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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
% TRUST COMPANY OF OKLAHOMA

A Employer identification number
73-1504147

Number and street (or P O box number if mail is not delivered to street address)
6307 WATERFORD BLVD
Suite 160

Room/suite

B Telephone number (see instructions)

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 8,003,228

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	12,772	12,772	12,772	
	4	Dividends and interest from securities	127,427	127,427	127,427	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	123,528			
	b	Gross sales price for all assets on line 6a 779,029				
	7	Capital gain net income (from Part IV, line 2)		123,528		
	8	Net short-term capital gain			11	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	423,834	423,834	423,834	
	12	**Total.** Add lines 1 through 11	687,561	687,561	564,044	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	4,275	4,275	4,275	
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	400	400	400	0
	b	Accounting fees (attach schedule)	10,500	10,500	10,500	0
	c	Other professional fees (attach schedule)	39,062	39,062	39,062	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	11,529	11,529	11,529	
	19	Depreciation (attach schedule) and depletion	56,414	56,414	56,414	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	35,433	35,433	35,433	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	157,613	157,613	157,613	0
	25	Contributions, gifts, grants paid	482,000			482,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	639,613	157,613	157,613	482,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	47,948			
	b	**Net investment income** (if negative, enter -0-)		529,948		
	c	**Adjusted net income** (if negative, enter -0-)			406,431	

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	20,246	21,995	21,995
	2 Savings and temporary cash investments	250,122	385,651	384,526
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,552,534	2,644,618	4,013,028
	c Investments—corporate bonds (attach schedule)	2,056,181	1,931,175	1,932,925
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	524,235	524,235	1,650,754
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,403,318	5,507,674	8,003,228
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
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	5,403,318	5,507,674	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	5,403,318	5,507,674	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,403,318	5,507,674	

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	5,403,318
2	Enter amount from Part I, line 27a	2	47,948
3	Other increases not included in line 2 (itemize) ▶	3	56,414
4	Add lines 1, 2, and 3	4	5,507,680
5	Decreases not included in line 2 (itemize) ▶	5	6
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,507,674

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	123,528
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	11

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 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	398,453	7,151,644	0 055715
2012	323,460	6,366,504	0 050807
2011	299,812	6,342,202	0 047273
2010	240,000	5,936,222	0 04043
2009	477,461	5,610,157	0 085107

2	**Total** of line 1, column (d).	2	0 279332
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 055866
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	7,871,617
5	Multiply line 4 by line 3.	5	439,756
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,299
7	Add lines 5 and 6.	7	445,055
8	Enter qualifying distributions from Part XII, line 4.	8	482,000

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,299
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	5,299
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,299
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,219		
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	7,219
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	1,920
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,920 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶www trustok com

14 The books are in care of ▶TRUST COMPANY OF OKLAHOMA Telephone no ▶(405) 840-8401

Located at ▶6307 WATERFORD BLVD STE 106 OKLAHOMA CITY OK ZIP+4 ▶73118

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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 ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)? . . .	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . . ▶ ☑			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . .	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD A GORANSON 78o E BRITTON ROAD OKLAHOMA CITY,OK 73114	TRUSTEE 2 0	0	0	0
JOE WOMACK 6307 WATERFORD BLVD SUITE 160 OKLAHOMA CITY,OK 73118	TRUSTEE 2 0	4,275	0	0
EDWARD J HAVRILLA 780 E BRITTON ROAD OKLAHOMA CITY,OK 73114	TRUSTEE 2 0	0	0	0
PAUL KALLENBERGER 1924 S UTICA AVE TULSA,OK 741046540	TRUSTEE 2 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation

Total number of others receiving over $50,000 for professional services. . . . . ▶	

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 PROVIDE FOOD AND GOODS FOR THE IMPOVERISHED THROUGH THE REGIONAL FOOD BANK	60,000
2 SCHOLARSHIPS FOR 2013-2014 IN THE SCHOOL OF NURSING AT THE UNIVERSITY OF OKLAHOMA	50,000
3 TO HELP FUND THE SPEAKERS SERIES AT OKLAHOMA CITY UNIVERSITY IN THE FIELD OF ENERGY MANAGEMENT AND RELATED STUDIES	50,000
4 SCHOLARSHIPS FOR PETROLEUM ENGINEERING & GEOLOGY AT OKLAHOMA STATE UNIVERSITY	50,000

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,158,152
b	Average of monthly cash balances	1b	182,583
c	Fair market value of all other assets (see instructions)	1c	1,650,754
d	**Total** (add lines 1a, b, and c)	1d	7,991,489
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7,991,489
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,872
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,871,617
6	**Minimum investment return.** Enter 5% of line 5	6	393,581

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	393,581
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,299		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,299
3	Distributable amount before adjustments Subtract line 2c from line 1			3	388,282
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	388,282
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	388,282

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	482,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	482,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,299
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	476,701

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					388,282
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 2012 , 2011 , 2010			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	32,562				
b From 2010.					
c From 2011.					
d From 2012.	12,215				
e From 2013.	53,965				
f **Total** of lines 3a through e.		98,742			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 482,000					
a Applied to 2013, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2014 distributable amount.					388,282
e Remaining amount distributed out of corpus		93,718			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		192,460			
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.					
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 instructions				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)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .		32,562			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		159,898			
10 Analysis of line 9					
a Excess from 2010. . . .					
b Excess from 2011. . . .					
c Excess from 2012. . . .	12,215				
d Excess from 2013. . . .	53,965				
e Excess from 2014. . . .	93,718				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

JOE WOMACK
6307 WATERFORD BLVD SUITE 160
OKLAHOMA CITY,OK 73118
(405) 840-8401

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

PREPRINTED APPLICATION SHOULD BE REQUESTED FROM THE FOUNDATION

c Any submission deadlines

APRIL 30 FOR THE FOLLOWING FALL SCHOOL YEAR

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

PRIMARY PURPOSE FOR OKLAHOMA COLLEGES AND NON PROFIT ORGANIZATIONS TO FURTHER THE EDUCATION OF STUDENTS IN THE FIELDS OF PETROLEUM, AEROSPACE ENGINEERING, ENERGY, ENGINEERING, EDUCATION, NURSING & OTHER FIELDS OF STUDY

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				482,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	140,199	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	123,528	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a ROYALTY INCOME			15	376,092	
b OIL & GAS LEASES			16	46,960	
c OTHER INCOME			18	782	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				687,561	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 687,561

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2015-08-20	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Edward J Havrilla				P00955805

Firm's name ▶ CPAOKC PLLC	Firm's EIN ▶
Firm's address ▶ 780 E BRITTON ROAD Oklahoma City, OK 73114	Phone no (405) 843-1011

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100 0000 ABBOTT LABORATORIES	P	2004-07-23	2014-04-22
100 0000 AMPHENOL	P	2007-06-08	2014-08-27
15 0000 AMPHENOL	P	2007-06-08	2014-08-28
85 0000 AMPHENOL	P	2007-06-08	2014-09-02
35 0000 APPLE COMPUTER	P	2012-03-30	2014-08-28
550 0000 BAXTER INTL INC	P	2009-11-23	2014-04-22
50 0000 CHEVRONTEXACO	P	2013-03-19	2014-04-22
15 0000 CHEVRONTEXACO	P	2013-03-19	2014-08-28
30 0000 CHEVRONTEXACO	P	2013-03-19	2014-09-02
73 3260 COHEN & STEERS REALTY SHS CLASS I	P	2012-10-25	2014-04-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,862		1,865	1,997
10,339		3,577	6,762
1,543		537	1,006
8,868		3,040	5,828
3,584		3,003	581
39,759		29,240	10,519
6,206		5,976	230
1,929		1,793	136
3,816		3,586	230
3,333		2,988	345

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,997
			6,762
			1,006
			5,828
			581
			10,519
			230
			136
			230
			345

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
56 6870 COHEN & STEERS REALTY SHS CLASS I	P	2009-11-23	2014-04-22
50 0000 WALT DISNEY	P	2012-04-24	2014-08-27
50 0000 EXXON MOBIL	P	2004-07-23	2014-08-28
675 0000 FRANKLIN RES INC	P	2010-11-19	2014-08-11
100000 0000 HSBC BANK USA	P	2010-12-22	2014-04-01
107 0870 HARBOR INTERNATIONAL FUND	P	2012-12-17	2014-08-27
100 0380 HARBOR INTERNATIONAL FUND	P	2006-01-06	2014-08-27
194 6610 HARBOR INTERNATIONAL FUND	P	2005-12-27	2014-09-02
150 0000 ITT CORP NEW	P	2012-01-20	2014-05-21
50 0000 INTERNATIONAL BUSINESS MACHINES	P	2008-01-17	2014-08-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,667		1,691	976
4,509		2,108	2,401
4,957		2,264	2,693
36,713		26,181	10,532
100,000		104,440	-4,440
7,755		6,561	1,194
7,245		5,209	2,036
14,000		9,784	4,216
6,522		3,294	3,228
9,364		5,099	4,265

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			976
			2,401
			2,693
			10,532
			-4,440
			1,194
			2,036
			4,216
			3,228
			4,265

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
50 0000 INTERNATIONAL BUSINESS MACHINES	P	2008-01-17	2014-08-27
15 0000 INTERNATIONAL BUSINESS MACHINES	P	2008-01-17	2014-08-28
25000 0000 JP MORGAN CHASE	P	2011-12-23	2014-01-24
25000 0000 MERRILL LYNCH & CO	P	2010-10-28	2014-07-15
50 0000 NIKE CLASS B	P	2009-02-17	2014-08-27
75 0000 ONE GAS INC	P	2009-02-17	2014-04-22
75 0000 ONEOK INC NEW	P	2009-02-17	2014-05-21
125 0000 ONEOK INC NEW	P	2009-02-17	2014-08-27
100 0000 ONEOK INC NEW	P	2009-02-17	2014-09-02
12620 5250 PIMCO FDS TOTAL RETURN FUND	P	2011-12-28	2014-11-07

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
9,590		5,099	4,491
2,872		1,530	1,342
25,000		24,998	2
25,000		26,738	-1,738
3,980		1,058	2,922
2,686		495	2,191
4,775		873	3,902
8,592		1,455	7,137
6,991		1,164	5,827
138,195		136,763	1,432

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4,491
			1,342
			2
			-1,738
			2,922
			2,191
			3,902
			7,137
			5,827
			1,432

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2695 9940 PIMCO FDS TOTAL RETURN FUND	P	2010-09-23	2014-11-07
47 0005 PIMCO FDS TOTAL RETURN FUND	P	2009-11-12	2014-11-07
618 2160 PIMCO FDS TOTAL RETURN FUND	P	2014-01-31	2014-11-07
25000 0000 SBC COMMUNICATIONS	P	2010-09-24	2014-09-15
200 0000 TARGET	P	2004-07-23	2014-04-22
300 0000 TARGET	P	2004-07-23	2014-05-21
400 0000 TARGET	P	2004-07-23	2014-08-14
75 0000 UNITED TECHNOLOGIES	P	2004-07-23	2014-05-21
785 2690 VANGUARD SHORT TERM CORP - ADMIRAL	P	2013-05-31	2014-09-03
684 6390 VANGUARD SHORT TERM CORP - ADMIRAL	P	2013-11-15	2014-09-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
29,521		30,292	-771
515		515	
6,769		6,744	25
25,000		28,067	-3,067
12,056		8,728	3,328
17,127		13,092	4,035
23,415		17,089	6,326
8,608		3,464	5,144
8,434		8,505	-71
7,353		7,367	-14

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-771
			25
			-3,067
			3,328
			4,035
			6,326
			5,144
			-71
			-14

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
112 9600 VANGUARD SHORT TERM CORP - ADMIRAL	P	2012-06-29	2014-09-03
4502 2050 VANGUARD SHORT TERM TREASURY ADMIRAL	P	2009-12-20	2014-11-07
159 1780 VANGUARD SHORT TERM TREASURY ADMIRAL	P	2009-12-20	2014-11-07
24 2850 VANGUARD SHORT TERM TREASURY ADMIRAL	P	2014-10-31	2014-11-07
50000 0000 WELLS FARGO & CO	P	2011-05-26	2014-10-01
75 0000 COVIDIEN PLC	P	2012-12-07	2014-08-27
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,213		1,219	
48,263		48,983	-720
1,706		1,713	-7
260		260	
50,000		53,096	-3,096
6,532		3,964	2,568
			108

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-6
			-720
			-7
			-3,096
			2,568

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF OKLAHOMA COLLEGE OF NURSING 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EOF	SCHOLARSHIPS FOR 2013-2014 IN THE SCHOOL OF NURSING, THIRD CONTRIBUTION OF 5 YEAR PLEDGE	50,000
UNIVERSITY OF TULSA 800 SOUTH TUCKER AVE TULSA, OK 73104	NONE	EOF	$10,000 PROGRAM SUPPORT & $19,000 SCHOLARSHIPS	29,000
OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELDER OKLAHOMA CITY, OK 73106	NONE	EOF	MARTIN FDN ENERGY MANAGEMENT SPEAKERS SERIES FUND	50,000
THE UNIVERSITY OF OKLAHOMA FOUNDATION 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EOF	$10,000 PROGRAM SUPPORT, $27,000 SCHOLARSHIPS	37,000
VARIETY CARE FOUNDATION 420 NW 6TH OKLAHOMA CITY, OK 73103	NONE	EOF	FUNDING TO PROVIDE HEALTH CARE TO THE INDIGENT	15,000
REGIONAL FOOD BANK OF OKLAHOMA INC P O BOX 270968 OKLAHOMA CITY, OK 73137	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE FOOD AND GOODS FOR THE IMPOVERISHED	60,000
POSITIVE TOMORROWS COMMUNITY BOARD 1804 N BRAUER AVE OKLAHOMA CITY, OK 73106	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE ELEMENTARY EDUCATION FOR THE HOMELESS	20,000
JOHN 316 MISSION 205 E PINE STE 103 TULSA, OK 74101	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION OF PROVIDING SHELTER, FOOD AND RECOVERY PROGRAMS FOR THE HOMELESS	5,000
INFANT CRISIS SERVICES INC 1933 NW 39TH OKLAHOMA CITY, OK 73118	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE FORMULA, FOOD AND CLOTHING FOR BABIES AND TODDLERS IN TIMES OF CRISIS	10,000
SPECIAL CARE INCORPORATED 12201 N WESTERN AVE OKLAHOMA CITY, OK 73114	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE CARE FOR CHILDREN WITH SPECIAL NEEDS	10,000
NEIGHBOR FOR NEIGHBOR INC 505 E 36TH ST N TULSA, OK 741061812	NONE	PC	TO ASSIST ORGANIZATION IN FULFILLING ITS MISSION TO PROVIDE FOOD AND SERIVICES FOR THE IMPOVERISHED	20,000
OSU FOUNDATION 400 SOUTH MONROE STILLWATER, OK 74074	NONE	EOF	BRANDING SUCCESS CAMPAIGN	26,000
OSU FOUNDATION 400 SOUTH MONROE STILLWATER, OK 74074	NONE	EOF	SCHOLARSHIPS FOR PETROLEUM GEOLOGY, 2014	25,000
OSU FOUNDATION 400 SOUTH MONROE STILLWATER, OK 74074	NONE	EOF	SCHOLARSHIPS FOR PETROLEUM ENGINEERING, 2014	25,000
OSU FOUNDATION 400 SOUTH MONROE STILLWATER, OK 74074	NONE	EOF	SCHOLARSHIPS FOR PETROLEUM ENGINEERING & GEOLOGY	50,000
Total . . . . ▶ **3a**				482,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF CENTRAL OKLAHOMA 100 N UNIVERSITY DRIVE EDMOND,OK 73034	NONE	EOF	FOR NURSING SCHOLARSHIPS	50,000
Total . . . . ▶ **3a**				482,000

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491232006065

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

► Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*
► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0123

2014

Attachment Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

73-1504147

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.
Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
618 2160 PIM	01-31-2014	11-07-2014	6,769	(6,744)			25
684 6390 VAN	11-15-2013	09-03-2014	7,353	(7,367)			-14
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . . . . ►			14,382	(14,371)			11

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

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side
KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

Social security number or taxpayer identification number
73-1504147

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.
Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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

☑ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
35 0000 APPL	03-30-2012	08-28-2014	3,584	(3,003)			581
50 0000 CHEV	03-19-2013	04-22-2014	6,206	(5,976)			230
15 0000 CHEV	03-19-2013	08-28-2014	1,929	(1,793)			136
30 0000 CHEV	03-19-2013	09-02-2014	3,816	(3,586)			230
73 3260 COHE	10-25-2012	04-22-2014	3,333	(2,988)			345
50 0000 WALT	04-24-2012	08-27-2014	4,509	(2,108)			2,401
107 0870 HAR	12-17-2012	08-27-2014	7,755	(6,561)			1,194
150 0000 ITT	01-20-2012	05-21-2014	6,522	(3,294)			3,228
2695 9940 PI	09-23-2010	11-07-2014	29,521	(30,292)			-771
785 2690 VAN	05-31-2013	09-03-2014	8,434	(8,505)			-71
159 1780 VAN	12-20-2009	11-07-2014	1,706	(1,713)			-7
75 0000 COVI	12-07-2012	08-27-2014	6,532	(3,964)			2,568
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			85,060	(75,002)		6	10,064

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
See Additional Data Table				( )			
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			651,982	(566,134)			85,848

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

TY 2014 Accounting Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,500	10,500	10,500	

TY 2014 All Other Program Related Investments Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount
NONE	

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

TY 2014 Depreciation Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

TY 2014 Investments Corporate Bonds Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Bond	End of Year Book Value	End of Year Fair Market Value
22,012.23 METRO WEST TOTAL RET	225,848	226,286
23,842.78 PIMCO TOTAL RETURN	249,389	254,164
4,659.19 VANGUARD ADMIRAL S/T	0	0
70,982.54 VANGUARD ADM S/T INV	744,888	756,674
12,100.03 TEMPLETON GLOB BOND	160,849	150,161
25,000 JP MORGAN CHASE	0	0
100,000 HSBC BANK USA	0	0
25,000 MERRILL LYNCH & CO	0	0
25,000 SBC COMMUNICATIONS	0	0
50,000 WELLS FARGO	0	0
40000 G E	40,000	40,144
25,000 GOLDMAN SACHS 5.125	25,482	25,032
25,000 PEPSICO	26,001	25,020
25,000 ROYAL BANK OF SCOTLAND	25,294	25,515
22,071.37 PIMCO HIGH YIELD	211,034	201,732
16,596.29 VANGUARD TOTAL BOND	182,451	180,402
1,847.51 VANGUARD ADM INFLATIO	39,939	47,795

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TY 2014 Investments Corporate Stock Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Stock	End of Year Book Value	End of Year Fair Market Value
900 ABBOTT LABORATORIES	16,650	40,518
750 ACCENTURE PLC	40,681	66,983
4,352.60 AMERICAN BEACON SMALL	80,860	109,120
200 AMPHENOL CORP	0	0
650 APACHE	37,017	40,735
1,155 APPLE INC	62,108	127,489
300 BARD C R INC	20,464	49,986
550 BAXTER INTERNATIONAL	0	0
2,200 BG GROUP PLC ADR	38,914	29,392
125 BLACKROCK INC	38,564	44,695
650 CAPITAL ONE FINANCIAL	43,666	53,657
600 CELGENE	41,631	67,116
530 CHEVRON CORPORATION	61,090	59,455
400 CHUBB	22,980	41,388
1,000 COGNIZANT TECHNOLOGY SOL	36,015	52,660
943.90 COHEN & STEERS REALTY	28,370	47,252
1,506.98 COLUMBIA ACORN CL Z	54,062	48,148
300 COSTCO WHOLESALE	29,357	42,525
725 COVIDIEN	38,323	74,153
1,050 CVS CAREMARK CORP	30,002	101,125
600 DANAHER CORP	32,595	51,426
650 DICKS SPORTING GOODS	30,238	32,272
775 DISNEY WALT HOLDING COMPAN	25,928	72,997
4867.90 DODGE & COX INTL	175,334	204,987
900 EXPRESS SCRIPTS INC	48,969	76,203
550 EXXON MOBIL	24,779	50,848
500 FEE INTL	500	0
675 FRANKLIN RES INC	0	0
2,500 GENERAL ELECTRIC	61,853	63,175
65 GOOGLE INC CLASS A	16,380	34,493

Name of Stock	End of Year Book Value	End of Year Fair Market Value
65 GOOGLE INC CLASS C	16,422	34,216
3,753.78 HARBOR INTERNATIONAL	169,645	243,170
800 HONEYWELL	67,188	79,936
150 INTERCONTINENTAL	27,233	32,894
135 INTERNATIONAL BUSINESS MAC	13,768	21,659
1,700 ITT INDUSTRIES	31,533	68,782
4,812.81 LAZARD EMERGING MKTS	96,158	82,732
1,150 MATERIALS SELECT SECTOR	42,476	55,867
350 MCDONALDS	30,714	32,795
700 MONDELEZ	23,800	25,428
850 NIKE INC	17,987	81,727
900 NOBLE ENERGY	20,396	42,687
600 NOVARTIS	42,300	55,596
300 ONEOK	0	0
800 PEPSICO	39,589	75,648
550 PPL	16,434	19,982
800 QUALCOMM	49,904	59,464
600 SCHLUMBERGER LTD	48,040	51,246
900 TARGET	0	0
250 THERMO FISHER SCIENTIFIC	30,137	31,323
575 UNITED TECHNOLOGIES	25,986	66,125
1,018.92 VANGUARD ADMIRAL INT'	56,888	69,766
1,150 VANGUARD CONSUMER	88,406	134,412
4,900 VANGUARD FINANCIALS ETF	135,433	243,579
1,200 VANGUARD INFO TECHNOLOGY	38,779	125,376
835.29 VANGUARD SIGNAL MID CA	110,367	127,775
5,042.05 VANGUARD SIGNAL SMALL	144,214	281,699
300 VANGUARD TELECOMMUNICATION	25,529	25,416
450 VISA INC	63,287	117,990
500 WAL-MART	34,675	42,940

TY 2014 Investments - Other Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES-NON-PROD	AT COST	524,235	524,235
OIL & GAS PRODUCING	FMV	0	1,126,519

TY 2014 Legal Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	400	400	400	

TY 2014 Other Decreases Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Amount
WASH SALE ADJUSTMENTS	6

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TY 2014 Other Expenses Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROYALTY EXPENSES		35,433	35,433	
Rent and Royalty Expense	35,433			

TY 2014 Other Income Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LEASE BONUSES	46,960	46,960	46,960
STOCK LITIGATION PROCEEDS	52	52	52
OTHER INCOME-REFUNDS, ETC	730	730	730
Royalty Income	376,092	376,092	376,092

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TY 2014 Other Increases Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Amount
% DEPLETION ALLOWED,PART 1,LINE 19	56,414

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TY 2014 Other Professional Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE AND CUSTODIAL FEES	39,062	39,062	39,062	

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TY 2014 Taxes Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES-DIVIDENDS	1,729	1,729	1,729	
FEDERAL EXCISE TAX	9,800	9,800	9,800	