



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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

A Employer identification number
73-1504147

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

Room/suite

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,299,929

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,112	1,112	1,112	
	4 Dividends and interest from securities.	136,650	119,396	136,650	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,891			
	b Gross sales price for all assets on line 6a <u>737,618</u>				
	7 Capital gain net income (from Part IV , line 2)		10,891		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	269,553	269,553	269,553	
	12 Total. Add lines 1 through 11	418,206	400,952	407,315	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	5,600	5,600	5,600	0
	c Other professional fees (attach schedule)	21,833	21,833	21,833	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,092	1,092	1,092	
	19 Depreciation (attach schedule) and depletion . . .	69,675	69,675	69,675	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	27,000	26,945	27,000	
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	125,200	125,145	125,200	0
	25 Contributions, gifts, grants paid	240,000			240,000
	26 Total expenses and disbursements. Add lines 24 and 25	365,200	125,145	125,200	240,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	53,006			
	b Net investment income (if negative, enter -0-)		275,807		
	c Adjusted net income (if negative, enter -0-)			282,115	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	17,828	23,310	23,310
	2	Savings and temporary cash investments	67,622	154,798	154,798
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	400,205	☒ 356,833	374,991
	b	Investments—corporate stock (attach schedule)	2,592,934	☒ 2,628,817	3,153,636
	c	Investments—corporate bonds (attach schedule).	1,266,688	☒ 1,304,200	1,342,082
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	593,910	☒ 524,235	1,251,112
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,939,187	4,992,193	6,299,929	
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,939,187	4,992,193	
	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)	4,939,187	4,992,193	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,939,187	4,992,193		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	4,939,187
2	Enter amount from Part I, line 27a	2	53,006
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,992,193
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,992,193

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAIN DIVIDENDS			
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 731,072		726,727	4,345
b 6,546			6,546
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			4,345
b			6,546
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	10,891
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	0

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	477,461	5,610,157	0 085107
2008	359,500	6,665,131	0 053937
2007	101,000	6,449,878	0 015659
2006	167,000	5,277,670	0 031643
2005	375,000	3,700,787	0 10133

2 Total of line 1, column (d).	2	0 287676
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 057535
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	5,936,222
5 Multiply line 4 by line 3.	5	341,541
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,758
7 Add lines 5 and 6.	7	344,299
8 Enter qualifying distributions from Part XII, line 4. 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	8	240,000

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1 5,516
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2
3 Add lines 1 and 2.		3 5,516
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5 5,516
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 7,061	
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 7,061
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ☐		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ☐		10 1,545
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 1,545 Refunded ☐		11

Part VII-A Statements Regarding Activities				
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?		Yes	No	
	1a		No	
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>	1b		No
c Did the foundation file Form 1120-POL for this year?.		1c		No
		d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>			2	
		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>	3	
	4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	
b If "Yes," has it filed a tax return on Form 990-T for this year?.			4b	
		5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	
	6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>			7	Yes
		8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ OK _____		
	b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>			9	
		10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of TRUST COMPANY OF OKLAHOMA Telephone no (405) 840-8401 Located at 6307 WATERFORD BLVD STE 215 OKLAHOMA CITY OK ZIP+4 73118			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	
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		No
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?			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
(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)?			
(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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20, 20, 20, 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.			5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes	☐ No	
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? <i>If "Yes" to 6b, file Form 8870.</i>			6b
				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD A GORANSON	TRUSTEE	0	0	0
4832 RICHMOND SQUARE OKLAHOMA CITY, OK 73118	2 0			
JOE WOMACK	TRUSTEE	0	0	0
6307 WATERFORD BLVD SUITE 215 OKLAHOMA CITY, OK 73118	2 0			
EDWARD J HAVRILLA	0	0	0	0
4832 RICHMOND SQUARE OKLAHOMA CITY, OK 73118	0			
PAUL KALLENBERGER	0	0	0	0
1924 S UTICA AVE TULSA, OK 741046540	0			
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 GRANTS AWARDED TO THE UNIVERSITY OF TULSA TO FUND SCHOLARSHIPS FOR 2010-2011, TO BEGIN FUNDING AN ENDOWED CHAIR, AND TO PROVIDE MONIES FOR THE ENERGY MANAGEMENT FUND	115,000
2 TO HELP FUND THE SPEAKERS SERIES AT OKLAHOMA CITY UNIVERSITY IN THE FIELD OF ENERGY MANAGEMENT AND RELATED STUDIES	50,000
3 TO SUPPORT THE DAVINCI SCHOLAR PROGRAM, DESIGNED TO HONOR OUTSTANDING COLLEGE SENIORS WHO ARE ENROLLED IN OKLAHOMA COLLEGES IN FINE ARTS EDUCATION	30,000
4 TO PROVIDE SCHOLARSHIPS FOR 2010-2011 AND TO SUPPORT THE ENERGY MANAGEMENT PROGRAM AT THE UNIVERSITY OF OKLAHOMA	29,000

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	
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	4,464,034
b	Average of monthly cash balances.	1b	311,475
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,251,112
d	Total (add lines 1a, b, and c).	1d	6,026,621
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,026,621
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	90,399
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,936,222
6	Minimum investment return. Enter 5% of line 5.	6	296,811

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	296,811
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	5,516
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,516
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	291,295
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	291,295
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	291,295

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	240,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	240,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	240,000
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				291,295
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 2008 , 2007 , 2006				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				94,779
f Total of lines 3a through e.	94,779			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 240,000				
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.				240,000
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	51,295			51,295
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	43,484			
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	43,484			
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009.				43,484
e Excess from 2010.				

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

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

b

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

PREPRINTED APPLICATION SHOULD BE REQUESTED FROM THE FOUNDATION

c

Any submission deadlines

APRIL 30 FOR THE FOLLOWING FALL SCHOOL YEAR

d

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

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

Form 990-PF (2010)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	240,000
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	1,112	
4 Dividends and interest from securities.			14	136,650	
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	10,891	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a ROYALTY INCOME _____			15	269,238	
b LITIGATION PROCEEDS _____			26	231	
c OTHER INCOME _____			14	84	
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				418,206	
13 Total. Add line 12, columns (b), (d), and (e).			13	418,206	418,206

[illegible]

Part XVII

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

1

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

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

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

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.

Yes

No

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

2a

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

Yes

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

2011-07-25

Signature of officer or trustee

Date

Title

Paid Preparer's Use Only

Preparer's Signature	Edward J Havrilla CPA	Date	Check if self-employed	PTIN
Firm's name	Havrilla & Goranson PC	Firm's EIN		
Firm's address	4832 Richmond Square Oklahoma City, OK 73118	Phone no	(405) 843-1011	

Form 990-PF (2010)

Additional Data

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE UNIVERSITY OF OKLAHOMA FOUNDATION 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EXEMPT	SCHOLARSHIPS FOR THE ENERGY MANAGEMENT PROGRAM IN THE PRICE COLLEGE OF BUSINESS	10,000
TULSA AIR & SPACE MUSEUM 3624 NORTH 74TH EAST AVE TULSA, OK 74114	NONE	EXEMPT	BENEFIT OF TASM PLANETARIUM	10,000
THE DAVINCI INSTITUTE P O BOX 108850 OKLAHOMA CITY, OK 73101	NONE	EXEMPT	AWARDS TO OUTSTANDING TEACHER EDUCATION GRADUATES WHO TEACH IN OKLAHOMA	30,000
UNIVERSITY OF TULSA FBO ELITE PROGRAM 800 SOUTH TUCKER AVE TULSA, OK 74104	NONE	EXEMPT	SCHOLARSHIPS IN ADVANCED STUDIES	30,000
THE UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDEL ROAD NORMAN, OK 73019	NONE	EXEMPT	SCHOLARSHIPS FOR 2010-2011	19,000
UNIVERSITY OF TULSA 800 SOUTH TUCKER AVE TULSA, OK 74104	NONE	EXEMPT	ENERGY MANAGEMENT GENERAL FUND	10,000
UNIVERSITY OF TULSA 800 SOUTH TUCKER AVE TULSA, OK 73104	NONE	EXEMPT	JUDY ADAIR ENDOWMENT FUND	75,000
OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELDER OKLAHOMA CITY, OK 73106	NONE	EXEMPT	JUNE MARTIN ENERGY MANAGEMENT SPEAKERS SERIES FUND	50,000
OKLAHOMA STATE UNIVERSITY FOUNDATION 400 SOUTH MONROE STILLWATER, OK 74074	NONE	EXEMPT	ANNUAL SCHOLARSHIP FUND	6,000
Total  3a				240,000

TY 2010 Accounting Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,600	5,600	5,600	

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

TY 2010 Depreciation Schedule

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

EIN: 73-1504147

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

TY 2010 General Explanation Attachment**Name:** KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN

KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Identifier	Return Reference	Explanation
PREPARER NOTE	PART XIII	IN PRIOR YEARS IT WAS ERRONEOUSLY ASSUMED THAT THIS WAS A PRIVATE OPERATING FOUNDATION AND, ACCORDINGLY, PART XIV WAS COMPLETED THIS IS IN FACT A NONOPERATING PRIVATE FOUNDATION AND PART XIII HAS BEEN CORRECTLY COMPLETED IN THIS RETURN CALCULATIONS WERE MADE TO DETERMINE THE AMOUNT OF EXCESS DISTRIBUTION CARRY OVER INTO 2010

TY 2010 Investments Corporate Bonds Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN

KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50,000 NATL RURAL UTILITIES		
50,000 BANK OF NEW YORK	49,875	50,050
50,000 HOME DEPOT		
50,000 CREDIT SUISSE	49,968	50,376
100,000 WELLS FARGO		
50,000 BHP BILLITON MINERALS		
50,000 HERSHEY COMPANY	49,776	51,558
100,000 WAL-MART	97,708	105,077
50,000 PEPSICO	49,157	52,852
34,719.13 PIMCO	368,517	376,703
2,381.18 VANGUARD ADM		
33,634.52 VANGUARD ADMIRAL S/T	343,604	362,244
2,241.77 TEMPLETON GLOBAL BOND	30,525	30,398
25,000 GENERAL ELECTRIC CAP	25,824	25,557
50,000 MCDONALD'S CORP	53,310	53,302
25,000 BANK OF AMERICA CORP	26,692	26,065
100,000 HSBC BANK USA	104,440	104,265
25,000 MERRILL LYNCH & CO	26,737	26,283
25,000 SBC COMMUNICATIONS	28,067	27,352

TY 2010 Investments Corporate
Stock Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
EIN: 73-1504147

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,220 ABBOTT LABORATORIES	47,144	58,450
700 AECOM TECHNOLOGY CORP DEL	18,795	19,579
700 AMDOCS LTD	20,951	19,229
650 AMERICA MOVIL SERIES L ADR	34,374	37,271
3,343.8 AMERICAN BEACON SMALL	55,724	66,542
500 AMPHENOL CORP	17,885	26,390
650 APACHE	37,017	77,499
75 APPLE INC	20,405	24,192
500 BARD C R INC	35,210	45,885
1,000 BAXTER INTERNATIONAL	54,103	50,620
657 BEST BUY		
330 BG GROUP PLC ADR	28,569	33,660
1,550 CENTURYLINK INC	54,733	71,563
400 CHUBB	22,980	23,856
2,385 CISCO SYSTEMS	47,484	48,249
400 COGNIZANT TECHNOLOGY SOLUT	25,338	29,316
1,814.41 COHEN & STEERS REALTY	62,106	68,929
1,525 CONOCOPHILLIPS	89,654	103,852
1,200 CVS CAREMARK CORP	34,419	41,724
700 DISNEY WALT HOLDING COMPAN	22,766	26,257
4,465.03 DODGE & COX INTERNATI	160,653	159,446
565 EXELON		
200 EXPRESS SCRIPTS INC	10,652	10,810
900 EXXON MOBIL	40,627	65,808
225 FRANKLIN RES INC	26,181	25,022
3,590 GENERAL ELECTRIC	100,783	65,661
45 GOOGLE INC	21,667	26,729
5,089.96 HARBOR INTERNATIONAL	243,939	308,197
3,075 INTEL	68,067	64,667
460 INTERNATIONAL BUSINESS MAC	46,912	67,510

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,620 ITT INDUSTRIES	62,984	84,418
1,175 JOHNSON & JOHNSON	72,008	72,674
1,000 KELLOGG CO	44,795	51,080
1,015 L-3 COMMUNICATIONS HLDGS	78,016	71,547
1,895.81 LAZARD EMERGING MKTS	40,475	41,291
1,850 LOWES	41,798	46,398
860 MARATHON OIL		
500 MONSANTO NEW		
700 NIKE INC	34,201	59,794
800 NOBLE ENERGY	36,260	68,864
1,000 NORFOLK SOUTHERN		
1,315 NUCOR CORP	59,547	57,623
1,000 ONEOK	26,582	55,470
900 PEPSICO	44,614	58,797
750 PROCTOR & GAMBLE	39,130	48,247
800 SMUCKER J M	43,547	52,520
1,375 TARGET	60,351	82,679
1,000 TEVA PHARMACEUTICAL INDU	44,216	52,130
4,233.2 THIRD AVE SMALL CAP		
830 UNITED TECHNOLOGIES	37,764	65,338
938.56 VANGUARD ADMIRAL INT'L	51,855	57,740
1,700 VANGUARD INFO TECHNOLOGY	59,477	104,584
5,272.9 VANGUARD SIGNAL SMALL	131,208	165,200
4,510 VANGUARD WORLD FINANCIAL	118,721	148,289
2,350 VERIZON		
2,000 GOLDMAN SACHS PFD SER A	51,630	42,040
1,000 FEE INTL LTD	500	

TY 2010 Investments - Other Schedule**Name:** KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN

KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES-PRODUCING	AT COST		726,877
OIL & GAS PROPERTIES-NON-PROD	AT COST	524,235	524,235

TY 2010 Land, Etc. Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
EIN: 73-1504147

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

TY 2010 Other Expenses Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN

KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION PUBLICATION NOTICE	55		55	
ROYALTY EXPENSES		26,945	26,945	
Rent and Royalty Expense	26,945			

TY 2010 Other Income Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN

KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS	231	231	231
OTHER INCOME	84	84	84
Royalty Income	269,238	269,238	269,238

TY 2010 Other Professional Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE AND CUSTODIAL FEES	21,833	21,833	21,833	

TY 2010 Taxes Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX-DIVIDENDS	1,092	1,092	1,092	