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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

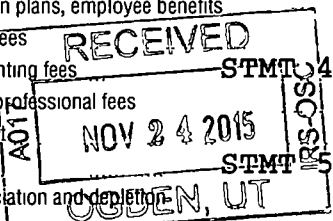
, and ending

Name of foundation KENNETH G. AND DIANA MOON ADAMS FOUNDATION		A Employer identification number 20-2068766
Number and street (or P.O. box number if mail is not delivered to street address) P.O. DRAWER A	Room/suite	B Telephone number 918-335-1010
City or town, state or province, country, and ZIP or foreign postal code BARTLESVILLE, OK 74005-5001		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) \$ 1,671,771. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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	130,966.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28,845.	28,845.		STATEMENT 1
	5a Gross rents	48.	48.		STATEMENT 2
	b Net rental income or (loss)	48.			
	6a Net gain or (loss) from sale of assets not on line 10	1,620.			
	b Gross sales price for all assets on line 6a	178,689.			
	7 Capital gain net income (from Part IV, line 2)		1,620.		
	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)					
11 Other income	-4,618.	1,497.		STATEMENT 3	
12 Total. Add lines 1 through 11	156,861.	32,010.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	3,700.	3,700.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes	3,975.	1,063.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	389.	370.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	8,064.	5,133.		0.
	25 Contributions, gifts, grants paid	54,300.			54,300.
26 Total expenses and disbursements. Add lines 24 and 25	62,364.	5,133.		54,300.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	94,497.				
b Net investment income (if negative, enter -0-)		26,877.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	152,614.	128,689.	128,689.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	706.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,768.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	847,593.	1,017,625.	1,423,768.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	20,549.	17,418.	119,314.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,026,230.	1,163,732.	1,671,771.
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			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,026,230.	1,163,732.	
	30 Total net assets or fund balances	1,026,230.	1,163,732.	
	31 Total liabilities and net assets/fund balances	1,026,230.	1,163,732.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,026,230.
2 Enter amount from Part I, line 27a	2	94,497.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	94,302.
4 Add lines 1, 2, and 3	4	1,215,029.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	51,297.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,163,732.

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			
b SEE ATTACHED STATEMENT			
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 178,689.		177,069.	1,620.

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			1,620.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,620.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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))
2013	91,875.	1,536,361.	.059800
2012	152,267.	1,412,959.	.107765
2011	173,818.	1,361,949.	.127624
2010	65,611.	1,068,886.	.061383
2009	57,101.	800,431.	.071338

2 Total of line 1, column (d)	2	.427910
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	.085582
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,715,767.
5 Multiply line 4 by line 3	5	146,839.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	269.
7 Add lines 5 and 6	7	147,108.
8 Enter qualifying distributions from Part XII, line 4	8	54,300.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	538.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	538.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	538.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,665.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,665.	
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	2,127.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 2,127. Refunded ☐ 0.	11		0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JEANINE CUNNINGHAM Telephone no. ► 918-335-1010 Located at ► 4100 ADAMS RD, SUITE E 103, BARTLESVILLE, OK ZIP+4 ► 74006			
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 N/A			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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.) N/A	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 2014 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 2014) N/A	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 2014?	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 4945(d)(4)(A)? (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)?

N/A

5b

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

N/A

☐ Yes

☐ No

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

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

6b

X

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?

N/A

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.

(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
KENNETH G. ADAMS	TRUSTEE			
P.O. DRAWER A				
BARTLESVILLE, OK 74005	0.50	0.	0.	0.
DIANA MOON ADAMS	TRUSTEE			
P.O. DRAWER A				
BARTLESVILLE, OK 74005	0.50	0.	0.	0.
CHRISTINA L. ADAMS	TRUSTEE			
P.O. DRAWER A				
BARTLESVILLE, OK 74005	0.50	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,587,341.
b	Average of monthly cash balances	1b	151,817.
c	Fair market value of all other assets	1c	2,737.
d	Total (add lines 1a, b, and c)	1d	1,741,895.
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	1,741,895.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,128.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,715,767.
6	Minimum investment return Enter 5% of line 5	6	85,788.

Part XI

Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	85,788.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	538.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	538.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,250.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	85,250.
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	85,250.

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	54,300.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	54,300.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	54,300.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				85,250.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	17,160.			
b From 2010	12,290.			
c From 2011	105,889.			
d From 2012	88,495.			
e From 2013	15,450.			
f Total of lines 3a through e	239,284.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	54,300.			
a Applied to 2013, but not more than line 2a			0.	
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 2014 distributable amount				54,300.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	30,950.			30,950.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	208,334.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	208,334.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	104,389.			
c Excess from 2012	88,495.			
d Excess from 2013	15,450.			
e Excess from 2014				

KENNETH G. AND DIANA MOON ADAMS

Form 990-PF (2014)

FOUNDATION

20-2068766

Page 11

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				
BARTLESVILLE SYMPHONY ORCHESTRA FOUNDATION P.O. BOX 263 BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	2,300.
BLUESTEM MEDICAL 3500 E. FRANK PHILLIPS BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC CHARITY	SUPPORT	1,000.
CHEROKEE AREA COUNCIL BOY SCOUTS 469 520 S. QUAPAW BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	2,000.
FRIENDS OF FRANK PHILLIPS HOME 1107 CHEROKEE AVE BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	1,500.
HARVARD UNIVERSITY 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)			54,300.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	28,845.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	48.		
6 Net rental income or (loss) from personal property						
7 Other investment income	523000	-6,115.	18	1,497.		
8 Gain or (loss) from sales of assets other than inventory			14	1,620.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-6,115.		32,010.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	25,895.

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

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

[illegible]

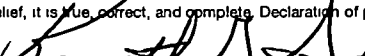
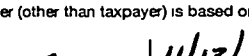
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		11/13/2015 Date		Trustee Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check ☐ if self-employed	
	JON A. OTTO				11/5/2015 Date	
	Firm's name ▶ HOGANTAYLOR LLP				Firm's EIN ▶ 73-1413977	
	Firm's address ▶ 2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002				Phone no. (918) 745-2333	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

KENNETH G. AND DIANA MOON ADAMS
FOUNDATION

Employer identification number

20-2068766

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization KENNETH G. AND DIANA MOON ADAMS FOUNDATION	Employer identification number 20-2068766
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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
1	CHRISTINA L. ADAMS P.O. DRAWER A BARTLESVILLE, OK 74005	\$ 30,102.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	DIANA MOON ADAMS P.O. DRAWER A BARTLESVILLE, OK 74005	\$ 100,864.	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 KENNETH G. AND DIANA MOON ADAMS FOUNDATION	Employer identification number 20-2068766
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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
<u>1</u>	<u>650 SHARES DCP MIDSTREAM PARTNERS, LP</u> _____ _____ _____	\$ <u>30,102.</u>	<u>12/30/14</u>
<u>2</u>	<u>400 SHARES CONOCOPHILLIPS & 1,000</u> <u>SHARES PHILLIPS 66</u> _____ _____ _____	\$ <u>100,864.</u>	<u>12/29/14</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization

KENNETH G. AND DIANA MOON ADAMS

Employer identification number

20-2068766**FOUNDATION****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info once) ► \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	400 SH. SPDR GOLD TRUST ETF	D	12/24/12	12/30/14
b	200 SH. SPDR GOLD TRUST ETF	D	12/24/12	12/31/14
c	LONG-TERM CAPITAL GAIN-MARTIN MIDSTREAM PARTNERS,	P	VARIOUS	VARIOUS
d	380 SH. SPDR GOLD TRUST ETF	P	10/13/06	12/30/14
e	200 SH. SPDR GOLD TRUST ETF	P	10/13/06	12/31/14
f	30 SH. SPDR GOLD TRUST ETF	P	10/13/06	12/31/14
g	350 SH. SPDR GOLD TRUST ETF	D	12/23/10	12/31/14
h				
i				
j				
k				
l				
m				
n				
o				

(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 46,148.		64,012.	-17,864.
b 22,741.		32,006.	-9,265.
c 11.			11.
d 43,840.		21,528.	22,312.
e 22,741.		11,333.	11,408.
f 3,411.		1,699.	1,712.
g 39,797.		46,491.	-6,694.
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-17,864.
b			-9,265.
c			11.
d			22,312.
e			11,408.
f			1,712.
g			-6,694.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,620.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

KENNETH G. AND DIANA MOON ADAMS
FOUNDATION

20-2068766

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
MARY MARTHA OUTREACH 1845 SW 4TH BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	1,000.
MUTUAL GIRLS CLUB 321 SW PENN BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	1,000.
NATIONAL MUSEUM OF EDUCATION 1145 Highbrook St, Ste 308 AKRON, OH 44301	NONE	PUBLIC CHARITY	SUPPORT	500.
OK MOZART 500-A SE DEWEY BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	1,000.
OKLAHOMA INDIAN SUMMER P.O. BOX 3455 BARTLESVILLE, OK 74006	NONE	PUBLIC CHARITY	SUPPORT	1,000.
SAMARITAN COUNSELING & GROWTH 245 SE MADISON BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC CHARITY	SUPPORT	2,000.
THE AMERICAN LEGION 501 NORTHWEST WASHINGTON BLVD BARTLESVILLE, OK 74006	NONE	PUBLIC CHARITY	SUPPORT	5,000.
THE SALVATION ARMY 101 NORTH BUCY BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	2,000.
WAKE FOREST UNIVERSITY P.O. BOX 7227 REYNOLDA STATION WINSTON-SALEM, NC 27109	NONE	PUBLIC CHARITY	SUPPORT	10,000.
WESTSIDE COMMUNITY CENTER P.O. BOX 1082 BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	1,000.
Total from continuation sheets				37,500.

KENNETH G. AND DIANA MOON ADAMS
FOUNDATION

20-2068766

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WILLIAMS EDUCATIONAL FUND 1651 NIASMITH DRIVE LAWRENCE, KS 66045	NONE	PUBLIC CHARITY	SUPPORT	10,000.
FRIENDS OF BARTLESVILLE AREA HISTORY MUSEUM 401 S JOHNSTONE 5TH FLR BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	500.
SPCA 16620 STATE HIGHWAY 23 BARTLESVILLE, OK 74003	NONE	PUBLIC CHARITY	SUPPORT	1,000.
BARTLESVILLE SPORTS COMMISSION PO BOX 1304 BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	500.
BARTLESVILLE ROTARY CLUB FOUNDATION PO BOX 881 BARTLESVILLE, OK 74005	NONE	PUBLIC CHARITY	SUPPORT	1,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ARVEST ASSET MANAGEMENT	28,152.	0.	28,152.	28,152.	
CHENIERE ENERGY PARTNERS, LP	5.	0.	5.	5.	
FIDELITY INVESTMENTS	667.	0.	667.	667.	
MARTIN MIDSTREAM PARTNERS, LP	21.	0.	21.	21.	
TO PART I, LINE 4	28,845.	0.	28,845.	28,845.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
MARTIN MIDSTREAM PARTNERS, LP	1	37.
DCP MIDSTREAM PARTNERS, LP	2	11.
TOTAL TO FORM 990-PF, PART I, LINE 5A		48.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	1,498.	1,498.	
SECTION 1231 LOSS FROM PARTNERSHIPS	-1.	-1.	
INCOME FROM PUBLICLY TRADED PARTNERSHIPS	-6,115.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,618.	1,497.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,700.	3,700.		0.
TO FORM 990-PF, PG 1, LN 16B	3,700.	3,700.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,063.	1,063.		0.
FEDERAL TAXES	2,912.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,975.	1,063.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES NONDEDUCTIBLE	166.	166.		0.
EXPENSES-PARTNERSHIPS	19.	0.		0.
INVESTMENT INTEREST EXPENSE	204.	204.		0.
TO FORM 990-PF, PG 1, LN 23	389.	370.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
APPRECIATION IN STOCK CONTRIBUTIONS SOLD	94,302.
TOTAL TO FORM 990-PF, PART III, LINE 3	94,302.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT - PRIOR YEAR FEDERAL TAXES PAID BUT NOT REPORTED	1,855.
PRIOR PERIOD ADJUSTMENT - PRIOR YEAR INCOME REPORTED BUT NOT RECEIVED	616.
APPRECIATION IN STOCK CONTRIBUTIONS RECEIVED	48,826.
TOTAL TO FORM 990-PF, PART III, LINE 5	51,297.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
17,707 SH. HELIX ENERGY	99,003.	384,242.
790 SH. SPDR GOLD TRUST	41,006.	89,728.
1,500 SH. GOLD FIELDS LTD	30,945.	6,795.
800 SH. MARKET VECTORS AGRIBUSINESS	40,214.	42,024.
252.132 SH. PETROCHINA CO LTD	12,619.	27,977.
2,200 SH. PETROLEO BRASILEIRO	25,440.	16,060.
150 SH. SEIMENS	17,060.	19,800.
261,500 SH. FAR EAST ENERGY CORP	74,541.	9,153.
3,000 SH. WOODSIDE PETROLEUM	51,333.	92,760.
1,200 SH. ISHARES SILVER TRUST	20,726.	18,072.
1,000 SH. MICROSOFT CORP	27,845.	46,450.
1,700 SH. SILVERCORP METALS	21,564.	2,210.
1,200 SH. COMPANIA DE MINAS BUENA-VENTURA	16,648.	11,472.
200 SH. JOY GLOBAL, INC	4,799.	9,304.
300 SH. STARBUCKS CORP	2,914.	24,615.
550 SH. ANADARKO PETROLEUM	19,229.	45,375.
500 SH. BP PLC SPONS ADR	19,798.	19,060.
6,600 SH. CENTRAL FUND CDA LTD	74,795.	76,428.
550 SH. MARKET VECTORS JR GOLD MINERS	20,499.	3,278.
500 SH. MARKET VECTORS GOLD MINERS	28,223.	9,190.
1,880 SH. CENTRAL GOLD TRUST	65,763.	76,422.

KENNETH G. AND DIANA MOON ADAMS FOUNDATI

20-2068766

6,500 SH. CUSHING MLP TOTAL RETN	47,136.	38,350.
1,850 SH. KAYNE ANDERSON MLP	53,864.	70,633.
1,275 SH. PHILLIPS 66	58,152.	91,417.
800 SH. RIO TINTO PLC	26,712.	36,848.
4,000 SH. CONTROLADORA COMERCIAL MEXICANA	4,409.	14,160.
400 SH. CONOCO PHILLIPS	22,846.	27,624.
375 SH. SIBAYNE GOLD LTD	0.	2,839.
9,080 SH. SPROTT PHYSICAL GOLD ETF	89,542.	88,712.
1,293 SH. STATOILHYDRO ASA	0.	22,770.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,017,625.	1,423,768.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
800 SH. MESABI TRUST	COST	5,132.	13,824.
294 SH. MARTIN MIDSTREAM PARTNERS	COST	-3,128.	7,903.
1,275 SH. CHENIERE ENERGY PARTNERS	COST	3,715.	40,800.
1,250 SH. DCP MIDSTREAM PARTNERS	COST	11,699.	56,787.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,418.	119,314.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	11
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NAME OF MANAGER

KENNETH G. ADAMS
DIANA MOON ADAMS
CHRISTINA L. ADAMS