

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning , and ending

G Check all that apply. ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation J. Lyndall McCrory, Robert Fulton McCrory and Montie Ray McCrory Foundation		A Employer identification number 73-1439304
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions)
	C/O J. Larry Wilkes 303 E Street N.W.		
	City or town, state, and ZIP code Ardmore OK 73401		C If exemption application is pending, check here <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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,970,698	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	280,426	280,426		
4 Dividends and interest from securities	0	0		
5 a Gross rents	17,018	17,018		
b Net rental income or (loss)	17,018			
6 a Net gain or (loss) from sale of assets not on line 10	21,280			
b Gross sales price for all assets on line 6a	443,545			
7 Capital gain net income (from Part IV, line 2)		21,280		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	425,941	425,941	0	
12 Total. Add lines 1 through 11	744,665	744,665	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	85,800	11,535		74,265
14 Other employee salaries and wages	88			88
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	1,595	920	0	675
b Accounting fees (attach schedule)	1,500	0	0	1,500
c Other professional fees (attach schedule)	1,667	1,667	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	27,530	1,567	0	0
19 Depreciation (attach schedule) and depletion	1,278	1,278	0	
20 Occupancy	5,242	1,747		3,495
21 Travel, conferences, and meetings	1,334			1,334
22 Printing and publications				
23 Other expenses (attach schedule)	73,180	0	0	73,180
24 Total operating and administrative expenses. Add lines 13 through 23	199,214	18,714	0	154,537
25 Contributions, gifts, grants paid	362,943			362,943
26 Total expenses and disbursements. Add lines 24 and 25	562,157	18,714	0	517,480
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	182,508			
b Net investment income (if negative, enter -0-)		725,951		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	51,359	43,390	43,390
	2 Savings and temporary cash investments	2,563,492	1,970,380	1,997,127
	3 Accounts receivable 174			
	Less: allowance for doubtful accounts 0	174	174	174
	4 Pledges receivable 0			
	Less: allowance for doubtful accounts 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) 0			
	Less: allowance for doubtful accounts 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	679,385	310,820	344,736
	b Investments—corporate stock (attach schedule)	7,081,968	8,289,160	5,764,510
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis 579,479			
	Less: accumulated depreciation (attach schedule) 0	202,712	147,690	595,827
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis 0			
	Less: accumulated depreciation (attach schedule) 0	224,934	224,934	224,934
	15 Other assets (describe 0)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	10,804,024	10,986,548	9,970,936
	17 Accounts payable and accrued expenses		18	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe 0)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	18	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	10,804,024	10,986,530	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	10,804,024	10,986,530	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,804,024	10,986,548	

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	10,804,024
2 Enter amount from Part I, line 27a	2	182,508
3 Other increases not included in line 2 (itemize) 0	3	0
4 Add lines 1, 2, and 3	4	10,986,532
5 Decreases not included in line 2 (itemize) Dollar Rounding	5	2
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,986,530

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 Land		D	Unknown	7/31/2008
c Land		D	Unknown	8/31/2008
d Mutual Fund Capital Gain Distributions				
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 340,000	0	368,565	-28,565
b 21,788	0	17,500	4,288
c 46,800	0	36,200	10,600
d 34,957	0	0	34,957
e 0	0	0	0

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

(i) FMV 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 0	0	0	-28,565
b 0	0	0	4,288
c 0	0	0	10,600
d 0	0	0	34,957
e 0	0	0	0

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	21,280
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	0

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 page 18 of 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))
2007	640,541	10,929,161	0.058608
2006	444,471	10,140,509	0.043831
2005	366,142	9,574,634	0.038241
2004	340,425	9,197,192	0.037014
2003	554,604	8,652,947	0.064094

2 Total of line 1, column (d)	2	0.241788
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048358
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	10,048,679
5 Multiply line 4 by line 3	5	485,934
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,260
7 Add lines 5 and 6	7	493,194
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 on page 18.	8	517,480

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter: _____ (attach copy of ruling letter if necessary—see instructions)			
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		1	7,260
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	7,260
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,260
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	20,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	20,000	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,740	
11 Enter the amount of line 10 to be. Credited to 2009 estimated tax <input checked="" type="checkbox"/> 12,740 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NA	13	X	
14	The books are in care of ▶ Larry Wilkes, CPA Located at ▶ 303 E Street NW Ardmore OK Telephone no. ▶ 580-223-0112 ZIP+4 ▶ 73401			
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			

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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008.)	3b	N/A
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 2008?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Schedule	.00	85,800	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0
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 Maintain two houses in which the YWCA manages a Ronald McDonald type house in connection with the Mercy Memorial Health Center, Ardmore, Oklahoma. During 2008, 409 individuals spent at least one night. Total occupant nights was 607.	73,180
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 none	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	9,520,293
b	Average of monthly cash balances	1b	53,735
c	Fair market value of all other assets (see page 24 of the instructions)	1c	627,677
d	Total (add lines 1a, b, and c)	1d	10,201,705
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,201,705
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	153,026
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,048,679
6	Minimum investment return. Enter 5% of line 5	6	502,434

Part XI Distributable Amount (see page 25 of the 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	502,434
2a	Tax on investment income for 2008 from Part VI, line 5	2a	7,260
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,260
3	Distributable amount before adjustments Subtract line 2c from line 1	3	495,174
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	495,174
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	495,174

Part XII Qualifying Distributions (see page 25 of the 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	517,480
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	517,480
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	7,260
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	510,220

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				495,174
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			356,494	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 517,480				
a Applied to 2007, but not more than line 2a			356,494	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2008 distributable amount				160,986
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2008 (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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				334,188
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2004	0			
b Excess from 2005	0			
c Excess from 2006	0			
d Excess from 2007	0			
e Excess from 2008	0			

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a			0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	280,426	
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	17,018	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	21,280	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a Oil & Gas Royalty Income		0	15	425,941	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		744,665	0
13	Total. Add line 12, columns (b), (d), and (e)				13	744,665

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

[illegible]

Line 11 (990-PF) - Other Income

		425,941	425,941	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Oil & Gas Royalty Income	425,941	425,941	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

		1,595	920	0	675
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Hartzgog, Conger & Cason	435			435
2	Fischl, Culp, McMillen	920	920		
3	McAfee Taft	240			240
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Larry A. Pulliam, CPA	1,500			1,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		1,667	1,667	0	0
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Ellwood Associates	1,667	1,667		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		27,530	1,567	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20	1,567	1,567		
2	Tax on investment income	25,963			
3					
4					
5					
6					
7					
8					
9					
10					

0

[illegible]

Line 23 (990-PF) - Other Expenses

73,180

0

0

73,180

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1		0	0	0	0
2					
3	Maintenance and Repair on Houses held	73,180			73,180
4	for charitable purposes - use by YWCA for				
5	"Ronald McDonald" type house				
6					
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		679,385	310,820	666,306	344,736		
	Description	(a) Book value beg. of year	(b) Book value end of year	FMV beg. of year	(c) FMV end of year	Check if Federal obligation	Check if State/ local obligation
1							
2	USTN 11/15/08	368,565	0	343,825	0	X	
3							
4							
5	FHLB 11-15-12	310,820	310,820	322,481	344,736	X	
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

Part II; Line 10b (990-PF) - Investments - Corporate Stock

			7,081,968	8,289,160	7,272,363	5,764,510
	Description	Num shares/ face value	(a) Book value beg. of year	(b) Book value end of year	FMV beg. of year	(c) FMV end of year
1						
2	Vanguard S&P 500		688,515	706,601	934,616	589,097
3	Vanguard Windsor II		775,752	799,001	915,365	580,108
4						
5	Growth Fund of America		1,731,980	1,731,980	1,727,184	1,040,068
6	Investment Company of America		920,686	939,843	920,236	600,595
7						
8						
9	Dodge & Cox International Stock Fund		1,087,567	1,143,295	1,016,904	542,152
10	Vanguard Intermediate Term Bond Index		722,527	1,813,499	719,534	1,837,688
11	Vanguard Allianz CCM Mid Cap Fund		1,154,941	1,154,941	1,038,524	574,802
12						
13						
14						
15						
16						
17						

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		579,479	0	202,712	147,690	595,827
	Item or Category	Cost or Other Basis	Accumulated Depreciation	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1	Ranch Land	176,262		176,262	122,519	122,519
2	Ranch Buildings	41,058		23,391	22,112	22,112
3	Ranch Equipment	8,673		111	111	111
4	Ranch Office Equipment	3,549		0	0	0
5	Mineral Interests-Producing	346,989		0	0	388,395
6	Mineral Interests - Non Producing	2,948		2,948	2,948	62,690
7				0	0	
8				0	0	
9				0	0	
10				0	0	
11				0	0	
12				0	0	
13				0	0	
14				0	0	
15				0	0	
16				0	0	
17				0	0	

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		0	0	0	224,934	224,934	224,934
	Item or Category	Cost or Other Basis	Accumulated Depreciation beg. of year	Accumulated Depreciation end of year	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1	Mercy House 1708 Cherokee				76,685	76,685	76,685
2	Mercy House 1710 Cherokee				148,249	148,249	148,249
3					0	0	
4					0	0	
5					0	0	
6					0	0	
7					0	0	
8					0	0	
9					0	0	
10					0	0	
11					0	0	
12					0	0	
13					0	0	
14					0	0	
15					0	0	
16					0	0	
17					0	0	

PART VIII LINE 1

Name Address	Title Average hrs/wk.	Compensation	Employee Benefit Plans	Expense Account
J Larry Wilkes, CPA 303 E Street NW Ardmore, OK	Co-Trustee 4.7 hrs/week	37,500	0	0
	Accountant 1 hour/week by Mr. Wilkes, approximately 3.6 hours/week by his staff.	10,800	0	0

Co-Trustee duties consist of making investment decisions, evaluating grant applications, making granting decisions, doing follow-up on grants awarded, and general management matters.

In addition, Mr. Wilkes' CPA firm is paid to maintain the books of the Foundation, prepare financial statements for use by management and for Form 990PF purposes.

Mary Strawn PO Box 70 Graham OK	Co-Trustee 38.5 hrs/week	37,500	0	0
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Co-Trustee duties consist of making investment decisions, evaluating grant applications, making granting decisions, doing follow-up on grants awarded, and general management matters.

In addition, Mrs. Strawn manages the foundation's office, responding to telephone and mail inquiries regarding grants and the foundation's oil and gas properties. She processes the payments received by the foundation from its oil and gas properties.

TOTAL

85,800	0	0
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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
	PC=Public Charity I=Instrumentality		
Ardmore Chamber of Commerce Foundation 410 West Main Ardmore, OK	PC	Operating Funds	900.00
Ardmore Family YMCA 920 15th Street, NW Ardmore, OK	PC	Replace Two A/C Units	14,500.00
Ardmore Soup Kitchen, Inc. 303 E Street NW Ardmore, OK	PC	Operating Funds	1,055.00
The Boy's and Girl's Club of Wilson, Inc. 323 E. Birch Wilson, OK	PC	Operating Funds for Summer Camp	20,000.00
Cameron University Lawton, OK	I	KCCU Public Radio Support	5,000.00
Carter County Free Fair 600 South Lake Murray Drive Ardmore, OK	I	Operating Funds	7,500.00
Court Appointed Special Advocate 107 1st SW Ardmore, OK	PC	Childrens' Restricted Fund	18,000.00
Enon Baptist Church Association 5 Monroe, NE Ardmore, OK	PC	Girl's Home Support	5,000.00
Family Shelter of Southern Oklahoma PO Box 1408 Ardmore, OK	PC	Operating Funds	20,000.00
First Baptist Church of Graham Graham, OK	PC	Operating Funds	270.93
Fox Public Schools Fox , OK	I	Playground Equipment	500.00
Gloria S. Ainsworth Day Care Center, Inc. PO Box 2147	PC	Operating and Capital Funds	60,000.00

J. LYNDALL MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
2008 FORM 990PF

73-1439304

Ardmore, OK

Good Shepherd Medical and Dental Clinic Foundation 802 16th Avenue, NW Ardmore, OK	PC	Operating Funds	25,000.00
HFV Wilson Community Center 625 E. Main Ardmore, OK	PC	Playground Equipment	15,000.00
Hardy Murphy Coliseum 600 S. Lake Murray Drive Ardmore, OK	I	Coliseum Renovations	10,000 00
Healdton Beautiful 407 East Texas Street Healdton, OK	PC	Roof Repairs	6,000.00
Kippers Gymnastics Club, Inc 415 Myall Avenue Ardmore, OK	PC	Equipment	5,000.00
Omnia Incorporated 1550 Knox Road Ardmore, OK	PC	Campus Improvements	10,000.00
Regional Food Bank of Oklahoma 3355 S. Purdue Street Oklahoma City, OK	PC	Food 4 Kids Program	46,572.00
Southern Oklahoma Higher Education Fdn 611 Veterans Blvd Ardmore, OK	PC	Scholarship Program	25,000.00
United Way of Southern Oklahoam 1232 Merrick Drive Ardmore, OK	PC	2008 Fall Campaign	15,000.00
Wilson Historical Society 1270 8th Street Wilson, OK	PC	Capital Funds	650.00
City of Wilson Wilson, OK	I	Senior Citizens Center Support	1,495.00
YWCA of Ardmore 27 West Broadway Ardmore, OK	PC	Operating Funds	50,500.00

Total

362,942.93