Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 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
KIRKPATRICK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1001 W. WILSHIRE BLVD., STE 201

City or town, state, and ZIP code
OKLAHOMA CITY OK 73116

A Employer identification number
73-0701736

B Telephone number (see page 10 of the instructions)
405-608-0934

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 [X] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 43,034,770

J Accounting method [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	50,000			
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	548,127	548,127		
	4	Dividends and interest from securities	374,821	374,821		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-366,552			
	b	Gross sales price for all assets on line 6a 6,041,182				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	683,338	683,338		
	12	**Total.** Add lines 1 through 11	1,289,734	1,606,286	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	115,715	17,357		98,357
	14	Other employee salaries and wages	238,194	25,008		213,186
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 2	1,088	544		544
	b	Accounting fees (attach schedule) STMT 3	13,963	6,982		6,981
	c	Other professional fees (attach schedule) STMT 4	120,560	120,560		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	66,215	62,980		
	19	Depreciation (attach schedule) and depletion STMT 6	23,146			
	20	Occupancy	13,807	6,904		6,903
	21	Travel, conferences, and meetings	2,692	1,346		1,346
	22	Printing and publications	4,059	2,030		2,029
	23	Other expenses (att sch) STMT 7	266,866	-6,974		273,840
	24	**Total operating and administrative expenses.** Add lines 13 through 23	866,305	236,737	0	603,186
	25	Contributions, gifts, grants paid	1,654,120			1,654,120
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,520,425	236,737	0	2,257,306
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,230,691			
	b	**Net investment income** (if negative, enter -0-)		1,369,549		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing				
2	Savings and temporary cash investments		2,125,615	3,151,953	3,152,204
3	Accounts receivable ▶	128,058			
	Less allowance for doubtful accounts ▶		135,103	128,058	128,058
4	Pledges receivable ▶				
	Less allowance for doubtful accounts ▶				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
7	Other notes and loans receivable (att schedule) ▶				
	Less allowance for doubtful accounts ▶	0			
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)	STMT 8	3,771,648	801,633	867,221
b	Investments—corporate stock (attach schedule)	SEE STMT 9	17,853,038	18,955,738	27,344,120
c	Investments—corporate bonds (attach schedule)	SEE STMT 10	8,448,394	8,602,630	8,953,195
11	Investments—land, buildings, and equipment basis ▶	143,402			
	Less accumulated depreciation (attach sch) ▶ STMT 11	143,136	266	266	2,488,697
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶	230,269			
	Less accumulated depreciation (attach sch) ▶ STMT 12	213,713	34,352	16,556	16,556
15	Other assets (describe ▶ SEE STATEMENT 13)		20,627	84,719	84,719
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		32,389,043	31,741,553	43,034,770
Liabilities 17	Accounts payable and accrued expenses		58,889	58,779	
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ▶)				
23	**Total liabilities** (add lines 17 through 22)		58,889	58,779	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ [X]			
24	Unrestricted		32,330,154	31,632,774	
25	Temporarily restricted			50,000	
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ and complete lines 27 through 31.	[ ]			
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg , and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	**Total net assets or fund balances** (see page 17 of the instructions)		32,330,154	31,682,774	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		32,389,043	31,741,553	

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	32,330,154
2	Enter amount from Part I, line 27a	2	-1,230,691
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	583,311
4	Add lines 1, 2, and 3	4	31,682,774
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	31,682,774

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	JP MORGAN INVESTMENT	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,041,182		6,407,734	-366,552
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-366,552
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-366,552
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,011,572	35,869,234	0.056081
2008	2,248,942	42,029,307	0.053509
2007	2,382,660	44,414,865	0.053646
2006	1,695,442	34,149,157	0.049648
2005	1,673,980	33,449,889	0.050044

2 **Total** of line 1, column (d)	2	0.262928
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	0.052586
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	39,772,183
5 Multiply line 4 by line 3	5	2,091,460
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,695
7 Add lines 5 and 6	7	2,105,155
8 Enter qualifying distributions from Part XII, line 4	8	2,257,306

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ X and enter 1% of Part I, line 27b			1	13,695
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0
3	Add lines 1 and 2			3	13,695
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	13,695
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	10,800		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	19,800
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	62
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	6,043
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 6,043 Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? If "Yes," attach a detailed description of the activities.	2		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? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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 on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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?	13	X	

Website address ▶ WWW.KIRKPATRICKFOUNDATION.COM/

14 The books are in care of ▶ KIRKPATRICK FOUNDATION Telephone no ▶ 405- 608-0934
1001 W. WILSHIRE BLVD, SUITE 201
Located at ▶ OKLAHOMA CITY OK ZIP+4 ▶ 73116-7017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)	N/A	3b		
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 page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A | 5b | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? N/A | 7b | |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15				

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAULETTE BLACK OKLAHOMA CITY 1001 W. WILSHIRE BLVD., STE 201 OK 73116	EX-OFFICIO 40.00	71,474	0	0

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

DAA

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	35,809,206
b	Average of monthly cash balances		1b	1,978,672
c	Fair market value of all other assets (see page 25 of the instructions)		1c	2,589,973
d	**Total** (add lines 1a, b, and c)		1d	40,377,851
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	40,377,851
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	605,668
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	39,772,183
6	**Minimum investment return.** Enter 5% of line 5		6	1,988,609

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

1	Minimum investment return from Part X, line 6		1	1,988,609
2a	Tax on investment income for 2010 from Part VI, line 5	2a 13,695		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	13,695
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,974,914
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,974,914
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,974,914

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	2,257,306
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,257,306
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	13,695
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,243,611

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

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

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					1,974,914
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only					
b	Total for prior years 20 ____ , 20 ____ , 20 ____					
3	Excess distributions carryover, if any, to 2010					
a	From 2005					
b	From 2006					
c	From 2007	178,050				
d	From 2008	181,513				
e	From 2009	238,980				
f	**Total** of lines 3a through e		598,543			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,257,306					
a	Applied to 2009, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d	Applied to 2010 distributable amount					1,974,914
e	Remaining amount distributed out of corpus		282,392			
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		880,935			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
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 page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		880,935			
10	Analysis of line 9					
a	Excess from 2006					
b	Excess from 2007	178,050				
c	Excess from 2008	181,513				
d	Excess from 2009	238,980				
e	Excess from 2010	282,392				

DAA

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers.**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

KIRKPATRICK FOUNDATION
1001 W. WILSHIRE BLVD, STE 201 OKLAHOMA CITY OK 73116

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

SEE STATEMENT 16

c Any submission deadlines

SEE STATEMENT 17

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

SEE STATEMENT 18

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED				1,654,120
Total			▶ 3a	1,654,120
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	548,127	
4 Dividends and interest from securities			14	374,821	
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	-366,552	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OIL & GAS ROYALTIES			15	677,888	
c OIL & GAS LEASE BONUS			15	5,450	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,239,734	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,239,734

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions)
N/A	

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/16/11 Title: CHAIRMAN

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
MARK R. DYER	[signature]	5/16/11	

Firm's name ▶ COLE & REED, P.C. — PTIN P00177237

Firm's address ▶ 531 COUCH DRIVE SUITE 200, OKLAHOMA CITY, OK 73102-2251 — Firm's EIN ▶ 73-1312422 — Phone no 405-239-7961

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	$ 677,888	$ 677,888	$
OIL & GAS LEASE BONUS	5,450	5,450	
TOTAL	$ 683,338	$ 683,338	$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 1,088	$ 544	$	$ 544
TOTAL	$ 1,088	$ 544	$ 0	$ 544

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 13,963	$ 6,982	$	$ 6,981
TOTAL	$ 13,963	$ 6,982	$ 0	$ 6,981

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
BANK TRUST FEES	$ 24,691	$ 24,691	$	$
INVESTMENT MANAGEMENT FEES	91,969	91,969		
OIL & GAS MINERALS MGMT FEE	3,900	3,900		
TOTAL	$ 120,560	$ 120,560	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PERSONAL PROPERTY TAX	$ 1,219	$ 1,219	$	$
GROSS PRODUCTION TAX	61,164	61,164		
EXCISE TAX ON INVESTMENT INCOME	3,235			
FOREIGN TAX	597	597		
TOTAL	$ 66,215	$ 62,980	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
DEPRECIATION							
	$	$			$ 23,146	$	$
TOTAL	$ 0	$ 0			$ 23,146	$ 0	$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
PROGRAM DONATIONS	257,327			257,327
EQUIPMENT RENTAL	352			352
SUPPLIES, MAINTENANCE	23,394	11,697		11,697
INSURANCE	9,826	6,551		3,275
COMPUTER INTERNET LINK	10,948	10,948		
MISC. EXPENSES	-36,170	-36,170		
LOSS ON DISPOSAL	123			123
EDUCATION	1,066			1,066
TOTAL	$ 266,866	$ -6,974	$ 0	$ 273,840

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ILLINOIS DEV FIN AUTH	$ 199,204	$	COST	$
U. S. TREASURY NOTES (3.000%)	290,817	290,816	COST	323,001
FEDERAL HOME LOAN MTG CORP (4.75%)	492,698		COST	
FEDERAL HOME LOAN BANKS CONS. (4.75%	777,422		COST	
FEDERAL FARM CREDIT BANKS CONS. (4.8	510,817	510,817	COST	544,220
FEDERAL HOME LOAN BANKS CONS. (2.125	500,000		COST	
FEDERAL HOME LOAN MTG CORP. (1.700%)	250,000		COST	
FREDDIE MAC MED TERM NOTE (2.450%)	250,000		COST	
FREDDIE MAC NOTES 2 (2.125%)	500,690		COST	
TOTAL	$ 3,771,648	$ 801,633		$ 867,221

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABBOTT LABORATORIES	$ 219,617	$ 219,617	COST	$ 359,325
ACCENTURE PLC		249,014	COST	290,940
AECOM TECHNOLOGY CORP		197,967	COST	223,760
AFFILIATED MANAGERS GROUP	239,886	188,736	COST	476,256
APOLLO GROUP, INC.	170,601		COST	
APPLE COMPUTER, INC	357,334	326,077	COST	1,774,080
AT&T, INC.	424,800	203,940	COST	176,280
BAXTER INTL INC.	136,707	136,707	COST	131,612
CARMAX, INC	221,743	221,743	COST	526,020
CHEVRON CORP	165,544	165,544	COST	273,750
CHICAGO BRDG & IRON CO	281,792	281,792	COST	329,000
CME GROUP, INC	560,489	639,807	COST	482,625
CISCO SYSTEMS INC.	7,791	7,791	COST	505,750

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CLEARWIRE CORP NEW CL A	$ 129,716	$ 129,716	COST	$ 61,800
COACH INC.		252,653	COST	331,860
COMCAST CORP CL A		152,960	COST	186,745
CORNING, INC.	243,616	281,576	COST	231,840
COVIDIEN PLC		157,647	COST	168,942
CYBERSOURCE CORP	377,368		COST	
DIAGEO PLC SPONS ADR NEW		70,916	COST	74,330
DISNEY WALT CO	336,690	336,690	COST	375,100
E I DU PONT DE NEWMOURS & CO.		139,149	COST	149,640
EMERSON ELECTRIC CO.	178,510	221,534	COST	360,171
EXELON CORP.		141,285	COST	149,904
EXXON MOBIL CORP	514,010	514,010	COST	511,840
FIRST SOLAR INC.	91,589	151,826	COST	130,140
FPL GROUP, INC	437,480		COST	
FRONTIER COMMUNICATIONS CORP.		14,041	COST	14,011
GENERAL ELECTRIC CO.		172,700	COST	182,900
GENERAL MILLS, INC.	332,944	283,499	COST	355,900
GOLDMAN SACHS GROUP	450,191	450,191	COST	336,320
GOOGLE INC.	213,415	213,415	COST	653,367
IHS INC. CL A	346,276	346,276	COST	482,340
ILLNOIS TOOL WORKS	268,115	268,115	COST	587,400
INTEL CORP.	62,641	62,641	COST	462,660
INTERNATIONAL BUS. MCHNS	366,910	366,910	COST	513,660
INTUITIVE SURGICAL INC. NEW	90,988	202,105	COST	283,525
IRON MTN INC. PA	121,206	139,710	COST	185,074
ISHARES TR MSCI EMERGING MKTS	564,546	564,546	COST	690,809
ISHARES TR MSCI EAFE INDEX FD	1,429,574	845,135	COST	640,420

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES TR RUSSELL 2000 INDX FD	$ 2,517,815	$ 2,517,815	COST	$ 2,401,968
ITT INDUSTRIES INC.	187,181	306,279	COST	364,770
JOHNSON & JOHNSON	332,322	332,322	COST	309,250
JP MORGAN CHASE & CO.	583,360	391,835	COST	543,782
JUNIPER NETWORKS, INC.	344,421	328,020	COST	443,040
KRAFT FOODS INC A	167,851	182,197	COST	220,570
KINDER MORGAN MGMT LLC	198,544	245,133	COST	448,832
MEDTRONIC INC.		171,388	COST	166,905
MSCI INC. - A		180,599	COST	233,760
NETSUITE INC.	145,733	145,733	COST	250,000
NEXTERA ENERGY INC.		382,740	COST	363,930
NOBLE CORP.	475,190	473,090	COST	500,780
NORTHERN TR CORP	148,030		COST	
ORACLE CORP	274,589	274,589	COST	469,500
PAYCHEX	188,009	188,009	COST	200,915
PEPISCO INC.	412,799	405,766	COST	849,290
PRIVATEBANKCORP, INC.	255,169		COST	
PROCTOR & GAMBLE CO.	332,657	251,457	COST	720,496
PROLOGIS	79,170	79,170	COST	361,000
PUBLIC SVC ENTERPRISE GROUP INC.	107,140	140,793	COST	143,145
QUALCOMM CORP.	36,571	36,571	COST	989,800
SCHLUMBERGER LTD	97,658	129,137	COST	225,450
STERICYCLE, INC.	189,240	189,240	COST	971,040
T ROWE PRICE GROUP INC.		299,606	COST	387,240
TEVA PHARMACEUTICAL INDS LTD ADR	257,662	309,874	COST	364,910
TRIMBLE NAVIGATION LTD		149,290	COST	171,699
US BANCORP DEL NEW	190,908		COST	

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VERIZON COMMUNICATIONS	$ 222,340	$ 208,299	COST	$ 214,680
VESTAS WIND SYSEMS	75,668		COST	
VODAFONE GROUP PLC SPONS ADR		181,194	COST	206,232
WALGREEN CO.	330,442	297,398	COST	350,640
WELLS FARGO & CO	360,480	360,480	COST	309,900
WISDOMTREE TRUST EMG MKTS SMCAP		239,175	COST	245,250
YUM BRANDS INC.		240,558	COST	245,250
TOTAL	$ 17,853,038	$ 18,955,738		$ 27,344,120

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ABBOTT LABORATORIES DUE 11/30/2012	$ 509,669	$ 509,669	COST	$ 540,600
AMERICAN GENERAL FINANCE CORP DUE 9/			COST	
AMERICAN EXPRESS CENTURION BK NEWARK	506,581	506,581	COST	534,810
BANK AMER CORP DUE 08/15/2013	506,382	506,382	COST	519,790
BERKSHIRE HATHAWAY INC DUE 05/15/201	516,604	516,604	COST	526,500
CATERPILLAR FINANCIAL SERVICES DUE 1	496,610		COST	
CATERPILLAR FINANCIAL SERVICES DUE 0	500,000	500,000	COST	522,255
CISCO SYS INC DUE 02/22/2011	513,142	513,142	COST	503,135
CITIGROUP INC NT DUE 9/29/11	500,473	500,473	COST	515,675
GENERAL ELEC CAP CORP MEDIUM TERM DU	510,338	510,338	COST	519,980
GENERAL ELEC CAP CORP MEDIUM TERM DU		276,820	COST	267,308
GOLDMAN SACHS GROUP DUE 9/1/12	510,397	510,397	COST	533,680
GRAND RIVER DAM AUTH		100,000	COST	98,404
HSBC FINANCE CORP DUE 3/15/09			COST	
IBM CORP NOTES 6 10/15/2013		507,173	COST	569,840

Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INTERNATIONAL LEASE FIN CORP ILFC DU	$	$	COST	$
INTERNATIONAL LEASE FIN CORP ILFC DU	507,173		COST	
JPMORGAN CHASE BK ($250K,6/13/16, 5.	255,947	255,947	COST	273,428
JPMORGAN CHASE & CO ($500, 6/15/12,	500,597	500,597	COST	511,525
JPMORGAN CHASE & CO ($250, 06/01/201		274,028	COST	266,848
MERCK & CO INC DUE 02/15/2013	510,914	510,914	COST	533,640
MERRILL LYNCH & CO, INC DUE 2/17/09			COST	
PEPSICO INC. DUE 02/15/2013	502,848	502,848	COST	538,405
TARGET CORP SR DUE 6/15/13	474,080	474,080	COST	534,000
UNIV. OK REVS GEN B ($120K,7/1/15, 4	120,000	120,000	COST	128,022
WELLS FARGO & CO NEW SR (8/26/11)	506,639	506,637	COST	515,350
TOTAL	$ 8,448,394	$ 8,602,630		$ 8,953,195

Federal Statements

Statement 11 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
MINERAL ROYALTIES	$ 266	$ 143,402	$ 143,136	$ 2,488,697
TOTAL	$ 266	$ 143,402	$ 143,136	$ 2,488,697

Statement 12 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE & EQUIPMENT	$ 34,352	$ 230,269	$ 213,713	$ 16,556
TOTAL	$ 34,352	$ 230,269	$ 213,713	$ 16,556

Statement 13 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ART COLLECTION	$ 20,627	$ 84,719	$ 84,719
TOTAL	$ 20,627	$ 84,719	$ 84,719

Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN/LOSS ADJUSTMENT	$ 583,311
TOTAL	$ 583,311

Federal Statements

Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
KEN BROWN 1001 W. WILSHIRE BLVD., STE 201 OKLAHOMA CITY OK 73101	INVESTMENT C	1.00	0	0	0
SUSAN MCCALMONT 1001 W. WILSHIRE BLVD., STE 201 OKLAHOMA CITY OK 73116	SECRETARY	40.00	115,715	0	0
JOHN L BELT 5021 N. WESTERN AVE. OKLAHOMA CITY OK 73118	TRUSTEE	1.00	0	0	0
ROBERT CLEMENTS 6601 N HARVEY OKLAHOMA CITY OK 73113	TREASURER	1.00	0	0	0
MISCHA GORKUSCHA 6301 NORTH WESTERN, SUITE 160 OKLAHOMA CITY OK 73118	PRESIDENT	1.00	0	0	0
DR. JOE HOWELL 2826 WEST BRITTON ROAD OKLAHOMA CITY OK 73120	2ND VICE-PRE	1.00	0	0	0
CHRISTIAN K KEESEE 1001 W WILSHIRE BLVD. 4TH FLOOR OKLAHOMA CITY OK 73116	CHAIRMAN	1.00	0	0	0
DR. ANNE H. MORGAN 4701 FOUNTAINGATE DRIVE NORMAN OK 73072	COMMITTEE	1.00	0	0	0
DAVID E RAINBOLT 101 NORTH BROADWAY OKLAHOMA CITY OK 73102	COMMITTEE	1.00	0	0	0
GEORGE RECORDS PO BOX 26750	COMMITTEE	1.00	0	0	0

Federal Statements

Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
OKLAHOMA CITY OK 73126					
MARK ROBERTSON 3033 NW 63RD ST. SUITE 200 OKLAHOMA CITY OK 73116	1ST V. PRES.	1.00	0	0	0
MEG SALYER 722 NORTH BROADWAY OKLAHOMA CITY OK 73102	COMMITTEE	1.00	0	0	0
JACK MARRINGA 1001 W. WILSHIRE BLVD., STE 201 OKLAHOMA CITY OK 73101	INVESTMENT C	1.00	0	0	0
LAURA WARRINER 2400 NW 59TH ST OKLAHOMA CITY OK 73112	COMMITTEE	1.00	0	0	0
LIZ EICKMAN 1001 W. WILSHIRE BLVD, 4TH FLOOR OKLAHOMA CITY OK 73116	COMMITTEE	1.00	0	0	0

Statement 16 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
THE APPLICATION SHOULD BE IN LETTER FORM SPECIFYING PURPOSE AND NEED.

Statement 17 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
THE 15TH OF FEB, MAY, AUG, AND NOV FOR BOARD OF TRUSTEES MEETINGS.

Statement 18 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
SUPPORT TO CULTURAL, BENEVOLENT, EDUCATIONAL, ENVIRONMENTAL AND YOUTH-SERVING ORGANIZATIONS.

Form 2009-PF (2010)
73-0701736
Kirkpatrick Foundation

Form 990-PF, Part XV, Line 3a - Grants Contributions Paid During the Year or Approved for Future Payment

Grants					**-1,654,120.00**
Other Grants					**-1,654,120.00**
2/26/2010	Kirkpatrick Bank Checking	5182	Jazz in June, Inc.	GRANT. Jazz in June 2010	-5,000.00
2/26/2010	Kirkpatrick Bank Checking	5183	Oklahoma Foundation for Excellence	GRANT: Campaign for Early Amer History Educ	-5,000.00
2/26/2010	Kirkpatrick Bank Checking	5184	Oklahoma Foundation for Excellence	GRANT: 2010 Academic Awards Program	-5,000.00
2/26/2010	Kirkpatrick Bank Checking	5185	Oklahoma Zoological Society, Inc	GRANT: Travel for Best Practices	-5,000 00
3/9/2010	Kirkpatrick Bank Checking	5187	Capitol Chamber of Commerce Fdn, Inc	GRANT: Africa West Historical & Cultural Festival	-5,000.00
3/9/2010	Kirkpatrick Bank Checking	5188	Free to Live Animal Sanctuary	Animal Medical Expenses	-5,000.00
3/9/2010	Kirkpatrick Bank Checking	5189	Metropolitan School of Dance	Bringing Yesterday Into Today	-4,070.00
3/9/2010	Kirkpatrick Bank Checking	5190	Pets and People Humane Society, Inc	Heartworm Testing/Treatment & Flea/Tick Meds	-5,000.00
3/9/2010	Kirkpatrick Bank Checking	5191	Univ of Science & Arts of OK Fdn Inc	Diff Learning for Students w/Special Needs	-750.00
3/23/2010	Kirkpatrick Bank Checking	5205	Oklahoma Community Theatre, Inc	GRANT: OCTAFEST 2010	-5,000 00
4/13/2010	Kirkpatrick Bank Checking	5222	Oklahoma Zoological Society, Inc.	Portable Digital Radiography for OKC Zoo	-100,000.00
4/13/2010	Kirkpatrick Bank Checking	5223	Opry Heritage Foundation	GRANT: Music Education	-10,000.00
4/14/2010	Kirkpatrick Bank Checking	5224	.. Creative Oklahoma, Inc.	General Operations	-4,000 00
				WOW! Works	-5,000.00
4/14/2010	Kirkpatrick Bank Checking	5225	Cimarron Circuit Opera Company	28th Annual Scholastic Opera Tour	-20,000 00
4/14/2010	Kirkpatrick Bank Checking	5226	OKC Community College Fdn	GRANT: Film & Video Production Program	-75,000.00
4/15/2010	Kirkpatrick Bank Checking	5227	Preservation Oklahoma, Inc.	Preservation OK Internship Program	-15,000 00
4/15/2010	Kirkpatrick Bank Checking	5228	Project Promise	Project Promise 2010 Summer Program	-5,000 00
4/15/2010	Kirkpatrick Bank Checking	5229	Quartz Mtn Music Fest at Lone Wolf, Inc.	Quartz Mtn Music Festival & Performance Acade .	-5,000.00
4/15/2010	Kirkpatrick Bank Checking	5230	Shiloh Summer Camp, Inc.	Summer Art Program 2010	-7,500.00
4/15/2010	Kirkpatrick Bank Checking	5231	Special Care, Inc.	Early Childhood Music Program & After School Di ..	-20,000 00
4/15/2010	Kirkpatrick Bank Checking	5232	UCO Fdn	GRANT: Teaching Creativity	-53,000.00
4/22/2010	Kirkpatrick Bank Checking	5235	Freedom School Oklahoma City, Inc.	2010 Summer Program & Exec Director	-20,000.00
4/22/2010	Kirkpatrick Bank Checking	5236	Nat'l Trust for Historic Preservation	SW Regional Ofc Services to OKC Metro Region	-80,000.00
4/22/2010	Kirkpatrick Bank Checking	5237	Oklahoma Christian University	Music Education Technology Workshop	-20,000.00
4/22/2010	Kirkpatrick Bank Checking	5238	US Fdn for the Inspiration & Recognitio...	Oklahoma Regional-FIRST Robotics Competition	-20,000 00
5/17/2010	Kirkpatrick Bank Checking	5256	Morris Animal Foundation	GRANT: Training Tomorrows Vet Scientists	-130,000.00
5/19/2010	Kirkpatrick Bank Checking	5267	American Assoc. of Zoo Veterinarians	Int'l Veterinarians Conference Support Fund	-3,000 00
5/19/2010	Kirkpatrick Bank Checking	5268	OK Alliance for Liturgy and the Arts	Pentecost Concert	-1,800.00
5/28/2010	Kirkpatrick Bank Checking	5270	Nature Conservancy, OK Chapter	Conservation Education Outreach	-50,000 00
5/28/2010	Kirkpatrick Bank Checking	5271	Grantmakers in the Arts	Arts & Education Thought Leader Forum	-5,000.00
6/15/2010	Kirkpatrick Bank Checking	5279	Oklahoma Baptist University	OBU/Shawnee Community Orchestra	-5,000.00
6/15/2010	Kirkpatrick Bank Checking	5280	Univ of Oklahoma Foundation--FJJMA	GRANT: Bruce Goff: A Creative Mind	-25,000.00
6/15/2010	Kirkpatrick Bank Checking	5281	Western Village Academy, Inc	Keeping the Arts Alive for At-Risk Kids	-5,000 00
6/15/2010	Kirkpatrick Bank Checking	5282	William Fremont Harn Gardens	Ninth Grade Oklahoma History Project	-5,000 00
6/24/2010	Kirkpatrick Bank Checking	5298	OSU Fdn	2010 Oklahoma Bass Bash at OSU	-3,500 00
7/13/2010	Kirkpatrick Bank Checking	5312	UCO - Oklahoma A+ Schools	Oklahoma A+ Schools	-100,000.00
7/21/2010	Kirkpatrick Bank Checking	5313	Summerstock Productions, Inc.	2010 Summerstock Theatre Season	-3,500 00

Form 2009-PF (2010)
73-0701736
Kirkpatrick Foundation
Form 990-PF, Part XV, Line 3a - Grants Contributions Paid During the Year or Approved for Future Payment

8/16/2010	Kirkpatrick Bank Checking	5324	Ballet Oklahoma	GRANT: Board Retreat	-4,000.00
8/16/2010	Kirkpatrick Bank Checking	5325	Guthrie Art Escape, Inc.	GRANT: Guthrie Escape	-1,000.00
8/16/2010	Kirkpatrick Bank Checking	5326	Salvation Army	Salvation Army Central OK Schl Perf Arts	-5,000.00
8/16/2010	Kirkpatrick Bank Checking	5327	Univ of Oklahoma Foundation, Inc.	Using Music & Math to Create 21st Century Probl...	-5,000.00
8/23/2010	Kirkpatrick Bank Checking	5344	Plaza District Association	2010 Plaza District Festival	-1,000.00
10/18/2010	Kirkpatrick Bank Checking	5374	Life Change Ballroom	LCA Instructional Assistance Project	-15,000.00
10/18/2010	Kirkpatrick Bank Checking	5375	Oklahoma City Theatre Company	2010-2011 Season at the Civic Center Music Hall	-5,000.00
10/26/2010	Kirkpatrick Bank Checking	5389	Second Chance Animal Sanctuary	Grant: Medical Expenses	-5,000.00
10/27/2010	Kirkpatrick Bank Checking	5390	Guthrie Arts and Humanities Council	Grant: 24 Seasons of Laughter	-15,000.00
10/27/2010	Kirkpatrick Bank Checking	5391	Oklahoma City Beautiful	Grant: OKC Beautiful Teen Advisory Board	-5,000.00
10/27/2010	Kirkpatrick Bank Checking	5392	Oklahoma Visual Arts Coalition, Inc.	Grant: Momentum Exhibition & Artist Workshops	-25,000.00
11/4/2010	Kirkpatrick Bank Checking	5394	Price Tower Arts Center	GRANT: General Operating Support	-5,000.00
11/16/2010	Kirkpatrick Bank Checking	5402	Individual Artists of Oklahoma	GRANT: Operational & Program Support	-10,000.00
11/16/2010	Kirkpatrick Bank Checking	5403	KCSC Classical Radio Foundation	GRANT: KCSC Hosts "From the Top"	-22,000.00
11/16/2010	Kirkpatrick Bank Checking	5404	Oklahoma Association of Community C.	GRANT: Dr. Keith Sawyer Keynote Address	-10,000 00
11/16/2010	Kirkpatrick Bank Checking	5405	Ballet Oklahoma	Gen Oper/Supp Artistic & Managing Dir Salaries	-50,000.00
11/16/2010	Kirkpatrick Bank Checking	5406	Oklahoma City Museum of Art	GRANT: 2010-2011 Season Sponsor	-75,000 00
11/17/2010	Kirkpatrick Bank Checking	5407	Oklahoma City Philharmonic	GRANT. Core Season Programming	-50,000.00
11/17/2010	Kirkpatrick Bank Checking	5408	Southern Nazarene University	GRANT: Learning in Communities: Arts & Cultur.	-20,000.00
11/17/2010	Kirkpatrick Bank Checking	5409	UCO - Oklahoma A+ Schools	OK A+ Schools: Teen Truth for OK Students	-24,000.00
11/17/2010	Kirkpatrick Bank Checking	5410	Untitled [ArtSpace], Inc.	GRANT: General Operating Support	-15,000.00
11/18/2010	Kirkpatrick Bank Checking	5412	Univ of Oklahoma Foundation, Inc.	GRANT: Guest Director for "In Concert"	-25,000.00
11/29/2010	Kirkpatrick Bank Checking	5421	Da Vinci Institute	GRANT: Director's Position	-22,000 00
12/8/2010	Kirkpatrick Bank Checking	5432	OK Assoc. for Environmental Education	GRANT: Traveling Teacher Workshop	-5,000.00
12/14/2010	Kirkpatrick Bank Checking	5454	Oklahoma Foundation for Excellence	GRANT: 25th Anniv Academic Awards Program	-5,000.00
12/14/2010	Kirkpatrick Bank Checking	5455	Shiloh Summer Camp, Inc	GRANT: Operation Lifevest	-5,000.00
12/17/2010	Kirkpatrick Bank Checking	5462	Oklahoma City Museum of Art	GRANT: J.C Meade Friends Lecture Series	-5,000.00
12/22/2010	Kirkpatrick Bank Checking	5468	Univ of Oklahoma Foundation--FJJMA	GRANT: Contemporary Chinese Photography Ac...	-25,000.00
12/22/2010	Kirkpatrick Bank Checking	5467	Univ of Science & Arts of OK Fdn Inc	GRANT: Creative Problem Solving--OK A+ Schools	-45,000.00
12/22/2010	Kirkpatrick Bank Checking	5466	National Disaster Search Dog Foundati ..	GRANT: OKC Teams Adv Training & Deployment	-15,000.00
12/22/2010	Kirkpatrick Bank Checking	5469	Canterbury Choral Society	GRANT: Community Role & Perception	-5,000.00
12/23/2010	Kirkpatrick Bank Checking	5470	Creative Oklahoma, Inc.	GRANT: General Operations	-50,000.00
12/23/2010	Kirkpatrick Bank Checking	5471	OETA Foundation	GRANT: Special Marketing Campaign	-50,000.00
12/23/2010	Kirkpatrick Bank Checking	5472	G.F. Harrison Academy for Perf Arts Inc	GRANT: OK Youth Orchestra Gen Operations	-10,000.00
12/23/2010	Kirkpatrick Bank Checking	5473	Freedom School Oklahoma City, Inc.	GRANT: General Operations	-20,000.00
12/23/2010	Kirkpatrick Bank Checking	5474	Harding Fine Arts Center, Inc.	GRANT: Art Equipment/Supplies	-10,000.00
12/23/2010	Kirkpatrick Bank Checking	5475	Oklahoma City Community Foundation	ArtScience Community Activity Fund	-39,000.00
12/23/2010	Kirkpatrick Bank Checking	5477	...Oklahoma City Community Foundation	OCCF: OCU--Bass School of Music for Recordin...	-60,000 00
				OCCF: Ok Zoological Society (escrowed for zoo .	-50,000 00

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

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

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	KIRKPATRICK FOUNDATION	73-0701736
	Number, street, and room or suite no If a P O. box, see instructions 1001 W. WILSHIRE BLVD., STE 201	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. OKLAHOMA CITY OK 73116	

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-T (corporation)	07
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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ KIRKPATRICK FOUNDATION
1001 W. WILSHIRE BLVD, SUITE 201
OKLAHOMA CITY OK
Telephone No. ▶ 405- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning , and ending

2 If this tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 19,800
b	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	3b	$ 10,800
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 9,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.