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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 12-01-2013 , and ending 11-30-2014

Name of foundation THE HARDESTY FAMILY FOUNDATION INC		A Employer identification number 20-4094088	
Number and street (or P O box number if mail is not delivered to street address) 4141 NORTH MEMORIAL DRIVE		B Telephone number (see instructions) (918) 581-5505	
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 741151400		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) ☐ \$ 112,864,339	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))		(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)	4,594,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	41,205	41,205		
	4 Dividends and interest from securities.	2,303,436	2,303,436		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,733,628			
	b Gross sales price for all assets on line 6a 114,415,698				
	7 Capital gain net income (from Part IV, line 2) . . .		10,733,628		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	38,361	38,361		
	12 Total. Add lines 1 through 11	17,710,630	13,116,630		
	13 Compensation of officers, directors, trustees, etc	80,000	2,400		77,600
	14 Other employee salaries and wages	185,703	87,372		98,330
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	4,145	0		4,145
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	174,720	0		0
	19 Depreciation (attach schedule) and depletion . . .	1,903	1,903		
	20 Occupancy				
	21 Travel, conferences, and meetings	4,362	1,288		3,074
	22 Printing and publications				
	23 Other expenses (attach schedule).	187,973	155,740		32,233
	24 Total operating and administrative expenses. Add lines 13 through 23	638,806	248,703		215,382
	25 Contributions, gifts, grants paid	2,875,686			2,875,686
	26 Total expenses and disbursements. Add lines 24 and 25	3,514,492	248,703		3,091,068
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	14,196,138			
	b Net investment income (if negative, enter -0-)		12,867,927		
	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	102,267	110,669	110,669
	2	Savings and temporary cash investments	8,863,842	45,424,002	45,424,002
	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 ▶ _____	1,788	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	72,516,990 	41,796,607	40,418,170
	c	Investments—corporate bonds (attach schedule).	14,305,439 	24,248,211	25,266,472
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 40,779 Less accumulated depreciation (attach schedule) ▶ 33,531	4,827 	7,248	7,248
	15	Other assets (describe ▶ _____)	 3,233,058 	1,637,778 	1,637,778 
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	99,028,211	113,224,515	112,864,339
Liabilities	17	Accounts payable and accrued expenses		166	
	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	166	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	59,000,000	59,000,000	
	29	Retained earnings, accumulated income, endowment, or other funds	40,028,211	54,224,349	
	30	Total net assets or fund balances (see page 17 of the instructions)	99,028,211	113,224,349	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	99,028,211	113,224,515	

Part III

Analysis of Changes in Net Assets or Fund Balances

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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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	10,733,628
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	

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 page 18 of 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	4,444,480	95,219,597	0 046676
2011	4,298,983	86,137,646	0 049908
2010	4,094,873	83,068,727	0 049295
2009	3,785,835	81,226,936	0 046608
2008	3,232,766	77,166,793	0 041893

2	Total of line 1, column (d).	2	0 234380
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 046876
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	113,094,468
5	Multiply line 4 by line 3.	5	5,301,416
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	128,679
7	Add lines 5 and 6.	7	5,430,095
8	Enter qualifying distributions from Part XII, line 4. 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	8	4,591,068

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	257,359
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3 Add lines 1 and 2.	3	257,359
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	257,359
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	180,715
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	180,715
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	1,174
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ☐	9	77,818
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ☐	10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation .</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW HARDESTYFAMILYFOUNDATION ORG				
14	The books are in care of ▶ALAN LISTERTelephone no ▶(918) 585-3100 Located at ▶4141 NORTH MEMORIAL DRIVE TULSA OKZIP +4 ▶741151400			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

No

If "Yes" to 6b, file Form 8870.

7a

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

☐ Yes ☒ No

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
See Additional Data Table				

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.

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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 LOW-INTEREST LOAN TO LOCAL SOCIAL SERVICE AGENCY TO FURTHER FOUNDATIONS STATED MISSION OF PROMOTING AND SERVING EXEMPT ENTITIES IN THE AREA OF SOCIAL SERVICES	1,500,000
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	1,500,000

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	63,500,811
b	Average of monthly cash balances.	1b	51,315,908
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	114,816,719
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	114,816,719
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,722,251
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	113,094,468
6	Minimum investment return. Enter 5% of line 5.	6	5,654,723

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	5,654,723
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	257,359
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	257,359
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,397,364
4	Recoveries of amounts treated as qualifying distributions.	4	3,095,280
5	Add lines 3 and 4.	5	8,492,644
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	8,492,644

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	3,091,068
b	Program-related investments—total from Part IX-B.	1b	1,500,000
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	4,591,068
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	4,591,068
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				8,492,644
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			4,105,195	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,591,068				
a Applied to 2012, but not more than line 2a			4,105,195	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				485,873
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				8,006,771
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

4942(j)(3) or 4942(j)(5)

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

1

See Additional Data Table

• 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

2

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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	2,875,686
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
INTERNATIONAL BUSINESS MACHINES		2013-10-01	2013-12-30
CHEVRON CORPORATION		2013-10-04	2014-01-02
LORILLARD, INC		2013-10-02	2014-03-04
PNC FINANCIAL		2013-11-25	2014-03-10
CVS CAREMARK CORP		2013-10-01	2014-03-10
QUALCOMM		2013-10-14	2014-03-10
QUALCOMM		2013-10-23	2014-03-10
QUALCOMM		2013-12-20	2014-03-10
MERCK & CO INC		2013-05-13	2014-03-10
WELLPOINT INC		2014-01-22	2014-03-10
BAKER HUGHES		2013-12-20	2014-03-10
ROYAL DUTCH SHELL PLC		2013-10-01	2014-03-10
US BANCORP		2013-10-23	2014-03-10
EXPRESS SCRIPTS HLDG		2013-10-02	2014-03-10
EXPRESS SCRIPTS HLDG		2013-10-14	2014-03-10
EXPRESS SCRIPTS HLDG		2013-10-23	2014-03-10
EXPRESS SCRIPTS HLDG		2014-01-22	2014-03-10
MICROSOFT CORP		2013-01-03	2014-03-10
PFIZER INC		2013-01-03	2014-03-10
CSX CORP		2013-01-03	2014-03-10
CSX CORP		2013-02-06	2014-03-10
NORFOLK SOUTHERN		2013-01-03	2014-03-10
NORFOLK SOUTHERN		2013-10-14	2014-03-10
AFLAC		2013-05-13	2014-03-10
CARDINAL HEALTH INC		2013-08-29	2014-03-10
OCCIDENTAL PETROLEUM		2013-03-13	2014-03-10
BAXTER INTERNATIONAL		2013-04-25	2014-03-12
BAXTER INTERNATIONAL		2013-04-25	2014-03-12
BAXTER INTERNATIONAL		2013-10-01	2014-03-12
DEERE		2013-10-01	2014-03-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DEERE		2013-12-20	2014-03-12
MURPHY OIL CORP		2013-02-06	2014-03-12
SYSCO		2013-12-20	2014-03-12
APPLE INC		2013-12-20	2014-03-26
MURPHY OIL CORP		2013-02-06	2014-04-01
MURPHY OIL CORP		2013-02-06	2014-04-02
MURPHY OIL CORP		2013-02-06	2014-04-02
MURPHY OIL CORP		2013-10-23	2014-04-02
ROYAL DUTCH SHELL PLC		2014-03-27	2014-04-10
APACHE		2014-01-22	2014-04-17
CHEVRON CORPORATION		2014-01-14	2014-04-17
SPDR S&P 500 ETF TRUST		2014-03-10	2014-04-22
TRAVELERS COMPANIES		2014-01-22	2014-05-07
ROYAL DUTCH SHELL PLC ADR		2014-03-27	2014-07-09
SPDR S&P 500 ETF TRUST		2014-07-18	2014-08-28
JPMORGAN CHASE & CO		2013-10-01	2014-08-28
JPMORGAN CHASE & CO		2013-11-25	2014-08-28
DIAMOND OFFSHORE DRILLING		2013-03-13	2014-08-28
BP PLC		2013-08-29	2014-08-28
BP PLC		2013-10-01	2014-08-28
BP PLC		2013-10-14	2014-08-28
BP PLC		2013-10-23	2014-08-28
BP PLC		2013-12-20	2014-08-28
AMGEN		2013-12-20	2014-09-11
AMGEN		2014-01-22	2014-09-11
WELLPOINT INC		2014-07-02	2014-09-11
ROYAL DUTCH SHELL PLC		2014-03-27	2014-09-11
EMERSON ELECTRIC		2014-08-07	2014-10-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
705,897		704,170	1,727
6,214,862		5,897,460	317,402
1,654,156		1,352,625	301,531
290,159		266,823	23,336
278,916		217,811	61,105
1,150,726		1,015,551	135,175
1,534,301		1,347,360	186,941
118,141		111,974	6,167
1,029,726		830,871	198,855
140,232		132,353	7,879
48,466		41,402	7,064
277,421		248,167	29,254
2,960,206		2,662,226	297,980
1,956,083		1,556,805	399,278
293,412		236,542	56,870
3,912,168		3,212,880	699,288
240,598		229,481	11,117
1,512,814		1,092,048	420,766
646,919		514,946	131,973
862,299		617,880	244,419
5,748,660		4,349,660	1,399,000
1,880,221		1,281,248	598,973
411,298		345,462	65,836
7,602,345		6,251,472	1,350,873
2,893,170		2,011,596	881,574
11,555,330		9,944,291	1,611,039
1,616,020		1,659,254	-43,234
29,251		30,019	-768
256,704		249,681	7,023
673,530		620,726	52,804

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
170,509		173,256	-2,747
3,146,003		2,769,151	376,852
69,243		70,282	-1,039
85,933		86,013	-80
1,914,041		1,586,829	327,212
414,268		344,194	70,074
626,368		517,256	109,112
3,353,284		3,259,516	93,768
8		8	0
162,915		161,139	1,776
950,851		917,103	33,748
18,809,174		18,779,240	29,934
280,204		260,542	19,662
47		41	6
10,005,619		9,817,895	187,724
314,204		273,400	40,804
182,593		178,334	4,259
2,183,622		3,493,520	-1,309,898
3,351,421		2,916,298	435,123
181,934		159,543	22,391
418,928		369,762	49,166
2,393,872		2,174,485	219,387
147,462		143,711	3,751
127,329		104,863	22,466
158,472		142,571	15,901
5,992,273		5,469,215	523,058
3,747		3,417	330
477,343		477,702	-359

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,727
			317,402
			301,531
			23,336
			61,105
			135,175
			186,941
			6,167
			198,855
			7,879
			7,064
			29,254
			297,980
			399,278
			56,870
			699,288
			11,117
			420,766
			131,973
			244,419
			1,399,000
			598,973
			65,836
			1,350,873
			881,574
			1,611,039
			-43,234
			-768
			7,023
			52,804

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,747
			376,852
			-1,039
			-80
			327,212
			70,074
			109,112
			93,768
			0
			1,776
			33,748
			29,934
			19,662
			6
			187,724
			40,804
			4,259
			-1,309,898
			435,123
			22,391
			49,166
			219,387
			3,751
			22,466
			15,901
			523,058
			330
			-359

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F ROGER HARDESTY	PRESIDENT & DIRECTOR 1 00	0	0	0
4141 N MEMORIAL TULSA,OK 74145				
DONNA J HARDESTY	VICE-PRESIDENT & DIRECTOR 1 00	0	0	0
4141 N MEMORIAL TULSA,OK 74145				
MICHELLE HARDESTY	EXECUTIVE DIRECTOR 40 00	80,000	0	0
4141 N MEMORIAL TULSA,OK 74145				
MARILYN COX	SECRETARY 1 00	0	0	0
4141 N MEMORIAL TULSA,OK 74115				
ALEX CRISTO	DIRECTOR 1 00	0	0	0
4141 N MEMORIAL TULSA,OK 74115				

Form 990PF Part XV Line 1a - 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).

F RO GER HARDESTY
DONNA J HARDESTY

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN HEART ASSOC 2227 E SKELLY DR TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	50
AMERICAN RED CROSS TULSA AREA CHAPTER 10151 EAST 11TH STREET TULSA,OK 74128	NONE	PUBLIC CHARITY	GENERAL	5,000
ARTS AND HUMANITIES COUNCIL OF TULSA 101 EAST ARCHER ST TULSA,OH 74103	NONE	PUBLIC CHARITY	GENERAL	25,000
ASSOCIATION OF FUNDRAISING PROFESSIONALS 4606 SOUTH GARNETT STE 100 TULSA,OK 74146	NONE	PUBLIC CHARITY	GENERAL	1,470
BIG BROTHERS BIG SISTERS 5840 S MEMORIAL DRIVE SUITE 105 TULSA,OK 74145	NONE	PUBLIC CHARITY	GENERAL	50
BISHOP KELLY HIGH SCHOOL 3905 S HUDSON AVE TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	61,000
BOY SCOUTS OF AMERICA AKA INDIAN NATIONS COUNCIL 4295 S GARNETT RD TULSA,OK 74146	NONE	PUBLIC CHARITY	GENERAL	53,276
CHILDRENS MUSICAL THEATRE OF BARTLESVILLE 600 SE DELAWARE AVE BARTLESVILLE,OK 74003	NONE	PUBLIC CHARITY	GENERAL	2,500
CHURCH OF SAINT MARY 1347 E 49TH PLACE TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	1,500
CLAREHOUSE INC 7617 S MINGO RD TULSA,OK 74133	NONE	PUBLIC CHARITY	GENERAL	23,000
COMETS LACROSSE INC 2520 WOODWARD BLVD TULSA,OK 74114	NONE	PUBLIC CHARITY	GENERAL	2,500
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 NORTH KENOSHA TULSA,OK 74106	NONE	PUBLIC CHARITY	GENERAL	40,000
CONGREGATION OF BENEDICTINE SISTERS OF THE SACRED HEARTS INC 2200 SOUTH LEWIS AVENUE TULSA,OK 74114	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	25,000
CORNERSTONE CHRISTIAN ACADEMY 7770 WHIRLPOOL DRIVE SPERRY,OK 74073	NONE	PUBLIC CHARITY	GENERAL	500
CRISIS PREGNANCY OUTREACH PO BOX 1113 JENKS,OK 74037	NONE	PUBLIC CHARITY	GENERAL	500
Total  3a				2,875,686

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CROSSTOWN LEARNING CENTER INC 2501 EAST ARCHER STREET TULSA,OK 74110	NONE	PUBLIC CHARITY	GENERAL	13,000
DESTINY FAMILY CHURCH 1500 US 69 WAGONER,OK 74467	NONE	PUBLIC CHARITY	GENERAL	500
DIVERSITY ARTS ASSOCIATION OF OKLAHOMA P O BOX 2755 TULSA,OK 74101	NONE	PUBLIC CHARITY	GENERAL	990
DOMESTIC VIOLENCE INTERVENTION SERVICES 4300 S HARVARD AVE STE 100 TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	1,114,815
EASTERN OK DONATED DENTAL SVCS 3741 S PEORIA TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	25,000
EPISCOPAL DIOCESE OF OKLAHOMA 924 NORTH ROBINSON OKLAHOMA CITY,OK 73102	NONE	PUBLIC CHARITY	GENERAL	150
FAB LAB TULSA INC 710 SOUTH LEWIS AVENUE TULSA,OK 74104	NONE	PUBLIC CHARITY	GENERAL	65,000
FAMILY & CHILDRENS SERVICE INC 650 S PEORIA AVENUE TULSA,OK 74120	NONE	PUBLIC CHARITY	GENERAL	5,000
GIRL SCOUTS OF EASTERN OKLAHOMA 2432 EAST 51ST STREET TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	30,000
HAPPY HANDS EDUCATION CENTER 8801 S GARNETT RD TULSA,OK 74012	NONE	PUBLIC CHARITY	GENERAL	500
IRON GATE AT TRINITY INC 501 S CINCINNATI TULSA,OK 74103	NONE	PUBLIC CHARITY	GENERAL	200
JAZZ AT ASPEN-SNOWMASS 110 E HALLAM SUITE 104 ASPEN,CO 81611	NONE	PUBLIC CHARITY	GENERAL	13,500
LEADERSHIP OKLAHOMA 5500 NORTH WESTERN STE 142 OKLAHOMA CITY,OK 73118	NONE	PUBLIC CHARITY	GENERAL	10,000
LIVING ARTS OF TULSA INCORPORATED 307 E BRADY ST TULSA,OK 74102	NONE	PUBLIC CHARITY	GENERAL	2,500
MARGARET HUDSON PROGRAM INC 1136 SOUTH ALLEGHENY AVE TULSA,OK 74112	NONE	PUBLIC CHARITY	GENERAL	10,000
Total  3a				2,875,686

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MARQUETTE CATHOLIC SCHOOL 1519 S QUINCY AVE TULSA,OK 74120	NONE	PUBLIC CHARITY	GENERAL	3,500
OKLAHOMA CENTER FOR NONPROFITS INC 720 W WILSHIRE BLVD STE 115 TULSA,OK 74104	NONE	PUBLIC CHARITY	GENERAL	4,840
PALMER CONTINUUM OF CARE INC 5319 S LEWIS AVE STE 219 TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	3,500
PARENT CHILD CENTER OF TULSA INC 1421 SOUTH BOSTON AVE TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	50,000
PHILANTHROPY SOUTHWEST 624 N GOOD-LATIMER STE 100 DALLAS,TX 75204	NONE	PUBLIC CHARITY	GENERAL	3,000
PHILBROOK MUSEUM OF ART PO BOX 52510 TULSA,OK 74152	NONE	PUBLIC CHARITY	GENERAL	20,000
RESONANCE CENTER FOR WOMEN INC 1608 S ELWOOD AVE TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	11,000
SAFENET SERVICES 1219 W DUPONT CLAREMORE,OK 74017	NONE	PUBLIC CHARITY	GENERAL	200
SALVATION ARMY 924 SOUTH HUDSON TULSA,OK 74112	NONE	PUBLIC CHARITY	GENERAL	500
SOUTH GRAND LAKE REGIONAL AIRPORT 35602 S 4467 ROAD VINITA,OK 74301	NONE	PUBLIC CHARITY	GENERAL	500
SPECIAL OLYMPICS OKLAHOMA 6835 S CANTON AVENUE TULSA,OK 74136	NONE	PUBLIC CHARITY	GENERAL	7,500
ST BALDRICK'S FOUNDATION 1333 SOUTH MAYFLOWER AVE STE 400 MONROVIA,CA 91016	NONE	PUBLIC CHARITY	GENERAL	500
STAND IN THE GAP INC 3939 S HARVARD AVE STE 120 TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	30,000
STREET SCHOOL INC 1135 S YALE AVE TULSA,OK 74112	NONE	PUBLIC CHARITY	GENERAL	20,000
THE TRISTESSE GRIEF CENTER 3930 E 31ST ST TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	2,500
Total  3a				2,875,686

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE UNIVERSITY OF OKLAHOMA TULSA 100 TIMBERDELL ROAD NORMAN,OK 73019	NONE	PUBLIC CHARITY	GENERAL	2,750
TOWN & COUNTRY SCHOOL 8906 E 34TH ST TULSA,OK 74145	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	35,000
TRANSITIONAL LIVING CENTERS OF OKLAHOMA 601 S ELGIN AVENUE TULSA,OK 74120	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	2,895
TULSA AREA UNITED WAY 1430 S BOULDER TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	45,000
TULSA BOYS' HOME PO BOX 1101 TULSA,OK 74101	NONE	PUBLIC CHARITY	GENERAL	2,900
TULSA CHILDREN'S MUSEUM 560 NORTH MAYBELLE AVENUE TULSA,OK 74127	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	20,000
TULSA COMMUNITY COLLEGE FOUNDATION 6111 E SKELLY DRIVE STE 608 TULSA,OK 74133	NONE	PUBLIC CHARITY	GENERAL	1,000
TULSA COMMUNITY FOUNDATION 7030 SOUTH YALE AVE STE 600 TULSA,OK 74136	NONE	PUBLIC CHARITY	GENERAL	7,850
TULSA DAY CENTER FOR THE HOMELESS INC 415 WARCHER ST TULSA,OK 74103	NONE	PUBLIC CHARITY	GENERAL	15,500
TULSA FLIGHT NIGHT PO BOX 521067 TULSA,OK 74152	NONE	PUBLIC CHARITY	GENERAL	5,250
TULSA GIRLS ART SCHOOL PROJECT INC 2202 E ADMIRAL BLVD TULSA,OK 74110	NONE	PUBLIC CHARITY	GENERAL	11,500
TULSA LIBRARY TRUST 400 CIVIC CENTER TULSA,OK 74103	NONE	PUBLIC CHARITY	GENERAL	25,000
TULSA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 2910 MOHAWK BLVD TULSA,OK 74110	NONE	PUBLIC CHARITY	GENERAL	500
TULSA ZOO MANANGEMENT INC 6421 EAST 36TH STREET NORTH TULSA,OK 74115	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	1,000,000
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA,KS 66675	NONE	PUBLIC CHARITY	GENERAL	500
Total  3a				2,875,686

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOUTH SERVICES TULSA INC 311 S MADISON TULSA,OK 74120	NONE	PUBLIC CHARITY	GENERAL	10,000
Total  3a				2,875,686

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047
		2013

Name of the organization THE HARDESTY FAMILY FOUNDATION INC	Employer identification number 20-4094088
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE HARDESTY FAMILY FOUNDATION INC	Employer identification number 20-4094088
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	F ROGER HARDESTY 4141 N MEMORIAL TULSA, OK 74115	\$ 4,594,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE HARDESTY FAMILY FOUNDATION INC	Employer identification number 20-4094088
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE HARDESTY FAMILY FOUNDATION INC	Employer identification number 20-4094088
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DELL OPTIPLEX	2011-11-30	1,953	782	SL	5 0000000000000	391	0		
MISOK UPGRADE	2013-10-29	3,717	62	SL	5 0000000000000	743	0		
MISOK UPGRADE	2013-12-18	2,915		SL	5 0000000000000	534	0		
COMPUTER	2014-01-24	1,410		SL	5 0000000000000	235	0		

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE HARDESTY FAMILY FOUNDATION INC
EIN: 20-4094088

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	24,248,211	25,266,472

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE HARDESTY FAMILY FOUNDATION INC
EIN: 20-4094088

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	41,796,607	40,418,170

TY 2013 Land, Etc. Schedule**Name:** THE HARDESTY FAMILY FOUNDATION INC**EIN:** 20-4094088

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DELL OPTIPLEX	1,953	1,173	780	
MISOK UPGRADE	3,717	805	2,912	
MISOK UPGRADE	2,915	534	2,381	
COMPUTER	1,410	235	1,175	

TY 2013 Other Assets Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM-RELATED INVESTMENTS	3,233,058	1,637,778	1,637,778

TY 2013 Other Expenses Schedule**Name:** THE HARDESTY FAMILY FOUNDATION INC**EIN:** 20-4094088

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	655	0		655
COMPUTER EXPENSE	39,856	25,700		14,156
BROKER FEES	128,102	128,102		0
POSTAGE	221	0		221
INSURANCE - WORKERS COMP	711	0		711
DIRECT EXPENSE	3,823	0		3,823
MEALS & ENTERTAINMENT	7,461	0		7,461
TRAINING	3,595	0		3,595
DUES AND SUBSCRIPTIONS	825	825		0
CPE TRAINING	1,113	1,113		0
DATA PROCESSING SERVICES	796	0		796
BOARD MEETING EXPENSE	815	0		815

TY 2013 Other Income Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROGRAM-RELATED INVESTMENTS	38,361	38,361	38,361

TY 2013 Other Professional Fees Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROF FEES	4,145	0		4,145

TY 2013 Taxes Schedule**Name:** THE HARDESTY FAMILY FOUNDATION INC**EIN:** 20-4094088

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - EXCISE	174,200	0		0
FOREIGN TAXES	520	0		0