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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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
KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6307 WATERFORD BLVD

City or town, state, and ZIP code
OKLAHOMA CITY, OK 73118

A Employer identification number
73-1504147

B Telephone number (see page 10 of the instructions)
(405) 840-8401

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 5,887,652

J Accounting method ☑ Cash ☐ Accrual
☐ 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 page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	32	32	32	
	4	Dividends and interest from securities	130,092	130,092	130,092	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,549			
	b	Gross sales price for all assets on line 6a 951,433				
	7	Capital gain net income (from Part IV, line 2)		4,549		
	8	Net short-term capital gain			34,924	
	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)	254,658	254,658	254,658	
	12	**Total.** Add lines 1 through 11	389,331	389,331	419,706	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,100	6,100	6,100	0
	c	Other professional fees (attach schedule)	20,829	20,829	20,829	
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	12,418	12,418	12,418	
	19	Depreciation (attach schedule) and depletion	69,675	69,675	69,675	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	26,405	26,405	26,405	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	135,427	135,427	135,427	0
	25	Contributions, gifts, grants paid	480,000			480,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	615,427	135,427	135,427	480,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-226,096			
	b	**Net investment income** (if negative, enter -0-)		253,904		
	c	**Adjusted net income** (if negative, enter -0-)			284,279	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	19,118	17,828	17,828
2 Savings and temporary cash investments	710,780	67,622	67,622
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 page 15 of the 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)	547,469	400,205	416,360
b Investments—corporate stock (attach schedule)	2,366,501	2,592,934	2,855,067
c Investments—corporate bonds (attach schedule)	857,830	1,266,688	1,322,061
11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	663,585	593,910	1,208,714
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,165,283	4,939,187	5,887,652
Liabilities			
17 Accounts payable and accrued expenses	0	0	
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)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds	5,165,283	4,939,187	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	0	0	
30 **Total net assets or fund balances** (see page 17 of the instructions)	5,165,283	4,939,187	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,165,283	4,939,187	

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	5,165,283
2	Enter amount from Part I, line 27a	2	-226,096
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,939,187
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	4,939,187

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
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	4,549
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	34,924

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	359,500	6,665,131	0 053937
2007	101,000	6,449,878	0 015659
2006	167,000	5,277,670	0 031643
2005	375,000	3,700,787	0 10133
2004	49,500	919,998	0 053804

2	**Total** of line 1, column (d)	2	0 256373
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 051275
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,610,157
5	Multiply line 4 by line 3	5	287,661
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,539
7	Add lines 5 and 6	7	290,200
8	Enter qualifying distributions from Part XII, line 4	8	480,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	2,539
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	2,539
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,539
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 9,600		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	9,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	7,061
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 7,061	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www trustok com

14 The books are in care of ▶TRUST COMPANY OF OKLAHOMA Telephone no ▶(405) 840-8401

Located at ▶6307 WATERFORD BLVD STE 215 OKLAHOMA CITY OK ZIP+4 ▶73118

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 |

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		No
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? ☐ Yes ☑ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	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?	**6b**		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?	**7b**		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD A GORANSON 4832 RICHMOND SQUARE OKLAHOMA CITY,OK 73118	TRUSTEE 2 0	0	0	0
JOE WOMACK 6307 WATERFORD BLVD SUITE 215 OKLAHOMA CITY,OK 73118	TRUSTEE 2 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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 page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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 GRANT FUNDING FOR THE CONTINUING EDUCATION OF STUDENTS IN MATH & SCIENCE PAYABLE TO THE TULSA AIR & SPACE MUSEUM & PLANETARIUM	115,000
2 GRANT AWARDED TO THE UNIVERSITY OF OKLAHOMA FDN TO AWARD SCHOLARSHIPS IN THE FIELD OF NURSING	100,000
3 GRANT AWARDED TO THE UNIVERSITY OF CENTRAL OKLAHOMA FDN TO AWARD SCHOLARSHIPS IN THE FIELD OF NURSING	90,000
4 GRANT AWARDED TO TULSA UNIVERSITY GRADUATE SCHOLARSHIP FUND IN THE FIELD OF OIL & GAS & FINANCE	75,000

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,834,027
b	Average of monthly cash balances	1b	652,850
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,208,714
d	**Total** (add lines 1a, b, and c)	1d	5,695,591
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	0
3	Subtract line 2 from line 1d	3	5,695,591
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	85,434
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,610,157
6	**Minimum investment return.** Enter 5% of line 5	6	280,508

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☑ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5 2a		
b	Income tax for 2009 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	480,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	480,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,539
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	477,461

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.				
b Total for prior years 2007 , 2006 , 2005				
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				
e From 2008.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2009 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 *(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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005. . . .				
b Excess from 2006. . . .				
c Excess from 2007. . . .				
d Excess from 2008. . . .				
e Excess from 2009. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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 organization is a private operating foundation described in section ☑ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	280,508	333,257	322,494	263,342	1,199,601
b 85% of line 2a	238,432	283,268	274,120	223,841	1,019,661
c Qualifying distributions from Part XII, line 4 for each year listed	480,000	359,500	101,000	167,000	1,107,500
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	480,000	359,500	101,000	167,000	1,107,500
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	5,887,652	6,120,548	6,789,264	5,893,995	24,691,459
(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.	187,005	222,171	214,996	175,923	800,095
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 organization had $5,000 or more in assets at any time during the year—see page 27 of the 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 page 28 of the 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

JOE WOMACK
6307 WATERFORD BLVD SUITE 215
OKLAHOMA CITY,OK 73118
(405) 840-8401

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

PREPRINTED APPLICATION SHOULD BE REQUESTED FROM THE FOUNDATION

c Any submission deadlines

APRIL 30 FOR THE FOLLOWING FALL SCHOOL YEAR

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

PRIMARY PURPOSE FOR OKLAHOMA COLLEGES AND NON PROFIT ORGANIZATIONS TO FURTHER THE EDUCATION OF STUDENTS IN THE FIELDS OF PETROLEUM, AEROSPACE ENGINEERING, ENERGY, ENGINEERING, EDUCATION, NURSING & OTHER FIELDS OF STUDY

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				480,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	32	
4 Dividends and interest from securities. . . .			14	130,092	
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	4,549	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OIL & GAS ROYALTIES			15	254,544	
b SECURITIES LITIGATION PROCEEDS			26	50	
c OTHER REFUND			14	64	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				389,331	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 389,331

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

******	2010-07-30	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Preparer's Signature	EDWARD J HAVRILLA			
Firm's name (or yours if self-employed), address, and ZIP code	Havrilla & Goranson PC 4832 Richmond Square Oklahoma City, OK 73118		EIN Phone no (405) 843-1011	

TY 2009 Accounting Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	6,100	6,100	6,100	

TY 2009 All Other Program Related Investments Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491308002020

TY 2009 Investments Corporate Bonds Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 FLEETBOSTON		
50000 US BANCORP		
50000 MORGAN STANLEY		
10000 MERRILL LYNCH		
50000 FIFTH THIRD BANK		
10000 PROTECTIVE LIFE		
10000 GOLDMAN SACHS		
50000 PFIZER		
50000 GILLETTE		
50000 HSBC BANK		
50000 NATL RURAL UTILITIES	50,010	51,334
50000 BANK OF NEW YORK	49,875	52,038
50000 HOME DEPOT	49,675	51,185
50000 CREDIT SUISSE	49,968	52,381
100000 WELLS FARGO	99,795	100,087
50000 BHP BILLITON MINERALS	49,377	52,047
50000 HERSHEY COMPANY	49,766	52,967
100000 WAL-MART	97,708	107,573
50000 PEPSICO	49,157	53,825
32049.89 PIMCO	339,230	346,141
2381.18 VANGUARD ADM	51,123	58,696
32463.34 VANGUARD ADMIRAL S/T	331,004	343,787

TY 2009 Investments Corporate Stock Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1220 ABBOTT	47,144	65,868
800 ACCENTURE LTD		
650 AFLAC		
1305 AIG		
700 AMDOCS	20,951	19,971
500 AMPHENOL	17,885	23,090
650 APACHE	37,017	67,060
1525 BANK OF AMERICA		
500 BARD	35,210	38,950
1000 BAXTER INTL	54,103	58,680
657 BEST BUY	23,792	25,925
1048 BP PLC		
580 BUNGE LIMITED		
2385 CISCO	47,484	57,097
1769.05 COHEN & STEERS	60,559	54,009
1525 CONOCOPHILLIPS	89,654	77,882
1200 CVS	34,419	38,652
500 DISNEY HOLDING COMPANY	15,356	16,125
4403.40 DODGE & COX INTL FUND	158,473	140,249
565 EXELON	20,660	27,612
575 EXPRESS SCRIPTS		
900 EXXON MOBIL	40,627	61,371
1000 FEE INTL		
1280 FIRST IND REALTY		
3590 G E	100,783	54,317
500 GENERAL DYNAMICS		
5016.04 HARBOR INTL	239,567	275,230
280 HARMAN		
300 HARTFORD FINANCIAL		
1780 INGERSOLL RAND		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3075 INTEL	68,067	62,730
460 INTERNATIONAL BUSINESS	46,912	60,214
1620 ITT	62,984	80,579
1175 JOHNSON & JOHNSON	72,008	75,682
1330 KELLOGG	60,222	70,756
1015 L-3 COMMUNICATIONS	78,016	88,254
1850 LOWES	41,798	43,271
860 MARATHON OIL	42,457	26,849
500 MONSANTO NEW	41,986	40,875
4250 NEWS CORP		
700 NIKE	34,201	46,249
1000 NOBLE ENERGY	47,982	71,220
1000 NORFOLK SOUTHERN	43,952	52,420
1315 NUCOR	59,547	61,345
1500 ONEOK	40,680	66,855
1115 PEPSICO	55,419	67,792
925 PFIZER		
750 PROCTOR & GAMBLE	39,130	45,472
800 SMUCKER	43,547	49,400
1375 TARGET	60,351	66,509
300 TEVA	8,052	16,854
1880 TEXAS INSTRUMENTS		
4233.2 THIRD AVE SMALL CAP	64,752	77,002
830 UNITED TECHNOLOGIES	37,764	57,610
922.64 VANGUARD ADMIRAL	50,894	49,860
1700 VANGUARD INFO TECH	59,477	93,279
5212.45 VANGUARD SIGNAL SMALL	129,310	129,217
4510 VANGUARD WORLD FINANCIAL	118,721	130,970
2350 VERIZON	88,891	77,855
710 WELLPOINT		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1645 WELLS FARGO		
2000 MERRILL LYNCH PFD SERIRES		
2000 GOLDMAN SACHS PFD SER A	51,630	43,860
1600 AEGON NV PFD FLOATING		
1000 FEE INTL LTD	500	0

TY 2009 Investments - Land Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2009 Investments - Other Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES-PRODUCING		69,675	684,479
OIL & GAS PROPERTIES-NON-PROD		524,235	524,235

TY 2009 Land, Etc. Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2009 Other Expenses Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION PUBLICATION NOTICE	20	20	20	
ROYALTY EXPENSES		26,385	26,385	
Rent and Royalty Expense	26,385			

TY 2009 Other Income Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SECURITY LITIGATION PROCEEDS	50	50	50
OTHER REFUND	64	64	64
Royalty Income	254,544	254,544	254,544

TY 2009 Other Professional Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL & MANAGEMENT FEE-TTE	20,829	20,829	20,829	

TY 2009 Taxes Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	903	903	903	
FEDERAL EXCISE TAX	11,515	11,515	11,515	

Additional Data

Software ID: 09000054
Software Version: 09-8.3
EIN: 73-1504147
Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 AFLAC	P	2004-11-08	2009-01-27
300 AFLAC	P	2005-02-09	2009-01-27
200 AFLAC	P	2005-12-27	2009-01-27
130 ABBOTT	P	2004-08-24	2009-11-23
70 ABBOTT	P	2004-07-23	2009-11-23
600 BOA	P	2006-01-06	2009-01-27
400 BOA	P	2006-04-25	2009-01-27
525 BOA	P	2006-11-30	2009-01-27
375 EXPRESS SCRIPTS	P	2004-08-24	2009-11-23
200 EXPRESS SCRIPTS	P	2006-05-18	2009-11-23
200 EXXON	P	2004-09-28	2009-11-23
100 EXXON	P	2004-07-23	2009-11-23
500 GEN DYNAMICS	P	2008-03-04	2009-06-05
50000 GILLETTE BOND	P	2004-09-02	2009-09-15
10000 GOLDMAN SACHS BOND	P	2004-01-21	2009-01-15
50000 HSBC BANK BOND	P	2004-10-15	2009-09-15
600 NEWS CORP	P	2004-10-14	2009-10-06
4 NEWS CORP	P	2004-10-11	2009-10-06
1046 NEWS CORP	P	2004-10-11	2009-10-07
475 NEWS CORP	P	2004-10-29	2009-10-07
125 NEWS CORP	P	2004-10-29	2009-10-08
2000 NEWS CORP		2008-11-25	2009-10-08
1000 PEABODY ENERGY	P	2009-02-17	2009-11-23
200 PEPSICO	P	2004-07-23	2009-11-23
200 PEPSICO	P	2004-07-23	2009-11-23
50000 PFIZER BOND	P	2004-08-25	2009-03-02
300 P & G	P	2004-08-24	2009-11-23
400 P & G	P	2004-07-23	2009-11-23
100 P & G	P	2004-07-23	2009-11-23
150000 3% U S TREASURY NOTE	P	2004-07-23	2009-02-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
3,123		5,608	-2,485
6,246		11,586	-5,340
4,164		9,352	-5,188
6,946		5,348	1,598
3,740		2,721	1,019
3,869		27,951	-24,082
2,579		18,803	-16,224
3,385		28,292	-24,907
32,767		5,770	26,997
17,476		7,505	9,971
15,150		9,666	5,484
7,575		4,528	3,047
30,147		40,839	-10,692
50,000		50,260	-260
10,000		10,085	-85
50,000		50,054	-54
8,136		9,906	-1,770
54		65	-11
14,185		17,071	-2,886
6,442		7,695	-1,253
1,761		2,025	-264
28,175		14,400	13,775
46,493		26,052	20,441
12,506		10,051	2,455
12,506		10,051	2,455
50,000		49,564	436
18,759		16,507	2,252
25,011		21,596	3,415
6,253		5,399	854
150,000		146,344	3,656

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-2,485
			-5,340
			-5,188
			1,598
			1,019
			-24,082
			-16,224
			-24,907
			26,997
			9,971
			5,484
			3,047
			-10,692
			-260
			-85
			-54
			-1,770
			-11
			-2,886
			-1,253
			-264
			13,775
			20,441
			2,455
			2,455
			436
			2,252
			3,415
			854
			3,656

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100000 3 75% U S TREASURY NOTE	P	2004-07-23	2009-05-15
200 UNITED TECH	P	2004-08-24	2009-11-23
60 UNITED TECH	P	2004-11-08	2009-11-23
330 UNITED TECH	P	2004-07-23	2009-11-23
110 UNITED TECH	P	2004-07-23	2009-11-23
5 777 VANGUARD S/T TREASURY	P	2009-11-30	2009-12-30
9305 21 VANGUARD S/T TREASURY	P	2009-11-23	2009-12-30
120 WELLS FARGO	P	1999-03-09	2009-01-27
20 WELLS FARGO	P	2001-04-24	2009-01-27
1305 WELLS FARGO	P	2004-07-23	2009-01-27
200 WELLS FARGO	P	2004-07-23	2009-01-27
800 ACCENTURE PLC	P	2008-03-04	2009-11-23
400 ACCENTURE	P	2009-09-08	2009-11-23
LONG TERM CAPITAL GAIN DIV	P	2008-01-01	2009-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
100,000		101,035	-1,035
13,774		9,348	4,426
4,132		2,914	1,218
22,728		15,242	7,486
7,576		5,081	2,495
62		63	-1
99,938		101,427	-1,489
1,951		2,280	-329
325		481	-156
21,218		37,042	-15,824
3,252		5,677	-2,425
32,163		27,317	4,846
16,081		13,883	2,198
785			785

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,035
			4,426
			1,218
			7,486
			2,495
			-1
			-1,489
			-329
			-156
			-15,824
			-2,425
			4,846
			2,198
			785

Form 990PF Part XV Line 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*				
ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA307 W BROOKS RM 105-K NORMAN,OK 731094007	NONE		FURTHER BUSINESS STUDIES W/I DEPARTMENT	10,000
TULSA AIR & SPACE MUSEUM3624 NORTH 74TH EAST AVE TULSA,OK 74114	NONE		BENEFIT OF TASM PLANETARIUM	115,000
THE DAVINCI INSTITUTEP O BOX 108850 OKLAHOMA CITY,OK 731018850	NONE		AWARDS TO OUTSTANDING TEACHER EDUCATION GRADS WHO TEACH IN OKLAHOMA	30,000
UNIVERSITY OF TULSA FBO ELITE PROGRAM800 S TUCKER DRIVE TULSA,OK 741043189	NONE		SCHOLARSHIPS IN ADVANCED STUDIES	75,000
UNIVERSITY OF CENTRAL OKLAHOMA-SCHOOL OF NURSING 100 NORTH UNIVERSITY DRIVE BOX 133 EDMOND,OK 73034	NONE		SCHOLARSHIPS IN THE FIIELD OF NURSING	90,000
UNIVERSITY OF OKLAHOMA - SCHOOL OF NURSING100 TIMBERDELL ROAD NORMAN,OK 730196085	NONE		SCHOLARSHIPS IN THE FIELD OF NURSING	100,000
KELLY A EDSON84 EAST MUSTANG TRAIL SCOTTSDALE,AZ 85258	NONE	SOPHOMORE	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
SAMANTHA E PENNER14701 GLENMARK DRIVE EDMOND,OK 73013	NONE	JUNIOR	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
BOSTON K SMITH1613 KINGSGATE CT YUKON,OK 73099	NONE	JUNIOR	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
LANE G GIBBS118 SUNSET DRIVE MADILL,OK 73446	NONE	SENIOR	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
SAMUEL L MCCURDY2025 MANCHESTER DRIVE OKLAHOMA CITY,OK 73120	NONE	SENIOR	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
JULIA N ROBERTS2204 BROOKWOOD DRIVE EDMOND,OK 73034	NONE	SENIOR	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
MICHAEL H THOMPSON1311 LAKEHURST DRIVE ADA,OK 74820	NONE	SENIOR	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
REECE UNDERWOOD1713 NW 177TH STREET EDMOND,OK 73069	NONE	SENIOR	ENERGY MANAGEMENT PROGRAM-UNIVERSITY OF OKLAHOMA	3,000
CHRISTOPHER E DICKSTEIN7027 E 33RD STREET TULSA,OK 74145	NONE	SOPHOMORE	PETROLEUM ENGINEERING PROGRAM-TULSA UNIVERSITY	5,000
Total . . . . ▶ 3a				480,000

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a *Paid during the year*				
BRYCE A PACHECO10910 N 189TH AVE OWASSO,OK 74055	NONE	SOPHOMORE	PETROLEUM ENGINEERING STUDIES-TULSA UNIVERSITY	5,000
COLE J CARTER4000 LIMONITE LANE EAGAN,MN 55122	NONE	JUNIOR	ENERGY MANAGEMENT PROGRAM-TULSA UNIVERSITY	5,000
MEGAN ELIAS3965 N PINE AVE BROKEN ARROW,OK 74012	NONE	SENIOR	ENERGY MANAGEMENT PROGRAM-TULSA UNIVERSITY	5,000
DAVID M KORELL1815 MULBERRY DRIVE BILLINGS,MT 59102	NONE	SENIOR	ENERGY MANAGEMENT PROGRAM-TULSA UNIVERSITY	5,000
JESSE T SINEA1804 W PINE ENID,OK 73703	NONE	JUNIOR	GEOLOGY PROGRAM-OKLAHOMA STATE UNIVERSITY	5,000
JUSTIN B JACOBS6315 EAST 76TH PLACE TULSA,OK 74136	NONE	PHD CANDIDATE	GRADUATE STUDY IN HISTORY-UNIVERSITY OF CAMBRIDGE	6,000
Total . . . . ▶ **3a**				480,000