Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 09/01, 2013, and ending 08/31, 2014

Name of foundation: ROBERT A. PARMAN FOUNDATION

A Employer identification number: 73-6098053

Number and street (or P O box number if mail is not delivered to street address): C/O TRUST COMPANY OF OKLAHOMA, 6307 WATERFORD BLVD., SUITE 215

Room/suite:

B Telephone number (see instructions): (405) 840-8401

City or town, state or province, country, and ZIP or foreign postal code: OKLAHOMA CITY, OK 73118

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name 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) ▶ $ 4,507,260.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(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)	1,800.			
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	48,811.	46,561.		
	4	Dividends and interest from securities	47,920.	47,920.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	142,711.			
	b	Gross sales price for all assets on line 6a 1,268,726.				
	7	Capital gain net income (from Part IV, line 2)		142,711.		
	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)				
	11	Other income (attach schedule) ATCH 1	48.	48.		
	12	**Total** Add lines 1 through 11	241,290.	237,240.	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	60,000.	48,000.		12,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 2	40,000.	32,000.		8,000.
	b	Accounting fees (attach schedule) ATCH 3	13,903.	11,122.		2,781.
	c	Other professional fees (attach schedule) *	19,776.	19,776.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	15,545.	265.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	149,224.	111,163.		22,781.
	25	Contributions, gifts, grants paid	218,500.			218,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	367,724.	111,163.	0	241,281.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-126,434.			
	b	**Net investment income** (if negative, enter -0-)		126,077.		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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JSA For Paperwork Reduction Act Notice, see instructions. *ATCH 4 Form **990-PF** (2013)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	141,976.	58,749.	58,749.
	2	Savings and temporary cash investments	151,260.	213,544.	228,656.
	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) **	203,006.	50,000.	54,099.
	b	Investments - corporate stock (attach schedule) ATCH 6	2,171,098.	2,110,960.	2,981,068.
	c	Investments - corporate bonds (attach schedule) ATCH 6	460,246.	586,259.	597,261.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	599,298.	580,938.	587,427.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,726,884.	3,600,450.	4,507,260.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,726,884.	3,600,450.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	3,726,884.	3,600,450.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,726,884.	3,600,450.	

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	3,726,884.
2	Enter amount from Part I, line 27a	2	-126,434.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,600,450.
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	3,600,450.

**ATCH 6

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** 142,711.

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** 3,944.

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	279,028.	4,186,400.	0.066651
2011	286,348.	4,026,223.	0.071121
2010	285,940.	4,339,429.	0.065893
2009	287,241.	4,223,234.	0.068014
2008	287,040.	3,973,765.	0.072234

2	**Total** of line 1, column (d)	2	0.343913
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	0.068783
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,587,533.
5	Multiply line 4 by line 3	5	315,544.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,261.
7	Add lines 5 and 6	7	316,805.
8	Enter qualifying distributions from Part XII, line 4	8	241,281.

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	2,522.
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	2,522.
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	2,522.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 8,080.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	8,080.
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	5,558.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,560. **Refunded** ▶	11	2,998.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ TRUST COMPANY OF OKLAHOMA Telephone no ▶ 405-840-8401
Located at ▶SAME AS PAGE ONE, C/O BEN R. BYERS ZIP+4 ▶ 73118

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
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		X
	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.

		Line	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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		60,000.	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,329,426.
b	Average of monthly cash balances	1b	327,968.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,657,394.
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	4,657,394.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	69,861.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,587,533.
6	**Minimum investment return.** Enter 5% of line 5	6	229,377.

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	229,377.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,522.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,522.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	226,855.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	226,855.
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	226,855.

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	241,281.
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	241,281.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	241,281.

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					226,855.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011	61,961.				
e From 2012	85,868.				
f Total of lines 3a through e		147,829.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 241,281.					
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					226,855.
e Remaining amount distributed out of corpus		14,426.			
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		162,255.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		162,255.			
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	61,961.				
d Excess from 2012	85,868.				
e Excess from 2013	14,426.				

Part XIV · **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

2a 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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATCH 8

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

LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 9				
Total . . . . ▶ **3a**				218,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	96,731.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	142,711.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MISC. INCOME			01	48.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				239,490.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 239,490.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	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

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

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

b If "Yes," complete the following schedule

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

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] 11/11/14 ▶ TRUSTEE

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHANIE L. STEWART	Stephanie Stewart	11/4/14		P01646944

Firm's name ▶ KPMG LLP — Firm's EIN ▶ 13-5565207

Firm's address ▶ 210 PARK AVE., SUITE 2850, OKLAHOMA CITY, OK 73102 — Phone no 405-239-6411

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)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				D	VARIOUS	VARIOUS
1,242,732.		1,126,015.					116,717.	
		LONG-TERM CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				D	VARIOUS	VARIOUS
22,050.							22,050.	
		SHORT-TERM CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				D	VARIOUS	VARIOUS
3,944.							3,944.	
TOTAL GAIN(LOSS)							142,711.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MISCELLANEOUS INCOME	48.	48.	
TOTALS	48.	48.	

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		40,000.	32,000.		8,000.
	TOTALS	40,000.	32,000.		8,000.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	13,903.	11,122.		2,781.
TOTALS	13,903.	11,122.		2,781.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	19,776.	19,776.		
TOTALS	19,776.	19,776.		

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	15,280.			
FOREIGN TAXES PAID	265.	265.		
TOTALS	15,545.	265.		

Asset Detail Section

Statement of Value and Activity

August 1, 2014 - August 31, 2014

Asset Detail

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Cash & Equivalents						
Money Market Funds						
Invesco Liquid Assets Portfolio	60,538.47	$60,538.47	$60,538.47	$0.00	$30.27	0.05%
Total Cash & Equivalents		$60,538.47 (9)	$60,338.47 (10)	$0.00	$30.27	
Fixed Income						
Corporate Obligations						
Berkshire Hathaway 4.850% 1/15/15	50,000.00	$50,835.50	$52,000.00	-$1,164.50	$2,425.00	4.77%
Oracle Corp 5.250% 1/15/16	50,000.00	$53,230.00	$52,250.00	$980.00	$2,625.00	4.93%
Wal-Mart Stores Inc 5.375% 4/05/17	50,000.00	$55,478.50	$53,266.50	$2,212.00	$2,687.50	4.84%
Discover Bank CD 1.600% 9/25/17	50,000.00	$50,403.50	$49,999.90	$403.60	$800.00	1.59%
at & T 1.400% 12/01/17	50,000.00	$49,970.00	$49,756.50	$213.50	$700.00	1.40%
Goldman Sachs 2.375% 1/22/18	50,000.00	$50,802.00	$50,602.78	$199.22	$1,187.50	2.34%
Oracle Corp 2.375% 1/15/19	25,000.00	$25,454.50	$25,222.50	$232.00	$593.75	2.33%
Wells Fargo Co 2.150% 1/15/19	25,000.00	$25,188.75	$25,162.50	$26.25	$537.50	2.13%
Stanford University 4.750% 5/01/19	25,000.00	$28,085.50	$26,301.25	$1,784.25	$1,187.50	4.23%
Microsoft Corp 4.200% 6/01/19	50,000.00	$55,301.50	$49,200.00	$6,101.50	$2,100.00	3.80%
Berkshire Hathaway 2.900% 10/15/20	50,000.00	$51,418.00	$50,850.50	$567.50	$1,450.00	2.82%
Natl Rural Util MTN 3.000% 12/15/20	50,000.00	$50,401.50	$52,146.50	-$1,745.00	$1,500.00	2.98%
General Electric Cap 3.150% 9/07/22	50,000.00	$50,691.50	$49,500.00	$1,191.50	$1,575.00	3.11%
		$597,260.75 (1)	$586,258.93 (2)	$11,001.82	$19,368.75	
Fixed Income Funds						
Goldman Sachs Strat Inc-Inst	5,000.00	$52,650.00	$50,000.00	$2,650.00	$1,475.00	2.80%
PIMCO High Yield Institutional	4,623.31	$44,938.54	$45,000.14	-$61.60	$2,602.92	5.79%

Σ(1) = $597,261 Line 10c, Part II: Investments - Corporate Bonds - FMV

Σ(2) = $586,259 Line 10c, Part II: Investments - Corporate Bonds - Book Value

Σ(9) = $228,656 Line 2, Part II: Savings & Temporary Cash Investments - FMV

Σ(10) = $213,544 Line 2, Part II: Savings & Temporary Cash Investments - Book Value

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Asset Detail Section (continued)

Statement of Value and Activity

August 1, 2014 - August 31, 2014

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
PIMCO Investment Grd Corp Bond Fd	4,559.64	$49,289.69	$50,542.47	-$1,252.78	$1,755.46	3.56%
PIMCO Total Return Institutional	11,776.54	$129,424.21	$125,133.50	$4,290.71	$2,767.49	2.14%
Templeton Global Bond Advisor CL	7,862.87	$105,047.93	$105,024.37	$23.56	$3,640.51	3.47%
Vanguard Admiral Short Trm INV Grade	14,425.98	$155,079.26	$155,237.01	-$157.75	$3,144.86	2.03%
		$536,429.63 (5)	$530,937.49 (6)	$5,492.14	$15,386.24	
Fixed Income Obligations						
Vanguard Adm Inflation Protected SEC	1,898.64	$50,997.44	$50,000.00	$997.44	$1,243.61	2.44%
		$50,997.44 (5)	$50,000.00 (6)	$997.44	$1,243.61	
Municipal Obligations						
Okaloosa Cnty Fl-Bab 4.500% 10/01/17	50,000.00	$54,098.50	$50,000.00	$4,098.50	$2,250.00	4.16%
		$54,098.50 (3)	$50,000.00 (4)	$4,098.50	$2,250.00	
US Treasury & Agencies						
FHLB 5 625% 6/13/16	50,000.00	$54,415.50	$49,687.50	$4,728.00	$2,812.50	5.17%
FFCB 4.900% 6/12/18	50,000.00	$56,671.00	$52,226.00	$4,445.00	$2,450.00	4.32%
FFCB 4.550% 6/08/20	50,000.00	$57,031.00	$51,092.50	$5,938.50	$2,275.00	3.98%
		$168,117.50 (9)	$153,006.00 (10)	$15,111.50	$7,537.50	
Total Fixed Income		$1,406,908.82	$1,379,202.42	$36,701.40	$45,788.10	
Equities						
Consumer						
Costco Wholesale	200.00	$24,216.00	$20,329.00	$3,887.00	$284.00	1.17%
CVS Caremark Corp	400.00	$31,780.00	$20,870.95	$10,909.05	$440.00	1.38%
Dicks Sporting Goods	400.00	$18,028.00	$17,211.96	$816.04	$200.00	1.11%
DirecTV	200.00	$17,290.00	$10,277.44	$7,012.56	$0.00	0.00%

0011229 - 4101058

Σ(3) = $54,099 Line 10a, Part II: U.S. & State Gov't Obligations- FMV

Σ(4) = $50,000 Line 10a, Part II: U.S. & State Gov't Obligations- Book Value

Σ(5) = $587,427 Line 13, Part II: Investment-Other -FMV

Σ(6) = $580,938 Line 13, Part II: Investment-Other -Book Value

Asset Detail Section (continued)

Statement of Value and Activity

August 1, 2014 - August 31, 2014

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Disney Walt Holding Company	300.00	$26,964.00	$15,473.00	$11,491.00	$258.00	0.96%
McDonalds	225.00	$21,087.00	$12,862.25	$8,224.75	$729.00	3.46%
Nike Inc	300.00	$23,565.00	$16,130.97	$7,434.03	$288.00	1.22%
Pepsico	350.00	$32,371.50	$18,282.52	$14,088.98	$917.00	2.83%
Vanguard Consumer Discretionary ETF	200.00	$22,352.00	$15,951.98	$6,400.02	$182.60	0.82%
Wal-Mart	500.00	$37,750.00	$26,365.10	$11,384.90	$960.00	2.54%
		$255,403.50	$173,755.17	$81,648.33	$4,258.60	
Energy						
Apache	500.00	$50,915.00	$39,580.97	$11,334.03	$500.00	0.98%
BG Group PLC ADR	2,000.00	$40,060.00	$35,430.00	$4,630.00	$602.00	1.50%
Chevron Corporation	250.00	$32,362.50	$28,832.50	$3,530.00	$1,070.00	3.31%
Exxon Mobil	250.00	$24,865.00	$19,553.18	$5,311.82	$690.00	2.77%
Noble Energy	300.00	$21,642.00	$20,117.97	$1,524.03	$216.00	1.00%
Schlumberger LTD	500.00	$54,820.00	$28,766.56	$26,053.44	$800.00	1.46%
		$224,664.50	$172,281.18	$52,383.32	$3,878.00	
Equity Funds						
American Beacon Small Cap Value Fund	3,172.51	$89,210.90	$84,230.07	$4,980.83	$437.81	0.49%
Cohen & Steers Realty SHS Class I	1,205.36	$58,339.33	$51,946.55	$6,392.78	$1,311.43	2.25%
PIMCO Comdty Real RET Strtgy Instl	6,659.37	$37,758.62	$43,620.96	-$5,862.34	$79.85	0.21%
Sentinel Common Stock Fund I	4,730.11	$217,111.91	$170,668.44	$46,443.47	$2,923.21	1.35%
Vanguard Mid Cap Index-Adm	702.34	$105,392.39	$75,000.00	$30,392.39	$1,125.84	1.07%
Vanguard Small-Cap Index-Adm	2,164.06	$121,230.70	$43,688.81	$77,541.89	$1,482.38	1.22%
Vanguard 500 Index Fund-Adm	1,300.50	$241,191.10	$109,199.95	$131,991.15	$4,308.56	1.79%
		$870,234.95	$578,354.78	$291,880.17	$11,669.08	

0011229 - 4101058

Asset Detail Section (continued)

Statement of Value and Activity

August 1, 2014 - August 31, 2014

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Financials						
Bank of New York Mellon Corpcom	500.00	$19,590.00	$16,877.45	$2,712.55	$340.00	1.74%
BlackRock Inc	100.00	$33,053.00	$31,893.20	$1,159.80	$772.00	2.34%
Capital One Financial	500.00	$41,030.00	$34,749.78	$6,280.22	$600.00	1.46%
Chubb	250.00	$22,987.50	$19,812.48	$3,175.02	$500.00	2.17%
Citigroup Inc	750.00	$38,737.50	$36,504.95	$2,232.55	$30.00	0.08%
Franklin RES Inc	450.00	$25,434.00	$9,603.00	$15,831.00	$216.00	0.85%
Intercontinental Exchange	180.00	$34,020.00	$22,067.74	$11,952.26	$468.00	1.38%
Vanguard Financials ETF	1,000.00	$47,340.00	$37,262.43	$10,077.57	$850.00	1.80%
		$262,192.00	$208,771.03	$53,420.97	$3,776.00	
Health Care						
Abbott Laboratories	400.00	$16,896.00	$8,394.68	$8,501.32	$352.00	2.08%
Bard C R Inc	200.00	$29,688.00	$20,443.00	$9,245.00	$176.00	0.59%
Celgene Corp	200.00	$19,004.00	$9,907.99	$9,096.01	$0.00	0.00%
Express Scripts Hldg	355.00	$26,245.15	$20,444.18	$5,800.97	$0.00	0.00%
Gilead Sciences Inc	200.00	$21,512.00	$3,480.68	$18,031.32	$0.00	0.00%
Novartis AG Sponsored ADR	275.00	$24,706.00	$19,275.39	$5,430.61	$642.95	2.60%
Thermo Fisher Scientific	300.00	$36,063.00	$20,639.70	$15,423.30	$180.00	0.50%
		$174,114.15	$102,585.62	$71,528.53	$1,350.95	
Industrial						
Danaher Corp	600.00	$45,966.00	$18,057.00	$27,909.00	$240.00	0.52%
General Electric	1,000.00	$25,980.00	$13,804.00	$12,176.00	$880.00	3.39%
Honeywell Intl	250.00	$23,807.50	$21,069.98	$2,737.52	$450.00	1.89%
Norfolk Southern	325.00	$34,775.00	$22,080.98	$12,694.02	$741.00	2.13%
United Parcel Service	250.00	$24,332.50	$14,358.00	$9,974.50	$670.00	2.75%

0011230 - 4101058

ATTACHMENT 6

Asset Detail Section (continued)

Statement of Value and Activity

August 1, 2014 - August 31, 2014

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
3M	200.00	$28,800.00	$19,697.94	$9,102.06	$684.00	2.38%
		$183,661.00	$109,067.90	$74,593.10	$3,665.00	
Information Technology						
Apple Inc	840.00	$86,100.00	$55,970.40	$30,129.60	$1,579.20	1.83%
Cognizant Technology Solutions	300.00	$13,719.00	$13,568.97	$150.03	$0.00	0.00%
Fiserv	500.00	$32,235.00	$10,296.07	$21,938.93	$0.00	0.00%
Google Inc CL A	40.00	$23,294.40	$14,292.08	$9,002.32	$0.00	0.00%
Google Inc CL C	40.00	$22,864.00	$14,329.52	$8,534.48	$0.00	0.00%
Intel	1,500.00	$52,380.00	$33,733.65	$18,646.35	$1,350.00	2.58%
International Business Machines	125.00	$24,037.50	$10,722.03	$13,315.47	$550.00	2.29%
Qualcomm	575.00	$43,757.50	$32,180.51	$11,576.99	$966.00	2.21%
Vanguard Info Technology ETF	300.00	$30,429.00	$21,345.00	$9,084.00	$283.20	0.93%
		$328,816.40	$206,438.23	$122,378.17	$4,728.40	
Other Equity						
Materials Select Sector Spdrf	400.00	$20,212.00	$15,687.76	$4,524.24	$367.60	1.82%
Vanguard Materials ETF	200.00	$22,704.00	$10,420.00	$12,284.00	$379.80	1.67%
Vanguard Telecommunication ETF	350.00	$30,947.00	$16,971.50	$13,975.50	$1,135.05	3.67%
		$73,863.00	$43,079.26	$30,783.74	$1,882.45	
Utilities						
Vanguard Utilities ETF	200.00	$18,922.00	$11,250.00	$7,672.00	$619.60	3.27%
		$18,922.00	$11,250.00	$7,672.00	$619.60	
Total Equities		$2,391,871.50 7	$1,605,583.17 8	$786,288.33	$35,828.08	

0011230 - 4101058

Asset Detail Section (continued)

Statement of Value and Activity

August 1, 2014 - August 31, 2014

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
International Equity						
International Mutual Funds						
Dodge & Cox International Stock	4,158.35	$195,400.77	$150,000.00	$45,400.77	$2,890.05	1.48%
Harbor International Fund CL I	2,365.77	$170,098.72	$150,000.00	$20,098.72	$3,536.82	2.08%
Lazard Emerging Mkts CL I	10,718.60	$223,697.24	$205,376.63	$18,320.61	$3,837.26	1.71%
Total International Equity		$589,196.73 (7)	$505,376.63 (8)	$83,820.10	$10,264.13	
Total All Assets		**$4,448,510.52**	**$3,541,700.69**	**$906,809.83**	**$91,908.58**	

This statement includes information regarding market value that is obtained from sources believed to be accurate. However, the issuance of this statement carries no warranty, either expressed or implied, as to accuracy or merchantability.

Σ(7) = $2,981,068 Line 10b, Part II: Investments -Corporate Stock -FMV

Σ(8) = $2,110,960 Line 10b, Part II: Investments -Corporate Stock -Book Value

0011231-4101058

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J.W. "BUZZ" LANIER 10909 N. VILLA OKLAHOMA CITY, OK 73120	TRUSTEE 1.50	20,000.	0	0
JERRY M. THOMASON 2205 MISTLETOE LANE EDMOND, OK 73034	TRUSTEE 1.50	20,000.	0	0
RICHARD METHENY 1617 S. LOWERY AVENUE OKLAHOMA CITY, OK 73129	TRUSTEE 1.50	20,000.	0	0
	GRAND TOTALS	60,000.	0	0

ATTACHMENT 8

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

JERRY HEMRY
THE LAW OFFICE OF TOM A. HEMRY,P.C.
OKLAHOMA CITY, OK 73123
405-602-2053

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA STATE UNIVERSITY FOUNDATION BOX 1749 STILLWATER, OK 74076	NONE PC	SCHOLARSHIPS TO STUDENTS IN NEED AND WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	60,000
OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELL OKLAHOMA CITY, OK 73106	NONE PC	SCHOLARSHIPS TO STUDENTS IN NEED AND WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	50,000
WORK ACTIVITY CENTER, INC 203 E MAIN MOORE, OK 73160	NONE PC	FUNDING TO ASSIST ADULTS WITH DEVELOPMENTAL DISABILITIES IN THE STATE OF OKLAHOMA	10,000
RAINBOW FLEET, INC 3024 PASEO OKLAHOMA CITY, OK 73103	NONE PC	ASSISTANCE FOR CHILD DEVELOPMENT PROGRAMS TO BENEFIT CHILDREN AND FAMILIES IN OKLAHOMA	7,500.
THE YOUTH CORNERSTONE 201 N E. 50 OKLAHOMA CITY, OK 73105	NONE PC	ASSISTANCE WITH PROGRAMS TO REDUCE YOUTH TRUANCY FOR YOUTH AND FAMILIES IN CENTRAL OKLAHOMA.	25,000
STEPHENSON CANCER CENTER - OU HEALTH SCIENCE CTR P.O BOX 26901 800 NE 10TH ST OKLAHOMA CITY, OK 73126-0901	NONE PC	GENERAL SUPPORT	1,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRAL OK HABITAT FOR HUMANITY, INC 1015 N BROADWAY OKLAHOMA CITY, OK 73103	NONE PC	ASSISTANCE TO INDIVIDUALS IN NEED AND WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	5,000.
THE SALVATION ARMY 5101 N PENNSYLVANIA OKLAHOMA CITY, OK 73157	NONE PC	FOR PERSONS IN NEED WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	5,000.
CELEBRATION EDUCATIONAL SERVICES, INC 123 S.W 25 OKLAHOMA CITY, OK 73109	NONE PC	ASSISTANCE TO PROVIDE EARLY EDUCATION TO YOUNG CHILDREN WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	5,000.
VARIETY HEALTH CENTER, INC 420 N W 6 OKLAHOMA CITY, OK 73102	NONE PC	ASSISTANCE TO PROVIDE QUALITY HEALTH CARE TO LOW INCOME FAMILIES WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	10,000
CITY RESCUE MISSION, INC 800 W. CALIFORNIA OKLAHOMA CITY, OK 73106	NONE PC	ASSISTANCE OR CARE OF PERSONS IN NEED AND WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA.	15,000.
EDMOND FAMILY COUNSELING, INC 1251 N BROADWAY SUITE C EDMOND, OK 73034-3616	NONE PC	ASSISTANCE OR CARE OF PATIENTS IN NEED AND WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REGIONAL FOOD BANK OF OKLAHOMA 3355 S. PURDUE OKLAHOMA CITY, OK 73137	NONE PC	ASSISTANCE FOR PERSONS IN NEED WHO ARE RESIDENTS OF THE STATE OF OKLAHOMA	10,000
UNIVERSITY OF CENTRAL OKLAHOMA FOUNDATION 100 N UNIVERSITY DR. EDMOND, OK 73034-5207	NONE PC	FUNDING OF COLLEGE SCHOLARSHIPS AND SUPPORT OF UNIVERSITY PROGRAMS.	10,000
		TOTAL CONTRIBUTIONS PAID	218,500