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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation LOCKHART FOUNDATION		A Employer identification number 26-2134446
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (405) 848-8899
	P.O. BOX 21708		
	City or town OKLAHOMA CITY	State ZIP code OK 73156	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>
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			
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,477,650.		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.)	

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 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 (att sch)	4,248,147.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	12,824.	12,824.		
	4 Dividends and interest from securities	19,170.	19,170.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	5,312.			
	b Gross sales price for all assets on line 6a	196,156.			
	7 Capital gain net income (att sch line 2)		5,312.		
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE AND OPERATING EXPENSES	10a Gross sales less returns and allowances				
	b Less cost of goods sold				
	c Gross profit/(loss)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,285,453.	37,306.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) (Attm 2)				
	b Accounting fees (attach sch) L-16b Stmt	1,395.	698.		697.
	c Other prof fees (attach sch) L-16c Stmt	9,654.	9,654.		
17 Interest					
18 Taxes (attach schedule) (see instr.) EXCISE TAX BASED	26.				
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	11,075.	10,352.		697.	
25 Contributions, gifts, grants paid	28,125.			28,125.	
26 Total expenses and disbursements. Add lines 24 and 25	39,200.	10,352.		28,822.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	4,246,253.				
b Net investment income (if negative, enter -0-)		26,954.			
c Adjusted net income (if negative, enter -0-)					

Part I 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		5,045.	5,045.
	2 Savings and temporary cash investments	87,898.	1,464,621.	1,517,555.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	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) (ATTM 3)		1,360,923.	1,381,755.
	b Investments – corporate stock (attach schedule) (ATTM 4)		978,534.	1,030,780.
	c Investments – corporate bonds (attach schedule) (ATTM 5)		522,659.	540,146.
	11 Investments – land, buildings, and equipment, basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment, basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe ▶ <u>ACCRUED INTEREST PAID</u>)		2,369.	2,369.	
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	87,898.	4,334,151.	4,477,650.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)			
NET FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	87,898.	4,334,151.	
	30 Total net assets or fund balances (see the instructions)	87,898.	4,334,151.	
	31 Total liabilities and net assets/fund balances (see the instructions)	87,898.	4,334,151.	

Part II 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	87,898.
2 Enter amount from Part I, line 27a	2	4,246,253.
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	4,334,151.
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	4,334,151.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a CAPITAL GAIN DISTRIBUTION	P	Various	12/31/09
b OKLA DEV FIN AUTH LSERV MAST HIGH ED 3%	D	Various	12/01/09
c 1,833.218 SH PIMCO TOTAL RETURN FUND	D	Various	10/07/09
d 645.369 SH AIM MIDCAP CORE EQUITY FD CL I	D	Various	10/08/09
e See Columns (a) thru (d) (Attm 1)			

(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 745.		0.	745.
b 50,000.		49,930.	70.
c 20,110.		20,073.	37.
d 13,262.		20,000.	-6,738.
e See Columns (e) thru (h)		100,841.	11,198.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	745.
b 0.	0.	0.	70.
c 0.	0.	0.	37.
d			-6,738.
e See Columns (i) thru (l)	0.	0.	11,198.

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	5,312.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	

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 (column (b) divided by column (c))
2008	17,929.	91,069.	0.196873
2007	0.	98,500.	0.000000
2006			
2005			
2004			

2 Total of line 1, column (d)	2	0.196873
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	0.098437
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,126,011.
5 Multiply line 4 by line 3	5	110,841.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	270.
7 Add lines 5 and 6	7	111,111.
8 Enter qualifying distributions from Part XII, line 4	8	28,822.

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 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 or determination letter _____ (attach copy of letter if necessary - see instr.)		1	539.
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, column (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	539.
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	539.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations— tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	700.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	700.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	161.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	161.	Refunded

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 the instructions for 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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, column (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions). OK - Oklahoma		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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 2009 or the taxable year beginning in 2009 (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

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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 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 <u>N/A</u>	13	X	
14	The books are in care of <u>MICHAEL CARROLL, HERITAGE TRUST CO.</u> Telephone no. <u>(405) 848-8899</u> Located at <u>P.O. BOX 21708</u> <u>OKLAHOMA CITY OK</u> ZIP + 4 <u>73156</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 2009 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 2009.)	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 2009?	4b	X

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Part VII 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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ 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?

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
MICHAEL CARROLL HERITAGE TRUST CO., P.O. BOX 21708 OKLAHOMA CITY OK 73156	TRUSTEE 2.00	5.00 1425 / MONTH 0.	0.	0.

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

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

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

None

Part VII 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

None

Part VIII 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 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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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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	619,537.
b Average of monthly cash balances	1b	523,621.
c Fair market value of all other assets (see instructions)	1c	0.
d Total (add lines 1a, b, and c)	1d	1,143,158.
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	1,143,158.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,147.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,126,011.
6 Minimum investment return. Enter 5% of line 5	6	56,301.

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	56,301.
2a Tax on investment income for 2009 from Part VI, line 5	2a	539.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	539.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	55,762.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	55,762.
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	55,762.

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	28,822.
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	28,822.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	28,822.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				55,762.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	13,280.			
f Total of lines 3a through e	13,280.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 28,822.				
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				28,822.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	13,280.			13,280.
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		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				13,660.
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 2004 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

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 2009, 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) | | | | | |
| 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 | Tax year | Prior 3 years | | | (e) Total |
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 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 | | | | | |

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 of the person to whom applications should be addressed:

HERITAGE TRUST COMPANY ATTN: BRIAN HILL (SEE ATTM. 6)

P.O. BOX 21708

OKLAHOMA CITY OK 73156-1708 (405) 848-8899

- b** The form in which applications should be submitted and information and materials they should include
SEE ATTM. 6

- c Any submission deadlines.
SEE ATTM. 6

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE ATTM. 6

Part IV 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				
K-9 EMERGENCY SEARCH TEAM INC 8324 JOHN ROBERT DRIVE OKLAHOMA CITY OK 73135	NONE	N/A	GENERAL	5,000.
OK FOX TERRIER RESCUE 3601 MT. PLEASANT DRIVE MIDWEST CITY OK 73110	NONE	N/A	GENERAL	3,225.
A NEW LEASH ON LIFE INC P.O. BOX 1723 NORMAN OK 73070	NONE	N/A	GENERAL	10,000.
4 THE HOUNDS BASSET RESCUE 439 STATE HWY 00 REED SPRINGS MO 65737	NONE	N/A	GENERAL	2,900.
OKLAHOMA WESTIE RESCUE 2621 JACLYN'S TRAIL EDMOND OK 73012	NONE	N/A	GENERAL	3,500.
HANDS HELPING PAWS INC P.O. BOX 1024 NORMAN OK 73070	NONE	N/A	GENERAL	3,500.
Total			3a	28,125.
b Approved for future payment				
N/A				
Total			3b	

Part XIV-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 (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	12,824.	
4	Dividends and interest from securities			14	19,170.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	5,312.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				37,306.	
13	Total. Add line 12, columns (b), (d), and (e)					37,306.

(See worksheet in the instructions for line 13 to verify calculations)

Part XV/B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization

LOCKHART FOUNDATION

Employer identification number

26-2134446

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

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

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

General Rule –

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (i) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

LOCKHART FOUNDATION

26-2134446

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARION LOCKHART IRA P.O. BOX 21708 OKLAHOMA CITY OK 73156	\$ 236,243.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MARION LOCKHART IRA P.O. BOX 21708 OKLAHOMA CITY OK 73156	\$ 170,524.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MARION LOCKHART P.O. BOX 21708 OKLAHOMA CITY OK 73156	\$ 1,094,768.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MARION LOCKHART P.O. BOX 21708 OKLAHOMA CITY OK 73156	\$ 2,746,462.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LOCKHART FOUNDATION

26-2134446

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MARKETABLE SECURITIES		
		\$ 170,524.	Various
4	MARKETABLE SECURITIES		
		\$ 2,746,462.	Various
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name LOCKHART FOUNDATION	Employer Identification Number 26-2134446
------------------------------------	---

Asset Information:

Description of Property. <u>CAPITAL GAIN DISTRIBUTIONS</u>	
Date Acquired: <u>Various</u>	How Acquired: <u>Purchased</u>
Date Sold: <u>12/31/09</u>	Name of Buyer: _____
Sales Price <u>745.</u>	Cost or other basis (do not reduce by depreciation) <u>0.</u>
Sales Expense <u>0.</u>	Valuation Method: _____
Total Gain (Loss): <u>745.</u>	Accumulation Depreciation _____
Description of Property <u>OKLA DEV FIN AUTH LSERV MAST HIGH ED 3% 12/1/09</u>	
Date Acquired: <u>Various</u>	How Acquired: <u>Donated</u>
Date Sold: <u>12/01/09</u>	Name of Buyer: _____
Sales Price <u>50,000.</u>	Cost or other basis (do not reduce by depreciation) <u>49,930.</u>
Sales Expense: <u>0.</u>	Valuation Method: _____
Total Gain (Loss): <u>70.</u>	Accumulation Depreciation _____
Description of Property <u>1833.218 SHARES PIMCO TOTAL RETURN FUND</u>	
Date Acquired: <u>Various</u>	How Acquired: <u>Donated</u>
Date Sold: <u>10/07/09</u>	Name of Buyer: _____
Sales Price <u>20,110.</u>	Cost or other basis (do not reduce by depreciation) <u>20,073.</u>
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): <u>37.</u>	Accumulation Depreciation _____
Description of Property: <u>645.369 SH AIM MIDCAP COR EQUITY FD</u>	
Date Acquired: <u>Various</u>	How Acquired: <u>Donated</u>
Date Sold: <u>10/08/09</u>	Name of Buyer: _____
Sales Price: <u>13,262.</u>	Cost or other basis (do not reduce by depreciation) <u>20,000.</u>
Sales Expense _____	Valuation Method: _____
Total Gain (Loss): <u>-6,738.</u>	Accumulation Depreciation _____
Description of Property <u>446.521 SH AIM MIDCAP CORE EQUITY FD</u>	
Date Acquired: <u>Various</u>	How Acquired: <u>Donated</u>
Date Sold: <u>10/08/09</u>	Name of Buyer: _____
Sales Price <u>9,176.</u>	Cost or other basis (do not reduce by depreciation) <u>10,934.</u>
Sales Expense _____	Valuation Method: _____
Total Gain (Loss): <u>-1,758.</u>	Accumulation Depreciation _____
Description of Property: <u>192.954 SH VANGUARD INTL EQUITY INDEX EMERGING MKT PT</u>	
Date Acquired: <u>Various</u>	How Acquired: <u>Purchased</u>
Date Sold: <u>10/08/09</u>	Name of Buyer: _____
Sales Price <u>4,737.</u>	Cost or other basis (do not reduce by depreciation) <u>6,000.</u>
Sales Expense _____	Valuation Method: _____
Total Gain (Loss): <u>-1,263.</u>	Accumulation Depreciation _____
Description of Property: <u>413 SH WINDSTREAM CORP</u>	
Date Acquired: <u>Various</u>	How Acquired: <u>Donated</u>
Date Sold: <u>10/14/09</u>	Name of Buyer: _____
Sales Price: <u>4,142.</u>	Cost or other basis (do not reduce by depreciation) <u>4,297.</u>
Sales Expense _____	Valuation Method: _____
Total Gain (Loss): <u>-155.</u>	Accumulation Depreciation _____
Description of Property: <u>See Net Gain or Loss from Sale of Assets</u>	
Date Acquired: _____	How Acquired: _____
Date Sold: _____	Name of Buyer: _____
Sales Price: _____	Cost or other basis (do not reduce by depreciation) _____
Sales Expense: _____	Valuation Method: _____
Total Gain (Loss): _____	Accumulation Depreciation: _____

Form 990-PF, Part I, Lines 6a

Net Gain or Loss from Sale of Assets**Asset Information:**Description of Property 1050 SH ISHARES MSCI EMERGING MARKET INDEX TRUSTBusiness Code _____ Exclusion Code 18Date Acquired Various How Acquired DonatedDate Sold 10/14/09 Name of Buyer _____Check Box, if Buyer is a Business ☐Sales Price 41,810. Cost or other basis (do not reduce by depreciation) 27,623.

Sales Expense _____ Valuation Method _____

Total Gain (Loss) 14,187. Accumulated Depreciation _____Description of Property 400 SH ISHARES EAFE INDEX TRUSTBusiness Code _____ Exclusion Code 18Date Acquired Various How Acquired DonatedDate Sold 10/14/09 Name of Buyer _____Check Box, if Buyer is a Business ☐Sales Price 22,159. Cost or other basis (do not reduce by depreciation) 21,967.

Sales Expense _____ Valuation Method _____

Total Gain (Loss) 192. Accumulated Depreciation _____Description of Property OKLA CITY OK WTR UTIL TR 5.00%Business Code _____ Exclusion Code 18Date Acquired Various How Acquired DonatedDate Sold 10/20/09 Name of Buyer _____Check Box, if Buyer is a Business ☐Sales Price 30,000. Cost or other basis (do not reduce by depreciation) 30,005.

Sales Expense _____ Valuation Method _____

Total Gain (Loss) -5. Accumulated Depreciation _____Description of Property .5558 SH MARRIOTT INTL INC NEWBusiness Code _____ Exclusion Code 18Date Acquired Various How Acquired DonatedDate Sold 12/11/09 Name of Buyer _____Check Box, if Buyer is a Business ☐Sales Price 15. Cost or other basis (do not reduce by depreciation) 15.Sales Expense 0. Valuation Method _____Total Gain (Loss) 0. Accumulated Depreciation _____

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
446.521 SH AIM MIDCAP CORE EQUITY FD CL I	D	Various	10/08/09
192.954 SH VANGUARD INTL EQUITY INDEX EMERGING MKT PT	P	Various	10/08/09
413 SH WINDSTREAM	D	Various	10/14/09
1,050 SH ISHARES MSCI EMERGING MARKET INDEX TRUST	D	Various	10/14/09
400 SH ISHARES EAFE INDEX TRUST	D	Various	10/14/09
OKLA CITY OK WTR UTIL TR 5%	D	Various	10/20/09
.5558 SH MARRIOTT INTL INC NEW CL A	D	Various	12/11/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
9,176.		10,934.	-1,758.
4,737.		6,000.	-1,263.
4,142.		4,297.	-155.
41,810.		27,623.	14,187.
22,159.		21,967.	192.
30,000.		30,005.	-5.
15.		15.	0.
Total		100,841.	11,198.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-1,758.
			-1,263.
			-155.
0.	0.	0.	14,187.
0.	0.	0.	192.
			-5.
			0.
Total	0.	0.	11,198.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HSPG & ASSOCIATES, PC	TAX RETURN PREPARATION	1,395.	698.		697.
Total		<u>1,395.</u>	<u>698.</u>		<u>697.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HERITAGE TRUST COMPA	INVESTMENT SERVICES	9,654.	9,654.		
Total		<u>9,654.</u>	<u>9,654.</u>		

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS (LINE 10a):			
50,000 EDMOND OK PUB WRKS AUTH SALE TAX 4 65% 7/01/2021	0	50,466	50,846
25,000 EDMOND OK ECON DEV AUTH COLL HS 5.375% 12/1/2019	0	23,975	21,727
30,000 GRAND RIVER DAM AUTH OK REV 5 50% 06/01/2010	0	32,369	30,541
50,000 GRAND RIVER DAM AUTH OK REV 5.50% 06/01/2013	0	52,186	54,948
10,000 OKLA CNTY FIN AUTH EPWRTH 7.00% 04/01/2025	0	9,925	9,301
50,000 OKLA ST CAPITOL IMPT AUTH AG PROJ E 4 00% 7/1/15	0	49,842	53,209
50,000 OKLA ST CAP IMP AUTHST FACS A 3 875% 7/1/2015	0	49,446	53,419
100,000 OKLA ST MUN PWR SUPPLY SYS REV 3.875% 1/1/2025	0	101,585	104,699
20,000 TULSA CNTY OK INDS AUTH CAP IMPT 5.00% 05/15/15	0	21,339	22,664
30,000 TULSA CNTY OK PUB FACS AUTH CAP 3.60% 11/1/2010	0	30,081	30,772
125,000 TULSA CNTY OK PUB FAC CAP IMPT 4.00% 11/01/11	0	125,191	132,030
125,000 AUSTIN TX CONV ENTERPRISES 5 75% 01/01/2032	0	132,626	131,678
50,000 GRAND PRAIRIE TX GEN OBL SER B 3.75% 02/15/2012	0	50,839	52,973
50,000 KATY TX INDPT SCH DIST 5.125% 02/15/2018	0	53,564	54,578
40,000 LAREDO TX ISD PFL 4%	0	41,242	40,583
100,000 LOWER VALLEY TX WTR DIST 5.00% 09/15/2020	0	105,351	103,189
50,000 MUSKOGEE CNTY OK GO SER A 5 15% 04/01/2014	0	50,198	50,153
50,000 SOUTHSIDE TX ISD SER C 3.5% 8/15/2011	0	49,846	50,098
20,000 TULSA OK TULSA INDL AUTH REV INV T 5% 10/01/2022	0	20,000	20,051
50,000 BRYAN CNTY OK ISD 72 DURANT 5.391% 12/1/19 TXBL	0	50,000	48,496
75,000 FEDERAL HOME LOAN BANKS DEB 3 875% 12/11/15	0	78,622	77,180
75,000 FEDERAL HOME LOAN BANKS DEB 3.250% 9/12/14	0	77,670	76,172
75,000 FEDERAL FAMR CR BKS CONS DEB 4.410% 1/18/18	0	78,025	76,008
25,000 OKARCHE OK ECON DEV LSE REV 4.261% 9/1/2015 TXBL	0	25,000	24,278
1,626 WICHITA NATIONA LIFE INS CO INCL - OKLA	0	1,235	12,162
	0	1,360,623	1,381,755

INVESTMENTS - CORPORATE STOCK (LINE 10b):

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
645 NABORS INDUSTRIES LTD SHS	0	19,365	14,119
2,437 FLEXTRONICS INTL LTD ORD	0	23,004	17,814
607 ABBOT LABS COM	0	25,404	32,772
205 AETNA INC COM	0	5,244	6,499
628 ALLSTATE CORP COM	0	29,864	18,865
724 ALTRIA GROUP INC COM	0	12,505	14,212
541 AMERICAN EXPRESS CO COM	0	22,354	21,921
78 ANDADARKO PETE CORP COM	0	5,290	4,869
334 ANALOG DEVICES INC COM	0	8,824	10,548
302 BP PLC SPONSORED ADR	0	1,534	17,507
628 BANK OF AMERICA CORPORATION COM	0	19,756	9,458
694 BAXTER INTERNATIONAL INC COM	0	25,190	40,724
567 BED BATH & BEYOND INC COM	0	21,120	21,892
484 CARNIVAL CORP PAIRED CTF	0	23,205	15,338
122 COCA COLA CO COM	0	6,653	6,954
354 CONOCOPHILLIPS COM	0	21,450	18,079
374 DANAHER CORP DEL COM	0	20,617	28,125
700 DELL INC COM	0	22,840	10,052
2,899 E M C CORP MASS COM	0	40,637	50,646
400 EXXON MOBIL CORP COM	0	26,284	27,276
500 FPL GROUP INC COM	0	16,330	26,410
588 FISERV INC COM	0	23,681	28,506
305 FORTUNE BRANDS INC COM	0	19,676	13,176
54 FRANKLIN RES INC COM	0	5,621	5,689
1,153 GENERAL ELEC CO COM	0	32,822	17,445
179 GOLDMAN SACHS GROUP INC COM	0	23,770	30,222
169 HEINZ H J CO COM	0	6,711	7,226
613 ILLINIOS TOOLS WKS INC COM	0	28,132	29,418
457 INTEL CORP COM	0	9,067	9,323
324 INTERNATIONAL BUSINESS MACHS COM	0	29,067	42,412
490 JOHNSON & JOHNSON COM	0	30,167	31,561
242 KRAFT FOODS INCO COM	0	6,384	6,578
362 L-3 COMMUNICATIONS HOLDINGS INC COM	0	28,560	31,476
64 LOCKHEED MARTIN CORP COM	0	4,704	4,822
912 LOWES COS INC COM	0	22,626	21,332
163 MARRIOTT INTL INC NEW CL A	0	4,318	4,442
526 MCDONALDS CORP COM	0	19,358	32,843
148 METLIFE INC COM	0	5,665	5,231
900 MICROSOFT CORP COM	0	24,854	27,432
500 PEPSICO INC COM	0	27,000	30,400
322 PFIZER INC COM	0	5,378	5,857
484 PHILIP MORRIS INTL INC COM	0	20,134	23,324
484 PLUM CREEK TIMBER CO INC COM	0	15,535	18,276
390 PROCTER & GAMBLE CO COM	0	16,584	23,646
499 ST JUDE MED INC COM	0	16,681	18,353
85 SCHLUMBERGER LTD COM	0	5,301	5,533
105 STATE STR CORP COM	0	5,670	4,572
703 US BANCORP DEL COM NEW	0	18,951	15,824
338 UNITED PARCEL SERVICES INC CL B	0	23,091	19,391

LOCKHART FOUNDATION
 EIN 26-2134446
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 PAGE 2, PART II, BALANCE SHEETS

ATTM 42/2

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
120 VANGUARD WORLD FDS MATERIALS ETF	0	7,762	8,138
175 VANGUARD WORLD FDS UTILITIES EFT	0	10,731	11,406
168 VANGUARD WORLD FDS TELCOMM ETF	0	9,123	9,494
135 WAL MART STORES INC COM	0	6,730	7,216
750 WELLS FARGO & CO NEW COM	0	21,750	20,242
106 ZIMMER HLDGS INC COM	0	5,534	6,266
1,830 PIMCO TOTAL RETURN FUND	0	19,926	19,762
1,907 VANGUARD BD INDEX FD INC SHORT TRM PTFL	0	20,000	19,866
	0	978,534	1,030,780

LOCKHART FOUNDATION
 EIN 26-2134446
 2009 FORM 990-PF
 PAGE 2, PART II, BALANCE SHEETS

ATTM. 5

INVESTMENTS - CORPORATE BONDS (LINE 10c):

50,000	BANK AMER CHRLT NC MTN MTNF 5.300% 3/15/17	0	48,700	49,005
50,000	CITIGROUP INC NOTE 5 500% 4/11/13	0	51,845	51,838
100,000	DISNEY WALT CO NOTE 4.500% 12/15/13	0	102,210	106,225
75,000	GENERAL ELEC CAP COPR MTN BE MTNF 4.375% 9/21/15	0	75,000	75,932
75,000	GOLDMAN SACHS GRP INC MTN BE MTNF 3.625% 8/01/12	0	77,074	77,273
75,000	HARTFORD FINL SVCS GROUP INC NOTE 6.000% 1/15/19	0	63,420	73,034
50,000	WESTERN OIL SANDS INC NOTE 8.375% 5/01/12	0	51,775	55,967
50,000	XTRA FIN CORP NOTE 5.150% 4/01/17	0	52,635	50,872

(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
0	522,659	540,146

The Lockhart Foundation Trust

Oklahoma City, OK

Grant Proposal submitted by: _____

Dated: _____

BACKGROUND

The Lockhart Foundation Trust was created on December 17, 2007 by Marion S. Lockhart, a long time resident of Oklahoma City, Oklahoma. The trust was created to identify and support programs, organizations and institutions which provide assistance to those qualified 501(c) (3) organizations that assist domestic animals that need rescue in Oklahoma and its immediately surrounding states. Preference is given to Oklahoma organizations and institutions especially those in the Cleveland and Oklahoma County, Oklahoma areas

GUIDELINES

Proposals are accepted throughout the year; there are no deadlines. The Committee meets quarterly, usually during the last month of each calendar quarter. Disposition of your grant proposal will be determined approximately three months from the date of submission.

Grant minimums and maximums are not designated. Preference may be given, in some years, to large grants where a genuine impact may be accomplished. No grants can be awarded to individuals. Proposals which commit the Trust to continued support of operations will generally not be approved.

TRUSTEE

Heritage Trust Company
Attn: Brian Hill
P.O. Box 21708
Oklahoma City, Oklahoma 73156-1708

*Send Grant Request to Trustee only

ADVISORY COMMITTEE

Barbara Lewis

Patricia White

INSTITUTIONAL PROFILE

Name of institution/organization: _____

Address: _____

Telephone: _____ Website/email: _____

Person completing profile: _____

(Name)

(Title)

Chief Executive Officer: _____

(Name)

(Title)

Chief source of primary institutional support: _____

Governing Board Members (name and city of residence):

Overall mission of institution/organization:

Short historical sketch:

What other similar services are available in your area:

Why is this program unique?

Institutional objectives for future (next 3 – 5 years):

Amount of endowment: _____

Market value: _____

Value of facilities: _____

Do you perform animal rescues? If so, how many animal rescues per month/year?

Are any animals put in foster care?

Work alone or what type of support system?

How long has the rescue group been active?

Are all animals spayed/neutered before placement?

Do you have a contract with a veterinarian?

Do you do follow-up checks after placement?

Does the adoption contract require return to the rescue group if the animal can not be cared for by the adopting family?

Does the adoption contract request references?

Do you rescue from animal shelters?

Do you accept animals from owners?

Do you test the animal's temperament?

Do you accept abused animals?

What portion of your funds is used for animal care and what portion for facilities?

SOURCES OF PRIVATE GIFT INCOME

<u>SOURCES</u>	<u>PREVIOUS YEAR</u>	<u>CURRENT YEAR</u>	<u>PROJECTED YEAR</u>
Governing board			
Total gifts:			
Other gifts:			
Grants:			
Bequest:			
Other Memberships:			

SUMMARY OF OPERATIONAL ACTIVITIES**EXPENSES****PREVIOUS YEAR****CURRENT YEAR****PROJECTED YEAR**

Administration:

Programs:

Projected Programs:

Income:

Total Private Gifts:

Services:

Other Memberships:

PROPOSAL SUMMARY

Organization: _____

Mailing Address: _____

Telephone Number: _____

Contact Person: _____

Funds Requested From Lockhart Foundation Trust: _____

Total Cost of Project: _____

Purpose of Funds Requested: _____

Who Will Benefit From this Project: _____

How Many Will Benefit: _____

Is This Your Organization's First Request to the Lockhart Trust:

A Copy of you IRS Tax Exempt Status Letter (501(c)3) must be attached

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	LOCKHART FOUNDATION	26-2134446
	Number, street, and room or suite number. If a P.O. box, see instructions	
	P.O. BOX 21708	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	OKLAHOMA CITY	OK 73156

Check type of return to be filed (file a separate application for each return)

- | | |
|---|--|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A |

☐ Form 4720
☐ Form 5227**INTERNAL REVENUE SERVICE**
FIELD ASSISTANCE
OKLAHOMA CITY, OK 73102
MAY 14 2010

- The books are in the care of ►
- MICHAEL CARROLL, HERITAGE TRUST CO.

Telephone No ► (405) 848-8899

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 16, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 09 or
 - ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If this tax year is for less than 12 months, check reason
- ☐
- Initial return
- ☐
- Final return
- ☐
- Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 700.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 700.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev 4-2009)