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

**2010**

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 2010, or tax year beginning** \_\_\_\_\_, **2010, and ending** \_\_\_\_\_,

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

THE BENNETT FAMILY FOUNDATION  
8801 SOUTH YALE AVENUE #420  
TULSA, OK 74137

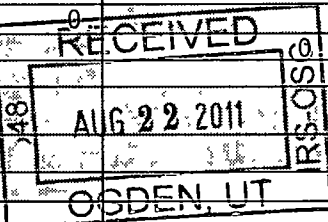
**A** Employer identification number  
26-1627648  
**B** Telephone number (see the instructions)  
(918) 744-7100  
**C** If exemption application is pending, check here   
**D 1** Foreign organizations, check here   
**2** Foreign organizations meeting the 85% test, check here and attach computation   
**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, column (c), line 16)  
\$ 1,207,949.  
**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis.)*

<b>Part I Analysis of Revenue and Expenses</b> (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)
1	Contributions, gifts, grants, etc. received (att sch)	66,155.			
2	Ck <input checked="" type="checkbox"/> if found is not req to att Sch B				
3	Interest on savings and temporary cash investments	56.	56.	56.	
4	Dividends and interest from securities	33,882.	33,882.	33,882.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	-18,067.			
b	Gross sales price for all assets on line 6a	316,822.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	<b>Total.</b> Add lines 1 through 11	82,026.	33,938.	33,938.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE ST 1	225.	255.	255.	
b	Accounting fees (attach sch)				
c	Other prof fees (attach sch) SEE ST 2	4,589.	4,589.	4,589.	
17	Interest				
18	Taxes (attach schedule) (see instr) SEE STM 3	450.	450.	450.	
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	5,264.	5,294.	5,294.	
25	Contributions, gifts, grants paid PART XV	66,500.			66,500.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	71,764.	5,294.	5,294.	66,500.
27	Subtract line 26 from line 12: <b>a Excess of revenue over expenses and disbursements</b>	10,262.			
	<b>b Net investment income</b> (if negative, enter -0-)		28,644.		
	<b>c Adjusted net income</b> (if negative, enter -0-)			28,644.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing	121.		
	2	Savings and temporary cash investments	65,942.	139,367.	139,367.
	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)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	990,125.	927,083.	1,068,582.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)	1,056,188.	1,066,450.	1,207,949.	
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	<b>Total liabilities</b> (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. <input checked="" type="checkbox"/>				
	24	Unrestricted	1,056,188.	1,066,450.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see the instructions)	1,056,188.	1,066,450.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	1,056,188.	1,066,450.		

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	1,056,188.
2	Enter amount from Part I, line 27a	2	10,262.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,066,450.
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	1,066,450.

**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)
1a ST GAIN SCH D (SEE STATEMENT)	P	VARIOUS	VARIOUS
b LT LOSS SCH D (SEE STATEMENT)	P	VARIOUS	VARIOUS
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 45,500.		43,137.	2,363.
b 271,322.		291,752.	-20,430.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			2,363.
b			-20,430.
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	-18,067.
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	-18,067.

**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))
2009	59,910.	961,975.	0.062278
2008	62,897.	898,757.	0.069982
2007		1,000,000.	
2006			
2005			

2 Total of line 1, column (d)	2	0.132260
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	0.044087
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,063,877.
5 Multiply line 4 by line 3	5	46,903.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	286.
7 Add lines 5 and 6	7	47,189.
8 Enter qualifying distributions from Part XII, line 4	8	66,500.

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.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	286.
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	286.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	286.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	4,000.	
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,714.	
11 Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	3,714.	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> 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	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> OK		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (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 <span style="float:right">▶ N/A</span>	13	X	
14	The books are in care of ▶ <u>JOEL LACOURSE</u> Telephone no ▶ <u>(918) 744-7100</u> Located at ▶ <u>8801 SOUTH YALE AVENUE, SUITE 420 TULSA OK</u> ZIP + 4 ▶ <u>74137</u>			
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 <span style="float:right">▶ 15</span>	N/A ▶ <input type="checkbox"/> N/A		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1 a	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 <span style="float:right">▶ <input type="checkbox"/></span>	1 b	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 2010?	1 c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__		
3 a	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 2010 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 2010)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2010?	4 b	X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**  Yes  No **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**  Yes  No **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**  Yes  No **N/A**

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

**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		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				

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

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

**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services	▶	0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 5 -----	35,000.
2 SEE STATEMENT 6 -----	12,000.
3 SEE STATEMENT 7 -----	11,000.
4 SEE STATEMENT 8 -----	5,500.

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

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

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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	1,058,349.
b	Average of monthly cash balances	1b	21,729.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,080,078.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,080,078.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,201.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,063,877.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	53,194.

**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	53,194.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	286.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	240.
c	Add lines 2a and 2b	2c	526.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	52,668.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	52,668.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	52,668.

**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	66,500.
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	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	66,500.
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	286.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	66,214.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				52,668.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008	18,717.			
e From 2009	12,291.			
f Total of lines 3a through e.	31,008.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 66,500.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				52,668.
e Remaining amount distributed out of corpus	13,832.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,840.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	44,840.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	18,717.			
d Excess from 2009	12,291.			
e Excess from 2010	13,832.			

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

**1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> 'Assets' alternative test – enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test – enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**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 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) )  
SEE STATEMENT 9

**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.

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

**c** Any submission deadlines.

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

**Part XV** Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 10				
<b>Total</b>			▶ 3a	66,500.
b <i>Approved for future payment</i>				
<b>Total</b>			▶ 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 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		56.
4 Dividends and interest from securities			14		33,882.
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	2,363.	-20,430.
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)				2,363.	13,508.
13 Total. Add line 12, columns (b), (d), and (e)				13	15,871.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

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

Table with 3 columns: Question, Yes, No. Rows include 1 a (1), 1 a (2), 1 b (1), 1 b (2), 1 b (3), 1 b (4), 1 b (5), 1 b (6), and 1 c.

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

Schedule table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. First row contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No (X)

b If 'Yes,' complete the following schedule

Schedule table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. First row contains 'N/A'.

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

Sign Here Andrew G. Bennett 8-15-2011 SECRETARY/TREASURER

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

**BENNETT FAMILY FOUNDATION**  
**Schedule D Detail of Short-term Capital Gains and Losses**

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
628.741 CALDWELL & ORKIN MKT OPP FD FDH0000	08/27/2010	11/03/2010	12,128.41	12,185.00	-56.59
755.898 PERMANENT PORTFOLIO FDH1500	08/27/2010	11/03/2010	33,320.00	30,901.11	2,418.89
4.828 VANGUARD S/T BD INDX-SIG FDH1349	04/01/2010	08/27/2010	51.46	50.54	0.92
<b>Totals</b>			<b>45,500.00</b>	<b>43,137.00</b>	<b>2,363.00</b>

JSA  
 0F0971 2 000

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>154 RATE CAPITAL GAINS (LOSSES)</b>					
84.482 INVESCO REAL ESTATE-INST FD#4725	05/27/2008	08/27/2010	1,655.00	2,065.58	-410.58
218.55 AMERICAN ADVANTAGE GROWTH & INC FD	05/27/2008	11/03/2010	4,100.00	4,836.51	-736.51
549.218 WM BLAIR INTL GROWTH-I FD#1747	05/27/2008	08/27/2010	10,545.00	15,537.39	-4,992.39
114.922 WM BLAIR INTL GROWTH-I FD#1747	11/04/2008	11/03/2010	2,580.00	3,143.87	-563.87
286.01 CAVANAL HILL US LCP EQ INST FD#0049	05/27/2008	08/27/2010	2,760.00	3,383.50	-623.50
3400.274 CAVANAL HILL US LCP EQ INST FD#0049	05/27/2008	11/03/2010	37,165.00	40,225.24	-3,060.24
134.081 CAVANAL HILL INTRMD BD CL-I FD#0045	05/27/2008	08/27/2010	1,255.00	1,344.83	-89.83
768.881 COLUMBIA MID CAP VAL-Z FD#0983	05/27/2008	08/27/2010	8,450.00	10,802.77	-2,352.77
1137.26 COLUMBIA MID CAP VAL-Z FD#0983	11/04/2008	11/03/2010	14,113.40	12,272.23	1,841.17
1163.731 CREDIT SUISSE COMM RETN ST FD#2156	05/12/2009	08/27/2010	9,484.41	12,000.00	-2,515.59
312.746 DIAMOND HILL LONG/SHORT-I FD#0011	05/27/2008	08/27/2010	4,760.00	5,939.05	-1,179.05
302.628 DODGE & COX INTL STK FD#1048	05/27/2008	08/27/2010	9,215.00	13,409.45	-4,194.45
91.125 DODGE & COX INTL STK FD#1048	11/04/2008	11/03/2010	3,255.00	3,899.98	-644.98
142.151 FIDELITY CONTRAFUND	05/27/2008	11/03/2010	9,345.00	9,785.68	-440.68
293.22 NUVEEN MID CAP GRWTH OPP-I FD#2453	05/27/2008	08/27/2010	9,990.00	11,846.08	-1,856.08
315.725 NUVEEN MID CAP GRWTH OPP-I FD#2453	11/04/2008	11/03/2010	12,850.00	11,156.19	1,693.81
172.104 HARBOR INTERNATIONAL FUND	05/27/2008	08/27/2010	8,810.00	12,403.54	-3,593.54
46.637 HARBOR INTERNATIONAL FUND	05/27/2008	11/03/2010	2,830.00	3,361.13	-531.13
265. ISHARES MSCI EMERGING MKT IN FD	05/12/2009	11/03/2010	12,526.33	11,789.05	737.28
189.512 NEUBERGER BERMAN GENESIS INSTL #1229	11/04/2008	08/27/2010	7,065.00	9,216.59	-2,151.59
122.671 NEUBERGER BERMAN GENESIS INSTL #1229	11/04/2008	11/03/2010	5,135.00	4,357.27	777.73
849.103 PIMCO ALL ASSET-INST FD#0034	05/27/2008	08/27/2010	10,410.00	10,837.48	-427.48
6317.367 VANGUARD S/T BD INDX-SIG FD#1349	11/04/2008	08/27/2010	67,343.14	63,845.00	3,498.14
536.24 VANGUARD S/C GRWTH INDX-INST FD#0866	11/04/2008	08/27/2010	9,100.00	9,919.28	-819.28
329.165 VANGUARD S/C GRWTH INDX-INST FD#0866	11/04/2008	11/03/2010	6,580.00	4,374.60	2,205.40
<b>TOTAL 154 RATE CAPITAL GAINS (LOSSES)</b>					<b>-20,430.00</b>
			271,322.00	291,752.00	
<b>Totals</b>					<b>271,322.00</b>



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THE BENNETT FAMILY FOUNDATION

26-1627648

8/15/11

05 53PM

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOK ATTY AND ACCT	\$ 225.	\$ 255.	\$ 255.	
<b>TOTAL</b>	<b>\$ 225.</b>	<b>\$ 255.</b>	<b>\$ 255.</b>	<b>\$ 0.</b>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN AND MANAGEMENT FEES	\$ 4,589.	\$ 4,589.	\$ 4,589.	
<b>TOTAL</b>	<b>\$ 4,589.</b>	<b>\$ 4,589.</b>	<b>\$ 4,589.</b>	<b>\$ 0.</b>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 FORM 990 FOREIGN TAXES	\$ 240. 210.	\$ 240. 210.	\$ 240. 210.	
<b>TOTAL</b>	<b>\$ 450.</b>	<b>\$ 450.</b>	<b>\$ 450.</b>	<b>\$ 0.</b>

**STATEMENT 4**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DONALD C. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
ANDREA G. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137-7215	SECRETARY 0		0.	0.

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**STATEMENT 4 (CONTINUED)**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ALISHA R. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137-7215	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
JOHN J. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74136	DIRECTOR 0	0.	0.	0.
JOEL A. LACOURSE 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

**STATEMENT 5**  
**FORM 990-PF, PART IX-A, LINE 1**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
ORAL ROBERTS UNIVERSITY - ATHLETIC PROGRAM: ORAL ROBERTS UNIVERSITY IS RECOGNIZED AS A 501(C)3 ORGANIZATION. THE ATHLETIC DEPARTMENT PROVIDES A COMPETITIVE INTERCOLLEGIATE ATHLETIC PROGRAM TO FURTHER THE MISSION OF THE UNIVERSITY, TO SERVE THE NEEDS OF THE STUDENT ATHLETES, AND TO PREPARE STUDENT ATHLETES FOR LIFE AFTER ATHLETICS.	\$ 35,000.

**STATEMENT 6**  
**FORM 990-PF, PART IX-A, LINE 2**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
FRANK ADAMS MINISTRIES: FRANK ADAMS MINISTRIES IS RECOGNIZED AS A 501(C)3 ORGANIZATION. THE BENNETT FAMILY FOUNDATION PROVIDES SUPPORT TO THIS ORGANIZATION TO FURTHER THEIR MISSION OF PREACHING AND TEACHING THE GOSPEL IN OKLAHOMA.	\$ 12,000.

**STATEMENT 7**  
**FORM 990-PF, PART IX-A, LINE 3**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES	EXPENSES
ORU GOLDEN EAGLE CLUB: GEC IS RECOGNIZED AT A 501(C)3 ORGANIZATION. THE MISSION OF THE ORU GOLDEN EAGLE CLUB, INC. IS TO SUPPORT ORAL ROBERTS UNIVERSITY AND ITS INTERCOLLEGIATE ATHLETIC PROGRAMS THROUGH FUND RAISING AND ACTIVITIES DESIGNED TO ENHANCE COMMUNITY AWARENESS	\$ 11,000.

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THE BENNETT FAMILY FOUNDATION

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**STATEMENT 7 (CONTINUED)**  
**FORM 990-PF, PART IX-A, LINE 3**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES EXPENSES

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AND PARTICIPATION.

**STATEMENT 8**  
**FORM 990-PF, PART IX-A, LINE 4**  
**SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

DIRECT CHARITABLE ACTIVITIES EXPENSES

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ST. JAMES METHODIST CHURCH: SJMC SERVES INDIVIDUALS RESIDING IN SOUTH TULSA. THE CHURCH HOLDS WEEKLY SERVICES FOR ITS MEMBERS. THE CHURCH ALSO SPONSORS OUTREACHES TO THE TULSA COMMUNITY AND MISSIONS TRIPS TO FORIEGN COUNTRIES. \$ 5,500.

**STATEMENT 9**  
**FORM 990-PF, PART XV, LINE 1A**  
**FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS**

DONALD C. BENNETT  
 ANDREA G. BENNETT

**STATEMENT 10**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ORAL ROBERTS UNIVERSITY - ATHLETICS 7777 SOUTH LEWIS TULSA, OK 74171	NONE	501C3	TO SUPPORT ATHLETIC PROGRAMS AT ORAL ROBERTS UNIVERSITY.	\$ 35,000.
ORU GOLDEN EAGLE CLUB 7777 SOUTH LEWIS TULSA, OK 74171	NONE	501C3	TO SUPPORT ATHLETIC PROGRAMS AT ORAL ROBERTS UNIVERSITY.	11,000.
FRANK ADAMS MINISTRY PO BOX 4 OWASSO, OK 74055	NONE	501C3	TO TEACH OR PREACH THE GOSPEL OF JESUS CHRIST.	12,000.

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THE BENNETT FAMILY FOUNDATION

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STATEMENT 10 (CONTINUED)  
 FORM 990-PF, PART XV, LINE 3A  
 RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
YOUNGLIFE 420 N CASCADE AVE COLORADO SPRINGS, CO 80903	NONE		TO SUPPORT YL'S EFFORTS TO MINISTER TO YOUNG ADULTS IN OKLAHOMA AND BEYOND.	\$ 3,000.
ST. JAMES METHODIST CHURCH 5050 E. 111TH STREET TULSA, OK 74137	NONE		TO SUPPORT THE CHURCH'S EFFORTS TO PREACH AND TEACH THE GOSPEL OF JESUS CHRIST.	5,500.
			TOTAL	\$ <u>66,500.</u>

# Bennett Family Foundation

Investments Held on December 31, 2010

	Market	Cost
<b>Cash Equivalent</b>		
Caval Hill Csh Mg Inst Cl Fd#0051	60,516.08	60,516.08
<b>Equities</b>		
Ishares Msci Emerging Mkt In Fd	12,386.92	7,177.20
<b>Equity Funds</b>		
Amer Beacon Lg Cap Val-Inst Fd#0066	68,314.12	61,603.49
Artisan Mid Cap Value Fd#1464	32,036.37	22,842.92
Caval Hill US Lcp Eq Inst Fd#0049	68,302.79	55,211.26
Dodge & Cox Intl Stk Fd#1048	9,528.68	6,676.82
Fidelity Contrafund Inc Fd#0022	68,062.08	56,146.50
First Amer Mid Cap Gr Opp-Y Fd#2453	33,247.12	20,022.73
Harbor International-Instl Fd#2011	10,077.64	8,617.22
Lazard Emrg Mkts-Inst Fd#0638	32,487.11	25,625.07
Neub Berm Genesis-Instl Fd#1229	22,032.95	15,790.20
Vanguard Mid Cap Indx-Instl Fd#0864	17,630.15	10,185.00
Vanguard S/C Grwth Indx-Inst Fd#0866	22,042.90	12,766.12
Wm Blair Intl Growth-I Fd#1747	9,973.85	6,689.19
<b>Fixed Income Funds</b>		
Templeton Global Bd-Adv Fd#0616	57,106.92	49,310.00
Vanguard Infl-Prot Sec-Adm Fd#5119	22,425.63	21,125.00
Caval Hill Intrmd Bd Cl-I Fd#0045	46,676.11	45,801.05
Caval Hill Sh Tm Inc-Inst Fd#0047	73,321.57	68,983.97
Goldman Sachs HI Yld-Instl Fd#0527	28,743.27	21,550.00
Pimco Total Return-Inst Fd#0035	152,505.06	148,338.82
<b>Real Estate and Other Assets</b>		
Invesco Real Estate-Inst Fd#4725	20,830.95	17,724.87
<b>Alt Inv/Open End Mutual Funds</b>		
Calamos Market Neutral-A Fd#0605	13,906.28	13,649.36
Diamond Hill Long/Short-I Fd#0011	42,683.79	41,835.13
Fidelity Leveraged Co Stock Fd#0122	30,932.64	25,211.16
Hussman Strategic Growth Fd#0601	26,299.76	28,230.00
Ivy Asset Strategy Fd - I Fd#0473	42,473.09	39,095.00
Merger Fd#0260	27,912.39	27,483.02
Permanent Portfolio Fd#1500	21,416.59	19,112.91
Pimco All Asset-Inst Fd#0034	26,171.23	24,744.61
Pimco Commod Rr Strat-Ins Fd#0045	29,054.04	25,535.00
<b>Total</b>	<b>1,129,098.08</b>	<b>987,599.70</b>