Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: LEMON FAMILY FOUNDATION

A Employer identification number: 73-1516391

Number and street (or P O box number if mail is not delivered to street address): 11300 RUNNING DEER CT.

Room/suite:

B Telephone number (see instructions): 405-796-7336

City or town, state or province, country, and ZIP or foreign postal code: EDMOND, OK 73013-8344

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) ▶ $ 2,487,749

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)	2,283,158			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	13	13	13	
	4 Dividends and interest from securities	37,087	37,087	37,087	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			1,940	
	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)				
	12 **Total.** Add lines 1 through 11	2,320,258	37,100	39,040	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	12,135	12,135	12,135	12,135
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	603	603	603	603
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,738	12,738	12,738	12,738
	25 Contributions, gifts, grants paid	44,000			44,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	56,738	12,738	12,738	56,738
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	2,263,520			
	b **Net investment income** (if negative, enter -0-)		24,362		
	c **Adjusted net income** (if negative, enter -0-)			26,302	

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TLS 4

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	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	6,718	134,900	134,900
	2	Savings and temporary cash investments			
	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)	1,189,111	3,906,280	2,352,466
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment. basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ FOREIGN TAX WITHHOLDING)	505	383	383
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,189,111	4,041,563	2,487,749
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)			
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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	1,170,088	1,819,527	
	29	Retained earnings, accumulated income, endowment, or other funds	19,023	2,222,036	
	30	**Total net assets or fund balances** (see instructions)	1,189,111	4,041,563	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,189,111	4,041,563	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,189,111
2	Enter amount from Part I, line 27a	2	2,263,520
3	Other increases not included in line 2 (itemize) ▶ COST BASIS OF DONATED STOCK	3	588,932
4	Add lines 1, 2, and 3	4	4,041,563
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	4,041,563

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	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
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	$ 935,444	0	$ 1,008,891	< $ 73,447 >
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** < 73,447 >

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** 1,940

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	52,037	886,857	5.87
2012	52,024	866,861	6.00
2011	45,161	877,488	5.15
2010	32,616	719,610	4.53
2009	39,411	456,681	8.63

2	**Total** of line 1, column (d)	2	30.18
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	6.04
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,476,793
5	Multiply line 4 by line 3	5	89,198
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	244
7	Add lines 5 and 6	7	89,442
8	Enter qualifying distributions from Part XII, line 4	8	56,738

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	487 24
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 00
3	Add lines 1 and 2			3	487 24
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0 00
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	487 24
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	0 00		
b	Exempt foreign organizations—tax withheld at source	6b	383 73		
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	383 73
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	0 00
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	103 51
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OKLAHOMA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ NONE			
14	The books are in care of ▶ LARRY H. LEMON Telephone no. ▶ 405-796-7336			
	Located at ▶ 11300 RUNNING DEER CT., EDMOND, OK ZIP+4 ▶ 73013-8344			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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		X
	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 ▶			

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		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 ▶ 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		X
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		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)? **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: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LARRY H. LEMON 11300 RUNNING DEER CT. EDMOND, OK 73013	MANAGER 10	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
NONE				

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	
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	1,367,073
b	Average of monthly cash balances	1b	131,828
c	Fair market value of all other assets (see instructions)	1c	383
d	**Total** (add lines 1a, b, and c)	1d	1,499,284
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,499,282
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	22,489
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,476,793
6	**Minimum investment return.** Enter 5% of line 5	6	73,840

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	73,840
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 487		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b: 0		
c	Add lines 2a and 2b	2c	487
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	73,353
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	73,353
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	73,353

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	56,738
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	56,738
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	56,738

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				73,353
2	Undistributed income, if any, as of the end of 2014:				
a	Enter amount for 2013 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2014.				
a	From 2009 . . . 0				
b	From 2010 . . . 0				
c	From 2011 . . . 0				
d	From 2012 . . . 0				
e	From 2013 . . . 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $				
a	Applied to 2013, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions)		0		
c	Treated as distributions out of corpus (Election required—see instructions)	0			
d	Applied to 2014 distributable amount				0
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 instructions			0	
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				73,353
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 (see instructions)	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 . . . 0				
b	Excess from 2011 . . . 0				
c	Excess from 2012 . . . 0				
d	Excess from 2013 . . . 0				
e	Excess from 2014 . . . 0				

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 ▶ AUGUST 21, 1997

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

	Tax year (a) 2014	Prior 3 years (b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	26,302	40,876	39,686	43,874	150,738
b 85% of line 2a	22,356	34,745	33,733	37,293	128,127
c Qualifying distributions from Part XII, line 4 for each year listed	56,738	52,037	52,024	45,161	205,970
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	56,738	52,037	52,024	45,161	205,970
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	49,227	29,577	28,895	29,250	136,949
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

LARRY H. LEMON

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:

LARRY H. LEMON 11300 RUNNING DEER CT. EDMOND, OK 73013-8344 405-796-7336

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

LETTER FORM DESCRIBE SPECFIC NEED AND USE.

c Any submission deadlines:

OCTOBER 1ST OF EACH YEAR

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED				$ 44,000.00
Total			▶ **3a**	44,000.00
b *Approved for future payment*				
NONE				
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					13
4 Dividends and interest from securities					37,087
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					37,087

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 37,087

(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.)
3 + 4	GENERATE FUNDS TO PROVIDE GRANT MONEY

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

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

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

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

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

Larry A. Lemon | 5-15-15 | MANAGER

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

Printed on recycled paper

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

Schedule of Contributors

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

OMB No 1545-0047

2014

Name of the organization	**Employer identification number**

Organization type (check one):

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

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization	Employer identification number

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	ESTATE OF IRENE CAMPBELL LEMON 11300 RUNNING DEER CT. EDMOND, OK 73013-8344	$ 206,232 CASH	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
1	ESTATE OF IRENE CAMPBELL LEMON 11300 RUNNING DEER CT. EDMOND, OK 73013-8344	$ 2,076,926	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED STOCKS + BONDS	$ 2,076,926	SEPT. 2014
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

LEMON FAMILY FOUNDATION

11300 Running Deer Court Edmond, Oklahoma 73013-8344

Schedule of additional information for 2014 Income Tax Return

Part 1, Line 16 C - Other Professional Fees

Stock Broker Commissions	$ 12,135.00

Part 1, Line 18 - Taxes

2013 IRS Income Taxes	$ 218.68
2013 Foreign Tax Withholding	384.78
Total Taxes	$ 603.46

PART XV, No. 3 A - Grants Paid During the Year

Name and Address	Foundation Status	Purpose	Amount
Impact Oklahoma Oklahoma City, Oklahoma	Foundation	Programs	$ 1,000.00
The Children's Center Oklahoma City, Okla.	Foundation	Building Program	20,000.00
The Little Light House Oklahoma city, Okla.	Foundation	Programs	500.00
Free To Live Oklahoma City, Okla.	Foundation	Maintenance	1,000.00
Okla. City Panhellenic Foundation Norman, Okla.	Foundation	Programs	1,500.00
Circle Of Care, Inc. Oklahoma City, Oklahoma	Foundation	Programs	1,000.00

Sooner Golden Retriever Rescue Oklahoma City, Okla.	Foundation	Programs	1,000.00
Church of the Servant Oklahoma City, Okla.	Church	Programs	7,000.00
Executive Service Corps of Oklahoma Oklahoma City, Okla.	Foundation	Programs	1,000.00
Tulsa Boys' Home Tulsa, Oklahoma	Foundation	Programs	1,000.00
NAPA Research & Education Foundation Edmond, Okla.	Foundation	Programs	1,000.00
Oakdale School Foundation Oklahoma City, Okla.	Foundation	Programs	500.00
Dinner With Love Foundation Baltimore, Maryland	Foundation	Programs	1,000.00
Fine Arts Institute of Edmond Oklahoma City, Okla.	Foundation	Programs	1,000.00
Putnam City Schools Foundation Baltimore, Maryland	Foundation	Programs	1,500.00
Infant Crisis Services, Inc. Oklahoma City, Okla.	Foundation	Programs	4,000.00

	Total Grants and Donations 2014		$ 44,000.00

LEMON FAMILY FOUNDATION

December 31, 2014

NAME OF SECURITY	SYM	DATE BOUGHT	NUMBER SHARES	ORIGINAL PURCHASE PRICE	ORIGINAL DOLLAR COST	ANNUAL REVENUE	CASH FLOW R O I %	OPTION SOLD	TODAY'S MARKET PRICE	TODAY'S MARKET VALUE
CASH IN THE BANK					$ 134,899.75	13 48	0 01%			$ 134,899 75
					3 34%					5.42%
STOCKS										
American Internaitonal Group	AIG	11/08/07	25	$ 1,110 00	$ 27,750 00	12 50	0 05%		56 0100	$ 1,400.25
AIG Warrent-Buy@$45 Exp1-19-21	AIGWS	01/20/11	13	$ -	$ -		0.00%		24 6200	$ 320 06
American Capital Agency Corp HLA	AGNC	05/03/13	1,000	$ 30 5956	$ 30,595 60	2,640 00	8.63%		21 8300	$ 21,830 00
American Capital Agency Corp HLA	AGNC	05/13/13	1,000	$ 29 0000	$ 29,000.00	2,640 00	9 10%		21.8300	$ 21,830.00
American Capital Agency Corp HLA	AGNC	05/31/13	1,000	$ 26.0000	$ 26,000 00	2,640 00	10 15%		21.8300	$ 21,830.00
American Capital Agency Corp IL	AGNC	12/25/13	1,000	$ 20 0275	$ 20,027 50	2,640 00	13 18%		21 8300	$ 21,830 00
American Capital Agency Corp IL	AGNC	12/25/13	1,000	$ 20.0275	$ 20,027 50	2,640 00	13 18%		21 8300	$ 21,830 00
American Capital Agency Corp IL	AGNC	12/25/13	1,000	$ 20 0275	$ 20,027.50	2,640 00	13 18%		21.8300	$ 21,830.00
Apollo Global Management	APO	04/08/14	2,000	$ 28 5000	$ 57,000 00	6,220 00	10 91%		23 5800	$ 47,160.00
Apollo Global Management HLA	APO	02/03/14	1,000	$ 30 4130	$ 30,413 00	3,110 00	10 23%		23.5800	$ 23,580.00
Apollo Global Management HLA	APO	04/08/14	2,000	$ 28 5000	$ 57,000 00	6,220 00	10 91%		23.5800	$ 47,160.00
Apollo Global Management IL	APO	02/03/14	1,000	$ 30 4599	$ 30,459.90	3,110 00	10 21%		23.5800	$ 23,580.00
Apollo Global Management IL	APO	04/08/14	2,000	$ 28 5000	$ 57,000 00	6,220 00	10.91%		23.5800	$ 47,160.00
Arena Pharmaceuticals, Inc HLA	ARNA	05/03/13	5,000	$ 7 5671	$ 37,835.60	-	0 00%		3 4700	$ 17,350.00
Arena Pharmaceuticals, Inc HLA	ARNA	07/19/13	10,000	$ 8 0000	$ 69,966.18	-	0.00%		3.4700	$ 34,700.00
Arena Pharmaceuticals, Inc. IL	ARNA	12/25/13	5,000	$ 5 6400	$ 28,200 00		0 00%		3.4700	$ 17,350.00
Arena Pharmaceuticals, Inc. IL	ARNA	12/25/13	5,000	$ 5 6400	$ 28,200 00		0 00%		3.4700	$ 17,350.00
Arena Pharmaceuticals, Inc. IL	ARNA	12/25/13	5,000	$ 5 6400	$ 28,200 00		0 00%		3 4700	$ 17,350.00
Armour Residential, Inc	ARR	03/09/11	5,000	$ 7 5100	$ 37,550 00	3,000 00	7 99%		3.6800	$ 18,400.00
BANK OF AMERICA	BAC	03/03/08	429	$ 57 1000	$ 24,494.53	85 80	0 35%		17 8900	$ 7,674.81
Barrick Gold Corp HLB	ABX	07/19/12	2,000	$ 34 8350	$ 69,670 00	400 00	0 57%		10 7500	$ 21,500.00
Barrick Gold Corp HLB	ABX	04/24/13	2,500	$ 18 0000	$ 45,000 00	500 00	1.11%		10 7500	$ 26,875 00
Bio-Reference Labs HLA	BRLI	05/08/14	1,000	$ 25 0000	$ 25,000 00	-	0 00%	Feb 32 50	32.1300	$ 32,130.00
Bio-Reference Labs, Inc. IL	BRLI	12/25/13	1,000	$ 25 0000	$ 25,000 00		0 00%	Feb 32.50	32 1300	$ 32,130.00
Clean Energy Fuels Corp HLB	CLNE	03/21/14	10,000	$ 12 0000	$ 120,000.00	-	0 00%		4 9950	$ 49,950 00
Clean Energy Fuels Corp	CLNE	12/19/14	10,000	$ 9 0000	$ 90,000 00	-	0 00%		4 9950	$ 49,950 00
CVR Partners, LP HLA	UAN	06/11/14	1,000	$ 18 0000	$ 18,000.00	1,080 00	6 00%		9.7400	$ 9,740.00
CVR Partners, LP IL	UAN	12/25/13	1,000	$ 16 5823	$ 16,582 25	1,080 00	6 51%		9.7400	$ 9,740.00
Diana Containerships	DCIX	07/19/12	5,000	$ 6 2260	$ 31,130.84	50 00	0 16%		1.8800	$ 9,400.00
Diana Containerships	DCIX	08/27/12	5,000	$ 5 2661	$ 26,330.50	50 00	0 19%		1 8800	$ 9,400 00
Diana Containerships HLB	DCIX	07/19/12	10,000	$ 6 2000	$ 62,000.00	100.00	0 16%		1 8800	$ 18,800 00
Diana Containerships HLB	DCIX	12/02/13	10,000	$ 3.8000	$ 38,000 00	100 00	0.26%		1.8800	$ 18,800.00
Facebook, Inc.	FB	10/29/14	1,000	$ 76 4070	$ 76,407 00	-	0.00%		78.0200	$ 78,020 00
Ford Motor Company	F	10/01/14	3,000	$ 14.6000	$ 43,800.00	1,500 00	3.42%		15.5000	$ 46,500 00
Freeport-McMoran Copper & Gold	FCX	02/26/13	3,000	$ 31 4999	$ 94,499 70	3,750 00	3 97%		23.3600	$ 70,080.00
FreePort McMoran Copr & Gld HLA	FCX	12/05/12	1,000	$ 33 0000	$ 33,000.00	1,250 00	3 79%		23.3600	$ 23,360 00
FreePort McMoran Copr & Gld HLB	FCX	02/26/13	1,000	$ 31.4699	$ 31,469.90	1,250.00	3.97%		23.3600	$ 23,360.00

Gamestop Corp		GME	12/26/14	1,000	$ 33 7000	$ 33,700 00	1,320.00	3 92%		33.8000	$ 33,800 00
General Motors Co	HLA	GM	04/11/14	1,000	$ 32 6310	$ 32,631 00	1,200.00	3 68%		34.9100	$ 34,910 00
General Motors Company	IL	GM	12/25/13	479	$ 41 2575	$ 19,762.34	574.80	2 91%		34.9100	$ 16,721 89
General Motors Company	IL	GM	12/25/13	521	$ 41 2575	$ 21,495.16	625.20	2 91%		34.9100	$ 18,188.11
General Motors Company	IL	GM	12/25/13	13	$ 41 2575	$ 536 35	15 60	2 91%		34.9100	$ 453.83
General Motors Company	IL	GM	12/25/13	9	$ 41 2575	$ 371 31	10 80	2 91%		34.9100	$ 314 19
General Motors Company	IL	GM	12/25/13	26	$ 41 2575	$ 1,072 70	31 20	0 00%		34.9100	$ 907.66
General Motors Company	IL	GM	12/25/13	1,000	$ 32 6251	$ 32,625 10	1,200 00	3.68%		34.9100	$ 34,910 00
G M Wnts @ $10 00 Exp 7-10-16		GMWSA	12/25/13	436	$ 31 5275	$ 13,745 99	-	0 00%		25.0800	$ 10,934.88
G M Wnts @ $10.00 Exp 7-10-16		GMWSA	12/25/13	11	$ 31 5275	$ 346.80	-	0 00%		25 0800	$ 275 88
G M Wnts @ $10.00 Exp 7-10-16		GMWSA	12/25/13	8	$ 31 5275	$ 252.21	-	0 00%		25.0800	$ 200 64
G M Wnts @ $10 00 Exp. 7-10-16		GMWSA	12/25/13	24	$ 31 5275	$ 756 66	-	0 00%		25.0800	$ 601.92
G M Wnts @ $18.33 Exp. 7-10-19		GMWSB	12/25/13	436	$ 23 4900	$ 10,241 64	-	0 00%		17.0000	$ 7,412.00
G M Wnts @ $18 33 Exp. 7-10-19		GMWSB	12/25/13	11	$ 23 4900	$ 258 39	-	0 00%		17.0000	$ 187 00
G M Wnts @ $18.33 Exp 7-10-19		GMWSB	12/25/13	8	$ 23 4900	$ 187.92	-	0 00%		17.0000	$ 136.00
G M Wnts @ $18.33 Exp 7-10-19		GMWSB	12/25/13	24	$ 23 4900	$ 563.76	-	0 00%		17.0000	$ 408 00
Goldcorp, Inc		GG	11/15/13	2,000	$ 24 6456	$ 49,291 20	1,200 00	2 43%		18.5200	$ 37,040 00
JDS UNIPHASE, INC		JDSU	05/29/01	250	$ 152 1720	$ 38,043 00		0 00%		13.7200	$ 3,430.00
JDS UNIPHASE, INC		JDSU	05/04/06	625	$ 27 0400	$ 16,900 00		0.00%		13.7200	$ 8,575 00
KEMET CORP.		KEME	12/06/06	1,666	$ 21 6031	$ 35,990 72		0 00%		4.2000	$ 6,997.20
KKR & Co		KKR	08/28/14	2,000	$ 23 4477	$ 46,895.48	4,060 00	8 66%		23.2100	$ 46,420.00
KKR & Co		KKR	10/01/14	2,000	$ 21 8255	$ 43,651 00	4,060.00	9 30%		23.2100	$ 46,420 00
Krispy Kreme Doughnuts	HLA	KKD	07/18/14	2,000	$ 16 0000	$ 31,202 74	-	0 00%	Feb 20's	19.7400	$ 39,480 00
Krispy Kreeme Doughnuts	IL	KKD	07/18/14	2,000	$ 15 6000	$ 31,201 74	-	0 00%	Feb 20's	19.7400	$ 39,480 00
Newmont Mining Corp	HLA	NEM	03/28/12	2,000	$ 51 4899	$ 102,979 80	200 00	0 19%		18.9000	$ 37,800 00
Newmont Mining Corp	HLB	NEM	07/20/12	2,000	$ 45 0000	$ 90,000.00	200 00	0 22%		18.9000	$ 37,800 00
North American Palladium	HLA	PAL	05/11/11	5,000	$ 4 1199	$ 20,599.50		0 00%		0.1343	$ 671.50
ON Semicinductor Corp		ONNN	11/04/14	5,000	$ 8 0500	$ 40,250.00		0.00%		10.1300	$ 50,650 00
ProShares Tr Treasury Short	HLA	TBF	10/09/09	500	$ 48 3200	$ 24,160 00		0 00%		25.1500	$ 12,575.00
Qualcom, Inc		QCOM	11/06/14	1,000	$ 68 3356	$ 68,335.60	1,680 00	2.46%		74.3300	$ 74,330.00
RPC, Inc		RES	11/17/14	5,000	$ 15 5073	$ 77,536.50	2,100 00	0 00%		13.0400	$ 65,200 00
SandRidge Energy, Inc		SD	08/10/10	10,000	$ 4 9289	$ 49,289 00		0 00%		1.8200	$ 18,200.00
SandRidge Energy, Inc	HLA	SD	09/03/08	1,000	$ 28 8600	$ 28,861.96		0 00%		1.8200	$ 1,820.00
SandRidge Energy, Inc	HLA	SD	12/09/09	3,000	$ 8.2500	$ 24,750.00		0 00%		1.8200	$ 5,460.00
SandRidge Energy, Inc	HLA	SD	06/18/10	5,000	$ 7 5000	$ 37,500 00		0 00%		1.8200	$ 9,100 00
SandRidge Energy, Inc.	HLA	SD	09/17/10	1,000	$ 6 0000	$ 6,000 00		0 00%		1.8200	$ 1,820 00
SandRidge Energy, Inc	HLA	SD	04/19/13	5,000	$ 5 0000	$ 23,773 23		0 00%		1.8200	$ 9,100.00
Sandridge Energy, Inc.	IL	SD	12/25/13	5,000	$ 5 9125	$ 29,562 50	-	0 00%		1.8200	$ 9,100 00
SandRidge Mississippian Trust		SDT	11/15/12	2,000	$ 14 8773	$ 29,754 60	3,062.00	10 29%		3.0200	$ 6,040 00
SandRidge Mississippian Trust		SDT	03/01/13	3,000	$ 15 0000	$ 45,000 00	4,593 00	10 21%		3.0200	$ 9,060.00
SandRidge Mississippian Trust	HLA	SDT	06/25/12	2,000	$ 24.0000	$ 48,000 00	3,062.00	6 38%		3.0200	$ 6,040.00
SandRidge Mississippian Trust	HLA	SDT	10/03/12	2,000	$ 23.5500	$ 47,100.00	3,062.00	6.50%		3.0200	$ 6,040.00
SandRidge Mississippian Trust	HLA	SDT	03/07/13	1,000	$ 13 1901	$ 13,190 08	1,531.00	11 61%		3.0200	$ 3,020.00
SandRidge Mississippian Trust	IL	SDT	12/25/13	2,000	$ 9.0150	$ 18,030 00	3,062 00	16 98%		3 0200	$ 6,040 00
SandRidge Mississippian Trust	IL	SDT	12/25/13	2,000	$ 9 0150	$ 18,030 00	3,062.00	16 98%		3.0200	$ 6,040.00
SandRidge Mississippian Trust	IL	SDT	12/25/13	1,000	$ 9 0150	$ 9,015.00	1,531.00	16 98%		3.0200	$ 3,020 00
Sandridge Mississipian Trust	HLB	SDT	10/03/12	4,000	$ 23 5800	$ 94,320 00	6,124 00	6 49%		3.0200	$ 12,080.00

Sandridge Mississipian Trust HLB	SDT	10/26/12	1,000	$ 19 8010	$ 19,801 00	1,531 00	7 73%	3.0200	$ 3,020.00
Satcon Technology Corp	SATCQ	08/29/11	1,250	$ 8.8000	$ 11,000 00		0 00%	0.0035	$ 4.38
Seadrill, Ltd HLA	SDRL	12/18/13	1,000	$ 39 4000	$ 39,400.00		0 00%	11 9400	$ 11,940.00
Seadrill, Ltd HLA	SDRL	02/13/14	1,000	$ 35 5800	$ 35,580.00		0 00%	11.9400	$ 11,940 00
Seadrill, Ltd IL	SDRL	12/25/13	1,000	$ 40 1225	$ 40,122 50		0 00%	11.9400	$ 11,940.00
Seadrill, Ltd. IL	SDRL	02/13/14	1,000	$ 35 5951	$ 35,595 10		0 00%	11.9400	$ 11,940.00
Seadrill, Ltd HLB	SDRL	03/20/14	1,000	$ 33 8600	$ 33,860.00		0 00%	11.9400	$ 11,940 00
SIRIUS XM HOLDINGS, INC.	SIRI	08/24/05	1,000	$ 6.5400	$ 6,540.00		0 00%	3.5000	$ 3,500 00
SIRIUS XM HOLDINGS, INC.	SIRI	02/24/06	4,000	$ 5 1500	$ 20,600 00		0 00%	3.5000	$ 14,000.00
Tenet Healthcare Corp	THC	11/11/14	1,500	$ 48 0000	$ 72,000.00		0 00%	50.6700	$ 76,005.00
Time, Inc	TIME	06/09/14	41	$ 31 4854	$ 1,290 90	60 00	4 65%	24.6100	$ 1,009.01
Time, Inc.	TIME	08/26/14	959	$ 23 8170	$ 22,840 50	700.00	3 06%	24 6100	$ 23,600.99
TIME WARNER CABLE, INC	TWC	03/30/09	83	$ 42 5569	$ 3,513.89	249 00	7 09%	152 0600	$ 12,620.98
TIME WARNER, INC.	TWX	08/01/01	333	$ 127 4500	$ 41,129 89	422 91	1 03%	85.4200	$ 28,444 86
Transocean, Ltd HLA	RIG	09/05/13	1,000	$ 46 5360	$ 46,536 00	3,000 00	6 45%	18.3300	$ 18,330.00
Transocean, Ltd HLA	RIG	03/21/14	2,000	$ 42 3800	$ 85,549 80	6,000 00	7 01%	18.3300	$ 36,660.00
Vale S.A IL	Vale	12/25/13	3,000	$ 14 7711	$ 44,313.30	393 00	0 89%	8.1800	$ 24,540.00
Wells Fargo Bank HLA	WFC	05/29/08	398	$ 97 9899	$ 38,994.16	557 20	1 43%	54.8200	$ 21,818.36
Wells Fargo Bank HLA	WFC	03/17/09	102	$ 13 4176	$ 1,368 60	142 80	10 43%	54.8200	$ 5,591.64
Williams Partners, LP HLA	WPZ	01/10/14	1,000	$ 49.0592	$ 49,059.16	3,714 00	7 57%	44.7500	$ 44,750.00
Williams partners, LP IL	WPZ	01/13/14	1,000	$ 49 5998	$ 49,599 80	3,714 00	7 49%	44.7500	$ 44,750.00
Wisdomtree EmerG Mkts ETF HLA	DEM	02/25/11	1,000	$ 57.4900	$ 57,490.00	2,323 00	4 04%	42.1600	$ 42,160.00
Wisdomtree EmerG Mkts ETF HLA	DEM	01/29/14	1,000	$ 46 0000	$ 46,000 00	2,323 00	5 05%	42.1600	$ 42,160 00
Wisdomtree EmerG Mkts ETF IL	DEM	01/29/14	1,000	$ 46 0000	$ 46,000 00	2,323 00	5 05%	42.1600	$ 42,160.00
Zynga, Inc	ZNGA	06/06/14	10,000	$ 3 0000	$ 30,000 00	-	0 00%	2.6600	$ 26,600.00
Sub-Total Stocks			240,680		$ 3,791,583 08	129,947.81	3 43%		$ 2,331,886.04
					93 82%				93.75%
	Maturity								
CORPORATE BONDS	Date								
Global Geophysical 10.500% HLB	05/01/17	01/09/13	50	$ 905.00	$ 45,250 00		0 00%	15.5000	$ 775.00
Global Geophysical 10.500% HLB	05/01/17	02/25/13	30	$ 887.50	$ 26,625.00		0 00%	15.5000	$ 465.00
Global Geophysical 10 500% HLB	05/01/17	08/14/13	20	$ 898.90	$ 17,978 00		0 00%	15.5000	$ 310.00
Sub-Total Taxable Bonds			100		$ 89,853 00	-	0 00%		$ 1,550.00
TAX - EXEMPT BONDS									
Puerto Rico 4 000% HLB	07/01/21	02/25/13	25	$ 993 75	$ 24,843.75	1,000 00	4.03%	761.22	$ 19,030.50
SUB-TOTAL BONDS			125		$ 114,696 75	1,000 00	0 87%		$ 20,580.50
					2 84%				0.83%
TOTAL STOCKS, & BONDS					$ 3,906,279 83	130,947 81	3 35%		$ 2,352,466 54
							Cash flow =		
TOTAL VALUE CASH, STOCKS, & BONDS					$ 4,041,179 58	130,961 29	3 24%		$ 2,487,366.29

LEMON FAMILY FOUNDATION

STOCKS AND BONDS TAX WORKSHEET - YEAR 2014

December 31, 2014

DESCRIPTION	Purcahse Or Gift	# OF SHS SOLD	DATE AQUIRED	DATE SOLD	NET SALES INCOME	GROSS Dollar cost	GAIN OR LOSS	Agree W/Stmt
WELLS FARGO ADVISORS - OKC								
Short Term Options								
Hertz Global Holdings Calls Jan 25's	P	20	12/09/13	01/18/14	Assigned			X
Cameco Corp Calls March 23's	P	40	01/21/14	03/22/14	Assigned			X
Sandridge Energy Calls May 7's	P	100	04/02/14	05/17/14	$996 42	$0.00	$996.42	Yes
American Cap Agency Calls April 22's	P	20	04/04/14	04/19/14	$339.28	$0.00	$339.28	Yes
Arena Pharma Calls June 7's	P	100	04/14/14	06/21/14	$3,996.35	$0.00	$3,996.35	Yes
Icon, Plc Calls Aug 50's	P	10	07/18/14	08/16/14	Assigned			X
Freeport-McMoran Calls Sept 39's	P	30	07/21/14	09/20/14	$3,358.86	$0.00	$3,358.86	Yes
Rackspace Hosting Calls Nov 39's	P	20	11/03/14	11/14/14	Assigned			X
Sub-Total Options		340			$8,690.91	$0 00	$8,690.91	
Short Term Gains and Losses								
Hertz Global Holdings w/Calls	P	2,000	11/07/13	01/17/14	$51,998.39	$43,072.20	$8,926.19	Yes
Hydrogenics Corp	P	1,200.000	08/21/13	02/26/14	$30,539.48	$13,200 00	$17,339.48	Yes
American Capital Agency Corp	P	2,000	05/13/13	04/24/14	$44,899.01	$58,000.00	($13,100.99)	Yes
International Game Tech	P	3,000	02/21/14	07/21/14	$51,448.86	$44,063.00	$7,385.86	Yes
Lumber Liquidators	P	1,000	04/08/14	08/07/14	$54,559.19	$89,000.00	($34,440.81)	Yes
Icon, Plc w/Calls	P	1,000	05/30/14	08/15/14	$50,748.51	$41,886.49	$8,862.02	Yes
Yahoo, Inc	P	1,000	07/21/14	10/22/14	$42,613.75	$33,250.00	$9,363.75	Yes
Hertz Global Holdings w/Calls	P	2,000	10/14/14	11/03/14	$44,019.23	$39,659.80	$4,359.43	Yes
Rackspace Hosting w/Calls	P	1,100	11/13/13	11/13/14	$44,702.63	$45,961.99	($1,259.36)	Yes
Rackspace Hosting w/Calls	P	900	02/20/14	11/13/14	$36,574.86	$31,154.48	$5,420.38	Yes
Seadrill, Ltd	P	1,000	02/25/14	12/18/14	$12,142.93	$36,050.00	($23,907.07)	Yes
LuLuLemon Athletica, Inc	D	2,000	05/21/14	12/19/14	$89,998.01	$85,697.35	$4,300.66	Yes
							$0.00	
Sub-Total Short Term		18,200			$554,244.85	$560,995.31	($6,750.46)	
Long Term Gains								
First Eagle Funds	P	1,228.871	10/16/07	02/20/14	$66,481.92	$59,796.91	$6,685.01	Yes
Capstone Turbine Corp	P	8,000	02/15/07	02/21/14	$13,999.76	$49,964.07	($35,964.31)	Yes
US Natural Gas Fund	P	500	12/20/10	02/24/14	$13,646.16	$28,690.00	($15,043.84)	Yes
Hydrogenics Corp	P	800	10/05/06	02/26/14	$20,359.63	$40,499.37	($20,139.74)	Yes
Cameco Corp w/Calls	P	2,000	03/29/11	03/21/14	$47,598.24	$58,495.00	($10,896.76)	Yes
Cameco Corp w/Calls	P	2,000	11/12/12	03/21/14	$47,598.25	$35,300.00	$12,298.25	Yes
Time, Inc.	P	0.625	08/01/01	06/09/14	$14.15	$19.68	($5.53)	Yes

International Game Tech	P	1,000	04/14/08	07/21/14	$17,149.62	$38,000.00	($20,850 38)	Yes
International Game Tech	P	1,000	04/23/14	07/21/14	$17,149.62	$34,490.00	($17,340.38)	Yes
Intel Corp	P	2,000	10/09/12	07/31/13	$68,066.10	$43,848.40	$24,217.70	Yes
Centrus Energy Corp	P	25.000	08/29/11	10/13/14	$173.25	$32,792.19	($32,618.94)	Yes
Arena Pharmaceuticals	P	10,000	03/01/12	12/18/14	$40,171.10	$18,000 00	$22,171.10	Yes
Arena Pharmaceuticals	D	5,000	07/25/11	12/18/14	$20,100.55	$8,000.00	$12,100.55	Yes
							$0.00	
Sub-Total Long Term					$372,508.35	$447,895.62	-$75,387.27	
Total Wells Fargo Advisors - OKC					$935,444.11	$1,008,890.93	-$73,446.82	