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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form **990-PF**Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation H.H. CHAMPLIN FOUNDATION		A Employer identification number 73-5682900
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1066	Room/suite	B Telephone number 580-233-1155
City or town, state or province, country, and ZIP or foreign postal code ENID, OK 73702		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 794,275.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,484.	2,484.		STATEMENT 1
4 Dividends and interest from securities		13,985.	13,985.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		36,748.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			36,748.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		53,217.	53,217.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		3,497.	2,623.		874.
c Other professional fees		4,000.	4,000.		0.
17 Interest					
18 Taxes		500.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		7.	7.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		8,004.	6,630.		874.
25 Contributions, gifts, grants paid		45,000.			45,000.
26 Total expenses and disbursements. Add lines 24 and 25		53,004.	6,630.		45,874.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		213.			
b Net investment income (if negative, enter -0-)			46,587.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,158.	128.	128.
	2 Savings and temporary cash investments	-6,062.	4,492.	4,492.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	185,433.	166,520.	391,467.
	c Investments - corporate bonds STMT 8	388,094.	404,696.	398,188.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	575,623.	575,836.	794,275.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ SALES IN TRANSIT)	3,325.	0.		
23 Total liabilities (add lines 17 through 22)	3,325.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	600,000.	600,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-27,702.	-24,164.	
30 Total net assets or fund balances	572,298.	575,836.		
31 Total liabilities and net assets/fund balances	575,623.	575,836.		

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	572,298.
2 Enter amount from Part I, line 27a	2	213.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	3,325.
4 Add lines 1, 2, and 3	4	575,836.
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	575,836.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	131,548.	94,800.	36,748.

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			36,748.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	36,748.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	40,189.	776,637.	.051747
2012	35,064.	736,798.	.047590
2011	31,723.	716,778.	.044258
2010	31,758.	687,462.	.046196
2009	15,000.	635,613.	.023599

2 Total of line 1, column (d)	2	.213390
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	.042678
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	805,707.
5 Multiply line 4 by line 3	5	34,386.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	466.
7 Add lines 5 and 6	7	34,852.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	45,874.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	466.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	466.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	466.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	69.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,080.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,149.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	683.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **N/A**

14 The books are in care of ► **THE FOUNDATION** Telephone no. ► **580-233-1155**
 Located at ► **PO BOX 1066, ENID, OK** ZIP+4 ► **73702**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **Yes** **No**
 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 ► **X**

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ► _____, _____, _____			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOANNA M. CHAMPLIN	TRUSTEE			
6325 HARDEN DRIVE				
OKLAHOMA CITY, OK 73118	0.50	0.	0.	0.
H.C. OVEN	TRUSTEE			
427 SOUTH BOSTON, SUITE 800				
TULSA, OK 74103	0.50	0.	0.	0.
HIRAM H. CHAMPLIN	TRUSTEE			
PO BOX 1066				
ENID, OK 73702	0.50	0.	0.	0.
H.C. OVEN, JR.	TRUSTEE			
427 SOUTH BOSTON, SUITE 800				
TULSA, OK 74103	0.50	0.	0.	0.

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

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

Total number of other employees paid over \$50,000**0**

Part 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	789,176.
b	Average of monthly cash balances	1b	28,801.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	817,977.
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	817,977.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,270.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	805,707.
6	Minimum investment return. Enter 5% of line 5	6	40,285.

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	40,285.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	466.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	466.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	39,819.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	39,819.
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	39,819.

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	45,874.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	45,874.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	466.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45,408.

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				39,819.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			44,013.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 45,874.				
a Applied to 2013, but not more than line 2a			44,013.	
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				1,861.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				37,958.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014.				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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				
OETA FOUNDATION PO BOX 14190 OKLAHOMA CITY, OK 73113	NONE	EXEMPT	GENERAL OPERATING FUND	25,000.
LEONARDO CHILDREN'S MUSEUM PO BOX 348 ENID, OK 73702	NONE		GENERAL OPERATING FUND	15,000.
ENID SYMPHONY ORCHESTRA 301 W BROADWAY, STE A ENID, OK 73701	NONE		GENERAL OPERATING FUND	5,000.
Total			▶ 3a	45,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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. | | |

[illegible]


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

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

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

Signature of officer or trustee *Anthony A. ...* **Date** 10/14/15 **Title** TRUSTEE

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	J. PATRICK MILLIGAN		9/8/15		P00435069
	Firm's name ▶ HOGANTAYLOR LLC				Firm's EIN ▶ 73-1413977
	Firm's address ▶ 2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002				Phone no. (918) 745-2333

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 148 SHS CATAMARAN CORP	P	08/09/11	02/27/14
b 36.6666 SHS CDK GLOBAL INC	P	02/18/03	VARIOUS
c 300 SHS CISCO SYSTEMS	P	08/17/06	03/19/14
d 100 SHS COVIDIEN PLC	P	06/29/12	12/30/14
e 75 SHS EXPRESS SCRIPTS HLDG	P	05/20/09	05/15/14
f 50 SHS GENERAL DYNAMICS CORP	P	12/19/02	12/30/14
g 924.214 SHS LKCM FIXED INCOME FUND	P	VARIOUS	12/30/14
h 355.999 SHS LKCM SMALL CAP EQUITY FUND	P	VARIOUS	01/03/14
i 50 SHS ORACLE CORPORATION	P	03/19/09	12/30/14
j 25,000 SHS UPS, INC. 3.875%	P	06/18/09	04/01/14
k 50 SHS VF CORPORATION	P	03/26/09	12/30/14
l 25 SHS WALMART STORES	P	01/01/00	11/24/14
m 25,000 SHS WALT DISNEY CO 6.2%	P	09/14/07	06/20/14
n 125 SHS WELLS FARGO & CO	P	VARIOUS	VARIOUS
o CAPITAL GAINS DIVIDENDS			

(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 6,707.		5,570.	1,137.
b 1,362.		426.	936.
c 6,492.		6,321.	171.
d 10,315.		4,866.	5,449.
e 5,071.		2,289.	2,782.
f 6,989.		1,982.	5,007.
g 9,980.		10,146.	-166.
h 9,980.		6,531.	3,449.
i 2,261.		888.	1,373.
j 25,000.		25,530.	-530.
k 3,747.		739.	3,008.
l 2,115.		103.	2,012.
m 25,000.		26,101.	-1,101.
n 6,842.		3,308.	3,534.
o 9,687.			9,687.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,137.
b			936.
c			171.
d			5,449.
e			2,782.
f			5,007.
g			-166.
h			3,449.
i			1,373.
j			-530.
k			3,008.
l			2,012.
m			-1,101.
n			3,534.
o			9,687.

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	36,748.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	2,484.	2,484.	
TOTAL TO PART I, LINE 3	2,484.	2,484.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	23,672.	9,687.	13,985.	13,985.	
TO PART I, LINE 4	23,672.	9,687.	13,985.	13,985.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,497.	2,623.		874.
TO FORM 990-PF, PG 1, LN 16B	3,497.	2,623.		874.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	4,000.	4,000.		0.
TO FORM 990-PF, PG 1, LN 16C	4,000.	4,000.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	500.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	7.	7.		0.
TO FORM 990-PF, PG 1, LN 23	7.	7.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	166,520.	391,467.
TOTAL TO FORM 990-PF, PART II, LINE 10B	166,520.	391,467.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	404,696.	398,188.
TOTAL TO FORM 990-PF, PART II, LINE 10C	404,696.	398,188.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HIRAM H. CHAMPLIN
201 N. GRAND, SUITE 700
ENID, OK 73701

TELEPHONE NUMBER

580-233-1155

FORM AND CONTENT OF APPLICATIONS

LETTER INDICATING THE NATURE OF THE ORGANIZATION, USE OF FUNDS, AND
GEOGRAPHICAL AREA.

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

Luther King Capital Management

000534

Period Ending: 12/31/2014

H. H. Champlin Foundation

Summary of Investments

	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Cash Equivalents					
CASH INSTRUMENTS	49,491.57	49,491.57	5.9	5	0.0
Total Cash Equivalents	49,491.57	49,491.57	5.9	5	0.0
Equities					
CONSUMER DISCRETIONARY	8,281.58	30,113.75	3.6	590	2.0
CONSUMER STAPLES	8,112.41	45,593.09	5.4	1,115	2.4
ENERGY	11,874.39	39,035.59	4.6	899	2.3
FINANCIALS	29,205.20	54,853.04	6.5	1,319	2.4
HEALTH CARE	6,607.94	36,973.50	4.4	643	1.7
INDUSTRIALS	10,828.26	34,176.25	4.1	704	2.1
INFORMATION TECHNOLOGY	22,964.98	55,894.20	6.7	971	1.7
MATERIALS	13,370.76	24,727.50	2.9	387	1.6
MUTUAL FUNDS - EQUITY	50,329.75	63,382.51	7.5	0	0.0
TELECOM SERVICES	4,945.00	6,718.00	0.8	376	5.6
Total Equities	166,520.27	391,467.43	46.6	7,004	1.8
Fixed Income					
CORPORATE BONDS	52,315.25	50,959.33	6.1	1,225	2.4
MUTUAL FUNDS - BONDS	352,380.76	347,228.86	41.3	5,417	1.6
Total Fixed Income	404,696.01	398,188.19	47.4	6,642	1.7
TOTAL INVESTMENTS	\$620,707.85	\$839,147.19	99.9%	\$13,651	1.6%
Accrued Interest		241.94	0.0		
Accrued Dividends		432.53	0.1		
TOTAL PORTFOLIO		\$839,821.66	100.0%		

Luther King Capital Management

000534

Period Ending: 12/31/2014

H. H. Champlin Foundation

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Cash Equivalents								
SCHWAB US TREASURY				49,491.57	49,491.57	5.9	5	0.0
Total Cash Equivalents				49,491.57	49,491.57	5.9	5	0.0
Equities								
CONSUMER DISCRETIONARY								
HOMER DEPOT INC	125	9.21	104.97	11,518.1	13,121.25	1.6	235	1.8
KOHLS CORPORATION	125	42.25	61.04	5,281.45	7,630.00	0.9	195	2.6
VFC CORPORATION	125	14.79	74.90	1,848.32	9,362.50	1.1	160	1.7
TOTAL CONSUMER DISCRETIONARY				8,281.58	30,113.75	3.6	590	2.0
CONSUMER STAPLES								
COLGATE-PALMOLIVE CO	200	3.63	69.19	725.31	13,838.00	1.6	288	2.1
PEPSICO INC	125	40.99	94.56	5,123.75	11,820.00	1.4	328	2.8
PROCTER & GAMBLE COMPANY	101	17.20	91.09	1,746.79	9,700.09	1.1	260	2.8
WAL-MART STORES INC	125	4.13	85.88	516.56	10,735.00	1.3	240	2.2
TOTAL CONSUMER STAPLES				8,112.41	45,593.09	5.4	1,115	2.4
ENERGY								
CABOT OIL & GAS CORP	540	5.10	29.61	2,833.60	10,363.50	1.2	78	0.3
CHEVRON CORPORATION	93	21.37	112.18	1,987.72	10,432.74	1.2	398	3.8
EXXON MOBIL CORPORATION	128	9.71	92.45	1,242.89	11,833.60	1.4	353	3.0
SCHLUMBERGER LIMITED	75	77.47	85.41	5,810.15	6,405.75	0.8	120	1.9
TOTAL ENERGY				11,874.39	39,035.59	4.6	899	2.3
FINANCIALS								
BANK OF AMERICA CORP	250	13.88	40.57	3,303.46	9,006.54	1.1	151	1.7
CITIFIN FRONT BANKERS INC	125	32.82	70.64	4,102.50	8,830.00	1.1	255	2.9
JPMORGAN & COMPANY INC	130	41.27	62.58	6,191.24	9,387.00	1.1	240	2.6
PRUDENTIAL FINANCIAL INC	100	61.31	90.46	6,130.61	9,046.09	1.1	232	2.6
US BANK CORP	200	24.23	44.95	4,846.43	8,990.00	1.1	196	2.2
WELLS FARGO COMPANY	175	26.46	54.87	3,630.96	9,593.80	1.1	215	2.6
TOTAL FINANCIALS				29,205.20	54,853.04	6.5	1,319	2.4
HEALTHCARE								
ABBOTT LABORATORIES	175	2.68	45.02	469.70	7,878.50	0.9	168	2.1

Luther King Capital Management

000534

Period Ending: 12/31/2014

H. H. Champlin Foundation

Portfolio Appraisal

Equities

HEALTH CARE

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
ABBV INC	175	2.93	65.44	512.07	11,452.00	1.4	343	3.0
COVIDIEN PLC	50	48.66	102.28	2,433.15	5,114.00	0.6	72	1.4
THE RMOJISHIR SCIENCE INC	100	31.93	125.29	3,192.93	12,529.00	1.5	60	0.5
TOTAL HEALTH CARE				6,607.94	36,973.50	4.4	643	1.7

INDUSTRIALS

DANAHER CORPORATION	125	27.50	85.71	3,437.72	10,713.75	1.3	50	0.5
GENERAL DYNAMIC CORP	50	39.63	137.62	1,981.50	6,881.00	0.8	124	1.8
GENERAL ELECTRIC COMPANY	250	2.36	25.27	591.04	6,317.50	0.8	230	3.6
WASTE MANAGEMENT INC	200	24.09	51.32	4,818.00	10,264.00	1.2	300	2.9
TOTAL INDUSTRIALS				10,828.26	34,176.25	4.1	704	2.1

INFORMATION TECHNOLOGY

APPLE INC	175	12.87	110.38	2,252.11	19,316.50	2.3	329	1.7
ALTO DATA PROCESSING	110	26.76	83.17	2,913.58	9,170.70	1.1	216	2.4
CELEXA SYSTEMS INC	100	61.37	63.80	6,137.27	6,380.00	0.8	0	0.0
INTEL BUSINESS MACHINES	75	107.76	160.44	8,082.00	12,033.00	1.4	330	2.7
ORACLE CORPORATION	200	17.75	44.97	3,590.02	8,994.00	1.1	96	1.1
TOTAL INFORMATION TECHNOLOGY				22,964.98	55,894.20	6.7	971	1.7

MATERIALS

AIRGAS INC	75	59.58	115.18	4,468.83	8,638.50	1.0	165	1.9
LMC CORPORATION	125	20.72	57.03	2,800.54	7,138.75	0.8	75	1.1
MONSANTO COMPANY	75	84.15	119.47	6,311.39	8,960.25	1.1	147	1.6
TOTAL MATERIALS				13,370.76	24,727.50	2.9	387	1.6

MUTUAL FUNDS - EQUITY

LKCM SMALL CAP EQUITY FUND	2.635	19.10	24.05	50,329.75	63,382.51	7.5	0	0.0
TOTAL MUTUAL FUNDS - EQUITY				50,329.75	63,382.51	7.5	0	0.0

TELECOM SERVICES

AT&T CORPORATION	200	24.73	33.59	4,945.00	6,718.00	0.8	376	5.6
TOTAL TELECOM SERVICES				4,945.00	6,718.00	0.8	376	5.6

Luther King Capital Management

000534

Period Ending: 12/31/2014

H. H. Champlin Foundation

Portfolio Appraisal

		Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Total Equities					166,520.27	391,467.43	46.6	7,004	1.8
Fixed Income									
CORPORATE BONDS									
APPLIED MATERIALS INC	2.650	6/15/2016	105.46	102.24	26,365.50	25,559.53	3.0	663	2.6
THE RMG FISH R SCIENTIFIC	2.250	8/15/2016	103.80	101.60	25,949.75	25,399.80	3.0	563	2.2
TOTAL CORPORATE BONDS					52,315.25	50,959.33	6.1	1,225	2.4
MUTUAL FUNDS - BONDS									
LKCM FIXED INCOME FUND **			10.98	10.82	352,380.76	347,228.86	41.3	5,417	1.6
TOTAL MUTUAL FUNDS - BONDS					352,380.76	347,228.86	41.3	5,417	1.6
Total Fixed Income					404,696.01	398,188.19	47.4	6,642	1.7
TOTAL INVESTMENTS					\$620,707.85	\$839,147.19	99.9%		
Accrued Interest						241.94	0.0		
Accrued Dividends						432.53	0.1		
TOTAL PORTFOLIO						\$839,821.66	100.0%		

** THE SEC YIELD FOR THE LKCM FIXED INCOME FUND WAS 1.36% AS OF DECEMBER 31, 2014. THE SEC YIELD REPRESENTS AN ESTIMATED YIELD BASED ON THE ESTIMATED INCOME FUND OVER A 365-DAY PERIOD ENDING ON THE LAST DAY OF THE PREVIOUS MONTH. THE FUND'S YIELD IS BASED ON THE PREVIOUS 365-DAY PERIOD. THE SEC YIELD IS BASED ON THE SEC YIELD FOR THE LKCM FIXED INCOME FUND AS OF THE END OF SUCH 365-DAY PERIOD. THE SEC YIELD IS BASED ON A STANDARD METHOD OF CALCULATION ADOPTED BY THE SECURITIES AND EXCHANGE COMMISSION AND IS NOT NECESSARILY THE SAME AS THE FUND'S ACTUAL YIELD.