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Return of Private Foundation

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE GERALD H. WESTBY, JR. FOUNDATION		A Employer identification number 46-1288880
Number and street (or P O box number if mail is not delivered to street address) 401 S. BOSTON AVE.	Room/suite 220	B Telephone number 918-743-8321
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74103		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 936,283.	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)
1 Contributions, gifts, grants, etc., received				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		30,058.	30,058.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,394.			
b Gross sales price for all assets on line 6a	208,018.				
7 Capital gain net income (from Part IV, line 2)			4,394.		
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					
12 Total Add lines 1 through 11		34,452.	34,452.		
13 Compensation of officers, directors, trustees, etc		4,000.	4,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	9,639.	9,639.		0.
c Other professional fees	STMT 3	2,212.	2,212.		0.
17 Interest					
18 Taxes	STMT 4	483.	483.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		906.	906.		0.
22 Printing and publications					
23 Other expenses	STMT 5	601.	601.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		17,841.	17,841.		0.
25 Contributions, gifts, grants paid		16,100.			16,100.
26 Total expenses and disbursements. Add lines 24 and 25		33,941.	17,841.		16,100.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		511.			
b Net investment income (if negative, enter -0-)			16,611.		
c Adjusted net income (if negative, enter -0-)				N/A	

6

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		1.	1.
	2 Savings and temporary cash investments	89,021.	54,536.	57,036.
	3 Accounts receivable ▶ 119.		119.	119.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	513,496.	638,189.	734,546.
	c Investments - corporate bonds STMT 8	243,062.	153,245.	144,581.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
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)		845,579.	846,090.	936,283.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	845,579.	846,090.	
30 Total net assets or fund balances	845,579.	846,090.		
31 Total liabilities and net assets/fund balances	845,579.	846,090.		

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	845,579.
2 Enter amount from Part I, line 27a	2	511.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	846,090.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	846,090.

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 208,018.		203,624.	4,394.

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			4,394.

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	4,394.
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	30,200.	701,495.	.043051
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)	2	.043051
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	.043051
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	913,577.
5 Multiply line 4 by line 3	5	39,330.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	166.
7 Add lines 5 and 6	7	39,496.
8 Enter qualifying distributions from Part XII, line 4	8	16,100.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	332.
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	332.
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	332.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
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		0.
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		332.
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 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

N/A

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOHN T. WESTBY</u> Telephone no. ► <u>918-743-8321</u> Located at ► <u>401 S. BOSTON AVE., SUITE 220, TULSA, OK</u> ZIP+4 ► <u>74103</u>			
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 <u>N/A</u>			
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 ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) <u>N/A</u>	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) <u>N/A</u>	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

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?

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?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
JOHN T. WESTBY 401 S. BOSTON AVE., SUITE 220 TULSA, OK 74103	TRUSTEE 2.00	2,000.	0.	0.
KATHLEEN H. WESTBY 401 S. BOSTON AVE., SUITE 220 TULSA, OK 74103	TRUSTEE 2.00	2,000.	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 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	886,144.
b	Average of monthly cash balances	1b	41,345.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	927,489.
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	927,489.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,912.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	913,577.
6	Minimum investment return. Enter 5% of line 5	6	45,679.

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	45,679.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	332.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	332.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,347.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45,347.
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	45,347.

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	16,100.
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	16,100.
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	16,100.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				45,347.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			4,392.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 16,100.				
a Applied to 2013, but not more than line 2a			4,392.	
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				11,708.
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))	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 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				33,639.
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	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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				
ARTS AND HUMANITIES COUNCIL OF TULSA 101 E. ARCHER ST TULSA, OK 74103	NONE	PC	PROGRAM FUNDING	3,000.
MONTE CASSINO SCHOOL 2206 S. LEWIS AVE TULSA, OK 74114	NONE	PC	2014 SCHOLARSHIP FUND	1,000.
GROVE COMMUNITY PLAYMAKERS 121 W. 3RD STREET GROVE, OK 74344	NONE	PC	2014 YOUTH AWARD PROGRAM	600.
GTILCREASE MUSEUM 1400 N. GILCREASE MUSEUM RD TULSA, OK 74127	NONE	PC	2014 SUMMER ART CAMP	1,000.
YOUTH SERVICES OF TULSA 311 S. MADISON AVE TULSA, OK 74120	NONE	PC	2014 COFFEE HOUSE ARTS PROGRAM	500.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	16,100.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVII

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

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

[illegible]

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

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

Signature of officer or trustee: *[Signature]* Date: *5.12.05* Title: **TRUSTEE**

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name EDWARD J. MYSOCK, JR.	Preparer's signature  EDWARD J. MYSOCK,	Date 05/04/15	Check ☐ if self-employed	PTIN P01379726
	Firm's name ▶ MYSOCK, CHEVAILLIER & BOLDEN, L.L.P.				Firm's EIN ▶ 73-1051839
	Firm's address ▶ 2021 SOUTH LEWIS, SUITE 700 TULSA, OK 74104				Phone no. 918/747/6099

Part IV Capital Gains and Losses for Tax on Investment Income

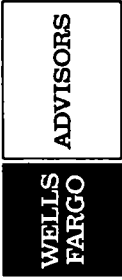
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	LAZARD LIMITED	P	04/02/14	
b	WELLS FARGO-DETAIL ATTACHED	D		
c	WELLS FARGO-DETAIL ATTACHED	P		
d	GNMA	D		
e	BASIS ADJUSTMENT FOR DATE OF DEATH VALUATION	P		
f	CAPITAL GAINS DIVIDENDS			
g				
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 106.		98.	8.
b 14,084.		11,312.	2,772.
c 193,653.		181,512.	12,141.
d 81.		4,495.	<4,414.>
e 94.		6,207.	<6,207.>
f 94.			94.
g			
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			8.
b			2,772.
c			12,141.
d			<4,414.>
e			<6,207.>
f			94.
g			
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	4,394.
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



ADVISORS

2014 Year-End Account Summary

As of Date: 03/14/15

Page 25 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
AETNA INC(NEW) CUSIP 00817Y108	3 00000	06/11/2013	06/12/2014	242 57	182 19		0 00	60 38	
	2 00000	06/11/2013	09/17/2014	167 37	121 46		0 00	45 91	
	2 00000	06/11/2013	11/20/2014	171 16	121 46		0 00	49 70	
Subtotals	7.00000			\$581.10	\$425.11		\$0.00	\$155.99	
APPLE INC CUSIP 037833100	28 00000	06/11/2013	06/12/2014	2,574 31	1,745 00		0 00	829 31	
CITIGROUP INC NEW CUSIP 172967424	23 00000	06/11/2013	07/01/2014	1,093 19	1,161 93		0 00	-68 74	
CONVERGYS CORP CUSIP 212485106	46 00000	06/11/2013	06/12/2014	997 56	814 65		0 00	182 91	
COVANCE INC CUSIP 222816100	20 00000	06/11/2013	09/17/2014	1,699 13	1,481 00		0 00	218 13	
DEVON ENERGY CORP CUSIP 25179M103	1 00000	11/11/2013	11/20/2014	66 24	60 67		0 00	5 57	
GILEAD SCIENCES INC CUSIP 375558103	1 00000	06/11/2013	07/01/2014	84 68	51 79		0 00	32 89	
	3 00000	06/11/2013	08/08/2014	276 51	155 37		0 00	121 14	
	1 00000	06/11/2013	09/17/2014	102 39	51 79		0 00	50 60	
	2 00000	06/11/2013	10/22/2014	213 14	103 58		0 00	109 56	
Subtotals	7.00000			\$676.72	\$362.53		\$0.00	\$314.19	
HANESBRANDS INC CUSIP 410345102	1 00000	08/08/2013	10/22/2014	108 44	62 61		0 00	45 82	
ISHARES ETF U.S. TELECOMMUNICATIONS CUSIP 464287713	3 00000	06/11/2013	07/01/2014	91 26	78 60		0 00	12 66	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 26 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

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MAGNA INTL INC CL A CUSIP: 559222401	1 00000	06/11/2013	06/12/2014	107 47	67 81		0 00	39 65	
	1 00000	06/11/2013	07/01/2014	109 19	67 81		0 00	41 37	
	2 00000	06/11/2013	11/20/2014	210 08	135 64		0 00	74 44	
Subtotals	4.00000			\$426.74	\$271.26		\$0.00	\$155.46	
PHILLIPS 66 CUSIP: 718546104	1 00000	06/11/2013	08/08/2014	81 90	64 61		0 00	17 29	
QUANTA SVCS INC CUSIP: 74762E102	3 00000	06/11/2013	09/17/2014	111 27	81 03		0 00	30 24	
SELECT SECTOR SPDR FD HEALTH CARE CUSIP: 81369Y209	1 00000	06/11/2013	07/01/2014	61 30	48 16		0 00	13 14	
	1 00000	06/11/2013	09/17/2014	64 43	48 16		0 00	16 27	
	1 00000	06/11/2013	10/22/2014	63 37	48 16		0 00	15 21	
	1 00000	06/11/2013	11/20/2014	67 91	48 16		0 00	19 75	
Subtotals	4.00000			\$257.01	\$192.64		\$0.00	\$64.37	
SELECT SECTOR SPDR TR CONSUMER STAPLES CUSIP: 81369Y308	65 00000	06/11/2013	07/01/2014	2,904 42	2,623 09		0 00	281 33	
	15 00000	06/11/2013	10/22/2014	684 22	605 33		0 00	78 89	
	2 00000	06/11/2013	11/20/2014	96 54	80 72		0 00	15 82	
Subtotals	82.00000			\$3,685.18	\$3,309.14		\$0.00	\$376.04	
SELECT SECTOR SPDR FD CONSUMER DISCRETIONARY CUSIP: 81369Y407	1 00000	06/11/2013	07/01/2014	67 30	56 15		0 00	11 14	
	1 00000	06/11/2013	10/22/2014	65 58	56 15		0 00	9 42	
Subtotals	2.00000			\$132.88	\$112.30		\$0.00	\$20.56	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 27 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions - continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
FINANCIAL SELECT ETF SECTOR SPDR CUSIP: 81369Y605	7 00000	06/11/2013	10/22/2014	159 01	138 15		0 00	20 86	
SECTOR SPDR TR ETF TECHNOLOGY SELECT SECTOR CUSIP: 81369Y803	3 00000	06/11/2013	06/12/2014	113 49	94 53		0 00	18 96	
	3 00000	06/11/2013	07/01/2014	116 10	94 53		0 00	21 57	
	5 00000	06/11/2013	08/08/2014	192 07	157 55		0 00	34 52	
	5 00000	06/11/2013	11/20/2014	207 00	157 55		0 00	49 45	
Subtotals	16 00000			\$628 66	\$504 16		\$0 00	\$124 50	
SELECT SECTOR SPDR TR UTILITIES SELECT SECTOR CUSIP: 81369Y886	2 00000	06/11/2013	07/01/2014	87 94	75 54		0 00	12 40	
	3 00000	06/11/2013	10/22/2014	132 42	113 31		0 00	19 11	
Subtotals	5 00000			\$220 36	\$188 85		\$0 00	\$31 51	
SOUTHWEST AIRLINES CO CUSIP: 844741108	14 00000	07/08/2013	08/08/2014	391 37	180 24		0 00	211 13	
VALERO ENERGY CORP NEW (VALERO REFNG & MKTING) CUSIP: 91913Y100	1 00000	06/11/2013	08/08/2014	51 02	38 72		0 00	12 29	
	1 00000	06/11/2013	11/20/2014	50 51	38 72		0 00	11 78	
Subtotals	2 00000			\$101 53	\$77 44		\$0 00	\$24 07	
Totals				\$14,083.86	\$11,311.92		\$0 00	\$2,771.87	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 4 of 36

Account Number: 5024-8280

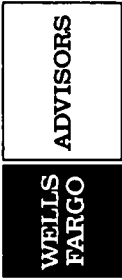
THE GERALD H WESTBY JR
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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
AES CORP CUSIP: 00130H105	138.00000	06/11/2013	03/11/2014	1,875.39	1,673.93		0.00	201.46	Original Basis: 1,684.97
	4.00000	01/07/2014	03/11/2014	54.36	58.68		0.00	-4.32	
	4.00000	02/06/2014	03/11/2014	54.36	55.76		0.00	-1.40	
Subtotals	146.00000			\$1,984.11	\$1,788.37		\$0.00	\$195.74	
AOL INC CUSIP: 00184X105	2.00000	03/11/2014	06/12/2014	73.16	85.11		0.00	-11.95	
	32.00000	03/11/2014	07/01/2014	1,293.23	1,361.75		0.00	-68.52	
	9.00000	05/07/2014	07/01/2014	363.73	300.06		0.00	63.67	
Subtotals	43.00000			\$1,730.12	\$1,746.92		\$0.00	(\$16.80)	
ACTIVISION BLIZZARD INC CUSIP: 00507V109	6.00000	06/11/2013	01/07/2014	109.89	85.66		0.00	24.23	
	140.00000	06/11/2013	02/06/2014	2,396.24	1,998.52		0.00	397.72	
	5.00000	10/04/2013	02/06/2014	85.58	84.00		0.00	1.58	
	7.00000	11/11/2013	02/06/2014	119.82	118.51		0.00	1.31	
Subtotals	158.00000			\$2,711.53	\$2,286.69		\$0.00	\$424.84	
ADTRAN INC CUSIP: 00738A106	66.00000	08/08/2014	10/22/2014	1,333.16	1,454.05		0.00	-120.89	
	3.00000	09/17/2014	10/22/2014	60.60	67.64		0.00	-7.04	
Subtotals	69.00000			\$1,393.76	\$1,521.69		\$0.00	(\$127.93)	
AETNA INC(NEW) CUSIP: 00817Y108	3.00000	06/11/2013	03/11/2014	222.00	182.19		0.00	39.81	



2014 Year-End Account Summary

As of Date: 03/14/15

Page 5 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Banker Exchange Transactions, Continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ALASKA AIR GROUP INC CUSIP: 011659109	2 00000	07/01/2014	09/17/2014	93 08	96 51		0 00	-3 43	
	4 00000	07/01/2014	10/22/2014	187 94	193 02		0 00	-5 08	
	6 00000	07/01/2014	11/20/2014	326 03	289 53		0 00	36 50	
Subtotals	12.00000			\$607.05	\$579.06		\$0.00	\$27.99	
ALLIANCE DATA SYSTEMS CORP CUSIP: 018581108	11 00000	06/12/2014	10/22/2014	2,964.81	2,895 27		0 00	69.54	
	1 00000	09/17/2014	10/22/2014	269 53	249 60		0 00	19 93	
Subtotals	12.00000			\$3,234.34	\$3,144.87		\$0.00	\$89.47	
ANADARKO PETROLEUM CORP CUSIP: 032511107	1 00000	06/11/2013	02/06/2014	79 70	86 68		0 00	-6 98	
	9 00000	06/11/2013	04/02/2014	778 79	780 12		0 00	-1 33	
	3 00000	06/11/2013	05/07/2014	307 64	260 04		0 00	47 60	
Subtotals	13.00000			\$1,166.13	\$1,126.84		\$0.00	\$39.29	
APACHE CORP COMMON CUSIP: 037411105	1 00000	01/07/2014	04/02/2014	84 43	87 61		0 00	-3 18	
	1 00000	01/07/2014	05/07/2014	87 40	87 61		0 00	-0 21	
	10 00000	01/07/2014	06/12/2014	962 26	876 06		0 00	86 20	
	12 00000	01/07/2014	07/01/2014	1,209 54	1,051 27		0 00	158 27	
	2 00000	02/06/2014	07/01/2014	201 59	158 92		0 00	42 67	
	1 00000	03/11/2014	07/01/2014	100 80	79 92		0 00	20 88	
Subtotals	27.00000			\$2,646.02	\$2,341.39		\$0.00	\$304.63	
APPLE INC CUSIP: 037833100	1 00000	06/11/2013	05/07/2014	591 77	436 25		0 00	155 52	
	7 00000	07/08/2013	06/12/2014	643 58	413 63		0 00	229 95	
	7 00000	10/04/2013	06/12/2014	643 58	480 57		0 00	163 01	
	7 00000	01/07/2014	06/12/2014	643 58	538 44		0 00	105 14	
Subtotals	22.00000			\$2,522.51	\$1,868.89		\$0.00	\$653.62	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 6 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
APPLIED MATERIALS INC CUSIP: 038222105	3 00000	10/22/2014	11/20/2014	67 91	61 53		0 00	6 38	
AVNET INC CUSIP: 053807103	34 00000	05/07/2014	11/20/2014	1,477 64	1,419 20		0 00	58 44	
	2 00000	08/08/2014	11/20/2014	86 92	82 04		0 00	4 88	
	37 00000	10/22/2014	11/20/2014	1,608 03	1,486 66		0 00	121 37	
Subtotals	73 00000			\$3,172.59	\$2,987.90		\$0.00	\$184.69	
BAKER HUGHES INC CUSIP: 057224107	4 00000	11/11/2013	02/06/2014	232 16	234 80		0 00	-2 64	
	1 00000	11/11/2013	04/02/2014	65 74	58 70		0 00	7 04	
	2 00000	11/11/2013	05/07/2014	142 42	117 40		0 00	25 02	
	1 00000	11/11/2013	07/01/2014	74 86	58 70		0 00	16 16	
	15 00000	11/11/2013	08/08/2014	1,016 81	880 50		0 00	136 31	
	2 00000	12/10/2013	08/08/2014	135 57	106 76		0 00	28 81	
	2 00000	01/07/2014	08/08/2014	135 58	104 92		0 00	30 66	
	1 00000	06/12/2014	08/08/2014	67 79	70 68		0 00	-2 89	
Subtotals	28 00000			\$1,870.93	\$1,632.46		\$0.00	\$238.47	
BOSTON SCIENTIFIC CORP CUSIP: 101137107	9 00000	03/11/2014	10/22/2014	111 51	118 77		0 00	-7 26	
BRADY CORP CL A CUSIP: 104674106	46 00000	11/11/2013	01/07/2014	1,455 11	1,331 70		0 00	123 41	
	57 00000	05/07/2014	06/12/2014	1,585 83	1,446 90		0 00	138 93	
Subtotals	103 00000			\$3,040.94	\$2,778.60		\$0.00	\$262.34	
BROADCOM CORP CL A CUSIP: 111320107	2 00000	08/08/2014	09/17/2014	81 53	74 30		0 00	7 23	



2014 Year-End Account Summary

Page 7 of 36

As of Date: 03/14/15

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

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BUFFALO WILD WINGS INC CUSIP: 119848109	3 00000	09/17/2014	11/20/2014	490 44	426 99		0 00	63 45	
CBL & ASSOC PROPERTIES REIT INC CUSIP: 124830100	55.00000 5 00000 5 00000 9 00000	07/08/2013 08/08/2013 09/09/2013 11/11/2013	02/06/2014 02/06/2014 02/06/2014 02/06/2014	918 06 83 46 83 46 150 24	1,215.25 106 50 96 85 162.99		0 00 0 00 0 00 0 00	-297 19 -23 04 -13 39 -12 75	
Subtotals	74.00000			\$1,235.22	\$1,581.59		\$0.00	(\$346.37)	
CBS CORP CL B CUSIP: 124857202	23 00000	06/11/2013	01/07/2014	1,453 90	1,081 00		0 00	372 90	
CIGNA CORPORATION CUSIP: 125509109	45 00000 1 00000 1 00000 1 00000	06/11/2013 10/04/2013 11/11/2013 02/06/2014	03/11/2014 03/11/2014 03/11/2014 03/11/2014	3,603 29 80 07 80 07 80 08	3,104 83 78 84 80 98 84 93		0 00 0 00 0 00 0 00	498 46 1 23 -0 91 -4 85	
Subtotals	48.00000			\$3,843.51	\$3,349.58		\$0.00	\$493.93	
CELGENE CORP CUSIP: 151020104	1 00000 2 00000 1 00000 2 00000 1 00000	03/11/2014 03/11/2014 03/11/2014 03/11/2014 03/11/2014	06/12/2014 07/01/2014 08/08/2014 10/22/2014 11/20/2014	160 03 175 16 85 93 189 54 106 55	158 31 158 30 79 15 158 30 79 15		0 00 0 00 0 00 0 00 0 00	1 72 16 86 6 78 31 24 27 40	
Subtotals	7.00000			\$717.21	\$633.21		\$0.00	\$84.00	
CHAMBERS STREET PTYS CUSIP: 157842105	183.00000	06/12/2014	09/17/2014	1,392 71	1,488 72		0 00	-96 01	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 8 of 36

Account Number: 5024-8280

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FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
CHICAGO BRIDGE AND IRON - NEW YORK SHARES CUSIP: 167250109	38 00000	09/17/2014	10/22/2014	1,872.01	2,351.06		0.00	-479.05	
CITIGROUP INC NEW CUSIP: 172967424	1 00000	08/08/2013	07/01/2014	47.53	51.47		0.00	-3.94	
	2 00000	11/11/2013	07/01/2014	95.06	100.30		0.00	-5.24	
	2 00000	02/06/2014	07/01/2014	95.06	96.46		0.00	-1.40	
	2 00000	04/02/2014	07/01/2014	95.06	96.50		0.00	-1.44	
	32 00000	06/12/2014	07/01/2014	1,520.97	1,547.52		0.00	-26.55	
	2 00000	08/08/2014	09/17/2014	105.01	95.98		0.00	9.03	
Subtotals	41.00000			\$1,958.69	\$1,988.23		\$0.00	(\$29.54)	
CON-WAY INC CUSIP: 205944101	45 00000	08/08/2014	09/17/2014	2,280.56	2,210.96		0.00	69.60	
CONCHO RESOURCES INC CUSIP: 20605P101	10 00000	07/01/2014	09/17/2014	1,350.20	1,430.00		0.00	-79.80	
	1 00000	08/08/2014	09/17/2014	135.03	131.63		0.00	3.40	
Subtotals	11.00000			\$1,485.23	\$1,561.63		\$0.00	(\$76.40)	
CONSTELLATION BRANDS INC CL A CUSIP: 21036P108	2 00000	05/07/2014	07/01/2014	176.40	157.55		0.00	18.85	
	2 00000	05/07/2014	10/22/2014	173.98	157.55		0.00	16.43	
	1 00000	05/07/2014	11/20/2014	94.08	78.78		0.00	15.30	
Subtotals	5.00000			\$444.46	\$393.88		\$0.00	\$50.58	
CONVERGYS CORP CUSIP: 212485106	10 00000	06/11/2013	01/07/2014	221.83	177.10		0.00	44.73	
	3 00000	06/11/2013	03/11/2014	62.16	53.13		0.00	9.03	
	5 00000	06/11/2013	04/02/2014	109.40	88.55		0.00	20.85	
	69 00000	10/04/2013	06/12/2014	1,496.34	1,286.36		0.00	209.98	
	3 00000	12/10/2013	06/12/2014	65.05	60.12		0.00	4.93	



2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
CONVERGYS CORP CUSIP: 212485106	15.00000	02/06/2014	06/12/2014	325.31	289.29		0.00	36.02	
Subtotals	105.00000			\$2,280.09	\$1,954.55		\$0.00	\$325.54	
CORNING INC CUSIP: 219350105	12.00000	03/11/2014	04/02/2014	256.67	231.32		0.00	25.35	
	136.00000	03/11/2014	06/12/2014	2,868.66	2,621.51		0.00	247.15	
Subtotals	148.00000			\$3,125.33	\$2,852.83		\$0.00	\$272.50	
COSTAR GROUP INC CUSIP: 22160N109	14.00000	06/12/2014	08/08/2014	2,005.60	2,262.68		0.00	-257.08	
COVANCE INC CUSIP: 222816100	2.00000	06/11/2013	02/06/2014	196.00	148.10		0.00	47.90	
	1.00000	11/11/2013	09/17/2014	84.95	86.39		0.00	-1.44	
	5.00000	05/07/2014	09/17/2014	424.79	412.50		0.00	12.29	
Subtotals	8.00000			\$705.74	\$646.99		\$0.00	\$58.75	
CREDIT SUISSE GROUP SPON ADR CUSIP: 225401108	49.00000	06/12/2014	08/08/2014	1,312.74	1,483.72		0.00	-170.98	
	3.00000	07/01/2014	08/08/2014	80.38	86.76		0.00	-6.38	
Subtotals	52.00000			\$1,393.12	\$1,570.48		\$0.00	(\$177.36)	
CROWN HOLDINGS INC CUSIP: 228368106	29.00000	07/08/2013	01/07/2014	1,289.73	1,214.33		0.00	75.40	
	2.00000	11/11/2013	01/07/2014	88.95	86.72		0.00	2.23	
Subtotals	31.00000			\$1,378.68	\$1,301.05		\$0.00	\$77.63	
DEVON ENERGY CORP CUSIP: 25179M103	1.00000	11/11/2013	03/11/2014	63.80	60.67		0.00	3.13	
	1.00000	11/11/2013	04/02/2014	68.07	60.67		0.00	7.40	
	2.00000	11/11/2013	05/07/2014	146.48	121.34		0.00	25.14	
	8.00000	11/11/2013	08/08/2014	587.70	485.35		0.00	102.35	
	8.00000	11/11/2013	09/17/2014	570.81	485.34		0.00	85.47	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 10 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

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Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
DEVON ENERGY CORP CUSIP: 25179M103	20.00000			\$1,436.86	\$1,213.37		\$0.00	\$223.49	
Subtotals									
ECHOSTAR HOLDING CORP - A CUSIP: 278768106	1 00000 28 00000 2 00000	06/12/2014 06/12/2014 08/08/2014	07/01/2014 11/20/2014 11/20/2014	53 11 1,427 43 101 96	52 19 1,461 05 97 53		0.00 0.00 0.00	0 92 -33 62 4 43	
Subtotals	33.00000			\$1,684.46	\$1,702.09		\$0.00	(\$17.63)	
EMBRAER S A ADR SPONS ADR REPSTG PFD SHS CUSIP: 29082A107	2.00000	06/12/2014	08/08/2014	75 76	72 36		0.00	3.40	
EVERCORE PARTNERS INC CL A CUSIP: 29977A105	25 00000	11/11/2013	01/07/2014	1,468 45	1,312 63		0.00	155 82	
F5 NETWORKS INC CUSIP: 315616102	1 00000 1 00000	06/12/2014 06/12/2014	08/08/2014 09/17/2014	113 74 125 72	111 26 111 26		0.00 0.00	2 48 14 46	
Subtotals	3.00000			\$365.57	\$333.78		\$0.00	\$31.79	
51JOBS INC-ADR CUSIP: 316827104	19 00000	03/11/2014	04/02/2014	1,397 54	1,456 51		0.00	-58 97	
FLOWERVE CORP CUSIP: 34354P105	18 00000	04/02/2014	05/07/2014	1,351 23	1,434.51		0.00	-83 28	



2014 Year-End Account Summary

As of Date: 03/14/15

Page 11 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
FOOT LOCKER INC CUSIP: 344849104	2 00000	03/11/2014	07/01/2014	102 68	92 52		0 00	10.16	
	2 00000	03/11/2014	09/17/2014	115 52	92 52		0 00	23.00	
Subtotals	4.00000			\$218.20	\$185.04		\$0.00	\$33.16	
FOSSIL GROUP INC CUSIP: 34988V106	10 00000	11/11/2013	03/11/2014	1,149 17	1,278 02		0 00	-128 85	
	1 00000	12/10/2013	03/11/2014	114 92	123.12		0 00	-8 20	
	1 00000	01/07/2014	03/11/2014	114 92	119 54		0 00	-4 62	
Subtotals	12.00000			\$1,379.01	\$1,520.68		\$0.00	(\$141.67)	
FREEPORT-MCMORAN INC CLASS B CUSIP: 35671D857	40 00000	08/08/2014	10/22/2014	1,239 79	1,453 60		0 00	-213 81	
	5 00000	09/17/2014	10/22/2014	154 98	173.67		0 00	-18 69	
Subtotals	45.00000			\$1,394.77	\$1,627.27		\$0.00	(\$232.50)	
GAP INC CUSIP: 364760108	35.00000	01/07/2014	03/11/2014	1,464.42	1,379.55		0 00	84.87	
GENERAL GROWTH PPTYS INC CUSIP: 370023103	31 00000	02/06/2014	04/02/2014	683 36	630 43		0 00	52 93	
	5 00000	02/06/2014	05/07/2014	116 45	101 69		0 00	14 76	
	30 00000	02/06/2014	09/17/2014	728 38	610 08		0 00	118 30	
	1 00000	02/06/2014	10/22/2014	24 58	20 33		0 00	4.25	
	3 00000	03/11/2014	10/22/2014	73 76	66 17		0 00	7 59	
Subtotals	70.00000			\$1,626.53	\$1,428.70		\$0.00	\$197.83	
GILEAD SCIENCES INC CUSIP: 375558103	3 00000	06/11/2013	02/06/2014	233 79	155 37		0 00	78 42	
	3 00000	06/11/2013	05/07/2014	235 94	155 37		0 00	80 57	
Subtotals	6.00000			\$469.73	\$310.74		\$0.00	\$158.99	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 12 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description (Box 1a) CUSIP	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
GOLDMAN SACHS GROUP INC CUSIP: 38141G104	8.00000	09/09/2013	04/02/2014	1,339.41	1,276.32		0.00	63.09	
HANESBRANDS INC CUSIP: 410345102	1.00000	08/08/2013	03/11/2014	73.36	62.61		0.00	10.74	
	1.00000	08/08/2013	05/07/2014	81.09	62.61		0.00	18.47	
	3.00000	08/08/2013	07/01/2014	299.72	187.84		0.00	111.88	
Subtotals	5.00000			\$454.17	\$313.06		\$0.00	\$141.09	
HARTFORD FINL SVCS GROUP INC CUSIP: 416515104	3.00000	04/02/2014	10/22/2014	110.91	107.53		0.00	3.38	
	2.00000	04/02/2014	11/20/2014	81.58	71.69		0.00	9.89	
Subtotals	5.00000			\$192.49	\$179.22		\$0.00	\$13.27	
HEARTLAND EXPRESS INC CUSIP: 422347104	4.00000	01/07/2014	02/06/2014	81.48	79.50		0.00	1.98	
	66.00000	01/07/2014	03/11/2014	1,457.84	1,311.64		0.00	146.20	
Subtotals	70.00000			\$1,539.32	\$1,391.14		\$0.00	\$148.18	
ILLUMINA INC CUSIP: 452327109	1.00000	11/11/2013	01/07/2014	112.21	95.17		0.00	17.04	
	5.00000	11/11/2013	02/06/2014	751.24	475.83		0.00	275.41	
	1.00000	11/11/2013	03/11/2014	165.00	95.17		0.00	69.83	
	2.00000	11/11/2013	06/12/2014	340.21	190.33		0.00	149.88	
	1.00000	11/11/2013	10/22/2014	184.29	95.17		0.00	89.12	
Subtotals	10.00000			\$1,552.95	\$951.67		\$0.00	\$601.28	
INTL RECTIFIER CORP CUSIP: 460254105	5.00000	07/08/2013	01/07/2014	132.60	106.94		0.00	25.66	
	43.00000	07/08/2013	03/11/2014	1,155.16	919.62		0.00	235.54	
	51.00000	10/04/2013	03/11/2014	1,370.08	1,250.27		0.00	119.81	
	10.00000	11/11/2013	03/11/2014	268.64	235.07		0.00	33.57	
	6.00000	02/06/2014	03/11/2014	161.19	148.20		0.00	12.99	



2014 Year-End Account Summary

As of Date: 03/14/15

Page 13 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
INTL RECTIFIER CORP CUSIP: 460254105	106 00000	06/12/2014	09/17/2014	4,202 90	2,989 11		0 00	1,213 79	
	12 00000	08/08/2014	09/17/2014	475 81	296 91		0 00	178 90	
Subtotals	233.00000			\$7,766.38	\$5,946.12		\$0.00	\$1,820.26	
ISHARES ETF U.S. TELECOMMUNICATIONS CUSIP: 464287713	3 00000	06/11/2013	04/02/2014	91 53	78 60		0 00	12 93	
JPMORGAN CHASE & CO CUSIP 46625H100	1.00000	06/11/2013	04/02/2014	60 53	53 34		0 00	7 19	
	53 00000	06/11/2013	05/07/2014	2,862 68	2,827 02		0 00	35 66	
	2 00000	08/08/2013	05/07/2014	108 02	109 20		0 00	-1 18	
	2 00000	09/09/2013	05/07/2014	108 02	105 58		0 00	2 44	
	1 00000	10/04/2013	05/07/2014	54 01	52 34		0 00	1 67	
	1 00000	11/11/2013	05/07/2014	54 02	54 10		0 00	-0 08	
	1 00000	03/11/2014	05/07/2014	54 02	58 42		0 00	-4 40	
Subtotals	61.00000			\$3,301.30	\$3,260.00		\$0.00	\$41.30	
KIRBY CORP CUSIP 497266106	13 00000	06/12/2014	09/17/2014	1,598 26	1,475 53		0 00	122 73	
KNIGHT TRANSPORTATION INC CUSIP 499064103	64 00000	03/11/2014	05/07/2014	1,488.69	1,442 96		0 00	45.73	
KORN FERRY INTL CUSIP 500643200	3 00000	11/11/2013	01/07/2014	77 22	70 73		0 00	6 49	
	9 00000	11/11/2013	03/11/2014	257 06	212 17		0 00	44 89	
	2 00000	11/11/2013	04/02/2014	60 88	47 15		0 00	13 73	
Subtotals	14.00000			\$395.16	\$330.05		\$0.00	\$65.11	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 14 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
LEGG MASON INC CUSIP: 524901105	2 00000	09/09/2013	01/07/2014	87 68	68 18		0 00	19.50	
	5 00000	09/09/2013	03/11/2014	231 40	170.45		0 00	60.95	
	3 00000	09/09/2013	04/02/2014	146 91	102.27		0 00	44.64	
	56 00000	09/09/2013	06/12/2014	2,795.70	1,908.99		0 00	886.71	
	3 00000	02/06/2014	06/12/2014	149 77	122 37		0 00	27 40	
	2 00000	05/07/2014	06/12/2014	99 85	94 18		0 00	5.67	
	46 00000	09/17/2014	11/20/2014	2,536 84	2,333 57		0 00	203 27	
Subtotals	117.00000			\$6,048.15	\$4,800.01		\$0.00	\$1,248.14	
LEXMARK INTL INC CUSIP: 529771107	3 00000	05/07/2014	07/01/2014	145 23	127 96		0 00	17 27	
	31 00000	05/07/2014	08/08/2014	1,518.97	1,322 21		0 00	196.76	
Subtotals	34.00000			\$1,664.20	\$1,450.17		\$0.00	\$214.03	
MSCI INC CUSIP: 55354G100	51 00000	05/07/2014	06/12/2014	2,275 34	2,144 54		0 00	130 80	
MACY'S INC CUSIP: 55616P104	1 00000	04/02/2014	08/08/2014	59 48	60 74		0 00	-1 26	
	23 00000	04/02/2014	10/22/2014	1,328 55	1,396 91		0 00	-68 36	
	2 00000	05/07/2014	10/22/2014	115 53	110 52		0 00	5 01	
	1 00000	09/17/2014	10/22/2014	57 77	60 69		0 00	-2 92	
Subtotals	27.00000			\$1,561.33	\$1,628.86		\$0.00	(\$67.53)	
MAGNA INTL INC CL A CUSIP: 559222401	2 00000	06/11/2013	02/06/2014	168 30	135 64		0 00	32 66	
	1 00000	06/11/2013	03/11/2014	194 04	135 64		0 00	58 40	
	1 00000	06/11/2013	04/02/2014	99 56	67 81		0 00	31 74	
Subtotals	5.00000			\$461.90	\$339.09		\$0.00	\$122.80	



2014 Year-End Account Summary

As of Date: 03/14/15

Page 15 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, Continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

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MANPOWERGROUP INC CUSIP: 56418H100	16 00000	11/11/2013	05/07/2014	1,301.44	1,287.98		0.00	13.46	
	2 00000	02/06/2014	05/07/2014	162.69	150.74		0.00	11.95	
Subtotals	18.00000			\$1,464.13	\$1,438.72		\$0.00	\$25.41	
MARRIOTT INTL INC NEW CL A CUSIP: 571903202	3 00000	11/11/2013	03/11/2014	162.42	137.81		0.00	24.61	
	1 00000	11/11/2013	05/07/2014	57.81	45.94		0.00	11.87	
	1 00000	11/11/2013	06/12/2014	61.45	45.94		0.00	15.51	
	1 00000	11/11/2013	07/01/2014	64.56	45.94		0.00	18.62	
	23 00000	11/11/2013	09/17/2014	1,648.60	1,056.48		0.00	592.12	
Subtotals	29.00000			\$1,994.84	\$1,332.11		\$0.00	\$662.73	
METLIFE INC CUSIP: 59156R108	13 00000	06/11/2013	01/07/2014	693.33	581.88		0.00	111.45	
	24 00000	06/11/2013	05/07/2014	1,199.10	1,074.24		0.00	124.86	
	2 00000	10/04/2013	05/07/2014	99.92	94.72		0.00	5.20	
	2 00000	02/06/2014	05/07/2014	99.92	96.14		0.00	3.78	
	13 00000	03/11/2014	05/07/2014	649.53	689.07		0.00	-39.54	
Subtotals	54.00000			\$2,741.80	\$2,536.05		\$0.00	\$205.75	
MORGAN STANLEY & CO CUSIP: 617446448	3 00000	11/11/2013	06/12/2014	94.92	89.75		0.00	5.17	
	6 00000	11/11/2013	09/17/2014	212.46	179.49		0.00	32.97	
Subtotals	9.00000			\$307.38	\$269.24		\$0.00	\$38.14	
NETAPP INC CUSIP: 64110D104	4 00000	07/08/2013	02/06/2014	167.92	154.51		0.00	13.41	
	24 00000	07/08/2013	03/11/2014	899.74	927.02		0.00	-27.28	
	30 00000	10/04/2013	03/11/2014	1,124.68	1,267.68		0.00	-143.00	
	7 00000	11/11/2013	03/11/2014	262.43	277.69		0.00	-15.26	
	4 00000	01/07/2014	03/11/2014	149.96	161.84		0.00	-11.88	
Subtotals	69.00000			\$2,604.73	\$2,788.74		\$0.00	(\$184.01)	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 16 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

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Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
POSCO SPONSORED ADR CUSIP: 693483109	18.00000	09/17/2014	11/20/2014	1,207.15	1,538.36		0.00	-331.21	
		10/22/2014	11/20/2014	134.13	150.80		0.00	-16.67	
Subtotals	20.00000			\$1,341.28	\$1,689.16		\$0.00	(\$347.88)	
PTC INC CUSIP: 69370C100	4.00000	06/12/2014	07/01/2014	157.00	147.92		0.00	9.08	
	57.00000	06/12/2014	09/17/2014	2,192.97	2,107.85		0.00	85.12	
Subtotals	61.00000			\$2,349.97	\$2,255.77		\$0.00	\$94.20	
PHILLIPS 66 CUSIP: 718546104	2.00000	06/11/2013	01/07/2014	154.92	129.22		0.00	25.70	
	1.00000	06/11/2013	03/11/2014	78.99	64.61		0.00	14.38	
	3.00000	06/11/2013	05/07/2014	254.84	193.83		0.00	61.01	
Subtotals	6.00000			\$488.75	\$387.66		\$0.00	\$101.09	
POLARIS INDS INC CUSIP: 731068102	1.00000	09/17/2014	10/22/2014	144.79	146.71		0.00	-1.92	
POPULAR INC CUSIP: 733174700	3.00000	10/04/2013	03/11/2014	90.57	77.70		0.00	12.87	
	44.00000	10/04/2013	07/01/2014	1,510.52	1,139.47		0.00	371.05	
	3.00000	01/07/2014	07/01/2014	103.00	83.52		0.00	19.48	
Subtotals	50.00000			\$1,704.09	\$1,300.69		\$0.00	\$403.40	
PRINCIPAL FINANCIAL GROUP CUSIP: 74251V102	2.00000	03/11/2014	07/01/2014	101.66	93.52		0.00	8.14	
	44.00000	03/11/2014	08/08/2014	2,189.03	2,057.22		0.00	131.81	
Subtotals	46.00000			\$2,290.69	\$2,150.74		\$0.00	\$139.95	
QUANTA SVCS INC CUSIP: 74762E102	2.00000	06/11/2013	01/07/2014	62.38	54.02		0.00	8.36	
	7.00000	06/11/2013	03/11/2014	251.65	189.07		0.00	62.58	
Subtotals	9.00000			\$314.03	\$243.09		\$0.00	\$70.94	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 17 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued**Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)**

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
REALOGY HOLDINGS CORP CUSIP: 75605Y106	56.00000	08/08/2014	09/17/2014	2,271.18	2,205.04		0.00	66.14	
RED HAT INC CUSIP: 756577102	49.00000	02/06/2014	03/31/2014	2,603.61	2,715.67		0.00	-112.06	
	59.00000	05/07/2014	06/12/2014	2,992.41	2,863.44		0.00	128.97	
Subtotals	108.00000			\$5,596.02	\$5,579.11		\$0.00	\$16.91	
REGIONS FINANCIAL CORP (NEW) CUSIP: 7591EP100	8.00000	06/11/2013	01/07/2014	80.40	74.29		0.00	6.11	
	6.00000	06/11/2013	02/06/2014	60.72	55.72		0.00	5.00	
	135.00000	06/11/2013	03/11/2014	1,461.21	1,253.48		0.00	207.73	
	43.00000	07/08/2013	03/11/2014	465.42	440.20		0.00	25.21	
	6.00000	09/09/2013	03/11/2014	64.94	57.24		0.00	7.70	
	6.00000	10/04/2013	03/11/2014	64.94	56.43		0.00	8.51	
	11.00000	12/10/2013	03/11/2014	119.07	104.67		0.00	14.40	
Subtotals	215.00000			\$2,316.70	\$2,042.03		\$0.00	\$274.66	
ROCK-TENN CO CL A CUSIP: 772739207	13.00000	01/07/2014	03/11/2014	1,418.23	1,349.84		0.00	68.39	
	1.00000	02/06/2014	03/11/2014	109.10	100.35		0.00	8.75	
Subtotals	14.00000			\$1,527.33	\$1,450.19		\$0.00	\$77.14	
SM ENERGY CO COM CUSIP: 78454L100	23.00000	09/09/2013	05/07/2014	1,741.55	1,677.11		0.00	64.44	
	1.00000	12/10/2013	05/07/2014	75.72	84.52		0.00	-8.80	
	1.00000	01/07/2014	05/07/2014	75.72	82.57		0.00	-6.85	
	4.00000	03/11/2014	05/07/2014	302.88	291.68		0.00	11.20	
	1.00000	04/02/2014	05/07/2014	75.72	73.80		0.00	1.92	
	18.00000	08/08/2014	11/20/2014	947.95	1,436.46		0.00	-488.51	
	7.00000	10/22/2014	11/20/2014	368.65	415.80		0.00	-47.15	
Subtotals	55.00000			\$3,588.19	\$4,061.94		\$0.00	(\$473.75)	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 18 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
SANDISK CORPORATION CUSIP: 80004C101	17 00000	06/11/2013	02/06/2014	1,192.28	1,010.48		0.00	181.80	
	2 00000	08/08/2013	02/06/2014	140.26	114.84		0.00	25.42	
	20 00000	10/04/2013	02/06/2014	1,402.69	1,247.93		0.00	154.76	
	1 00000	01/07/2014	02/06/2014	70.14	69.19		0.00	0.95	
Subtotals	40.00000			\$2,805.37	\$2,442.44		\$0.00	\$362.93	
SEALED AIR CORP NEW CUSIP: 81211K100	43 00000	05/07/2014	09/17/2014	1,571.68	1,420.91		0.00	150.77	
	2 00000	06/12/2014	09/17/2014	73.11	66.60		0.00	6.51	
Subtotals	45.00000			\$1,644.79	\$1,487.51		\$0.00	\$157.28	
SELECT SECTOR SPDR FD HEALTH CARE CUSIP: 81369Y209	1 00000	06/11/2013	02/06/2014	55.35	48.16		0.00	7.19	
	1 00000	06/11/2013	03/11/2014	59.58	48.16		0.00	11.42	
Subtotals	2.00000			\$114.93	\$96.32		\$0.00	\$18.61	
SELECT SECTOR SPDR TR CONSUMER STAPLES CUSIP: 81369Y308	14 00000	06/11/2013	05/07/2014	618.43	564.98		0.00	53.45	
INDUSTRIAL SELECT ETF SECTOR SPDR CUSIP: 81369Y704	2 00000	06/12/2014	11/20/2014	112.90	108.68		0.00	4.22	
SECTOR SPDR TR ETF TECHNOLOGY SELECT SECTOR CUSIP: 81369Y803	78 00000	06/11/2013	05/07/2014	2,814.18	2,457.78		0.00	356.40	
SOUTHWEST AIRLINES CO CUSIP: 844741108	5 00000	07/08/2013	01/07/2014	97.10	64.38		0.00	32.72	
	42 00000	07/08/2013	02/06/2014	879.04	540.75		0.00	338.29	
	15 00000	07/08/2013	05/07/2014	362.61	193.13		0.00	169.48	



2014 Year-End Account Summary

As of Date: 03/14/15

Page 19 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
SOUTHWEST AIRLINES CO CUSIP 844741108	6 00000	07/08/2013	07/01/2014	163 38	77 25		0 00	86 13	
	4 00000	09/09/2013	08/08/2014	111 82	53 24		0 00	58 58	
	26 00000	11/11/2013	08/08/2014	726 83	464 04		0 00	262 79	
	39 00000	03/11/2014	08/08/2014	1,090 25	933 50		0 00	156 75	
	137.00000			\$3,431.03	\$2,326.29		\$0.00	\$1,104.74	
Subtotals									
SPIRIT AIRLINES INC CUSIP 848577102	1 00000	04/02/2014	06/12/2014	60 09	62 00		0 00	-1 91	
	2 00000	04/02/2014	07/01/2014	128 50	124 00		0 00	4 50	
	1 00000	04/02/2014	08/08/2014	65 78	62 00		0 00	3 78	
	3 00000	04/02/2014	11/20/2014	226 33	186 00		0 00	40 33	
	7.00000			\$480.70	\$434.00		\$0.00	\$46.70	
Subtotals									
STAPLES INC CUSIP 855030102	71 00000	06/11/2013	03/11/2014	829 98	1,095 53		0 00	-265 55	
	13 00000	09/09/2013	03/11/2014	151 97	185 48		0 00	-33 51	
	6 00000	01/07/2014	03/11/2014	70 14	92 99		0 00	-22 85	
	14 00000	02/06/2014	03/11/2014	163 66	182 08		0 00	-18 42	
	104.00000			\$1,215.75	\$1,556.08		\$0.00	(\$340.33)	
Subtotals									
STARWOOD HOTELS & RESORTS WORLDWIDE INC CUSIP 85590A401	9 00000	11/11/2013	08/08/2014	708 82	667 80		0 00	41 02	
	9 00000	11/11/2013	09/17/2014	754 65	667 80		0 00	86 85	
	1 00000	06/12/2014	11/20/2014	74 99	78 45		0 00	-3 46	
	18 00000	07/01/2014	11/20/2014	1,349 94	1,468 18		0 00	-118 24	
	37.00000			\$2,888.40	\$2,882.23		\$0.00	\$6.17	
Subtotals									
STEELCASE INC CLA CUSIP 858155203	95 00000	02/06/2014	04/02/2014	1,583 84	1,353 90		0 00	229 94	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 20 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
SUNTRUST BANKS INC CUSIP: 867914103	37 00000	11/11/2013	06/12/2014	1,478.86	1,325.56		0.00	153.30	
SYMANTEC CORP CUSIP: 871503108	4 00000	02/06/2014	05/07/2014	80.60	81.79		0.00	-1.19	
	128 00000	02/06/2014	06/12/2014	2,735.99	2,617.11		0.00	118.88	
	8 00000	03/11/2014	06/12/2014	171.00	163.92		0.00	7.08	
	6 00000	04/02/2014	06/12/2014	128.25	119.94		0.00	8.31	
Subtotals	146.00000			\$3,115.84	\$2,982.76		\$0.00	\$133.08	
TESORO CORPORATION CUSIP: 881609101	2 00000	09/17/2014	10/22/2014	130.14	123.41		0.00	6.73	
	2 00000	09/17/2014	11/20/2014	149.90	123.41		0.00	26.49	
Subtotals	4.00000			\$280.04	\$246.82		\$0.00	\$33.22	
TEXTRON INC CUSIP: 883203101	39.00000	02/06/2014	03/11/2014	1,530.60	1,373.53		0.00	157.07	
TORO COMPANY CUSIP: 891092108	1 00000	11/11/2013	01/07/2014	63.26	58.39		0.00	4.87	
	22 00000	11/11/2013	02/06/2014	1,401.32	1,284.58		0.00	116.74	
Subtotals	23.00000			\$1,464.58	\$1,342.97		\$0.00	\$121.61	
TRINITY INDUSTRIES INC CUSIP: 896522109	25 00000	11/11/2013	02/06/2014	1,429.37	1,337.55		0.00	91.82	
	1 00000	12/10/2013	02/06/2014	57.18	52.13		0.00	5.05	
Subtotals	26.00000			\$1,486.55	\$1,389.68		\$0.00	\$96.87	
TUPPERWARE CORP CUSIP: 899896104	18 00000	03/11/2014	04/02/2014	1,522.77	1,443.73		0.00	79.04	
VALERO ENERGY CORP NEW (VALERO REFINING & MKTING) CUSIP: 91913Y100	2 00000	06/11/2013	01/07/2014	101.32	77.45		0.00	23.86	
	2 00000	06/11/2013	03/11/2014	107.54	77.45		0.00	30.08	
	2 00000	06/11/2013	05/07/2014	115.36	77.45		0.00	37.90	



2014 Year-End Account Summary

As of Date: 03/14/15

Page 21 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued.

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

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VALERO ENERGY CORP NEW (VALERO REFINING & MKTING) CUSIP: 91913Y100									
Subtotals	6.00000			\$324.22	\$232.35		\$0.00	\$91.84	
VERIZON COMMUNICATIONS COM CUSIP: 92343V104									
	41.00000	09/09/2013	01/07/2014	2,011.63	1,884.25		0.00	127.38	
VMWARE INC CLASS A CUSIP: 928563402									
	1.00000	03/11/2014	04/02/2014	109.98	103.93		0.00	6.05	
	13.00000	03/11/2014	06/12/2014	1,223.23	1,351.01		0.00	-127.78	
	3.00000	05/07/2014	06/12/2014	282.29	277.59		0.00	4.70	
Subtotals	17.00000			\$1,615.50	\$1,732.53		\$0.00	(\$117.03)	
WEST CORP CUSIP: 952355204									
	55.00000	11/11/2013	02/06/2014	1,281.87	1,250.72		0.00	31.15	
WESTLAKE CHEMICAL CORP CUSIP: 960413102									
	2.00000	03/11/2014	05/07/2014	153.60	136.25		0.00	17.35	
	1.00000	03/11/2014	06/12/2014	82.22	68.13		0.00	14.09	
	17.00000	03/11/2014	08/08/2014	1,484.67	1,158.12		0.00	326.55	
	1.00000	04/02/2014	08/08/2014	87.34	68.14		0.00	19.20	
Subtotals	21.00000			\$1,807.83	\$1,430.64		\$0.00	\$377.19	
WHIRLPOOL CORP CUSIP: 963320106									
	1.00000	12/10/2013	04/02/2014	153.92	152.43		0.00	1.49	
	1.00000	12/10/2013	08/08/2014	145.37	152.43		0.00	-7.06	
	11.00000	12/10/2013	09/17/2014	1,697.36	1,676.73		0.00	20.63	
	2.00000	02/06/2014	09/17/2014	308.61	264.88		0.00	43.73	
	2.00000	06/12/2014	09/17/2014	308.62	277.40		0.00	31.22	
Subtotals	17.00000			\$2,613.88	\$2,523.87		\$0.00	\$90.01	

2014 Year-End Account Summary

As of Date: 03/14/15

Page 22 of 36

Account Number: 5024-8280

THE GERALD H WESTBY JR
FOUNDATION

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

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WHITING PETROLEUM CORP CUSIP: 966387102	1 00000	06/12/2014	07/01/2014	80.40	77.99		0.00	2.41	
	2 00000	06/12/2014	08/08/2014	169.74	155.98		0.00	13.76	
Subtotals	3.00000			\$250.14	\$233.97		\$0.00	\$16.17	
XEROX CORP CUSIP: 984121103	236 00000	06/12/2014	08/08/2014	3,077.37	2,979.71		0.00	97.66	
	5 00000	07/01/2014	08/08/2014	65.20	62.00		0.00	3.20	
	224 00000	09/17/2014	10/22/2014	2,778.01	3,113.60		0.00	-335.59	
Subtotals	465.00000			\$5,920.58	\$6,155.31		\$0.00	(\$234.73)	
AIRCATTLE LTD CUSIP: G0129K104	76 00000	04/02/2014	06/12/2014	1,310.62	1,468.72		0.00	-158.10	
	6 00000	05/07/2014	06/12/2014	103.48	105.66		0.00	-2.18	
Subtotals	82.00000			\$1,414.10	\$1,574.38		\$0.00	(\$160.28)	
ICON PLC CUSIP: G4705A100	5 00000	12/10/2013	02/06/2014	223.50	195.06		0.00	28.44	
	3 00000	12/10/2013	06/12/2014	133.26	117.03		0.00	16.23	
	3 00000	12/10/2013	07/01/2014	145.17	117.03		0.00	28.14	
	2 00000	12/10/2013	09/17/2014	113.01	78.01		0.00	34.99	
	3 00000	12/10/2013	10/22/2014	171.06	117.03		0.00	54.03	
Subtotals	16.00000			\$786.00	\$624.16		\$0.00	\$161.83	
INGERSOLL-RAND PLC SHARES CUSIP: G47791101	23 00000	02/06/2014	03/11/2014	1,382.83	1,340.11		0.00	42.72	
HOME LOAN SERVICING SOLUTIONS LTD CUSIP: G6648D109	65 00000	02/06/2014	04/02/2014	1,413.00	1,329.12		0.00	83.88	
	4 00000	03/11/2014	04/02/2014	86.96	83.64		0.00	3.32	
Subtotals	69.00000			\$1,499.96	\$1,412.76		\$0.00	\$87.20	



2014 Year-End Account Summary

As of Date: 03/14/15

Account Number: 5024-8280

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description (Box 1a) CUSIP	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ROWAN COMPANIES PLC SHS CLASS-A - CUSIP: G7665A101	68 00000	05/07/2014	06/12/2014	2,193.63	2,128.13		0.00	65.50	
TRANSOCEAN LTD ORDINARY SHARES CUSIP: H8817H100	34 00000 2 00000 5 00000 2 00000 5 00000 3 00000 50 00000	09/09/2013 10/04/2013 12/10/2013 01/07/2014 02/06/2014 04/02/2014 04/02/2014	03/11/2014 03/11/2014 03/11/2014 03/11/2014 03/11/2014 05/07/2014 06/12/2014	1,424.74 83.80 209.52 83.81 209.53 128.10 2,172.15	1,602.93 90.72 246.40 98.08 212.25 124.35 2,072.35		0.00 0.00 0.00 0.00 0.00 0.00 0.00	-178.19 -6.92 -36.88 -14.27 -2.72 3.75 99.80	
Subtotals	101.00000			\$4,311.65	\$4,447.08		\$0.00	(\$135.43)	
ROYAL CARIBBEAN CRUISES LTD CUSIP: V7780T103	1 00000 14 00000 1 00000	04/02/2014 04/02/2014 04/02/2014	06/12/2014 09/17/2014 11/20/2014	55.11 953.90 70.18	56.53 791.42 56.53		0.00 0.00 0.00	-1.42 162.48 13.65	
Subtotals	16.00000			\$1,079.19	\$904.48		\$0.00	\$174.71	
AVAGO TECHNOLOGIES LTD CUSIP: Y0486S104	35 00000	09/17/2014	10/22/2014	2,835.50	3,064.18		0.00	-228.68	
Totals				\$193,652.56	\$181,511.64		\$0.00	\$12,140.84	

3 Grants and Contributions Paid During the Year (Continuation)

423631
05-01-14

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FIRST CLEARING LAZARD LTD	30,125. 27.	94. 0.	30,031. 27.	30,031. 27.		
TO PART I, LINE 4	30,152.	94.	30,058.	30,058.		

FORM 990-PF	ACCOUNTING FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	9,639.	9,639.				0.
TO FORM 990-PF, PG 1, LN 16B	9,639.	9,639.				0.

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT FEES	2,212.	2,212.				0.
TO FORM 990-PF, PG 1, LN 16C	2,212.	2,212.				0.

FORM 990-PF	TAXES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
NET INVESTMENT INCOME	483.	483.				0.
TO FORM 990-PF, PG 1, LN 18	483.	483.				0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	315.	315.		0.	
FOREIGN TAXES	245.	245.		0.	
OTHER	41.	41.		0.	
TO FORM 990-PF, PG 1, LN 23	601.	601.		0.	

FOOTNOTES

STATEMENT 6

THE WESTBY FOUNDATION OCCUPIES OFFICE SPACE LEASED BY THE WESTBY LLC. THE LLC MEMBERS INCLUDE KATHLEEN WESTBY AND JOHN T. WESTBY DIRECTORS OF THE FOUNDATION. THE FOUNDATION PAID \$8586 FOR RENT AND ACCOUNTING AND OTHER ADMINISTRATIVE EXPENSED.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO INVESTMENT ACCOUNT	638,189.	734,546.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	638,189.	734,546.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO INVESTMENT ACCOUNT	153,245.	144,581.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	153,245.	144,581.	

Gerald H. Westby, Jr. Foundation

Grant Guidelines

Adding to the Quality of Life by Supporting the Arts, Arts Education, and Culture

"To me, the arts comprise one of humanities' strongest voices. Art carries the message of the eternal — of human endurance. Verbal and non-verbal, art is a vast, barrier-crossing, multi-cultural communications network of human perspectives."
Katie Westby

The Gerald H. Westby, Jr. Foundation primarily supports activities in the following areas:

- Arts
- Arts Education

The first step in applying to the Foundation is a short letter of inquiry. We review letters on a continuous basis, and they may be submitted at any time during the year.

Letters of inquiry should be no more than one page and should include the following:

- A brief statement of the issues to be addressed, the history and goals of your organization, and your organization's involvement with these issues
- A brief summary of the activities for which you are requesting support, including an outline of your objectives, and anticipated outcomes and implications
- The approximate starting date and duration of the proposed activities
- The total amount of funding needed, the amount requested from the Foundation, and information about other sources of support, both assured and requested.

All letters are first reviewed to determine if they fall within the Foundation's stated giving parameters. Those that do not are immediately declined. Letters that are within the Foundation's stated giving parameters are then reviewed to determine the following:

- The priority of the proposed activity within the Foundation's parameters
- The impact of the potential results of the activities
- The availability of the Foundation's funds.

When a letter of inquiry reflects most closely the Foundation's program priorities, we may request a full proposal. Proposals should be submitted to the Foundation only upon request. You should not interpret such a request as an indication of likely support.

The Foundation's Grant Application can be obtained by contacting the Foundation office.

Often we will request additional information in writing from applicants. We will also consult with persons knowledgeable about the proposed activities and we welcome your suggestions as to who

might be qualified to assist us in our review of your proposal. Finally, we try to meet with applicants either at The Westby Office or at the project site.

Final decisions on proposals are made by the Foundation Trustees at periodic meetings. You will be informed of the Trustees' decision following the meeting at which your proposal is discussed. Your proposals must include a detailed budget of the use of funds, the individuals who will be involved in overseeing the expenditures, specific reporting procedures to the Foundation regarding the use of the funds and a final report regarding outcomes. If funds are not used in accordance with your purpose, the Foundation reserves the right to recover funds improperly used.

Eligibility

The Foundation makes grants only to tax-exempt organizations with 501 (c) (3) classifications from the Internal Revenue Service.

The Foundation will not consider requests for deficit financing, or loans and grants to individuals. The Foundation does not provide scholarship or fellowship support to individuals. The Foundation does not make grants for research projects or give support to conferences, seminars, media events, or workshops unless they are an integral part of a broader program.

Please send letters of inquiry to:

**John T. Westby, Trustee
Gerald H. Westby, Jr. Foundation
401 South Boston
Mid-Continent Tower, Suite 220
Tulsa, OK 74103**

Decisions on grants are made on a semi-annual basis in June and December. Please submit requests in May or November for current year consideration.

Additional Information

For personal contact on Foundation activities other than letters of inquiry or if you have any questions about the Foundation's programs, please feel free to call us. Inquiries about the Foundation's grant-making program or the status of letters of inquiry or proposals should be directed to:

**John T. Westby, Trustee
Gerald H. Westby, Jr. Foundation
401 South Boston
Mid-Continent Tower, Suite 220
Tulsa, OK 74103
E-mail: Foundation@westbyoffice.org
Phone: 918-743-8321
Fax: 918-743-2976.**