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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

Name of foundation <b>LOCKHART FOUNDATION</b>		<b>A</b> Employer identification number <b>26-2134446</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 21708</b>		<b>B</b> Telephone number (see the instructions) <b>(405) 848-8899</b>
City or town <b>OKLAHOMA CITY</b>	State <b>OK</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
	ZIP code <b>73156</b>	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 4,527,867.</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<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)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	138,700.	138,700.		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain/(loss) from sale of assets not on line 10	120,199.			
	<b>b</b> Gross sales price for all assets on line 6a <b>813,588.</b>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		120,199.		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule) <b>OIL &amp; GAS</b>	24.	24.			
<b>12 Total.</b> Add lines 1 through 11	258,923.	258,923.			
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule) <b>Attm 6</b>				
	<b>b</b> Accounting fees (attach sch) <b>L-16b Stmt</b>	2,750.	1,375.		1,375.
	<b>c</b> Other prof fees (attach sch) <b>L-16c Stmt</b>	27,738.	27,738.		
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instr) <b>EXCISE TAX ON NET</b>	1,303.			
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)					
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	31,791.	29,113.		1,375.	
<b>25</b> Contributions, gifts, grants paid	397,310.			397,310.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	429,101.	29,113.		398,685.	
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	-170,178.				
<b>b Net investment income</b> (if negative, enter -0-)		229,810.			
<b>c Adjusted net income</b> (if negative, enter -0-)					

GK

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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		5,045.	51.	51.
	2	Savings and temporary cash investments		1,464,621.	1,248,574.	1,396,262.
	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 – US and state government obligations (attach schedule)	Attm 7	1,360,923.	1,258,993.	1,274,535.
	b	Investments – corporate stock (attach schedule)	Attm 8	978,534.	1,023,362.	1,189,518.
	c	Investments – corporate bonds (attach schedule)	Attm 9	522,659.	632,993.	667,501.
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment, basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe ACCRUED INTEREST PAID )		2,369.			
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		4,334,151.	4,163,973.	4,527,867.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		4,334,151.	4,163,973.	
	30	Total net assets or fund balances (see the instructions)		4,334,151.	4,163,973.	
	31	Total liabilities and net assets/fund balances (see the instructions)		4,334,151.	4,163,973.	

## 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	4,334,151.
2	Enter amount from Part I, line 27a	2	-170,178.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,163,973.
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	4,163,973.

**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	14.918 SH INVESCO MIDCAP CORE EQUITY	P	12/11/09	05/05/10
b	78 SH ANADARKO PETE CORP COM	P	10/08/09	10/04/10
c	200 SH ANADARKO PETE CORP COM	P	03/03/10	10/04/10
d	94 SH BAXTER INTERNATIONAL INC	P	10/08/09	07/15/10
e	See Columns (a) thru (d)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 340.		318.	22.
b 4,377.		5,290.	-913.
c 11,223.		14,106.	-2,883.
d 3,968.		5,438.	-1,470.
e See Columns (a) thru (d)		668,237.	125,443.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			22.
b			-913.
c			-2,883.
d			-1,470.
e See Columns (i) thru (l)	0.	0.	125,443.

2 Capital gain net income or (net capital loss)	2	120,199.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	28,822.	1,126,011.	0.025597
2008	17,929.	91,069.	0.196873
2007	0.	98,500.	0.000000
2006			
2005			

2 Total of line 1, column (d)	2	0.222470
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	0.074157
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,418,093.
5 Multiply line 4 by line 3	5	327,633.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,298.
7 Add lines 5 and 6	7	329,931.
8 Enter qualifying distributions from Part XII, line 4	8	398,685.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		1	2,298.
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			
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	2,298.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,298.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	561.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,561.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,263.	
11 Enter the amount of line 10 to be credited to 2011 estimated tax	11	1,263.	Refunded

**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 Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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) OK – Oklahoma		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address <u>N/A</u>				
14	The books are in care of <u>BRIAN HILL, HERITAGE TRUST COMPANY</u> Telephone no <u>(405) 848-8899</u> Located at <u>P.O. BOX 21708</u> <u>OKLAHOMA CITY OK</u> ZIP + 4 <u>73156</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/>	15	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?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	1b N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is <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)		2b N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If 'Yes,' did it have excess business holdings in 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)		3b N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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**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 N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRIAN HILL HERITAGE TRUST CO., P.O. BOX 21708 OKLAHOMA CITY OK 73156	TRUSTEE 2.00 4 hrs 1 month	-5.00 0.	0.	0.

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

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

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

None

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

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

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

None

**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 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,461,901.
b	Average of monthly cash balances	1b	1,023,473.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,485,374.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,485,374.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	67,281.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,418,093.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	220,905.

**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	220,905.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,298.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,298.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	218,607.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	218,607.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	218,607.

**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	398,685.
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	398,685.
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	2,298.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	396,387.

**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.

BAA

Form 990-PF (2010)

**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				218,607.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			13,660.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 398,685.				
a Applied to 2009, but not more than line 2a			13,660.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				218,607.
e Remaining amount distributed out of corpus	166,418.			
5 Excess distributions carryover applied to 2010 (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	166,418.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 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)				
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	166,418.			
10 Analysis of line 9:				
a Excess from 2006	0.			
b Excess from 2007	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	166,418.			

BAA

Form 990-PF (2010)

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

N/A

- |   |          |               |          |          |           |
|---|----------|---------------|----------|----------|-----------|
| <b>1 a</b> 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 <span style="float: right;">▶</span> |          |               |          |          |           |
| <b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)                                       |          |               |          |          |           |
| <b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed  | Tax year | Prior 3 years |          |          | (e) Total |
|   | (a) 2010 | (b) 2009      | (c) 2008 | (d) 2007 |           |
| <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<br>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).)
- NONE
- 
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed  
HERITAGE TRUST COMPANY ATTN: BRIAN HILL (SEE ATTM. 10)  
P.O. BOX 21708  
OKLAHOMA CITY OK 73156-1708 (405) 848-8899
- b The form in which applications should be submitted and information and materials they should include  
SEE ATTM. 10

- c Any submission deadlines  
SEE ATTM. 10

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
SEE ATTM. 10

**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
<b>a</b> Paid during the year				
DOG AS FAMILY INC P.O. BOX 13457 OKLAHOMA CITY OK 73113	NONE	N/A	GENERAL	2,000.
OKLAHOMA CITY ANIMAL WELFARE DIVISION 2811 SOUTHEAST 29TH STREET OKLAHOMA CITY OK 73129-8305	NONE	N/A	GENERAL	47,000.
ANIMAL RESOURCE CENTER INC SUITE 1505 OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	250,000.
HUMANE SOCIETY OF CHEROKEE COUNTY P.O. BOX 1354 TAHLEQUAH OK 74465	NONE	N/A	GENERAL	10,000.
SAVE OUR STRAYS INC 6305 NORTH PEORIA TULSA OK 74126	NONE	N/A	GENERAL	10,000.
OKLAHOMA FOX TERRIER RESCUE 3601 MT. PLEASANT DRIVE MIDWEST CITY OK 73110	NONE	N/A	GENERAL	2,385.
PONTOTOC ANIMAL WELFARE SOCIETY 1200 SANDY CREEK DRIVE ADA OK 74820	NONE	N/A	GENERAL	20,000.
HANDS HELPING PAWS INC P.O. BOX 1024 NORMAN OK 73070	NONE	N/A	GENERAL	5,000.
THE BELLA FOUNDATION P.O. BOX 20035 OKLAHOMA CITY OK 73156	NONE	N/A	GENERAL	10,000.
See Line 3a statement				40,925.
<b>Total</b>			<b>3a</b>	397,310.
<b>b</b> Approved for future payment				
N/A				
<b>Total</b>			<b>3b</b>	

**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					
4 Dividends and interest from securities			14	138,700.	
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	120,199.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OIL & GAS INCOME			14	24.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				258,923.	
13 Total. Add line 12, columns (b), (d), and (e)				13	258,923.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Form 990-PF  
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2010**

Name <b>LOCKHART FOUNDATION</b>	Employer Identification Number <b>26-2134446</b>
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**Asset Information:**

Description of Property	14.918 SH INVESCO MIDCAP CORE EQUITY FUND		
Date Acquired	12/11/09	How Acquired	Purchased
Date Sold	05/05/10	Name of Buyer	
Sales Price	340.	Cost or other basis (do not reduce by depreciation)	318.
Sales Expense		Valuation Method	
Total Gain (Loss)	22.	Accumulation Depreciation	
Description of Property	78 SH ANADARKO PETE CORP COM		
Date Acquired	10/08/09	How Acquired	Purchased
Date Sold	10/04/10	Name of Buyer	
Sales Price	4,377.	Cost or other basis (do not reduce by depreciation)	5,290.
Sales Expense		Valuation Method	
Total Gain (Loss)	-913.	Accumulation Depreciation	
Description of Property	200 SH ANADARKO PETE CORP COM		
Date Acquired	03/03/10	How Acquired	Purchased
Date Sold	10/04/10	Name of Buyer	
Sales Price	11,223.	Cost or other basis (do not reduce by depreciation)	14,106.
Sales Expense		Valuation Method	
Total Gain (Loss)	-2,883.	Accumulation Depreciation	
Description of Property	94 SH BAXTER INTERNATIONAL INC COM		
Date Acquired	10/08/09	How Acquired	Purchased
Date Sold	07/15/10	Name of Buyer	
Sales Price	3,968.	Cost or other basis (do not reduce by depreciation)	5,438.
Sales Expense		Valuation Method	
Total Gain (Loss)	-1,470.	Accumulation Depreciation	
Description of Property	62 SH L-3 COMMUNICATIONS HOLDINGS		
Date Acquired	10/08/09	How Acquired	Purchased
Date Sold	07/02/10	Name of Buyer	
Sales Price	4,384.	Cost or other basis (do not reduce by depreciation)	4,683.
Sales Expense		Valuation Method	
Total Gain (Loss)	-299.	Accumulation Depreciation	
Description of Property	64 SH LOCKHEED MARTIN CORP COM		
Date Acquired	10/08/09	How Acquired	Purchased
Date Sold	03/03/10	Name of Buyer	
Sales Price	5,043.	Cost or other basis (do not reduce by depreciation)	4,704.
Sales Expense		Valuation Method	
Total Gain (Loss)	339.	Accumulation Depreciation	
Description of Property	212 SH LOWES COS INC COM		
Date Acquired	10/08/09	How Acquired	Purchased
Date Sold	06/03/10	Name of Buyer	
Sales Price	5,166.	Cost or other basis (do not reduce by depreciation)	4,418.
Sales Expense		Valuation Method	
Total Gain (Loss)	748.	Accumulation Depreciation	
Description of Property	See Net Gain or Loss from Sale of Assets		
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense		Valuation Method	
Total Gain (Loss)		Accumulation Depreciation	

Form 990-PF, Part I, Lines 6a

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property	163 SH MARRIOTT INTL INC NEW CL A		
Business Code	Exclusion Code	18	
Date Acquired	10/08/09	How Acquired	Purchased
Date Sold	03/03/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	4,319.	Cost or other basis (do not reduce by depreciation)	4,318.
Sales Expense	Valuation Method		
Total Gain (Loss)	1.	Accumulated Depreciation	
Description of Property	CAPITAL GAIN DISTRIBUTIONS		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	12/31/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	710.	Cost or other basis (do not reduce by depreciation)	0.
Sales Expense	Valuation Method		
Total Gain (Loss)	710.	Accumulated Depreciation	
Description of Property	4513.207 SH INVESCO MIDCAP CORE EQUITY FUND		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	05/05/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	102,901.	Cost or other basis (do not reduce by depreciation)	123,571.
Sales Expense	Valuation Method		
Total Gain (Loss)	-20,670.	Accumulated Depreciation	
Description of Property	6950.7710 SH AMERICAN CENTURY GROWTH FUND		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	05/05/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	160,633.	Cost or other basis (do not reduce by depreciation)	106,024.
Sales Expense	Valuation Method		
Total Gain (Loss)	54,609.	Accumulated Depreciation	
Description of Property	302 SH BP PLC SPONSORED ADR		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	05/05/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	15,457.	Cost or other basis (do not reduce by depreciation)	1,534.
Sales Expense	Valuation Method		
Total Gain (Loss)	13,923.	Accumulated Depreciation	
Description of Property	300 SH BANK OF AMERICA CORPORATION		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	12/10/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	3,828.	Cost or other basis (do not reduce by depreciation)	14,016.
Sales Expense	Valuation Method		
Total Gain (Loss)	-10,188.	Accumulated Depreciation	
Description of Property	328 SH BANK OF AMERICA CORPORATION		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	12/10/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	4,186.	Cost or other basis (do not reduce by depreciation)	5,740.
Sales Expense	Valuation Method		
Total Gain (Loss)	-1,554.	Accumulated Depreciation	



Form 990-PF, Part I, Lines 6a

Continued

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property	600 SH BAXTER INTERNATIONAL INC		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	
Date Sold	07/15/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	25,326.	Cost or other basis (do not reduce by depreciation)	19,752.
Sales Expense		Valuation Method	
Total Gain (Loss)	5,574.	Accumulated Depreciation	
Description of Property	30,000 GRAND RIVER DAM AUTH OK REV		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	06/01/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	30,000.	Cost or other basis (do not reduce by depreciation)	32,369.
Sales Expense		Valuation Method	
Total Gain (Loss)	-2,369.	Accumulated Depreciation	
Description of Property	5190 SH ISHARES MSCI EMERGING MARKET INDEX TRUST		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	03/03/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	208,362.	Cost or other basis (do not reduce by depreciation)	129,240.
Sales Expense		Valuation Method	
Total Gain (Loss)	79,122.	Accumulated Depreciation	
Description of Property	900 SH ISHARES EAFE INDEX TRUST		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	03/03/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	48,729.	Cost or other basis (do not reduce by depreciation)	53,378.
Sales Expense		Valuation Method	
Total Gain (Loss)	-4,649.	Accumulated Depreciation	
Description of Property	100 SH L-3 COMMUNICATIONS HOLDINGS INC COM		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	03/03/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	9,268.	Cost or other basis (do not reduce by depreciation)	7,959.
Sales Expense		Valuation Method	
Total Gain (Loss)	1,309.	Accumulated Depreciation	
Description of Property	200 SH L-3 COMMUNICATIONS HOLDINGS INC COM		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	07/02/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	14,143.	Cost or other basis (do not reduce by depreciation)	15,918.
Sales Expense		Valuation Method	
Total Gain (Loss)	-1,775.	Accumulated Depreciation	
Description of Property	40,000 LAREDO TX ISD PFL 4%		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Donated
Date Sold	08/01/10	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	40,000.	Cost or other basis (do not reduce by depreciation)	41,242.
Sales Expense		Valuation Method	
Total Gain (Loss)	-1,242.	Accumulated Depreciation	

Form 990-PF, Part I, Lines 6a

Continued

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property 700 SH LOWES COS INC COM  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired Various How Acquired Donated  
Date Sold 06/03/10 Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business ☐  
Sales Price 17,057. Cost or other basis (do not reduce by depreciation) 18,208.  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) -1,151. Accumulated Depreciation \_\_\_\_\_  
Description of Property 50,000 SOUTHSIDE TX ISD SER C  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired Various How Acquired Donated  
Date Sold 12/02/10 Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business ☐  
Sales Price 50,000. Cost or other basis (do not reduce by depreciation) 49,847.  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) 153. Accumulated Depreciation \_\_\_\_\_  
Description of Property 30,000 TULSA CNTY OK PUB FACS AUTH  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired Various How Acquired Donated  
Date Sold 11/01/10 Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business ☐  
Sales Price 30,000. Cost or other basis (do not reduce by depreciation) 30,081.  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) -81. Accumulated Depreciation \_\_\_\_\_  
Description of Property 1626 SH WICHITA NATIONAL LIFE INS CO  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired Various How Acquired Donated  
Date Sold 03/04/10 Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business ☐  
Sales Price 12,894. Cost or other basis (do not reduce by depreciation) 1,235.  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) 11,659. Accumulated Depreciation \_\_\_\_\_  
Description of Property LONG TERM CAPITAL GAIN DISTRIBUTIONS  
Business Code \_\_\_\_\_ Exclusion Code 18  
Date Acquired Various How Acquired Donated  
Date Sold 12/31/10 Name of Buyer \_\_\_\_\_  
Check Box, if Buyer is a Business ☐  
Sales Price 1,274. Cost or other basis (do not reduce by depreciation) 0.  
Sales Expense \_\_\_\_\_ Valuation Method \_\_\_\_\_  
Total Gain (Loss) 1,274. Accumulated Depreciation \_\_\_\_\_

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

## Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
62 SH L-3 COMMUNICATIONS HOLDINGS	P	10/08/09	07/02/10
64 SH LOCKHEED MARTIN CORP COM	P	10/08/09	03/03/10
212 SH LOWES COS INC COM	P	10/08/09	06/03/10
163 SH MARRIOTT INTL INC NEW CL A	P	10/08/09	03/03/10
CAPITAL GAIN DISTRIBUTION	P	Various	12/31/10
4513.2070 SH INVESCO MIDCAP CORE EQUITY FUND	D	Various	05/05/10
6950.771 SH AMERICAN CENTURY GROWTH FUND	D	Various	05/05/10
302 SH BP PLC SPONSORED ADR	D	Various	05/05/10
300 SH BANK OF AMERICA CORPORATION	D	Various	12/10/10
328 SH BANK OF AMERICA CORPORATION	D	Various	12/10/10
600 SH BAXTER INTERNATIONAL INC	D	Various	07/15/10
30,000 GRAND RIVER DAM AUTH OK REV	D	Various	06/01/10
5190 SH ISHARES MSCI EMERGING MARKET	D	Various	03/03/10
900 SH ISHARES EAFE INDEX TRUST	D	Various	03/03/10
100 SH L-3 COMMUNICATIONS HOLDINGS INC COM	D	Various	03/03/10
200 SH L-3 COMMUNICATIONS HOLDINGS INC COM	D	Various	07/02/10
40,000 LAREDO TX ISD PFL	D	Various	08/01/10
700 SH LOWES COS INC COM	D	Various	06/03/10
50,000 SOUTHSIDE TX ISD SER C	D	Various	12/02/10
30,000 TULSA CNTY OK PUB FACS AUTH	D	Various	11/01/10
1626 SH WICHITA NATIONAL LIFE INS CO	D	Various	03/04/10
CAPITAL GAIN DISTRIBUTIONS	D	Various	12/31/10

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

## Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,384.		4,683.	-299.
5,043.		4,704.	339.
5,166.		4,418.	748.
4,319.		4,318.	1.
710.		0.	710.
102,901.		123,571.	-20,670.
160,633.		106,024.	54,609.
15,457.		1,534.	13,923.
3,828.		14,016.	-10,188.
4,186.		5,740.	-1,554.
25,326.		19,752.	5,574.
30,000.		32,369.	-2,369.
208,362.		129,240.	79,122.
48,729.		53,378.	-4,649.
9,268.		7,959.	1,309.
14,143.		15,918.	-1,775.
40,000.		41,242.	-1,242.
17,057.		18,208.	-1,151.
50,000.		49,847.	153.
30,000.		30,081.	-81.
12,894.		1,235.	11,659.
1,274.		0.	1,274.

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

Continued

**Columns (e) thru (h)**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
Total		<u>668,237.</u>	<u>125,443.</u>

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

**Columns (i) thru (l)**

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

<b>(i)</b> Fair Market Value as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of column (i) over column (j), if any	<b>(l)</b> Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-299.
			339.
			748.
			1.
0.	0.	0.	710.
			-20,670.
0.	0.	0.	54,609.
0.	0.	0.	13,923.
			-10,188.
			-1,554.
0.	0.	0.	5,574.
			-2,369.
0.	0.	0.	79,122.
			-4,649.
0.	0.	0.	1,309.
			-1,775.
			-1,242.
			-1,151.
0.	0.	0.	153.
			-81.
0.	0.	0.	11,659.
0.	0.	0.	1,274.
Total	<u>0.</u>	<u>0.</u>	<u>125,443.</u>

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
HUMANE SOCIETY OF GROVE & GRAND LAKE INC P.O. BOX 451205 GROVE OK 74344	NONE	N/A	GENERAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
SOUTHERN OKLAHOMA ANIMAL RESOURCES RT. 4, BOX 510 MADILL OK 73446	NONE	N/A	GENERAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,925.
CENTRAL OKLAHOMA HUMANE SOCIETY 9300 N MAY AVENUE, SUITE 400-281 OKLAHOMA CITY OK 73120	NONE	N/A	GENERAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 20,000.

Total

40,925.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HSPG & ASSOCIATES, PC	TAX RETURN PREP	2,750.	1,375.		1,375.
Total		<u>2,750.</u>	<u>1,375.</u>		<u>1,375.</u>

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HERITAGE TRUST COMPANY	FIDUCIARY FEES	27,738.	27,738.		
Total		<u>27,738.</u>	<u>27,738.</u>		

INVESTMENTS - U S AND STATE GOVERNMENT OBLIGATIONS (LINE 10a)

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
50,000 EDMOND OK PUB WRKS AUTH SALE TAX 4 65% 7/01/2021	50,466	50,466	50,869
25,000 EDMOND OK ECON DEV AUTH COLL HS 5.375% 12/1/2019	23,975	23,975	23,215
30,000 GRAND RIVER DAM AUTH OK REV 5.50% 06/01/2010	32,369	0	0
50,000 GRAND RIVER DAM AUTH OK REV 5 50% 06/01/2013	52,186	52,186	53,868
10,000 OKLA CNTY FIN AUTH EPWRTH 7.00% 04/01/2025	9,925	9,925	9,399
50,000 OKLA ST CAPITOL IMPT AUTH AG PROJ E 4 00% 7/1/15	49,842	49,842	53,529
50,000 OKLA ST CAP IMPT ATHST FACS A 3.875% 7/1/2015	49,746	49,746	53,518
100,000 OKLA ST MUN PWR SUPPLY SYS REV 3.875% 1/1/2025	101,585	101,585	103,860
20,000 TULSA CNTY OK INDS AUTH CAP IMPT 5.00% 05/15/15	21,339	21,339	22,387
30,000 TULSA CNTY OK PUB FACS AUTH CAP 3 60% 11/1/2010	30,081	0	0
125,000 TULSA CNTY OK PUB FAC CAP IMPT 4 00% 11/01/11	125,191	125,191	128,344
125,000 AUSTIN TX CONV ENTERPRISES 5.75% 01/01/2032	132,626	132,626	125,000
50,000 GRAND PRAIRIE TX GEN OBL SER B 3 75% 02/15/2012	50,839	50,839	51,588
50,000 KATY TX INDPT SCH DIST 5.125% 02/15/2018	53,564	53,564	52,536
40,000 LAREDO TX ISD PFL 4%	41,242	0	0
100,000 LOWER VALLEY TX WTR DIST 5.00% 09/15/2020	105,351	105,351	102,599
50,000 MUSKOGEE CNTY OK GO SER A 5.15% 04/01/2014	50,198	50,198	50,199
50,000 SOUTHSIDE TX ISD SER C 3.5% 8/15/2011	49,846	0	0
20,000 TULSA OK TULSA INDL AUTH REV UNV T 5% 10/01/2022	20,000	20,000	20,038
50,000 BRYAN CNTY OK ISD 72 DURANT 5 391% 12/1/19 TXBL	50,000	50,000	50,693
75,000 FEDERAL HOME LOAN BANKS DEB 3 875% 12/11/15	78,622	78,622	80,012
75,000 FEDERAL HOME LOAN BANKS DEB 3.250% 9/12/14	77,670	77,670	79,716
75,000 FEDERAL FAMR CR BKS CONS DEB 4 410% 1/18/18	78,025	78,025	82,436
25,000 OKARCHE OK ECON DEV LSE REV 4.261% 9/1/2015 TXBL	25,000	25,000	25,476
1,626 WICHITA NATIONAL LIFE INS CO INCL - OKLA	1,235	0	0
50,000 FEDERAL FARM CR BKS CONS SYS DEB 4.73% 10/21/19	0	52,843	55,253
	<u>1,360,923</u>	<u>1,258,993</u>	<u>1,274,535</u>

INVESTMENTS - CORPORATE STOCK (LINE 10b)

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
645 NABORS INDUSTRIES LTD SHS	19,365	19,365	15,132
2,437 FLEXTRONICS INTL LTD ORD	23,004	23,004	19,130
607 ABBOT LABS COM	25,404	25,404	29,081
205 AETNA INC COM	5,244	5,244	6,255
628 ALLSTATE CORP COM	29,864	29,864	20,021
724 ALTRIA GROUP INC COM	12,505	12,505	17,825
541 AMERICAN EXPRESS CO COM	22,354	22,354	23,220
78 ANDADARKO PETE CORP COM	5,290	0	0
334 ANALOG DEVICES INC COM	8,824	8,824	12,582
302 BP PLC SPONSORED ADR	1,534	0	0
628 BANK OF AMERICA CORPORATION COM	19,756	0	0
694 BAXTER INTERNATIONAL INC COM	25,190	0	0
567 BED BATH & BEYOND INC COM	21,120	21,120	27,868
484 CARNIVAL CORP PAIRED CTF	23,205	23,205	22,317
122 COCA COLA CO COM	6,653	6,653	8,024
354 CONOCOPHILLIPS COM	21,450	21,450	24,107
374 DANAHER CORP DEL COM	20,617	20,617	35,283
700 DELL INC COM	22,840	22,840	9,485
2,899 E M C CORP MASS COM	40,637	40,637	66,387
400 EXXON MOBIL CORP COM	26,284	26,284	29,248
500 FPL GROUP INC COM	16,330	0	0
588 FISERV INC COM	23,681	23,681	34,433
305 FORTUNE BRANDS INC COM	19,676	19,676	18,376
239 FRANKLIN RES INC COM	5,621	24,860	26,579
1,153 GENERAL ELEC CO COM	32,822	32,822	21,088
179 GOLDMAN SACHS GROUP INC COM	23,770	23,770	30,101
169 HEINZ H J CO COM	6,711	6,711	8,359
613 ILLINIOS TOOLS WKS INC COM	28,132	28,132	32,734
457 INTEL CORP COM	9,067	9,067	9,611
324 INTERNATIONAL BUSINESS MACHS COM	29,067	29,067	47,550
490 JOHNSON & JOHNSON COM	30,167	30,167	30,307
242 KRAFT FOODS INC COM	6,384	6,384	7,625
362 L-3 COMMUNICATIONS HOLDINGS INC COM	28,560	0	0
64 LOCKHEED MARTIN CORP COM	4,704	0	0
912 LOWES COS INC COM	22,626	0	0
163 MARRIOTT INTL INC NEW CL A	4,318	0	0
526 MCDONALDS CORP COM	19,358	19,358	40,376
148 METLIFE INC COM	5,665	5,665	6,577
900 MICROSOFT CORP COM	24,854	24,854	25,119
500 PEPSICO INC COM	27,000	27,000	32,665
322 PFIZER INC COM	5,378	5,378	5,638
484 PHILIP MORRIS INTL INC COM	20,134	20,134	28,329
484 PLUM CREEK TIMBER CO INC COM	15,535	15,535	18,126
390 PROCTER & GAMBLE CO COM	16,584	16,584	25,089
499 ST JUDE MED INC COM	16,681	16,681	21,332
285 SCHLUMBERGER LTD COM	5,301	17,975	23,798
105 STATE STR CORP COM	5,670	5,670	4,866
703 US BANCORP DEL COM NEW	18,951	18,951	18,960
338 UNITED PARCEL SERVICES INC CL B	23,091	23,091	24,532

LOCKHART FOUNDATION  
 EIN 26-2134446  
 2010 FORM 990-PF  
 PAGE 2, PART II, BALANCE SHEETS

ATTM. 8<sup>21</sup>/<sub>2</sub>

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
120 VANGUARD WORLD FDS MATERIALS ETF	7,762	7,762	9,912
175 VANGUARD WORLD FDS UTILITIES EFT	10,731	10,731	11,739
518 VANGUARD WORLD FDS TELCOMM ETF	9,123	27,807	33,996
135 WAL MART STORES INC COM	6,730	6,730	7,281
750 WELLS FARGO & CO NEW COM	21,750	21,750	23,243
106 ZIMMER HLDGS INC COM	5,534	5,534	5,690
1,830 PIMCO TOTAL RETURN FUND	19,926	19,926	19,854
1,907 VANGUARD BD INDEX FD INC SHORT TRM PTF	20,000	20,000	20,114
309 CATERPILLAR	0	18,633	28,941
243 DEVON ENERGY CORP NEW COM	0	15,623	19,078
860 GILEAD SCIENCES INC COM	0	29,934	31,166
685 HOME DEPOT INC COM	0	22,019	24,016
500 NEXTERA ENERGY INC COM	0	16,330	25,995
1,890 VANGUARD FIXED INCOME SECS F STRM INVGR AD	0	20,000	20,358
	<u>978,534</u>	<u>1,023,362</u>	<u>1,189,518</u>



INVESTMENTS - CORPORATE BONDS (LINE 10c):

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
50,000 BANK AMER CHRLT NC MTN MTNF 5.300% 3/15/17	48,700	48,700	50,672
50,000 CITIGROUP INC NOTE 5 500% 4/11/13	51,845	51,845	53,242
100,000 DISNEY WALT CO NOTE 4.500% 12/15/13	102,210	102,210	109,213
75,000 GENERAL ELEC CAP COPR MTN BE MTNF 4 375% 9/21/15	75,000	75,000	78,641
75,000 GOLDMAN SACHS GRP INC MTN BE MTNF 3.625% 8/01/12	77,074	77,074	77,401
75,000 HARTFORD FINL SVCS GROUP INC NOTE 6 000% 1/15/19	63,420	63,420	78,163
50,000 WESTERN OIL SANDS INC NOTE 8 375% 5/01/12	51,775	51,775	54,401
50,000 XTRA FIN CORP NOTE 5 150% 4/01/17	52,635	52,635	53,677
100,000 VERIZON COMMUNICATIONS INC NOTE 5 55% 2/15/16	0	110,334	112,091
	522,659	632,993	667,501

# The Lockhart Foundation Trust

Oklahoma City, OK

Grant Proposal submitted by: \_\_\_\_\_  
Dated: \_\_\_\_\_

## **BACKGROUND**

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

## **GUIDELINES**

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

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

## **TRUSTEE**

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

\*Send Grant Request to Trustee only

## **ADVISORY COMMITTEE**

Barbara Lewis

Patricia White

## INSTITUTIONAL PROFILE

Name of institution/organization: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Website/email: \_\_\_\_\_

Person completing profile: \_\_\_\_\_

(Name)

(Title)

Chief Executive Officer: \_\_\_\_\_

(Name)

(Title)

Chief source of primary institutional support. \_\_\_\_\_

Governing Board Members (name and city of residence):

Overall mission of institution/organization:

Short historical sketch:

What other similar services are available in your area:

Why is this program unique?

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

Amount of endowment: \_\_\_\_\_

Market value: \_\_\_\_\_

Value of facilities: \_\_\_\_\_

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

Are any animals put in foster care?

Work alone or what type of support system?

How long has the rescue group been active?

Are all animals spayed/neutered before placement?

Do you have a contract with a veterinarian?

Do you do follow-up checks after placement?

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

Does the adoption contract request references?

Do you rescue from animal shelters?

Do you accept animals from owners?

Do you test the animal's temperament?

Do you accept abused animals?

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

## **SOURCES OF PRIVATE GIFT INCOME**

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

**SUMMARY OF OPERATIONAL ACTIVITIES**

<u>EXPENSES</u>	<u>PREVIOUS YEAR</u>	<u>CURRENT YEAR</u>	<u>PROJECTED YEAR</u>
-----------------	----------------------	---------------------	-----------------------

Administration:

Programs:

Projected Programs:

Income:

Total Private Gifts:

Services:

Other Memberships:

**PROPOSAL SUMMARY**

Organization: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Funds Requested From Lockhart Foundation Trust: \_\_\_\_\_

Total Cost of Project: \_\_\_\_\_

Purpose of Funds Requested: \_\_\_\_\_

Who Will Benefit From this Project: \_\_\_\_\_

How Many Will Benefit: \_\_\_\_\_

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

\_\_\_\_\_

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

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

COPY

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of MICHAEL CARROLL, HERITAGE TRUST CO.  
Telephone No (405) 848-8899 FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until Nov 15, 20 11

5 For calendar year 2010, or other tax year beginning , 20 , and ending , 20

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	3,561.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	3,561.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature M. A. S. Title CPA Date 8-15-11  
BAA FIFZ0502 11/15/10 Form 8868 (Rev 1-2011)

OK

10/02

AUG 15 2011