EXTENDED TO NOVEMBER 16, 2015

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 , and ending

Name of foundation: THE BARNETT FAMILY FOUNDATION, INC.

A Employer identification number: 73-6295453

Number and street (or P O box number if mail is not delivered to street address): 6742 SOUTH EVANSTON — Room/suite:

B Telephone number: (918) 492-6317

City or town, state or province, country, and ZIP or foreign postal code: TULSA, OK 74136

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: [X] 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)* ▶$ 7,868,249.

J Accounting method: [X] 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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,964.	1,964.		STATEMENT 2
	4 Dividends and interest from securities	263,628.	263,628.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	398,424.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,079,893.				
	7 Capital gain net income (from Part IV, line 2)		363,375.		
	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	31,927.	-32,910.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	695,943.	596,057.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	4,640.	2,320.		2,320.
	c Other professional fees STMT 6	95,426.	95,426.		0.
	17 Interest				
	18 Taxes STMT 7	14,708.	925.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	20,755.	10,609.		725.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	135,529.	109,280.		3,045.
	25 Contributions, gifts, grants paid	373,835.			373,835.
	26 **Total expenses and disbursements.** Add lines 24 and 25	509,364.	109,280.		376,880.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	186,579.			
	b **Net investment income** (if negative, enter -0-)		486,777.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	95,852.	336,365.	336,365.
	3 Accounts receivable ▶ 1,503.			
	Less: allowance for doubtful accounts ▶		1,503.	1,503.
	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	19,274.	18,710.	18,710.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	5,948,305.	6,127,897.	6,610,814.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,113,499.	879,034.	900,857.
	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)	7,176,930.	7,363,509.	7,868,249.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,176,930.	7,363,509.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	7,176,930.	7,363,509.	
	31 Total liabilities and net assets/fund balances	7,176,930.	7,363,509.	

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	7,176,930.
2 Enter amount from Part I, line 27a	2	186,579.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,363,509.
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	7,363,509.

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	2,079,893.		1,716,518.	363,375.

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				363,375.

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 } 2 363,375.

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	355,047.	7,675,481.	.046257
2012	366,661.	7,447,612.	.049232
2011	363,568.	7,712,610.	.047139
2010	401,346.	7,613,075.	.052718
2009	453,588.	7,407,011.	.061238

2	**Total** of line 1, column (d)	2	.256584
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	.051317
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,830,172.
5	Multiply line 4 by line 3	5	401,821.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,868.
7	Add lines 5 and 6	7	406,689.
8	Enter qualifying distributions from Part XII, line 4	8	376,880.

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	9,736.
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	9,736.
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	9,736.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,720.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,720.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 11 ▶			9	5,016.
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)? *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*	1b		X
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. ▶ $ 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*	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	X	
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) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 ▶ N/A

14 The books are in care of ▶ HOGANTAYLOR, LLP Telephone no. ▶ 918-745-2333

Located at ▶ 2222 S UTICA PL, STE 200, TULSA, OK ZIP+4 ▶ 74114

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	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 ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HOWARD G. BARNETT, JR 6742 S EVANSTON TULSA, OK 74136	TRUSTEE 1.00	0.	0.	0.
BILLIE BARNETT 6742 S EVANSTON TULSA, OK 74136	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
UBS FINANCIAL SERVICES INC. 1000 MAIN STREET,26TH FLOOR, HOUSTON, TX 7002	BROKERAGE SERVICES	95,426.

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	7,478,971.
b	Average of monthly cash balances	1b	297,271.
c	Fair market value of all other assets	1c	16,124.
d	**Total** (add lines 1a, b, and c)	1d	7,792,366.
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	7,792,366.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,885.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,675,481.
6	**Minimum investment return.** Enter 5% of line 5	6	383,774.

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	383,774.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,704.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	9,079.		
c	Add lines 2a and 2b			2c	13,783.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	369,991.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	369,991.
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	369,991.

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	355,047.
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	355,047.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	355,047.

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 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	7,557,286.
b	Average of monthly cash balances		1b	377,687.
c	Fair market value of all other assets		1c	14,440.
d	**Total** (add lines 1a, b, and c)		1d	7,949,413.
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	7,949,413.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	119,241.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,830,172.
6	**Minimum investment return**. Enter 5% of line 5		6	391,509.

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	391,509.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 9,736.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b 13,119.		
c	Add lines 2a and 2b		2c	22,855.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	368,654.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	368,654.
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	368,654.

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	376,880.
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	376,880.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	376,880.

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				368,654.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			362,148.	
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: ▶ $ 376,880.				
a Applied to 2013, but not more than line 2a			362,148.	
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				14,732.
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				353,922.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

Part XV Supplementary Information (Complete this part only if the 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).)

NONE

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

NONE

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

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

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

HOWARD G. BARNETT, JR.
6742 S. EVANSTON, TULSA, OK 74136

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

ANY FORM IS ACCEPTABLE

c Any submission deadlines:

NONE

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*				
SEE ATTACHED STATEMENT				373,821.
CONTRIBUTIONS FROM PASSTHROUGHS				14.
Total			▶ 3a	373,835.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	1,964.	
4 Dividends and interest from securities			14	263,628.	
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	523000	64,837.	14	-32,910.	
8 Gain or (loss) from sales of assets other than inventory	523000		18	398,424.	
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)		64,837.		631,106.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	695,943.

(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).

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
		N/A	

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 | Date 11/16/15 | Title President

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 ☐ if self-employed	PTIN
LOU ANN GIBSON	Lou Ann Gibson	11/13/2015		P00405885
Firm's name ▶ HOGANTAYLOR LLP			Firm's EIN ▶ 73-1413977	
Firm's address ▶ 2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002			Phone no. (918) 745-2333	

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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	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED SECURITIES-PTP			
e	UBS REAL ESTATE OPPORTUNITY FUND			
f	UBS REAL ESTATE OPPORTUNITY FUND	P		
g	ABBEY CAPITAL	P		
h	ABBEY CAPITAL	P		
i	ATLAS PIPELINE	P		
j	UBS REAL ESTATE OPP FD-1231	P		
k	TEEKAY LNG PARTNERS	P		
l	ROUNDING			
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	115,544.		108,130.	7,414.
b	461,984.		475,116.	-13,132.
c	934,290.		836,358.	97,932.
d	318,048.		296,906.	21,142.
e	46.			46.
f	7,069.			7,069.
g	117,268.			117,268.
h	117,268.			117,268.
i	604.			604.
j	7,587.			7,587.
k	185.			185.
l			8.	-8.
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,414.
b				-13,132.
c				97,932.
d				21,142.
e				46.
f				7,069.
g				117,268.
h				117,268.
i				604.
j				7,587.
k				185.
l				-8.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	363,375.
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

Non-traditional

Private equity funds, Hedge funds, and Other investments are held in your UBS Financial Services Inc. (UBS FS) brokerage account The positions reported below reflect the records of the issuers, and UBS FS does not guarantee the accuracy of the information. The value shown is not necessarily the value you would receive from the issuer if you sold the assets. Funds actively sold by UBS FS are subject to ongoing due diligence, although the level performed may vary. A closed fund may be subject to no ongoing diligence. A fund that you purchased elsewhere may never have been subject to UBS FS diligence, although UBS FS may receive a fee from the fund's manager, which may constitute a majority of the management/incentive fee Please contact your Financial Advisor with questions. "Est value per unit" is an estimate of value supplied by an independent valuation firm and reflects adjustments for factors such as the liquidity of the units.

Estimates of value supplied by issuers of certain programs (which are generally "net asset value" estimates) are shown as "Issuer est. value per unit" For Private equity funds, "Est. value per unit" is a value updated quarterly, based on the Net Asset Value ("NAV") in the fund as of the date specified, adjusted by adding capital calls and subtracting distributions since the NAV date. The NAV is primarily based on estimated portfolio values provided by the underlying fund sponsor These two values may vary because of differences in the way they were estimated and because the "Third party est. value per unit" may have been prepared on the basis of financial information other than year-end Reported estimates may not reflect resale, liquidation or repurchase value, if any, and may not reflect distributions of capital until the next valuation is reported, generally on an annual or semi-annual basis. See *Important information about your statement* at the end of this statement.

Private equity funds

Holding	Units	Est. Value per unit ($)	Est. value total ($)	Issuer est value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
UBS REAL ESTATE OPP LLC 09/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	256,287.000	1.000	256,287.00			N/A	
UBS REAL ESTATE OPP FUND LLC NET COMMITMENT AMOUNT	500,000 000	-------- Not Priced --------		-------- Not Priced --------		N/A	
Total			**$256,287.00**				

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	48,921.70	16.03%	48,921.70		
Non-traditional	**Private equity funds**	256,287.00	83.97%			
Total		**$305,208.70**	**100.00%**	**$48,921.70**		

Equities

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EATON VANCE TAX MANAGED									
DIVERSIFIED EQUITY INCOME									
FUND									
Symbol: ETY									
Trade date: Oct 11, 11	5,000 000	7.988	39,942.56	39,942.56	11 170	55,850.00	15,907.44		LT
Trade date: Oct 11, 11	5,000.000	8.006	40,031.60	40,031 60	11.170	55,850.00	15,818.40		LT
EAI $10,120 Current yield. 9.06%									
Security total	10,000 000	7.997	79,974.16	79,974.16		111,700.00	31,725.84	31,725.84	
EATON VANCE RISK-MANAGED									
DIVERSIFIED EQUITY INCOME									
FUND									
Symbol: ETJ									
Trade date. Nov 22, 10	27,500.000	11.164	307,013.04	307,013 04	10.660	293,150.00	-13,863.04	-13,863.04	LT
EAI: $30,690 Current yield: 10.47%									
Total			**$386,987.20**	**$386,987.20**		**$404,850.00**	**$17,862.80**	**$17,862.80**	

Total estimated annual income: $40,810

Other equity investments

Cost basis and gains and losses have not been adjusted automatically for return of capital payments. Restricted security values are estimated for informational purposes. See *Important information about your statement* at the end of this document for additional information.

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
CAPITAL PROD PARTNERS LP UNITS								
Symbol· CPLP Exchange: OTC								
EAI. $23,250 Current yield: 11.63%	Dec 2, 10	19,000.000	7 939	150,859.39	8.000	152,000.00	1,140 61	LT
	Oct 11, 11	4,000.000	5.737	22,949.82	8 000	32,000.00	9,050.18	LT
	Oct 11, 11	2,000.000	5 699	11,399.60	8.000	16,000 00	4,600 40	LT
Security total		25,000.000	7.408	185,208.81		200,000.00	14,791 19	
NAVIOS MARITIME PARNTERS LP								
UNIT LTD PARTNERSHIP INT								
Symbol. NMM Exchange· NYSE								
EAI: $15,721 Current yield 17.40%	Oct 11, 11	3,000.000	14.222	42,667.66	10.170	30,510.00	-12,157.66	LT
	Oct 11, 11	2,000.000	14.210	28,420.44	10 170	20,340.00	-8,080 44	LT
	Feb 1, 13	3,798.000	12.770	48,503.92	10.170	38,625.66	-9,878.26	LT
	Sep 20, 13	84.000	13.797	1,159.01	10.170	854.28	-304 73	LT
Security total		8,882.000	13.595	120,751 03		90,329 94	-30,421.09	
TEEKAY LNG PARTNERS LP								
UNIT LP INT MLP								
Symbol· TGP Exchange· NYSE								
EAI $12,452 Current yield· 6.44%	Jul 8, 11	2,000.000	37.926	75,853.00	43 000	86,000.00	10,147.00	LT
	Jul 8, 11	2,000 000	37.938	75,876 44	43.000	86,000 00	10,123.56	LT
	Jul 8, 11	500.000	37.948	18,974.00	43.000	21,500.00	2,526.00	LT
Security total		4,500.000	37 934	170,703.44		193,500.00	22,796.56	
TEEKAY OFFSHORE PARTNERS LP								
PARTNERSHIP UNITS								
Symbol. TOO Exchange. NYSE								
EAI: $12,924 Current yield· 8.04%	Jul 8, 11	3,500.000	27 869	97,542.68	26.790	93,765.00	-3,777.68	LT
	Jul 8, 11	2,500.000	27.880	69,702.00	26.790	66,975.00	-2,727.00	LT
Security total		6,000.000	27.874	167,244.68		160,740 00	-6,504.68	
Total				**$643,907.96**		**$644,569.94**	**$661.98**	

Total estimated annual income: $64,347

Fixed income

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
DOUBLE LINE TOTAL RETURN									
FUND INSTL									
Symbol: DBLTX									
Trade date: Jul 22, 11	3,751.626	11.110	41,680.94	41,680.94	10.970	41,155 34	-525 60		LT
Trade date: Aug 11, 11	17,872.825	11.190	200,000.00	200,000.00	10.970	196,064 89	-3,935.11		LT
Trade date: Jul 23, 12	11,548.702	11.320	130,734.66	130,734.66	10 970	126,689 26	-4,045.40		LT
Total reinvested	10,902.191	11.126		121,305 41	10 970	119,597 04	-1,708 37		
EAI: $23,095 Current yield: 4.78%									
Security total	44,075.345	11.202	372,415.60	493,721.01		483,506.53	-10,214.48	111,090.93	
JP MORGAN STRATEGIC									
INCOME OPPORTUNITIES									
FUND CLASS S									
Symbol· JSOSX									
Trade date: Dec 16, 13	39,036.229	11.900	464,531.13	464,531 13	11.720	457,504.60	-7,026 53		LT
Total reinvested	765.001	11.863		9,075.40	11.720	8,965 81	-109.59		
EAI: $7,403 Current yield· 1.59%									
Security total	39,801.230	11 899	464,531.13	473,606 53		466,470.41	-7,136.12	1,939 28	
RS FLOATING RATE CLASS Y									
Symbol. RSFYX									
Trade date: Jul 20, 12	26,969.720	10.119	272,933.56	272,933.56	9.830	265,112 35	-7,821.21		LT
Trade date. Jul 23, 12	12,981.960	10.110	131,247 62	131,247.62	9.830	127,612.67	-3,634.95		LT
Trade date: Aug 1, 14	67.277	10 289	692.28	692.28	9 830	661.33	-30 95		ST
Total reinvested	6,745.313	10.280		69,348.41	9 830	66,306.43	-3,041.98		

continued next page

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EAI· $20,670 Current yield: 4.50%									
Security total	46,764 270	10 141	404,873.46	474,221.87		459,692.77	-14,529.09	54,819.32	
Total			**$1,241,820.19**	**$1,441,549.41**		**$1,409,669.71**	**-$31,879.69**	**$167,849.52**	

Total estimated annual income: $51,168

Non-traditional

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
BLACKROCK EMERGING MARKETS LONG/SHORT EQUITY FUND I									
Symbol. BLSIX									
Trade date· Dec 16, 13	47,106.634	10.601	499,411 14	499,411.14	10 280	484,256.19	-15,154.95	-15,154.95	LT

Other

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EATON VANCE TAX ADVANTAGED									
DIVID INCOME FUND									
Symbol: EVT									
Trade date· Jul 20, 09	10,000.000	12.894	128,941.00	128,941.00	20.800	208,000.00	79,059.00		LT
Trade date. Jul 21, 09	10,000.000	13 129	131,299.88	131,299 88	20 800	208,000.00	76,700.12		LT
Trade date· Aug 24, 09	40,000.000	13 841	553,671 22	553,671.22	20 800	832,000.00	278,328 78		LT
Trade date. Dec 23, 09	5,000 000	15 940	79,700.00	79,700.00	20 800	104,000.00	24,300.00		LT
EAI. $90,350 Current yield. 6.68%									
Security total	65,000.000	13.748	893,612 10	893,612.10		1,352,000 00	458,387.90	458,387.90	
JOHN HANCOCK TAX ADVANTAGED									
DIVID INCOME FUND									
Symbol· HTD									
Trade date: Sep 15, 10	10,000 000	14.769	147,699.50	147,699.50	22.270	222,700.00	75,000.50	75,000.50	LT
EAI: $14,520 Current yield: 6 52%									
Total			**$1,041,311.60**	**$1,041,311.60**		**$1,574,700.00**	**$533,388.40**	**$533,388.40**	

Total estimated annual income: $104,870

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**493,940.33**	**9.85%**	**493,940.33**		
Cash alternatives	**Money market funds**	**1,624.02**	**0.03%**	**1,624.02**		
Equities	Closed end funds & Exchange traded products	404,850.00		386,987.20	40,810.00	17,862.80
	Other equity investments	644,569 94		643,907.96	64,347.00	661.98
	Total equities	**1,049,419.94**	**20.93%**	**1,030,895.16**	**105,157.00**	**18,524.78**
Fixed income	**Mutual funds**	**1,409,669.71**	**28.12%**	**1,441,549.41**	**51,168.00**	**-31,879.69**
Non-traditional	**Mutual funds**	**484,256.19**	**9.66%**	**499,411.14**		**-15,154.95**
Other	**Closed end funds & Exchange traded products**	**1,574,700.00**	**31.41%**	**1,041,311.60**	**104,870.00**	**533,388.40**
Total		**$5,013,610.19**	**100.00%**	**$4,508,731.66**	**$261,195.00**	**$504,878.54**

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC Money market sweep balances are protected by SIPC but are not insured by the FDIC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period	Cap amount ($)
UBS BANK USA BUS ACCT	22,809.66	22,735.50					250,000.00

Non-traditional

Private equity funds, Hedge funds, and Other investments are held in your UBS Financial Services Inc. (UBS FS) brokerage account. The positions reported below reflect the records of the issuers, and UBS FS does not guarantee the accuracy of the information. The value shown is not necessarily the value you would receive from the issuer if you sold the assets. Funds actively sold by UBS FS are subject to ongoing due diligence, although the level performed may vary A closed fund may be subject to no ongoing diligence A fund that you purchased elsewhere may never have been subject to UBS FS diligence, although UBS FS may receive a fee from the fund's manager, which may constitute a majority of the management/incentive fee. Please contact your Financial Advisor with questions "Est value per unit" is an estimate of value supplied by an independent valuation firm and reflects adjustments for factors such as the liquidity of the units

Estimates of value supplied by issuers of certain programs (which are generally "net asset value" estimates) are shown as "issuer est. value per unit" For Private equity funds, "Est value per unit" is a value updated quarterly, based on the Net Asset Value ("NAV") in the fund as of the date specified, adjusted by adding capital calls and subtracting distributions since the NAV date. The NAV is primarily based on estimated portfolio values provided by the underlying fund sponsor These two values may vary because of differences in the way they were estimated and because the "Third party est. value per unit" may have been prepared on the basis of financial information other than year-end Reported estimates may not reflect resale, liquidation or repurchase value, if any, and may not reflect distributions of capital until the next valuation is reported, generally on an annual or semi-annual basis. See *Important information about your statement* at the end of this statement

Private equity funds

Holding	Units	Est Value per unit ($)	Est value total ($)	Issuer est. value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
APOLLO EUROPEAN CREDIT (OFFSHORE) FUND LP COMMITMENT AMOUNT	750,000.000	Not Priced		Not Priced		N/A	
APOLLO EURO CR OFFSHORE 6/30/14 NAV ADJ FOR RECENT CALLS/DIST	590,187 000	1.000	590,187.00			N/A	
Total			**$590,187.00**				

Your assets › Non-traditional(continued)

Other investments

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share ($)	Value ($)	Unrealized gain or loss ($)	Holding period
ABBEY CAPITAL MULTI-MANAGER FUND LTD	Jan 25, 12	5,652 771	135.331	765,000.00	146 823	829,956.79	64,956 79	LT

Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**22,735.50**	**1.58%**	**22,735.50**		
Non-traditional	Private equity funds	590,187.00				
	Other investments	829,956.79		765,000.00		64,956.79
	Total non-traditional	**1,420,143.79**	**98.42%**	**765,000.00**		**64,956.79**
Total		**$1,442,879.29**	**100.00%**	**$787,735.50**		**$64,956.79**

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC. UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC Money market sweep balances are protected by SIPC but are not insured by the FDIC. See the *Important information about your statement* at the end of this document for details about those balances

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period	Cap amount ($)
UBS BANK USA BUS ACCT	15,511 57	18,893 29					250,000 00

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
AFLAC INC								
Symbol AFL Exchange NYSE								
EAI $1,187 Current yield 2 55%	May 2, 14	225 000	63 207	14,221 60	61 090	13,745 25	-476 35	ST
	Jun 3, 14	241 000	61 579	14,840 76	61 090	14,722 69	-118 07	ST
	Jul 3, 14	215 000	63 344	13,618 98	61 090	13,134 35	-484 63	ST
	Dec 9, 14	80 000	59 390	4,751 20	61 090	4,887 20	136 00	ST
Security total		761 000	62 329	47,432 54		46,489 49	-943 05	
APPLE INC								
Symbol AAPL Exchange OTC								
EAI $771 Current yield 1 70%	May 2, 14	90 000	84 675	7,620 81	110 380	9,934 20	2,313 39	ST
	Jun 3, 14	175 000	91 142	15,950 00	110 380	19,316 50	3,366 50	ST
	Jul 3, 14	145 000	93 334	13,533 44	110 380	16,005 10	2,471 66	ST
Security total		410 000	90 498	37,104 25		45,255 80	8,151 55	

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Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
BOEING COMPANY								
Symbol BA Exchange NYSE								
EAI $1,274 Current yield 2 80%	May 2, 14	110 000	130 180	14,319 80	129 980	14,297 80	-22 00	ST
	Jun 3, 14	100 000	136 480	13,648 00	129 980	12,998 00	-650 00	ST
	Jul 3, 14	105 000	128 080	13,448 44	129 980	13,647 90	199 46	ST
	Aug 12, 14	20 000	120 691	2,413 82	129 980	2,599 60	185 78	ST
	Dec 9, 14	15 000	128 420	1,926 30	129 980	1,949 70	23 40	ST
Security total		350 000	130 732	45,756 36		45,493 00	-263 36	
BRITISH AMER TOBACCO PLC GB SPON ADR								
Symbol BTI Exchange AMEX								
EAI $1,928 Current yield 4 47%	May 2, 14	125 000	114 792	14,349 00	107 820	13,477 50	-871 50	ST
	Jun 3, 14	115 000	119 410	13,732 15	107 820	12,399 30	-1,332 85	ST
	Jul 3, 14	110 000	122 040	13,424 40	107 820	11,860 20	-1,564 20	ST
	Dec 9, 14	50 000	113 460	5,673 02	107 820	5,391 00	-282 02	ST
Security total		400 000	117 946	47,178 57		43,128 00	-4,050.57	
CISCO SYSTEMS INC								
Symbol CSCO Exchange OTC								
EAI $1,272 Current yield 2 73%	May 2, 14	525 000	22 970	12,059 25	27 815	14,602 88	2,543 63	ST
	Jun 3, 14	549 000	24 616	13,514 29	27 815	15,270 44	1,756 15	ST
	Jul 3, 14	545 000	25 167	13,716 12	27 815	15,159 18	1,443 06	ST
	Dec 9, 14	55 000	27 099	1,490 49	27 815	1,529 83	39 34	ST
Security total		1,674 000	24 361	40,780 15		46,562 31	5,782 18	
COLGATE PALMOLIVE CO								
Symbol CL Exchange NYSE								
EAI $943 Current yield 2 08%	May 2, 14	210 000	67 090	14,088 90	69 190	14,529 90	441 00	ST
	Jun 3, 14	215 000	67 336	14,477 37	69 190	14,875 85	398 48	ST
	Jul 3, 14	200 000	68 684	13,736 82	69 190	13,838 00	101 18	ST
	Dec 9, 14	30 000	68 998	2,069 94	69 190	2,075 70	5 76	ST
Security total		655 000	67 745	44,373 03		45,319 45	946 42	
DIAGEO PLC NEW GB SPON ADR								
Symbol DEO Exchange NYSE								
EAI $1,260 Current yield 2 95%	May 2, 14	115 000	123 270	14,176 05	114 090	13,120 35	-1,055 70	ST

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Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Jun 3, 14	109 000	127 952	13,946 77	114 090	12,435 81	-1,510 96	ST
	Jul 3, 14	105 000	130 499	13,702 49	114 090	11,979 45	-1,723 04	ST
	Aug 12, 14	20 000	116 837	2,336 74	114 090	2,281 80	-54 94	ST
	Dec 9, 14	25 000	120 669	3,016 74	114 090	2,852 25	-164 49	ST
Security total		374 000	126 146	47,178 79		42,669 66	-4,509 13	
EMERSON ELECTRIC CO Symbol EMR Exchange NYSE EAI $1,357 Current yield 3 04%	May 2, 14	210 000	67 877	14,254 19	61 730	12,963 30	-1,290 89	ST
	Jun 3, 14	217 000	67 219	14,586 72	61 730	13,395 41	-1,191 31	ST
	Jul 3, 14	205 000	67 297	13,795.89	61 730	12,654 65	-1,141 24	ST
	Dec 9, 14	90 000	62 900	5,661 00	61 730	5,555 70	-105 30	ST
Security total		722 000	66 894	48,297 80		44,569 06	-3,728 74	
ILLINOIS TOOL WORKS INC Symbol ITW Exchange NYSE EAI $931 Current yield 2 05%	May 2, 14	160 000	85 499	13,679 98	94 700	15,152 00	1,472 02	ST
	Jun 3, 14	165 000	87 138	14,377 89	94 700	15,625 50	1,247 61	ST
	Jul 3, 14	155 000	87 569	13,573 33	94 700	14,678 50	1,105 17	ST
Security total		480 000	86 732	41,631 20		45,456 00	3,824 80	
INTEL CORP Symbol INTC Exchange OTC EAI $1,111 Current yield 2 48%	May 2, 14	280 000	26 556	7,435 74	36 290	10,161 20	2,725 46	ST
	Jun 3, 14	514 000	27 449	14,109 25	36 290	18,653 06	4,543 81	ST
	Jul 3, 14	440 000	31 095	13,681 80	36 290	15,967 60	2,285 80	ST
Security total		1,234 000	28 547	35,226 79		44,781 86	9,555 07	
INVESCO LTD Symbol IVZ Exchange NYSE EAI $1,118 Current yield 2 53%	May 2, 14	315 000	36 567	11,518 64	39 520	12,448 80	930 16	ST
	Jun 3, 14	388 000	36 846	14,296 48	39 520	15,333 76	1,037 28	ST
	Jul 3, 14	355 000	38 475	13,658 63	39 520	14,029 60	370 97	ST
	Dec 9, 14	60 000	40 687	2,441 26	39 520	2,371 20	-70 06	ST
Security total		1,118 000	37 491	41,915 01		44,183 36	2,268 35	

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Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
JOHNSON & JOHNSON COM								
Symbol JNJ Exchange NYSE								
EAI $1,179 Current yield 2 68%	May 2, 14	140 000	99 255	13,895 83	104 570	14,639 80	743 97	ST
	Jun 3, 14	141 000	102 066	14,391 39	104 570	14,744 37	352 98	ST
	Jul 3, 14	130 000	105 510	13,716 30	104 570	13,594 10	-122 20	ST
	Dec 9, 14	10 000	107 508	1,075 08	104 570	1,045 70	-29 38	ST
Security total		421 000	102 324	43,078 60		44,023 97	945 37	
MEDTRONIC INC								
Symbol MDT Exchange NYSE								
EAI $755 Current yield 1 69%	May 2, 14	170 000	58 945	10,020 81	72 200	12,274 00	2,253 19	ST
	Jun 3, 14	234 000	60 737	14,212 58	72 200	16,894 80	2,682 22	ST
	Jul 3, 14	215 000	64 019	13,764 28	72 200	15,523 00	1,758 72	ST
Security total		619 000	61 386	37,997 67		44,691 80	6,694 13	
MICROSOFT CORP								
Symbol MSFT Exchange OTC								
EAI $1,183 Current yield 2 67%	May 2, 14	260 000	39 885	10,370 33	46 450	12,077 00	1,706 67	ST
	Jun 3, 14	354 000	40 429	14,312 18	46 450	16,443 30	2,131 12	ST
	Jul 3, 14	330 000	41 707	13,763 48	46 450	15,328 50	1,565 02	ST
	Dec 9, 14	10 000	47 379	473 79	46 450	464 50	-9 29	ST
Security total		954 000	40 796	38,919 78		44,313 30	5,393 52	
NEXTERA ENERGY INC COM								
Symbol NEE Exchange NYSE								
EAI $1,262 Current yield 2 73%	May 2, 14	145 000	98 809	14,327 44	106 290	15,412 05	1,084 61	ST
	Jun 3, 14	150 000	97 106	14,565 93	106 290	15,943 50	1,377 57	ST
	Jul 3, 14	135 000	98 811	13,339 53	106 290	14,349 15	1,009 62	ST
	Dec 9, 14	5 000	103 982	519 91	106 290	531 45	11 54	ST
Security total		435 000	98 282	42,752 81		46,236 15	3,483 34	
NORDSTROM INC								
Symbol JWN Exchange NYSE								
EAI $808 Current yield 1 66%	May 2, 14	195 000	62 431	12,174 07	79 390	15,481 05	3,306 98	ST
	Jun 3, 14	197 000	68 209	13,437 33	79 390	15,639 83	2,202 50	ST
	Jul 3, 14	195 000	69 031	13,461 16	79 390	15,481 05	2,019 89	ST
	Dec 9, 14	25 000	74 104	1,852 60	79 390	1,984 75	132 15	ST

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Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
Security total		612 000	66 871	40,925 16		48,586 68	7,661 52	
NORTHEAST UTILITIES Symbol NU Exchange NYSE EAI $1,374 Current yield 2 93%	May 2, 14	245 000	46 395	11,367 00	53 520	13,112 40	1,745 40	ST
	Jun 3, 14	330 000	45 189	14,912 69	53 520	17,661 60	2,748 91	ST
	Jul 3, 14	300 000	45 769	13,730 97	53 520	16,056 00	2,325 03	ST
Security total		875 000	45 726	40,010 66		46,830 00	6,819 34	
NOVARTIS AG SPON ADR Symbol NVS Exchange NYSE EAI $1,118 Current yield 2 52%	May 2, 14	160 000	87 316	13,970 69	92 660	14,825 60	854 91	ST
	Jun 3, 14	163 000	88 890	14,489 07	92 660	15,103 58	614 51	ST
	Jul 3, 14	150 000	91 120	13,668 00	92 660	13,899 00	231 00	ST
	Dec 9, 14	5 000	94 946	474 73	92 660	463 30	-11 43	ST
Security total		478 000	89 127	42,602 49		44,291 48	1,688 99	
PEARSON PLC SPON ADR Symbol PSO Exchange NYSE EAI $1,971 Current yield 4 42%	May 2, 14	775 000	18 489	14,329 67	18 450	14,298 75	-30 92	ST
	Jun 3, 14	688 000	19 608	13,490 94	18 450	12,693 60	-797 34	ST
	Jul 3, 14	700 000	19 649	13,754 93	18 450	12,915 00	-839 93	ST
	Dec 9, 14	255 000	18 765	4,785 10	18 450	4,704 75	-80 35	ST
Security total		2,418 000	19 173	46,360 64		44,612 10	-1,748 54	
QUALCOMM INC Symbol QCOM Exchange OTC EAI $1,053 Current yield 2 26%	May 5, 14	181 000	78 549	14,217 40	74 330	13,453 73	-763 67	ST
	Jun 3, 14	176 000	80 626	14,190 21	74 330	13,082 08	-1,108 13	ST
	Jul 3, 14	170 000	80 319	13,654 38	74 330	12,636 10	-1,018 28	ST
	Dec 9, 14	100 000	72 450	7,245 05	74 330	7,433 00	187 95	ST
Security total		627 000	78 640	49,307 04		46,604 91	-2,702 13	
ROCHE HLDG LTD SPONS ADR SWITZ ADR Symbol RHHBY Exchange OTC EAI $1,102 Current yield 2 69%	May 2, 14	395 000	36 240	14,314 80	33 990	13,426 05	-888 75	ST
	Jun 3, 14	374 000	37 390	13,983 86	33 990	12,712 26	-1,271 60	ST

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Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Jul 3, 14	365 000	37 510	13,691 50	33 990	12,406 35	-1,285 15	ST
	Dec 9, 14	70 000	37 597	2,631 81	33 990	2,379 30	-252 51	ST
Security total		1,204 000	37 061	44,621 97		40,923 96	-3,698 01	
STANLEY BLACK & DECKER INC COM Symbol SWK Exchange NYSE EAI $998 Current yield 2 16%	May 2, 14	140 000	86 265	12,077 17	96 080	13,451 20	1,374 03	ST
	Jun 3, 14	165 000	87 179	14,384 68	96 080	15,853 20	1,468 52	ST
	Jul 3, 14	155 000	88 411	13,703 84	96 080	14,892 40	1,188 56	ST
	Dec 9, 14	20 000	94 170	1,883 40	96 080	1,921 60	38 20	ST
Security total		480 000	87 602	42,049 09		46,118 40	4,069 31	
TORONTO DOMINION BK NEW CANADA CAD Symbol TD Exchange NYSE EAI $1,638 Current yield 3 46% CAD Exchange rate 1 15825	Aug 12, 14	780 000	51 953	40,523 44	47 780	37,268 40	-3,255 04	ST
	Dec 9, 14	210 000	45 611	9,578 40	47 780	10,033 80	455 40	ST
Security total		990 000	50 608	50,101 84		47,302 20	-2,799 64	
TRAVELERS COS INC/THE Symbol TRV Exchange NYSE EAI. $953 Current yield 2 08%	May 2, 14	135 000	91 060	12,293 13	105 850	14,289 75	1,996 62	ST
	Jun 3, 14	153 000	93 122	14,247 73	105 850	16,195 05	1,947 32	ST
	Jul 3, 14	145 000	94 570	13,712 75	105 850	15,348 25	1,635 50	ST
Security total		433 000	92 964	40,253 61		45,833 05	5,579 44	
UNION PACIFIC CORP Symbol UNP Exchange NYSE EAI $810 Current yield 1 68%	Jun 3, 14	270 000	99 238	26,794 29	119 130	32,165 10	5,370 81	ST
	Jul 3, 14	135 000	100 379	13,551 29	119 130	16,082 55	2,531 26	ST
Security total		405 000	99 619	40,345 58		48,247 65	7,902 07	
UNITED PARCEL SERVICE INC CL B Symbol UPS Exchange NYSE EAI $1,115 Current yield 2 41%	May 2, 14	140 000	99 014	13,861 99	111 170	15,563 80	1,701 81	ST
	Jun 3, 14	136 000	103 986	14,142 12	111 170	15,119 12	977 00	ST
	Jul 3, 14	130 000	103 709	13,482 29	111 170	14,452 10	969 81	ST

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Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized gain or loss ($)	Holding period
	Dec 9, 14	10 000	109 082	1,090 82	111 170	1,111 70	20 88	ST
Security total		416 000	102 349	42,577 22		46,246 72	3,669 50	
UNTD TECHNOLOGIES CORP								
Symbol UTX Exchange NYSE								
EAI $951 Current yield 2 05%	May 2, 14	120 000	116 519	13,982 39	115 000	13,800 00	-182 39	ST
	Jun 3, 14	123 000	117 950	14,507 85	115 000	14,145 00	-362 85	ST
	Jul 3, 14	115 000	115 560	13,289 40	115 000	13,225 00	-64 40	ST
	Aug 12, 14	25 000	105 524	2,638 10	115 000	2,875 00	236 90	ST
	Dec 9, 14	20 000	112 410	2,248 21	115 000	2,300 00	51 79	ST
Security total		403 000	115 796	46,665 95		46,345 00	-320 95	
VF CORP								
Symbol VFC Exchange NYSE								
EAI $804 Current yield 1 71%	May 2, 14	190 000	61 479	11,681 18	74 900	14,231 00	2,549 82	ST
	Jun 3, 14	223 000	63 469	14,153 79	74 900	16,702 70	2,548 91	ST
	Jul 3, 14	215 000	63 186	13,585 08	74 900	16,103 50	2,518 42	ST
Security total		628 000	62 771	39,420 05		47,037 20	7,617 15	
YUM! BRANDS INC								
Symbol YUM Exchange NYSE								
EAI $977 Current yield 2 25%	May 2, 14	185 000	76 500	14,152 54	72 850	13,477 25	-675 29	ST
	Jun 3, 14	181 000	78 510	14,210 31	72 850	13,185 85	-1,024 46	ST
	Jul 3, 14	165 000	82 639	13,635 58	72 850	12,020 25	-1,615 33	ST
	Aug 12, 14	50 000	70 094	3,504 70	72 850	3,642 50	137 80	ST
	Dec 9, 14	15 000	75 696	1,135 45	72 850	1,092 75	-42 70	ST
Security total		596 000	78 253	46,638 58		43,418 60	-3,219 98	
Total				**$1,251,503.23**		**$1,315,571.16**	**$64,067.95**	

Total estimated annual income· $33,203

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	2014 AMOUNT
108 Contemporty Art Craft Design 108 East M B Brady Street Tulsa, OK 74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000 00
All Souls Church 2952 S Peoria Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	60,000 00
Alzheimer's Association 6465 S Yale Ave., Suite 206 Tulsa, OK 74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	9,800 00
Arts & Humanities Council of Tulsa 101 East Archer St Tulsa, OK 74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	12,500 00
Association of Small Foundations 4905 Del Ray Avenue, Suite 200 Bethesda, MD 20814	Public Charity	Promote and Support Organization's Exempt Purposes	None	725 00
Child Abuse Network 2829 South Sheridan Tulsa, OK 74129	Public Charity	Promote and Support Organization's Exempt Purposes	None	38,460 00
Crosstown Learning Center 2501 E Archer St Tulsa, OK 74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	880 00
Family & Childrens Services 2325 S Harvard Ave Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500 00
Girl Scouts of Eastern Oklahoma 2432 East 51st Street Tulsa, OK 74105-6002	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500 00
Mental Health Association 1870 S. Boulder Tulsa, OK 74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	28,600 00
Oklahoma Center for Nonprofits 1145 S Utica Avenue, Suite 1100 Tulsa, OK 74104	Public Charity	Promote and Support Organization's Exempt Purposes	None	25,000 00
OSU Foundation 400 S Monroe St Stillwater, OK 74074	Public Charity	Promote and Support Organization's Exempt Purposes	None	19,550 00
Philbrook P.O Box 52510 Tulsa, OK 74152-0510	Public Charity	Promote and Support Organization's Exempt Purposes	None	12,500 00
Price Tower Arts Center P O. Box 2464 Bartlesville, OK 74005	Public Charity	Promote and Support Organization's Exempt Purposes	None	12,500 00
Salvation Army P.O Box 397 Oklahom City, OK 73119-4410	Public Charity	Promote and Support Organization's Exempt Purposes	None	45,106 00
The Boys & Girls Club of Metro Tulsa P O Box 397 Tulsa, OK 74112-2944	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,600 00
The Oklahoma Academy 120 East Sheridan, Suite 200 Oklahom City, OK 73104-2427	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500 00

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	2014 AMOUNT
Tulsa Ballet 4512 S Peoria Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	46,700 00
Tulsa Community College Foundation 6111 East Skelly Drive, Suite 600 Tulsa, OK 74135-6198	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,914 00
Tulsa Historical Society 2445 S Peoria Ave Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,300 00
Tulsa Library Trust 400 Civic Center Tulsa, OK 74103-3830	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,150 00
Tulsa Opera 1610 South Boulder Avenue Tulsa, OK 74119-4479	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,700 00
Tulsa Symphony 1145 South Utica, Suite 903 Tulsa, OK 74104-4044	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500 00
United Way 1430 South Boulder P O Box 1859 Tulsa, OK 74011-1859	Public Charity	Promote and Support Organization's Exempt Purposes	None	20,000 00
Up With Trees 1102 S Boston Ave Tulsa, OK 74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	316 00
Ward Wisman Animal Haven P O Box 795 Collinsville, OK 74021	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500 00
Youth Services of Tulsa 311 South Madison Tulsa, OK 74120	Public Charity	Promote and Support Organization's Exempt Purposes	None	7,520 00
YWCA 1910 S Lewis Avenue, Suite 200 Tulsa, OK 74104-5708	Public Charity	Promote and Support Organization's Exempt Purposes	None	500 00
			Total	373,821 00

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
115,544.	108,130.	0.	0.	7,414.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
461,984.	475,116.	0.	0.	-13,132.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
934,290.	836,358.	0.	0.	97,932.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES-PTP			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
318,048.	261,857.	0.	0.	56,191.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46.	0.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,069.	0.	0.	0.	7,069.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBEY CAPITAL	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
117,268.	0.	0.	0.	117,268.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBEY CAPITAL	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
117,268.	0.	0.	0.	117,268.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATLAS PIPELINE	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
604.	0.	0.	0.	604.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPP FD-1231	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,587.	0.	0.	0.	7,587.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEEKAY LNG PARTNERS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
185.	0.	0.	0.	185.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROUNDING		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	8.	0.	0.	-8.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	398,424.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	21.	21.	
ATLAS PIPELINE PARTNERS LP	405.	405.	
BROKERAGE ACCOUNTS	110.	110.	
TEEKAY LNG PARTNERS LP K-1	1,001.	1,001.	
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	427.	427.	
TOTAL TO PART I, LINE 3	1,964.	1,964.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BROKERAGE ACCOUNTS-UBS	241,629.	0.	241,629.	241,629.	
CAPITAL PRODUCTS PARTNERS LP	5,434.	0.	5,434.	5,434.	
NAVIOS MARITIME PARTNERS LP	6,204.	0.	6,204.	6,204.	
TEEKAY LNG PARTNERS LP K-1	1,269.	0.	1,269.	1,269.	
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	9,092.				

		0.	9,092.	9,092.	
TO PART I, LINE 4	263,628.	0.	263,628.	263,628.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	8,326.	0.	
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	-190.	-190.	
TEEKAY LNG PARTNERS LP K-1	-2,778.	0.	
CRESTWOOD EQUITY PARTNERS LP	-2,687.	0.	
CRESTWOOD MIDSTREAM PARTNERS LP	-559.	0.	
SUMMIT MIDSTREAM PARTNERS LP	-21.	0.	
ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	-37,846.	-37,846.	
ATLAS PIPELINE PARTNERS LP	-9,420.	0.	
UBS REAL ESTATE OPP FD-SEC 108(I)1 -	5,126.	5,126.	
UBS REAL ESTATE OPP FD	71,982.	0.	
ATLAS PIPELINE PARTNERS LP-1231	-6.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	31,927.	-32,910.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,640.	2,320.		2,320.
TO FORM 990-PF, PG 1, LN 16B	4,640.	2,320.		2,320.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	95,426.	95,426.		0.
TO FORM 990-PF, PG 1, LN 16C	95,426.	95,426.		0.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-FEDERAL	13,783.	0.		0.
TAXES-FOREIGN - UBS REAL ESTATE	332.	332.		0.
TAXES-FOREIGN - TEEKAY LNG PARTNERS LP	25.	25.		0.
UBS-FOREIGN	81.	81.		0.
UBS RE OPP FD-NEW JERSEY	487.	487.		0.
TO FORM 990-PF, PG 1, LN 18	14,708.	925.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTEREST-TEEKAY LNG PARTNERS LP	4,282.	4,282.		0.
INTEREST-UBS REAL ESTATE OPPORTUNITY K-1	134.	134.		0.
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH K-1'S	264.	0.		0.
NONDEDUCTIBLE CONTRIBUTIONS	8,779.	0.		0.
UBS REAL ESTATE OPPORTUNITY FUND - PORTFOLIO EXPENSES	6,079.	6,079.		0.
NONDEDUCTIBLE PENALTIES	378.	0.		0.
DUES	725.	0.		725.
BANK FEES	85.	85.		0.
UBS PORTFOLIO EXPENSE	29.	29.		0.
TO FORM 990-PF, PG 1, LN 23	20,755.	10,609.		725.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	6,127,897.	6,610,814.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,127,897.	6,610,814.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS REAL ESTATE OPPORTUNITY FUND LLC	COST	397,039.	256,287.
NAVIOS MARITIME PARTNERS LP	COST	108,497.	90,330.
CAPITAL PRODUCTS PARTNERS LP	COST	125,078.	200,000.
TEEKAY LNG PARTNERS LP	COST	111,991.	193,500.
TEEKAY OFFSHORE PARTNERS LP	COST	136,429.	160,740.
SUMMIT MIDSTREAM PARTNERS LP	COST	0.	0.
ATLAS PIPELINE PARTNERS LP	COST	0.	0.
INERGY (CRESTWOOD) MIDSTREAM LP	COST	0.	0.
INERGY (CRESTWOOD) LP	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		879,034.	900,857.

FORM 990-PF STATEMENT 11

TAX DUE FROM FORM 990-PF, PART VI	5,016.
	77.
TOTAL AMOUNT DUE	5,093.

FORM 990-PF STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	5,016.	5,016.	.0300	185	77.
DATE FILED	11/16/15		5,093.			
TOTAL						77.