

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

- 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning**, and ending**

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) C/O J Larry Wilkes 303 E Street N W		Room/suite	B Telephone number (see instructions) (580) 223-0112	
City or town Ardmore	State OK	ZIP code 73401		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 17,015,827		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)		
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

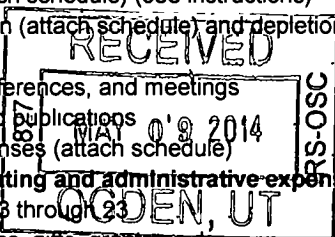
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	345,775	345,775		
	5a Gross rents	38	38		
	b Net rental income or (loss) 38				
	6a Net gain or (loss) from sale of assets not on line 10	317,564			
	b Gross sales price for all assets on line 6a 5,770,938				
	7 Capital gain net income (from Part IV, line 2)		317,564		
	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) (attach schedule)					
11 Other income (attach schedule)	524,694	524,694			
12 Total. Add lines 1 through 11	1,188,071	1,188,071	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	85,800	11,535		74,265
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	762	762		
	b Accounting fees (attach schedule)	1,925			1,925
	c Other professional fees (attach schedule)	4,161	4,161		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	76,268	2,241		
	19 Depreciation (attach schedule) and depletion	1,079	1,079		
	20 Occupancy	8,460	2,820		5,640
	21 Travel, conferences, and meetings	1,260			1,260
	22 Printing and publications				
	23 Other expenses (attach schedule)	32,907			32,907
	24 Total operating and administrative expenses. Add lines 13 through 23	212,622	22,598	0	115,997
	25 Contributions, gifts, grants paid	458,277			458,277
26 Total expenses and disbursements. Add lines 24 and 25	670,899	22,598	0	574,274	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	517,172				
b Net investment income (if negative, enter -0-)		1,165,473			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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		1,343,526	105,976	105,976
	2 Savings and temporary cash investments		3,769	965	965
	3 Accounts receivable ▶				
	Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		12,968,371	14,727,416	15,907,505
	c Investments—corporate bonds (attach schedule)				
Liabilities	11 Investments—land, buildings, and equipment basis ▶	501,683			
	Less accumulated depreciation (attach schedule) ▶	384,426	118,836	117,257	1,001,381
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	14 Land, buildings, and equipment basis ▶	224,934			
	Less accumulated depreciation (attach schedule) ▶		224,934	224,934	
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		14,659,436	15,176,548	17,015,827
	17 Accounts payable and accrued expenses		157	97	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)		157	97	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24 Unrestricted		14,659,279	15,176,451	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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 instructions)		14,659,279	15,176,451	
	31 Total liabilities and net assets/fund balances (see instructions)		14,659,436	15,176,548	

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	14,659,279
2 Enter amount from Part I, line 27a	2	517,172
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,176,451
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,176,451

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 Mutual Fund Capital Gain Distributions				
c 2.5 acres land - surface only		D	unknown	11/18/2013
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 5,503,722		5,452,874	50,848	
b 265,966			265,966	
c 1,250		500	750	
d				
e				
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			50,848	
b			265,966	
c			750	
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	317,564	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	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 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))
2012	594,413	12,562,401	0.047317
2011	478,221	11,577,873	0.041305
2010	341,228	10,619,527	0.032132
2009	469,878	8,944,428	0.052533
2008	510,220	10,048,679	0.050775
2 Total of line 1, column (d)		2	0.224062
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	0.044812
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	16,075,970
5 Multiply line 4 by line 3		5	720,396
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	11,655
7 Add lines 5 and 6		7	732,051
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions		8	574,274

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			23,309
3	Add lines 1 and 2			0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			23,309
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			23,309
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	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		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d			20,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			47
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			3,356
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ NA	13	X	
14	The books are in care of ▶ Larry Wilkes, CPA Telephone no ▶ 580-223-0112 Located at ▶ 303 E Street NW Ardmore OK 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			
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 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 2013 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 2013)	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 2013?	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 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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A	
6b		X
7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

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

Expenses

1	Maintain two houses in which the Mercy Memorial Health Center manages a Ronald McDonald type house in connection with the hospital. During 2013, a total of 1412 occupant nights were provided to families of hospital patients.	14,906
2	Provided accounting services at no charge to Gloria Ainsworth Day Care Center, and Naomi House, 501(c)(3) organizations, in Ardmore, Oklahoma.	18,001
3		
4		

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

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

Amount

1	none	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3



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	15,133,529
b	Average of monthly cash balances	1b	185,377
c	Fair market value of all other assets (see instructions)	1c	1,001,876
d	Total (add lines 1a, b, and c)	1d	16,320,782
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	16,320,782
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	244,812
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,075,970
6	Minimum investment return. Enter 5% of line 5	6	803,799

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	803,799
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,309
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,309
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	780,490
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	780,490
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	780,490

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	574,274
b	Program-related investments—total from Part IX-B	1b	
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	574,274
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	574,274

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				780,490
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			523,109	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 574,274				
a Applied to 2012, but not more than line 2a			523,109	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				51,165
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				729,325
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶ not applicable

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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

Larry Wilkes 303 E Street, NW Ardmore, OK 73401 580 223 0112

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

Brief introductory letter

- c** Any submission deadlines.

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

Carter County Oklahoma 501(c)(3) organizations

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 <i>Paid during the year</i> See Attached Schedule				458,277
Total			▶ 3a	458,277
b <i>Approved for future payment</i> None				
Total			▶ 3b	0

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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

☐ Yes ☒ No

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

5-1-14
Date

Firm's address ► PO Box 38, Springer, OK 73458

Part I, Line 11 (990-PF) - Other Income

		524,694	524,694	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Oil & Gas Royalty Income	524,694	524,694	

Part I, Line 16a (990-PF) - Legal Fees

		762	762	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Hisey & Landgraf	562	562		
2	Graybill-Haas	200	200		

Part I, Line 16b (990-PF) - Accounting Fees

		1,925	0	0	1,925
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Larry A Pulliam, CPA	1,925			1,925

Part I, Line 16c (990-PF) - Other Professional Fees

		4,161	4,161	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Ellwood Associates	4,000	4,000		
2	Bank Charges	161	161		

Part I, Line 18 (990-PF) - Taxes

		76,268	2,241	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				
2	Property Tax	2,241	2,241		
3	4940 Excise Tax	74,027			

Part I, Line 19 (990-PF) - Depreciation and Depletion

						1,079	1,079	0	
Description		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Office Equipment Depreciation					2,244	1,079	1,079	-

Part I, Line 23 (990-PF) - Other Expenses

		32,907	0	0	32,907
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Operate two "Ronald McDonald" type houses	14,906			14,906
2	bookkeeping services for two 501(c)(3) organizations	18,001			18,001

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

		12,968,371	14,727,416	13,149,190	15,907,505	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	Vanguard S&P 500		777,262	801,676	1,015,932	1,344,414
2	Vanguard Windsor II		705,092	747,365	790,370	1,033,764
3	Dodge & Cox Stock Fund			2,031,752		2,028,906
4	Growth Fund of America		1,534,348	1,664,430	1,548,538	2,071,796
5	Investment Company of America		829,040	910,839	777,116	1,029,105
6	Vanguard Emerging Markets		322,346	618,728	300,310	594,627
7	Hartford Global Real Estate Fund		313,968	0	275,721	0
8	Dodge & Cox International Stock Fund		1,205,344	1,205,344	924,366	1,147,986
9	Vanguard Intermediate Term Bond Index		6,195,196	3,699,866	6,605,024	3,448,847
10	Templeton Global Fund			2,034,318		2,062,246
11	Vnguard Midcap Index Fund		1,085,775	1,013,098	911,813	1,145,814

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

		501,683	384,426	118,836	117,257	1,001,381
Asset Description		Cost or Other Basis	Accumulated Depreciation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Ranch Land	97,677		98,177	97,677	97,677
2	Ranch Buildings	41,058	24,537	17,600	16,521	16,521
3	Ranch Equipment	8,673	8,562	111	111	110
4	Ranch Office Equipment	4,338	4,338	0	0	0
5	Mineral Interests-Producing	346,989	346,989	0	0	793,658
6	Mineral Interests - Non Producing	2,948	0	2,948	2,948	93,415

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

		224,934	0	0	224,934	224,934	0
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	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	

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	-
	Accountant	10,800	0	

1 hour/week by Mr. Wilkes, approximately 3.6 hours/week by his staff

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

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

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	-
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J. LYNDALL MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
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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		
20th District Drug Court 39 N. Washington Ardmore, OK	PC	Operating Expenses	10,000.00
Arbuckle Life Solutions 9 Tenth Avenue Ardmore, OK	PC	Operating Expenses	21,000.00
Ardmore City Schools 800 M Street, NE Ardmore, OK	I	Purchase equipmetn for the special needs sensory room	5,000.00
Adult Day Services of Southern Oklahoma 1902 Shenandoah Ardmore, OK	PC	Transportation for 2013	10,000.00
Ardmore Family YMCA 920 15th Street, NW Ardmore, OK	PC	Re-carpet cardio weight room; purchase sod cutter Les Mills exercise program	21,000.00 8,700.00
Ardmore Soup Kitchen 2207 Ridgeway Ardmore, OK	PC	Operating Expenses	30,000.00
The Boy's and Girl's Club of Wilson, Inc. 323 E. Birch Wilson, OK	PC	Hardy's House; Teen Town; Tiger Unit Summer Camp	30,000.00
C/SARA PO Box 1396 Ardmore, OK	PC	Operating Expenses	10,000.00
Carter County Commissioners 107 First Avenue, SW Ardmore, OK	I	2013 Carter County Free Fair	7,500.00
Chamber of Commerce Foundation PO Box 1585 Ardmore, OK	PC	Girls on the Run Startup	5,500.00
Court Appointed Special Advocates 200 B Street, SW Ardmore, OK	PC	Operating Funds	20,000.00

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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
Cameron University 2800 West Gore Blvd Lawton, OK	I	KCCU Public Radio Support	5,000.00
Community Activities, Inc. of Ardmore 333 West Main, Suite 241 Ardmore, OK	PC	City Park Maintenance	5,000.00
Community Childrens' Shelter PO Box 246 Ardmore, OK	PC	Repairs	30,000.00
Family Shelter of Southern Oklahoma 117 B Street, SW Ardmore, OK	PC	Children's Trauma Counseling	15,000.00
Girls on the Run 2209 Oakglen Drive Ardmore, OK	PC	Girls on the Run 2014	10,000.00
Charles B. Goddard Center 401 First Street, SW Ardmore, OK	PC	Jesus Moroles granite sculpting workshop	6,000.00
Good Shepherd 20 Twelfth Street Ardmore, Ok	PC	2014 Pharmacy Program	30,000.00
Grace Center of Southern Oklahoma 27 West Broadway Ardmore, OK	PC	Operating Expenses	30,000.00
Ardmore Schools - Jefferson Elementary 800 M Street, NE Ardmore, OK	I	Purchase 60 picture dictionary books	1,000.00
Kippers Gymnastic Club, Inc. 818 16th Avenue, NW Ardmore, OK	PC	Purchase new equipment	5,000.00
Ardmore Schools - Lincoln Elementary 800 M Street, NE Ardmore, OK	I	Admission cost for "Beauty and the Beast" for 1st and 2nd grade students	500.00

J. LYNDALL MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
Medical Equipment Assistance Program 2525 Third Avenue, NE Ardmore, OK	PC	Operating Expenses	10,000.00
New Dimensions Literacy Council 320 E Street NW Ardmore, OK	PC	Operating Expenses	5,000.00
Oak Hall Episcopal School PO Box 1807 Ardmore, OK	PC	Scholarships	17,500.00
Regional Food Bank of Oklahoma 3355 S. Purdue Street Oklahoma City, OK	PC	Food 4 Kids Program	56,000.00
Salvation Army PO Box 1483 Ardmore, OK	PC	Client Assistance & Transportation	10,000.00
So. Ok. Ambulance Service 517 Grand Avenue Ardmore, OK	PC	Mandatory protocol related equipment upgrades	12,777.00
Springer Public Schools HWY 77 Springer, OK	I	Purchase books for school Library Media Center	800.00
United Way of So. Central OK PO Box 323 Ardmore, ok	PC	Fall Campaign	30,000.00
TOTAL			<u>458,277.00</u>