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

**2010**

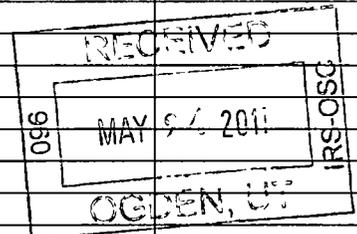
**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning \_\_\_\_\_, 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>KATHLEEN PATTON WESTBY FOUNDATION</b>		A Employer identification number <b>73-1354412</b>
Number and street (or P O box number if mail is not delivered to street address) <b>401 S. BOSTON AVE</b>	Room/suite <b>220</b>	B Telephone number <b>(918) 743-8321</b>
City or town, state, and ZIP code <b>TULSA, OK 74103-4038</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>2,035,276.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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>	1 Contributions, gifts, grants, etc., received			<b>N/A</b>	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	40,296.	40,296.		<b>STATEMENT 1</b>
	4 Dividends and interest from securities	19,826.	19,826.		<b>STATEMENT 2</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	70,890.			
	b Gross sales price for all assets on line 6a <b>1,635,920.</b>				
	7 Capital gain net income (from Part IV, line 2)		70,919.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	1,610.	1,610.		<b>STATEMENT 3</b>	
12 <b>Total</b> Add lines 1 through 11	132,622.	132,651.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 4</b>	3,150.	3,150.		0.
	c Other professional fees <b>STMT 5</b>	9,385.	9,385.		0.
	17 Interest				
	18 Taxes <b>STMT 6</b>	728.	394.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	58.	58.		0.
	23 Other expenses <b>STMT 7</b>	21,253.	9,645.		11,601.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	49,574.	30,132.		19,101.
	25 Contributions, gifts, grants paid	119,600.			119,600.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	169,174.	30,132.		138,701.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-36,552.				
b <b>Net investment income</b> (if negative, enter -0-)		102,519.			
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>		



<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	117,599.	175,622.	175,622.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 4,329.			
	Less: allowance for doubtful accounts ▶	701.	4,329.	4,329.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,896.	2,562.	2,562.
	10a Investments - U.S. and state government obligations <b>STMT 9</b>	797,296.	882,748.	860,242.
	b Investments - corporate stock <b>STMT 10</b>	949,742.	766,281.	754,010.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 11</b>	81,668.	81,668.	238,371.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <b>PURCHASED INT</b> )	0.	140.	140.	
<b>16 Total assets</b> (to be completed by all filers)	<b>1,949,902.</b>	<b>1,913,350.</b>	<b>2,035,276.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	<b>23 Total liabilities</b> (add lines 17 through 22)	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,949,902.	1,913,350.		
<b>30 Total net assets or fund balances</b>	<b>1,949,902.</b>	<b>1,913,350.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,949,902.</b>	<b>1,913,350.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,949,902.
2 Enter amount from Part I, line 27a	2	-36,552.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,913,350.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,913,350.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>			
<b>b RETURN OF PRINCIPAL</b>			
<b>c ALLIANCE BERNSTEIN-K-1 INCOME</b>			
<b>d ALLIANCE BERNSTEIN-BASIS ADJ</b>			
<b>e CAPITAL GAINS DIVIDENDS</b>			

(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)
<b>a 1,277,422.</b>		<b>1,210,945.</b>	<b>66,477.</b>
<b>b 354,092.</b>		<b>354,092.</b>	<b>0.</b>
<b>c 1.</b>			<b>1.</b>
<b>d</b>		<b>-7.</b>	<b>7.</b>
<b>e 4,405.</b>			<b>4,405.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>66,477.</b>
<b>b</b>			<b>0.</b>
<b>c</b>			<b>1.</b>
<b>d</b>			<b>7.</b>
<b>e</b>			<b>4,405.</b>

<b>2</b> 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	<b>2</b>	<b>70,890.</b>
<b>3</b> 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). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

**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 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	<b>127,628.</b>	<b>1,932,730.</b>	<b>.066035</b>
2008	<b>108,872.</b>	<b>2,171,244.</b>	<b>.050143</b>
2007	<b>75,019.</b>	<b>2,473,970.</b>	<b>.030323</b>
2006	<b>49,187.</b>	<b>2,290,704.</b>	<b>.021472</b>
2005	<b>63,509.</b>	<b>2,391,309.</b>	<b>.026558</b>

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.194531</b>
<b>3</b> 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	<b>3</b>	<b>.038906</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	<b>1,973,268.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>76,772.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>1,025.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>77,797.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>138,701.</b>

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 instructions)**

1a 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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,025.
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	1,025.
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	1,025.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,562.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,562.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,537.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax	11	1,537.	Refunded
			0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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

**Part VII-A Statements Regarding Activities** (continued)

<p><b>11</b> 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)</p>	11	<b>X</b>
<p><b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12	<b>X</b>
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.WESTBYFOUNDATION.ORG</b></p>	13	<b>X</b>
<p><b>14</b> The books are in care of ► <b>THERESA M. COLLINS</b> Telephone no. ► <b>918-743-8321</b> Located at ► <b>401 S BOSTON, STE 220, TULSA, OK</b> ZIP+4 ► <b>74103-4038</b></p>		
<p><b>15</b> 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 ► <b>15</b> <span style="float: right;">N/A</span></p>		
<p><b>16</b> At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►</p>	16	<b>X</b>

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

		Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<p><b>1a</b> During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span></p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</span></p> <p>(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p>			
<p><b>b</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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/></p>	1b		<b>X</b>
<p><b>c</b> 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?</p>	1c		<b>X</b>
<p><b>2</b> 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)):</p> <p><b>a</b> 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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years ► _____, _____, _____, _____</p> <p><b>b</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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <span style="float: right;">N/A</span></p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____, _____, _____, _____</p>	2b		
<p><b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p><b>b</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) <span style="float: right;">N/A</span></p>	3b		
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		<b>X</b>
<p><b>b</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?</p>	4b		<b>X</b>

**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)?  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)? **N/A**  Yes  No  
 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?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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.**

(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
JOHN TRYGVE WESTBY 401 S. BOSTON, STE 220 TULSA, OK 741034038	TRUSTEE 5.00	5,000.	0.	0.
KATHLEEN H. WESTBY 401 S. BOSTON, STE 220 TULSA, OK 741034038	TRUSTEE 5.00	5,000.	0.	1,151.
GERALD H. WESTBY 401 S. BOSTON, STE 220 TULSA, OK 741034038	TRUSTEE 5.00	5,000.	0.	0.

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

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

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

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

**3** Five highest-paid independent contractors for professional services. 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 ▶ 0

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

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

**Part IX-B** Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,821,058.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	182,260.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,003,318.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,003,318.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	30,050.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,973,268.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	98,663.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	98,663.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,025.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,025.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	97,638.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	97,638.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	97,638.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	138,701.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	138,701.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	1,025.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	137,676.

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				97,638.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			58,465.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 138,701.				
<b>a</b> Applied to 2009, but not more than line 2a			58,465.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				80,236.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				17,402.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

**NONE**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

**JOHN TRYGVE WESTBY, 918-743-8321  
401 S. BOSTON, SUITE 220, TULSA, OK 741034038**

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

**ANY FORM IS ACCEPTABLE**

**c** Any submission deadlines:

**NONE**

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

**NONE**

**Part XV Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
<b>SEE STATEMENT 12</b>				
<b>Total</b>			<b>▶ 3a</b>	<b>119,600.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>





## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	41,308.
PURCHASED INT	-1,012.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	40,296.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ALLIANCE BERNSTEIN DIVIDEND INCOME	1. 24,230.	0. 4,405.	1. 19,825.
TOTAL TO FM 990-PF, PART I, LN 4	24,231.	4,405.	19,826.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INTEREST INCOME	1,576.	1,576.	
ALLIANCE BERNSTEIN-ORD INCOME	34.	34.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,610.	1,610.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,150.	3,150.		0.
TO FORM 990-PF, PG 1, LN 16B	3,150.	3,150.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	9,385.	9,385.		0.
TO FORM 990-PF, PG 1, LN 16C	9,385.	9,385.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE	394.	394.		0.
EXCISE TAX EXPENSE	334.	0.		0.
TO FORM 990-PF, PG 1, LN 18	728.	394.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,188.	0.		1,188.
TRAVEL & LODGING	1,151.	575.		575.
POSTAGE & DELIVERY	122.	75.		47.
ADMINISTRATIVE EXPENSE	17,466.	8,666.		8,801.
OFFICE SUPPLIES	658.	329.		329.
DUES & MEMBERSHIPS	495.	0.		495.
WEBSITE EXPENSE	100.	0.		100.
MISCELLANEOUS OTHER	66.	0.		66.
NON-DEDUCTIBLE EXP-ALLIANCE BERNSTEIN	7.	0.		0.
TO FORM 990-PF, PG 1, LN 23	21,253.	9,645.		11,601.



STATEMENT ATTACHED AND MADE A PART OF FORM 990-PF  
YEAD ENDED DECEMBER 31, 2010

PART VII-B, QUESTION 1(A)(3)

THE WESTBY FOUNDATION OCCUPIES OFFICE SPACE LEASED BY THE WESTBY, L.L.C. THE LLC MEMBERS INCLUDE G.H. WESTBY, JR., K.H. WESTBY, AND J.T. WESTBY, DIRECTORS FOR THE FOUNDATION. THE FOUNDATION PAID A TOTAL OF \$17,466 TO THE LLC FOR EXPENSES ASSOCIATED WITH RENT, MANAGEMENT OF INVESTMENTS, AND BOOKKEEPING.

PART VII-B, QUESTION 1(A)(4)

THE WESTBY FOUNDATION COMPENSATES ITS DIRECTORS FOR THEIR SERVICES TO THE FOUNDATION. SEE PART VIII.

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**FORM 990-PF**                      **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS**                      **STATEMENT**    **9**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BONDS		X	882,748.	860,242.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			882,748.	860,242.
TOTAL TO FORM 990-PF, PART II, LINE 10A			882,748.	860,242.

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**FORM 990-PF**                                      **CORPORATE STOCK**                                      **STATEMENT**    **10**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	766,281.	754,010.
TOTAL TO FORM 990-PF, PART II, LINE 10B		766,281.

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**FORM 990-PF**                                      **OTHER INVESTMENTS**                                      **STATEMENT**    **11**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FUNDS	FMV	81,668.	238,371.
TOTAL TO FORM 990-PF, PART II, LINE 13		81,668.	238,371.

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FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMER'S ASSOCIATION OKLAHOMA & ARKANSAS CHAPTER 6465 S. YALE AVE., SUITE 312 TULSA, OK 74135	NONE DRAWING ON MEMORIES ART PROGRAM 2010		12,000.
AMERICAN THEATRE COMPANY MANION PARK 3003 E. 56TH STREET TULSA, OK 74105	NONE EDUCATION PROGRAM & GENERAL OPERATING		2,500.
ARTS & HUMANITIES COUNCIL OF TULSA 2210 S. MAIN TULSA, OK 74114	NONE 2010 EDUCATION PROGRAMS		2,500.
COMMUNITY SERVICE COUNCIL 1430 S. BOULDER TULSA, OK 74119	NONE TACSI OUT-OF-SCHOOL TIME FINE ARTS PROGRAM		1,000.
EMERGENCY INFANT SERVICES 222 SOUTH HOUSTON AVE. TULSA, OK 74127	NONE MATCHING CHALLENGE GRANT - GEORGE KAISER FAMILY FOUNDATION		500.
EXECUTIVE WOMEN INTERNATIONAL ED. FUND P.O. BOX 52610 TULSA, OK 74152	NONE ADULT STUDENTS IN SCHOLASTIC TRANSITION PROGRAM		500.
INDIAN RIVER HABITAT FOR HUMANITY 4568 N. U.S. HWY 1 VERO BEACH, FL 32967	NONE GRAND HARBOR HABITAT HOUSE FUND 2011		2,000.
JUNIOR ACHIEVEMENT OF GREATER TULSA, INC. 3947 S. 103RD E. AVE. TULSA, OK 74146	NONE JA INVESTOR CHALLENGE PROGRAM 2010		4,000.

KATHLEEN PATTON WESTBY FOUNDATION

73-1354412

JUVENILE DIABETES RESEARCH FOUNDATION TULSA GREEN COUNTRY CHAPTER - 4606 EAST 67TH STREET, SUITE 214 TULSA, OK 74136	NONE FUND-A-CURE PROGRAM 2010	1,000.
LIGHT OPERA OKLAHOMA 2210 S. MAIN TULSA, OK 74114	NONE APPRENTICESHIP PROGRAM 2010	1,500.
MID-AMERICA ARTS ALLIANCE JIM THORPE BUILDING, SUITE 640 OKLAHOMA CITY, OK 73152-2001	NONE 2009-2010 OKLAHOMA VISUAL & PERFORMING ARTS PROGRAMMING	2,000.
OKLAHOMA ARTS INSTITUTE 105 N. HUDSON, SUITE 202 OKLAHOMA CITY, OK 73102	NONE OKLAHOMA SUMMER ARTS INSTITUTE - 6 SCHOLARSHIPS	6,000.
OKLAHOMA CENTENNIAL BOTANICAL GARDEN 5323 WEST 31ST STREET NORTH TULSA, OK 74127	NONE VISITOR'S CENTER AND RAINWATER POOL	10,000.
OKLAHOMA HUMANITIES COUNCIL 428 W. CALIFORNIA AVENUE, SUITE 270 OKLAHOMA CITY, OK 73102	NONE 2010 OKLAHOMA CONVERSATION IN THE HUMANITIES	500.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD ROAD TULSA, OK 74114	NONE GENERAL OPERATING	5,000.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD ROAD TULSA, OK 74114	NONE CONTEMPORARY CONSORTIUM	5,000.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD ROAD TULSA, OK 74114	NONE WESTBY SCULPTURE GARDEN	5,000.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD ROAD TULSA, OK 74114	NONE 2009-2011 EXHIBITION SERIES PLEDGE	12,500.

## KATHLEEN PATTON WESTBY FOUNDATION

73-1354412

PLANNED PARENTHOOD 5780 SOUTH PEORIA TULSA, OK 74105	NONE GRANT FOR GENERAL OPERATING FUND 2010-2011	2,000.
SAPULPA ARTS 101 E. DEWEY SAPULPA, OK 74066	NONE 2010 ARTS EXPLORE!	300.
SAPULPA COMMUNITY THEATRE 124 SOUTH WATER SAPULPA, OK 74066	NONE 2010 THEATRE PRODUCTION FUNDING	300.
ST. CHARLES HUMANE SOCIETY 1099 PRALLE LANE ST. CHARLES, MO 63303	NONE DONATION - IN MEMORY OF ELIZABETH GRELLNER	1,000.
STREET SCHOOL, INC. 1135 SOUTH YALE TULSA, OK 74112	NONE GENERAL OPERATING 2010-2011	1,000.
THE GREENWOOD CULTURAL CENTER, INC. 322 NORTH GREENWOOD AVENUE TULSA, OK 74120	NONE SUMMER ARTS PROGRAM SUPPORT 2010	500.
THE NATURE CONSERVANCY 2727 E. 21ST STREET, SUITE 102 TULSA, OK 74114	NONE NICKEL PRESERVE RESTORATION WORK	15,000.
TULSA AREA UNITED WAY 1430 S. BOULDER TULSA, OK 74101	NONE TULSA AREA UNITED WAY GENERAL OPERATING 2009-2010	1,000.
TULSA BALLET THEATRE 4512 S. PEORIA TULSA, OK 74105	NONE 2010 GENERAL OPERATING	5,000.
TULSA CHILDREN'S MUSEUM P.O. BOX 701620 TULSA, OK 74170	NONE TULSA ARTS & EDUCATION	1,000.

KATHLEEN PATTON WESTBY FOUNDATION

73-1354412

<p>TULSA GLASSBLOWING STUDIO 19 E. BRADY TULSA, OK 74103</p>	<p>NONE SCHOLARSHIP FUNDING FOR GLASS BLOWING FOR STUDENTS FROM TULSA BOYS HOME</p>	<p>2,500.</p>
<p>TULSA OPERA, INC. 1610 SOUTH BOULDER AVENUE TULSA, OK 74119-4479</p>	<p>NONE 2011 SEASON</p>	<p>5,500.</p>
<p>TULSA PROJECT WOMAN P.O. BOX 14026 TULSA, OK 74159</p>	<p>NONE 2010 TULSA PROJECT WOMAN - BREAST CANCER SUPPORT</p>	<p>2,500.</p>
<p>TULSA SCHOOL OF ARTS &amp; SCIENCES 5155 EAST 51ST STREET TULSA, OK 74135</p>	<p>NONE ORCHESTRA INSTRUMENTS</p>	<p>2,500.</p>
<p>TULSA SYMPHONY ORCHESTRA 111 E. 1ST STREET TULSA, OK 74103</p>	<p>NONE 2010 PROGRAMS</p>	<p>5,000.</p>
<p>TULSA YOUTH SYMPHONY 1409 SOUTH ELWOOD TULSA, OK 74109</p>	<p>NONE 2010 GENERAL OPERATING SUPPORT</p>	<p>1,000.</p>

TOTAL TO FORM 990-PF, PART XV, LINE 3A

119,600.