC	95.000	6/1/2012	11/4/2013	7,567.58	6,074.29	1,493.29
PAREXEL INTERNATIONAL CORP	36.000	7/19/2011	11/5/2013	1,636.37	862.17	774.20
FIRST CASH FINL SVCS INC	137.000	10/25/2010	11/5/2013	8,377.75	3,697.86	4,679.89
GRACO INC	66.000	9/8/2011	11/5/2013	5,058.92	2,436.92	2,622.00
WD-40 CO	69.000	2/28/2011	11/5/2013	4,963.44	2,816.88	2,146.56
ING GROEP N.V.-SPONSORED ADR	302.000	9/7/2012	11/6/2013	3,868.55	3,070.81	797.74
LLOYDS TSB GROUP PLC -SP ADR	535.000	6/1/2012	11/6/2013	2,648.22	860.17	1,788.05
TELENOR ASA - ADR	23.000	5/12/2008	11/6/2013	1,678.06	1,495.00	183.06
OKLAHOMA DEV FIN AUTH REV	150,000.00	2/18/2008	11/7/2013	150,000.00	150,495.04	(495.04)
JOHNSON & JOHNSON	93.000	8/12/2011	11/12/2013	8,649.78	5,918.50	2,731.28
PPG INDUSTRIES INC	53.000	6/1/2012	11/12/2013	9,695.65	5,258.12	4,437.53
ALLIANCE DATA SYSTEMS CORP	78.000	1/11/2012	11/14/2013	19,107.41	8,347.97	10,759.44
DISCOVER FINANCIAL SERVICE	976.000	11/6/2012	11/14/2013	50,670.51	40,552.02	10,118.49
SALIX PHARMACEUTICALS LTD	69.000	2/25/2011	11/14/2013	5,699.29	2,511.13	3,188.16
SOTHEBY'S DELAWARE	55.000	9/29/2009	11/14/2013	2,829.94	922.61	1,907.33
AT&T INC	264.000	8/15/2012	11/19/2013	9,279.46	8,276.04	1,003.42
CASH AMERICA INTL INC	128.000	10/31/2011	11/20/2013	4,938.14	4,432.67	505.47
GENESCO INC	62.000	10/31/2011	11/20/2013	4,335.58	3,426.29	909.29
PAREXEL INTERNATIONAL CORP	81.000	10/31/2011	11/20/2013	3,538.26	1,732.98	1,805.28
PINNACLE ENTERTAINMENT INC	118.000	10/27/2011	11/20/2013	2,809.71	1,243.78	1,565.93
RANDSTAD HOLDING NV	100.000	9/6/2012	11/25/2013	3,031.95	1,701.10	1,330.85
CATERPILLAR INC	71.000	5/24/2011	11/27/2013	5,848.88	7,213.59	(1,364.71)
INTEL CORP	374.000	5/28/2010	11/27/2013	8,968.71	8,017.50	951.21
FRESH MARKET INC	55.000	10/31/2011	11/27/2013	2,224.72	1,966.96	257.76
BIOGEN IDEC INC	66.000	8/15/2011	11/29/2013	19,439.50	6,097.89	13,341.61
HOME DEPOT INC	604.000	5/17/2012	11/29/2013	48,127.28	28,755.90	19,371.38
LOCKHEED MARTIN CORP	63.000	6/1/2012	12/9/2013	8,592.68	5,136.09	3,456.59
LLOYDS TSB GROUP PLC -SP ADR	419.000	6/1/2012	12/9/2013	2,090.84	673.67	1,417.17

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EIN 73-1503702

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
ASTRAZENECA PLC-SPONS ADR	115.000	7/28/2011	12/10/2013	6,506.59	5,638.72	867.87
VODAFONE GROUP PLC - SP ADR	179.000	8/9/2012	12/10/2013	6,575.31	5,330.26	1,245.05
SIRONA DENTAL SYSTEMS INC	81.000	12/1/2010	12/12/2013	5,497.39	3,163.57	2,333.82
COSTCO WHOLESALE CORP	319.000	11/8/2011	12/20/2013	37,511.13	26,696.50	10,814.63
SEMPRA ENERGY	460.000	12/11/2012	12/20/2013	40,041.13	32,863.50	7,177.63
AIR PRODUCTS & CHEMICALS INC	169.000	5/24/2011	12/27/2013	18,971.62	14,892.19	4,079.43
ALTRIA GROUP INC	986.000	5/28/2010	12/27/2013	37,358.98	19,781.08	17,577.90
AMERICAN EXPRESS CO	281.000	11/9/2012	12/27/2013	24,775.36	13,735.17	11,040.19
APPLE INC COM	133.000	6/2/2009	12/27/2013	75,384.42	17,374.52	58,009.90
AUTOMATIC DATA PROCESSING	268.000	5/28/2010	12/27/2013	21,359.49	11,156.08	10,203.41
CATERPILLAR INC	224.000	5/24/2011	12/27/2013	20,137.26	14,524.80	5,612.46
CHEVRON CORP	503.000	5/24/2011	12/27/2013	61,833.21	39,824.12	22,009.09
COCA-COLA CO/THE	1,980.000	2/2/2012	12/27/2013	79,179.02	54,371.82	24,807.20
CONOCOPHILLIPS	649.000	5/28/2010	12/27/2013	45,163.18	27,129.91	18,033.27
DIAGEO PLC-SPONSORED ADR	136.000	11/9/2012	12/27/2013	17,456.66	15,622.67	1,833.99
THE WALT DISNEY CO.	370.000	3/2/2011	12/27/2013	27,020.62	12,939.83	14,080.79
EXXON MOBIL CORP	938.000	5/28/2010	12/27/2013	92,447.76	60,319.32	32,128.44
FREEMPORT-MCMORAN COPPER	631.000	5/24/2011	12/27/2013	22,432.28	26,457.91	(4,025.63)
GENERAL ELECTRIC CO	1,175.000	5/28/2010	12/27/2013	32,053.56	27,919.02	4,134.54
HSBC HOLDINGS PLC-SPONS ADR	563.000	1/10/2012	12/27/2013	30,508.99	25,538.08	4,970.91
INTEL CORP	769.000	4/14/2008	12/27/2013	19,440.67	16,149.00	3,291.67
INTL BUSINESS MACHINES CORP	245.000	9/10/2012	12/27/2013	44,682.32	36,274.66	8,407.66
INTUITIVE SURGICAL INC	29.000	3/8/2011	12/27/2013	10,739.38	9,149.44	1,589.94
JPMORGAN CHASE & CO	1,022.000	1/10/2012	12/27/2013	59,520.34	40,069.49	19,450.85
JOHNSON & JOHNSON	581.000	5/28/2010	12/27/2013	53,369.79	34,971.38	18,398.41
KRAFT FOODS GROUP	128.000	10/21/2010	12/27/2013	6,885.13	4,291.65	2,593.48
ESTEE LAUDER COMPANIES-CL A	260.000	4/14/2008	12/27/2013	19,473.69	5,977.40	13,496.29
MCDONALD'S CORP	442.000	11/27/2009	12/27/2013	42,466.66	26,150.21	16,316.45
MERCK & CO INC/NJ	398.000	5/28/2010	12/27/2013	19,597.21	12,456.85	7,140.36
MONDELEZ INTL INC	386.000	10/21/2010	12/27/2013	13,363.47	7,980.10	5,383.37
NESTLE SA-SPONS ADR FOR REG	731.000	5/28/2010	12/27/2013	52,938.09	34,565.28	18,372.81
NEWS CORP CLASS A	139.000	5/28/2010	12/27/2013	2,483.89	862.89	1,621.00
NOVO-NORDISK A/S-SPONS ADR	184.000	5/28/2010	12/27/2013	33,003.50	13,071.23	19,932.27
OCCIDENTAL PETROLEUM CORP	374.000	9/2/2011	12/27/2013	34,916.78	29,953.64	4,963.14
PEPSICO INC	372.000	5/28/2010	12/27/2013	30,429.44	24,477.56	5,951.88
PHILIP MORRIS INTERNATIONAL	946.000	5/28/2010	12/27/2013	80,522.20	42,296.60	38,225.60
PHILLIPS 66	137.000	4/1/2010	12/27/2013	10,228.25	3,063.58	7,164.67
PRAXAIR INC	204.000	5/28/2010	12/27/2013	26,079.10	16,570.54	9,508.56
PROCTER & GAMBLE CO	604.000	5/28/2010	12/27/2013	49,002.26	39,258.24	9,744.02
QUALCOMM INC	327.000	5/28/2010	12/27/2013	23,736.84	12,427.03	11,309.81
ROCHE HOLDINGS LTD-SPONS ADR	510.000	5/28/2010	12/27/2013	34,873.19	19,387.30	15,485.89
ROYAL DUTCH SHELL PLC-ADR A	494.000	5/28/2010	12/27/2013	34,673.74	26,229.09	8,444.65
SABMILLER PLC	194.000	3/21/2012	12/27/2013	9,593.13	7,954.00	1,639.13
TARGET CORP	601.000	2/28/2011	12/27/2013	37,063.08	31,520.94	5,542.14
TEXAS INSTRUMENTS INC	720.000	10/21/2010	12/27/2013	31,117.92	19,118.45	11,999.47
TIME WARNER CABLE	114.000	9/2/2011	12/27/2013	15,118.87	7,264.78	7,854.09
TOTAL SA-SPON ADR	710.000	9/2/2011	12/27/2013	42,677.42	36,199.76	6,477.66
TWENTY-FIRST CENTURY FOX INC	559.000	5/28/2010	12/27/2013	19,279.63	6,710.05	12,569.58
UNITED TECHNOLOGIES CORP	386.000	5/24/2011	12/27/2013	42,764.23	27,643.78	15,120.45
WAL-MART STORES INC	396.000	5/28/2010	12/27/2013	30,757.18	20,488.30	10,268.88
WALGREEN CO	363.000	5/28/2010	12/27/2013	20,850.39	11,780.30	9,070.09
XILINX INC	185.000	5/14/2012	12/27/2013	8,288.04	6,080.25	2,207.79
MEDIDATA SOLUTIONS INC	26.000	12/31/2010	12/31/2013	1,611.96	308.10	1,303.86
OKLAHOMA ST MUN PWR AUTH PWR REV	40,000.000	2/18/2008	1/2/2014	40,000.00	40,000.00	-
VANGUARD VALUE INDX-INST FD#0867	16,689.258	5/30/2012	1/7/2014	492,500.00	349,973.74	142,526.26
COGNEX CORP	249.000	9/10/2012	1/9/2014	9,332.40	4,774.61	4,557.79
ST JUDE MEDICAL INC	148.000	6/1/2012	1/13/2014	9,646.47	5,586.98	4,059.49

**THE SHARNA AND IRVIN FRANK FOUNDATION
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<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
PETROLEO BRASILEIRO S A.-ADR	360 000	10/3/2012	1/16/2014	4,540.92	8,276.67	(3,735.75)
ROPER INDUSTRIES INC	37.000	9/12/2012	1/17/2014	5,143.11	3,852.11	1,291.00
LOCKHEED MARTIN CORP	50.000	6/1/2012	1/22/2014	7,640.17	4,076.26	3,563.91
PRUDENTIAL FINANCIAL INC	90.000	8/12/2011	1/22/2014	8,127.04	4,826.03	3,301.01
BUFFALO WILD WINGS INC	24.000	8/28/2012	1/22/2014	3,501.76	1,842.33	1,659.43
ALLIANCE DATA SYSTEMS CORP	27.000	1/11/2012	1/23/2014	6,914.84	2,889.68	4,025.16
BIOGEN IDEC INC	20 000	8/15/2011	1/23/2014	5,934.69	1,847.85	4,086.84
HERSHEY CO/THE	35.000	6/11/2012	1/23/2014	3,448.13	2,365.99	1,082.14
LOWE'S COS INC	112.000	11/6/2012	1/23/2014	5,351.27	3,746.37	1,604.90
MYLAN INC	110 000	12/11/2012	1/23/2014	5,017.12	3,065.74	1,951.38
NISOURCE INC	111.000	12/9/2011	1/23/2014	3,760.62	2,472.30	1,288.32
RAYTHEON COMPANY	65.000	11/6/2012	1/23/2014	5,853.79	3,760.25	2,093.54
VISA INC-CLASS A SHARES	31.000	1/11/2012	1/23/2014	7,070.97	3,064.41	4,006.56
ACCENTURE PLC-A	48.000	6/1/2012	1/23/2014	4,069.84	2,647.90	1,421.94
DELPHI AUTOMOTIVE PLC	25 000	9/18/2012	1/23/2014	1,564.72	726.23	838.49
ACE LTD	13.000	6/1/2012	1/23/2014	1,266.04	916.89	349.15
TYCO INTERNATIONAL LTD	51.000	12/5/2012	1/23/2014	2,109.83	1,463.70	646.13
ABBOTT LABORATORIES	74.000	6/1/2012	1/23/2014	2,914.80	2,150.68	764.12
CVS CAREMARK CORP	60.000	11/14/2012	1/23/2014	4,075.72	2,746.19	1,329.53
CHEVRON CORP	15 000	12/14/2011	1/23/2014	1,800.71	1,540.13	260.58
COCA-COLA ENTERPRISES INC	24.000	10/31/2012	1/23/2014	1,063.90	749.52	314.38
COMCAST CORP-SPECIAL CL A	61.000	6/1/2012	1/23/2014	3,146.93	1,728.12	1,418.81
DANAHER CORP	21.000	6/1/2012	1/23/2014	1,644.06	1,051.05	593.01
DIAGEO PLC-SPONSORED ADR	8.000	6/1/2012	1/23/2014	1,019.74	746.72	273.02
THE WALT DISNEY CO.	20.000	8/8/2012	1/23/2014	1,480.22	1,008.42	471.80
EXXON MOBIL CORP	42.000	9/26/2012	1/23/2014	4,206.22	3,848.44	357.78
GENERAL MILLS INC	55.000	6/1/2012	1/23/2014	2,665.25	2,088.90	576.35
GOLDMAN SACHS GROUP INC	17.000	6/1/2012	1/23/2014	3,000.61	1,575.81	1,424.80
HONEYWELL INTERNATIONAL INC	33.000	2/10/2012	1/23/2014	2,967.63	1,956.28	1,011.35
INTL BUSINESS MACHINES CORP	10.000	8/12/2011	1/23/2014	1,904.76	1,686.50	218.26
JPMORGAN CHASE & CO	94.000	8/12/2011	1/23/2014	5,525.22	3,413.12	2,112.10
JOHNSON & JOHNSON	40 000	12/19/2012	1/23/2014	3,800.33	2,848.36	951.97
JOHNSON CONTROLS INC	34.000	1/13/2012	1/23/2014	1,742.46	1,194.44	548.02
LOCKHEED MARTIN CORP	30 000	6/1/2012	1/23/2014	4,600.41	2,445.76	2,154.65
LORILLARD INC-W/I	57.000	6/1/2012	1/23/2014	2,808.34	2,282.63	525.71
MCDONALD'S CORP	7.000	1/3/2013	1/23/2014	666.03	632.66	33.37
METLIFE INC	79.000	8/24/2011	1/23/2014	4,202.72	2,574.58	1,628.14
NESTLE SA-SPONS ADR FOR REG	23 000	1/3/2011	1/23/2014	1,707.26	1,364.59	342.67
OCCIDENTAL PETROLEUM CORP	15.000	1/3/2011	1/23/2014	1,373.67	1,472.10	(98.43)
ORACLE CORP	67 000	2/23/2012	1/23/2014	2,567.39	1,923.56	643.83
PFIZER INC	120.000	1/9/2013	1/23/2014	3,719.94	3,168.95	550.99
PHILIP MORRIS INTERNATIONAL	50.000	6/1/2012	1/23/2014	4,177.92	4,274.88	(96.96)
PRUDENTIAL FINANCIAL INC	17.000	8/12/2011	1/23/2014	1,540.51	885.02	655.49
ST JUDE MEDICAL INC	9.000	6/1/2012	1/23/2014	595.69	339.75	255.94
TARGET CORP	21.000	6/1/2012	1/23/2014	1,263.96	1,203.29	60.67
THERMO FISHER SCIENTIFIC INC	22.000	8/12/2011	1/23/2014	2,546.67	1,185.80	1,360.87
3M CO	14 000	6/1/2012	1/23/2014	1,931.82	1,161.29	770.53
THE TRAVELERS COMPANIES INC	26.000	9/12/2011	1/23/2014	2,261.70	1,241.75	1,019.95
UNITED PARCEL SERVICE-CL B	21.000	7/11/2012	1/23/2014	2,075.39	1,663.34	412.05
UNITED TECHNOLOGIES CORP	24.000	4/19/2012	1/23/2014	2,740.51	1,935.35	805.16
VODAFONE GROUP PLC - SP ADR	29.000	6/1/2012	1/23/2014	1,140.55	780.68	359.87
WELLS FARGO & COMPANY	104 000	12/12/2012	1/23/2014	4,823.53	3,493.35	1,330.18
CORE LABORATORIES N.V.	9 000	9/29/2009	1/23/2014	1,722.03	463.50	1,258.53
ANSYS INC	23.000	1/11/2013	1/23/2014	1,948.52	1,669.69	278.83
CERNER CORP	17 000	10/8/2012	1/23/2014	936.85	662.53	274.32
DICK'S SPORTING GOODS INC	34 000	7/11/2011	1/23/2014	1,832.22	1,280.88	551.34
FASTENAL CO	28 000	4/10/2012	1/23/2014	1,324.09	1,371.01	(46.92)

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ILLUMINA INC	22.000	8/7/2012	1/23/2014	2,973.24	970.20	2,003.04
ROCKWELL AUTOMATION INC	17.000	5/28/2010	1/23/2014	2,026.19	911.88	1,114.31
ROPER INDUSTRIES INC	7.000	9/12/2012	1/23/2014	979.07	728.78	250.29
UNDER ARMOUR INC-CLASS A	23 000	12/3/2012	1/23/2014	1,901.14	1,204.45	696.69
ENSTAR GROUP LTD	2 000	12/31/2012	1/23/2014	265.91	214.42	51.49
PACIFIC DRILLING	18 000	2/17/2012	1/23/2014	195.11	197.80	(2.69)
ACORDA THERAPEUTICS INC	13 000	10/8/2012	1/23/2014	396.23	337.62	58.61
AMERICAN AIRLINES GROUP INC	16 000	9/11/2012	1/23/2014	475.99	192.00	283.99
ANSYS INC	4.000	4/11/2008	1/23/2014	338.03	144.79	193.24
BALLY TECHNOLOGIES INC	13 000	9/29/2009	1/23/2014	1,059.09	502.58	556.51
BUFFALO WILD WINGS INC	4.000	8/28/2012	1/23/2014	568.63	307.06	261.57
CAVIUM INC	19.000	1/19/2012	1/23/2014	672.39	671.87	0.52
CHART INDUSTRIES INC	5.000	11/2/2012	1/23/2014	452.89	324.78	128.11
CHEMTURA CORP	12.000	4/9/2012	1/23/2014	319.55	201.60	117.95
COGNEX CORP	20.000	8/30/2011	1/23/2014	751.98	348.59	403.39
COHERENT INC	11.000	9/7/2011	1/23/2014	811.34	459.47	351.87
COLFAX CORP	17 000	8/9/2012	1/23/2014	1,102.43	547.75	554.68
CONCUR TECHNOLOGIES INC	5.000	12/28/2011	1/23/2014	558.74	257.20	301.54
CUBIST PHARMACEUTICALS INC	13 000	12/5/2011	1/23/2014	965.88	506.73	459.15
DOMINO'S PIZZA INC	5 000	8/15/2012	1/23/2014	357.34	169.64	187.70
FORTINET INC	30.000	11/1/2012	1/23/2014	641.98	607.80	34.18
FRESH MARKET INC	13.000	11/9/2010	1/23/2014	479.69	421.81	57.88
GEO GROUP INC/THE	21.000	12/31/2012	1/23/2014	702.43	587.48	114.95
GENESCO INC	15.000	9/29/2009	1/23/2014	1,070.23	374.40	695.83
GEOSPACE TECHNOLOGIES CORP	8.000	4/11/2008	1/23/2014	680.38	168.42	511.96
GLIMCHER REALTY TRUST	35.000	7/5/2012	1/23/2014	319.19	368.69	(49.50)
GULFPORT ENERGY CORP	15.000	10/18/2011	1/23/2014	827.98	430.00	397.98
HEXCEL CORP	14.000	10/10/2011	1/23/2014	636.00	326.68	309.32
HUNTSMAN CORP	39.000	9/29/2009	1/23/2014	904.00	366.53	537.47
IPG PHOTONICS CORP	7.000	4/3/2012	1/23/2014	519.25	377.15	142.10
JETBLUE AIRWAYS CORP	46.000	10/20/2010	1/23/2014	409.39	326.24	83.15
LANDSTAR SYSTEM INC	9 000	4/11/2008	1/23/2014	521.45	459.18	62.27
MWI VETERINARY SUPPLY INC	2 000	11/3/2011	1/23/2014	356.27	141.60	214.67
STEVEN MADDEN LTD	20.000	3/26/2010	1/23/2014	658.78	292.91	365.87
MEDASSETS INC	31.000	4/1/2010	1/23/2014	679.50	648.83	30.67
MEDIDATA SOLUTIONS INC	35 000	12/31/2010	1/23/2014	2,151.06	414.74	1,736.32
NICE SYSTEMS LTD-SPONS ADR	5 000	3/27/2012	1/23/2014	209.79	196.15	13.64
NORTHWEST PIPE COMPANY	10 000	2/13/2009	1/23/2014	371.19	320.37	50.82
OASIS PETROLEUM INC	13 000	10/28/2011	1/23/2014	558.28	406.22	152.06
PTC INC	18.000	1/3/2013	1/23/2014	638.98	414.90	224.08
PANTRY INC	16 000	2/27/2012	1/23/2014	255.51	194.67	60.84
PAREXEL INTERNATIONAL CORP	6.000	12/20/2010	1/23/2014	275.69	127.10	148.59
PINNACLE ENTERTAINMENT INC	11.000	10/27/2011	1/23/2014	254.97	115.95	139.02
PROASSURANCE CORP	6 000	7/25/2012	1/23/2014	281.33	269.51	11.82
QUAKER CHEMICAL CORP	4 000	5/5/2011	1/23/2014	290.59	166.72	123.87
QLIK TECHNOLOGIES	21 000	2/21/2012	1/23/2014	590.92	605.10	(14.18)
RTI INTERNATIONAL METALS INC	14.000	7/14/2011	1/23/2014	453.45	454.27	(0.82)
SALIX PHARMACEUTICALS LTD	6.000	2/25/2011	1/23/2014	589.54	196.24	393.30
SEATTLE GENETICS INC/WA	10.000	10/31/2011	1/23/2014	471.09	220.70	250.39
SIRONA DENTAL SYSTEMS INC	7 000	9/20/2010	1/23/2014	491.11	263.41	227.70
SOTHEBY'S DELAWARE	8 000	6/23/2009	1/23/2014	422.47	102.49	319.98
STIFEL FINANCIAL CORP	13 000	8/26/2011	1/23/2014	636.33	373.67	262.66
TERADYNE INC	22.000	9/7/2011	1/23/2014	427.01	216.39	210.62
TEREX CORP	18 000	3/30/2012	1/23/2014	757.78	404.82	352.96
TEXAS INDUSTRIES INC	7.000	10/4/2012	1/23/2014	473.12	288.40	184.72
THERMON GROUP HOLDINGS INC	21 000	9/28/2012	1/23/2014	587.14	521.23	65.91
THORATEC CORP	22 000	11/27/2012	1/23/2014	820.36	840.11	(19.75)

**THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014**

EIN 73-1503702

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
TIBCO SOFTWARE INC	13.000	9/7/2011	1/23/2014	305.23	247.58	57.65
TUMI HOLDINGS INC	12 000	11/9/2012	1/23/2014	248.39	249.75	(1.36)
TWO HARBORS INVESTMENT CORP	38 000	7/6/2011	1/23/2014	370.11	382.55	(12.44)
UMB FINANCIAL CORP	4 000	5/12/2009	1/23/2014	257.31	189.82	67.49
USG CORP	16 000	8/9/2012	1/23/2014	504.31	277.28	227.03
UNITED NATURAL FOODS INC	7 000	1/6/2012	1/23/2014	513.02	281.95	231.07
UNITED THERAPEUTICS CORP	13 000	2/14/2012	1/23/2014	1,451.81	613.71	838.10
UNIVERSAL ELECTRONICS INC	16.000	9/29/2009	1/23/2014	588.30	336.92	251.38
VEECO INSTRUMENTS INC	14 000	9/7/2011	1/23/2014	492.65	480.20	12.45
VITAMIN SHOPPE INC	21.000	5/20/2010	1/23/2014	988.66	494.73	493.93
WABCO HLDGS INC	9 000	6/22/2010	1/23/2014	851.38	314.07	537.31
WASTE CONNECTIONS INC	20.000	9/20/2011	1/23/2014	827.78	680.99	146.79
ZILLOW INC	6.000	11/5/2012	1/23/2014	520.67	208.38	312.29
JACK HENRY & ASSOCIATES INC	67.000	6/12/2012	1/27/2014	3,949.58	2,290.73	1,658.85
SYNTEL INC	60.000	9/8/2011	1/27/2014	5,451.50	2,450.42	3,001.08
THERMO FISHER SCIENTIFIC INC	76.000	6/1/2012	2/4/2014	8,683.62	4,003.99	4,679.63
ILLUMINA INC	93 000	8/7/2012	2/4/2014	13,840.26	4,101.30	9,738.96
UNDER ARMOUR INC-CLASS A	58.000	1/16/2013	2/4/2014	6,145.68	2,844.35	3,301.33
LLOYDS TSB GROUP PLC -SP ADR	673 000	6/1/2012	2/5/2014	3,629.95	1,082.05	2,547.90
CUBIST PHARMACEUTICALS INC	83 000	12/5/2011	2/6/2014	5,947.59	3,087.49	2,860.10
QLIK TECHNOLOGIES	145.000	2/21/2012	2/10/2014	3,849.29	4,050.29	(201.00)
OWENS & MINOR INC	216.000	9/8/2011	2/11/2014	7,255.45	6,306.61	948.84
SYNTEL INC	93.000	4/5/2010	2/11/2014	7,676.11	3,469.17	4,206.94
OASIS PETROLEUM INC	86.000	10/28/2011	2/12/2014	3,487.92	2,541.37	946.55
UNITED THERAPEUTICS CORP	34.000	2/14/2012	2/12/2014	3,320.38	1,605.10	1,715.28
TERADYNE INC	219.000	7/14/2009	2/14/2014	4,259.73	1,492.20	2,767.53
COCA-COLA ENTERPRISES INC	193.000	11/9/2012	2/18/2014	8,791.00	5,956.44	2,834.56
EXXON MOBIL CORP	95 000	9/26/2012	2/18/2014	8,719.09	8,309.55	409.54
THERMO FISHER SCIENTIFIC INC	69.000	6/1/2012	2/24/2014	8,542.75	3,400.29	5,142.46
UNITED THERAPEUTICS CORP	76.000	2/14/2012	2/28/2014	7,779.20	3,257.15	4,522.05
LOCKHEED MARTIN CORP	56.000	6/1/2012	3/3/2014	9,094.24	4,565.41	4,528.83
UNDER ARMOUR INC-CLASS A	49.000	2/13/2013	3/3/2014	5,848.17	2,393.64	3,454.53
JACK HENRY & ASSOCIATES INC	159.000	6/12/2012	3/3/2014	9,307.77	4,569.57	4,738.20
WORLD FUEL SERVICES CORP	390 000	4/11/2008	3/3/2014	17,585.16	5,565.49	12,019.67
TREND MICRO INC-SPON ADR	88.000	1/7/2011	3/3/2014	2,940.03	2,928.07	11.96
VERIZON COMMUNICATIONS INC	267.000	7/28/2011	3/4/2014	12,540.33	9,630.63	2,909.70
VERIZON COMMUNICATIONS INC	0 633	7/28/2011	3/5/2014	30.14	22.83	7.31
VODAFONE GROUP PLC	0 455	6/1/2012	3/6/2014	18.47	22.46	(3.99)
VODAFONE GROUP PLC	0.545	8/9/2012	3/6/2014	22.13	29.75	(7.62)
VODAFONE GROUP PLC	0.546	4/1/2010	3/6/2014	22.17	23.43	(1.26)
TEREX CORP	89.000	3/30/2012	3/17/2014	3,811.35	2,001.61	1,809.74
WABCO HLDGS INC	41.000	6/22/2010	3/17/2014	4,226.92	1,430.75	2,796.17
TYCO INTERNATIONAL LTD	183 000	12/5/2012	3/24/2014	7,814.93	5,252.08	2,562.85
ASTRAZENECA PLC-SPONS ADR	69 000	10/17/2011	3/26/2014	4,470.33	3,336.59	1,133.74
MERCK & CO INC/NJ	137.000	2/15/2013	3/26/2014	7,606.52	5,666.03	1,940.49
LINCOLN ELECTRIC HOLDINGS	185 000	4/5/2010	3/26/2014	13,597.22	5,191.10	8,406.12
LONZA GROUP AG	180.000	8/6/2010	3/26/2014	1,892.91	1,662.25	230.66
ING GROEP N.V.-SPONSORED ADR	236 000	9/7/2012	3/31/2014	3,242.60	2,031.59	1,211.01
TREND MICRO INC-SPON ADR	74.000	12/14/2012	3/31/2014	2,295.43	2,214.14	81.29
TYCO INTERNATIONAL LTD	233.000	11/28/2012	4/7/2014	9,940.14	6,556.60	3,383.54
ORACLE CORP	229 000	2/23/2012	4/7/2014	9,416.27	6,409.76	3,006.51
TYCO INTERNATIONAL LTD	310 000	11/28/2012	4/14/2014	12,808.95	8,175.22	4,633.73
LORILLARD INC-W/I	160.000	6/1/2012	4/14/2014	8,398.23	6,407.39	1,990.84
CREDIT AGRICOLE SA-UNSP ADR	441.000	12/22/2010	4/14/2014	3,470.59	2,945.49	525.10
AMGEN INC	248 000	4/4/2013	4/28/2014	27,832.28	26,220.15	1,612.13
VISA INC-CLASS A SHARES	307 000	1/11/2012	4/28/2014	63,869.40	30,347.50	33,521.90
PFIZER INC	295 000	1/9/2013	4/29/2014	9,041.55	7,790.33	1,251.22

THE SHARNA AND IRVIN FRANK FOUNDATION
CAPITAL GAINS (LOSSES) DETAIL
FOR THE YEAR ENDED 6/30/2014

EIN 73-1503702

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
OCEANEERING INTL INC	88 000	9/28/2010	4/29/2014	6,637.51	2,359.30	4,278.21
HERSHEY CO/THE	351 000	6/11/2012	5/1/2014	33,701.44	23,727.46	9,973.98
LORILLARD INC-W/I	143.000	6/1/2012	5/2/2014	8,097.40	5,726.60	2,370.80
UNITED THERAPEUTICS CORP	42 000	11/18/2011	5/2/2014	3,981.09	1,688.40	2,292.69
CHURCH & DWIGHT CO INC	75 000	3/21/2013	5/5/2014	5,159.02	4,682.25	476.77
ROPER INDUSTRIES INC	66 000	9/12/2012	5/5/2014	9,160.49	6,871.33	2,289.16
EXXON MOBIL CORP	87 000	6/1/2012	5/12/2014	8,951.24	6,676.16	2,275.08
LORILLARD INC-W/I	126.000	6/1/2012	5/12/2014	7,403.22	5,045.82	2,357.40
MEDIDATA SOLUTIONS INC	202.000	3/15/2011	5/12/2014	6,892.09	2,245.40	4,646.69
ZILLOW INC	35.000	11/5/2012	5/12/2014	3,329.84	1,215.53	2,114.31
STATOIL ASA	202.000	12/20/2010	5/13/2014	6,338.61	4,513.72	1,824.89
CREDIT SUISSE GROUP-SPON ADR	70 000	9/29/2011	5/16/2014	2,064.59	1,950.35	114.24
LOCKHEED MARTIN CORP	54.000	6/1/2012	5/19/2014	8,988.78	4,402.36	4,586.42
SAP AG-SPONSORED ADR	110.000	5/3/2012	5/20/2014	8,452.82	7,073.79	1,379.03
FRESENIUS MEDICAL CARE AG AND CO.	117 000	5/17/2013	5/22/2014	3,804.38	3,901.73	(97.35)
EXXON MOBIL CORP	76 000	5/8/2013	5/27/2014	7,704.72	6,951.71	753.01
LORILLARD INC-W/I	120.000	9/13/2012	6/2/2014	6,991.04	4,788.27	2,202.77
EPR PROPERTIES	325.000	4/5/2010	6/2/2014	17,407.60	6,931.58	10,476.02
REXAM PLC	0 556	4/11/2008	6/11/2014	25.17	24.21	0.96
LOWE'S COS INC	1,109.000	11/6/2012	6/12/2014	52,680.59	37,095.71	15,584.88
COMCAST CORP-SPECIAL CL A	176 000	6/1/2012	6/16/2014	9,192.29	4,986.06	4,206.23
LOCKHEED MARTIN CORP	49.000	6/1/2012	6/16/2014	8,038.49	3,994.73	4,043.76
ITAU UNIBANCO HOLDING S.A.	0.800	5/27/2010	6/19/2014	12.13	12.18	(0.05)
LAZARD EMRG MKTS-INST FD#0638	8,782.000	4/11/2008	6/20/2014	177,220.76	203,654.57	(26,433.81)
PERMANENT PORTFOLIO FD#1500	3,339.250	12/5/2012	6/20/2014	150,500.00	156,431.76	(5,931.76)
PIMCO COMMOD RR STRAT-INST FD#0045	4,206.220	9/25/2009	6/20/2014	25,700.00	31,168.09	(5,468.09)
COCA-COLA ENTERPRISES INC	248.000	11/9/2012	6/23/2014	11,340.81	7,497.21	3,843.60
INTESA SANPAOLO SPON ADR	265 000	7/13/2011	6/24/2014	5,262.99	4,952.53	310.46
CVS CAREMARK CORP	124.000	2/13/2013	6/30/2014	9,333.00	6,314.07	3,018.93
ALEXION PHARMACEUTICALS INC	101.000	6/6/2013	6/30/2014	16,033.53	9,273.90	6,759.63
TERADATA CORP	240.000	6/21/2013	6/30/2014	10,052.98	13,318.39	(3,265.41)
TOTAL LONG-TERM CAPITAL GAIN (LOSS)				6,553,578.76	5,018,039.37	1,535,539.39
TOTAL CAPITAL GAIN (LOSS)				9,395,977.96	7,677,264.43	1,718,713.53

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE SHARNA AND IRVIN FRANK FOUNDATION	73-1503704
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	3125-B S. YALE AVE.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	TULSA, OK 74135	

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

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

- The books are in the care of ▶ MAY SHEEHAN, 3125-B S. YALE AVE.; TULSA, OK 74135

Telephone No. ▶ 918 583-3244

FAX No. ▶ _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/15, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ▶ ☐ calendar year 20 ____ or
- ▶ ☒ tax year beginning 07/01, 20 13, and ending 06/30, 20 14.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	31,007.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	18,507.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	12,500.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	THE SHARNA AND IRVIN FRANK FOUNDATION	73-1503704	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
File by the due date for filing your return. See instructions	3125-B S. YALE AVE.		
	City, town or post office, state, and ZIP code For a foreign address, see instructions.		
	TULSA, OK 74135		

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

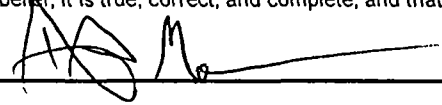
- The books are in the care of **MAY SHEEHAN, 3125-B S. YALE AVE.; TULSA, OK 74135**.
Telephone No **918 583-3244** Fax No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **05/15, 20 15**.
- 5 For calendar year , or other tax year beginning **07/01**, 20 **13**, and ending **06/30**, 20 **14**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **THE TAXPAYER IS IN THE PROCESS OF GATHERING THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.THEREFORE THE TAXPAYER REQUESTS AN ADDITIONAL EXTENSION OF TIME IN WHICH TO FILE**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	31,007.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	31,007.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA** Date **2-6-15**

Form 8868 (Rev 1-2014)