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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

, 2010, and ending

, 20

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 LEMON FAMILY FOUNDATION		A Employer identification number 73-1516391
Number and street (or P.O. box number if mail is not delivered to street address) 11300 RUNNING DEER COURT	Room/suite	B Telephone number (see page 10 of the instructions) 405-796-7336
City or town, state, and ZIP code EDMOND, OKLA. 73013-8344		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 869,903	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)	200,000			
	2	Check ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	96	96	96	
	4	Dividends and interest from securities	18,594	18,594	18,594	
	5a	Gross rents				
	b	Net rental income or (loss) N/A				
	6a	Net gain or (loss) from sale of assets not on line 10	16,548			
	b	Gross sales price for all assets on line 6a 317,095				
	7	Capital gain net income (from Part IV, line 2)		16,548		
	8	Net short-term capital gain			45,949	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss) (attach schedule)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	235,238	35,238	64,639		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	9,497	9,497	9,497	9,497
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	19	19	19	19
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23	9,516	9,516	9,516	9,516
25	Contributions, gifts, grants paid	23,100			23,100	
26	Total expenses and disbursements. Add lines 24 and 25	32,616	9,516	9,516	32,616	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	202,622				
b	Net investment income (if negative, enter -0-)		25,722			
c	Adjusted net income (if negative, enter -0-)			55,123		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		33,160	18,382	18,382
	2	Savings and temporary cash investments				
	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)				
	b	Investments—corporate stock (attach schedule)	886,326	1,101,697	851,521	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ FOREIGN TAXES PAID)		38			
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	919,495	1,120,117	869,903		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable	2,000			
	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)				
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				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	1,088,419	917,495		
	29	Retained earnings, accumulated income, endowment, or other funds	< 172,146 >	202,622		
	30	Total net assets or fund balances (see page 17 of the instructions)	917,495	1,120,117		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	917,495	1,120,117		

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	917,495
2	Enter amount from Part I, line 27a	2	202,622
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,120,117
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	1,120,117

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				
b	SCHEDULE ATTACHED	P		
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			
b	\$ 317,095	\$ 300,547	\$ 16,548
c			
d			
e			

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

(i) FMV 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			
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** **\$ 16,548**

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** **\$ 45,949**

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	39,411	456,681	8.63
2008	56,688	654,477	8.66
2007	57,684	940,155	6.14
2006	52,784	941,520	5.60
2005	47,735	834,730	5.71

2 Total of line 1, column (d) **2** **34.74**

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** **6.95**

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 **4** **719,610**

5 Multiply line 4 by line 3 **5** **50,013**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **257**

7 Add lines 5 and 6 **7** **50,270**

8 Enter qualifying distributions from Part XII, line 4 **8** **32,616**

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 ☐ and enter 1% of Part I, line 27b		1	514.	44
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.	00
3 Add lines 1 and 2		3	514.	44
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.	00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	514.	44
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	0.	00	
b Exempt foreign organizations—tax withheld at source	6b	37.	62	
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	37.	62	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0.	00	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	476.	82	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 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?		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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
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?		
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 page 19 of the instructions) ► OKLAHOMA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <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)

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? Website address ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>LARRY H. LEMON</u> Telephone no. ► <u>405-796-7336</u> Located at ► <u>11300 RUNNING DEER CT., EDMOND, OKLA.</u> ZIP+4 ► <u>73013-8344</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year	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? 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 ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
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	
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)	2b	X
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	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

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 ☐**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? ☐ 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? ☐ Yes ☒ No**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
LARRY H. LEMON 11300 RUNNING DEER CT. EDMOND, OKLA. 73013	MANAGER 10	0	0	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
NONE				

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
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 NONE	
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 NONE	
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	664,485
b	Average of monthly cash balances	1b	66,084
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	730,569
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	730,569
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	10,959
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	719,610
6	Minimum investment return. Enter 5% of line 5	6	35,981

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	35,981
2a	Tax on investment income for 2010 from Part VI, line 5	2a	514
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	514
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,467
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	35,467
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,467

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	32,616
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	32,616
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,616

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				35,467
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				0
b From 2006				0
c From 2007				0
d From 2008				0
e From 2009				0
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 32,616				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				0
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				35,467
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)	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006				0
b Excess from 2007				0
c Excess from 2008				0
d Excess from 2009				0
e Excess from 2010				0

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 ▶

AUGUST 21, 1997

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 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	
35,981	22,834	22,155	17,030	98,000
30,584	19,410	18,832	14,476	83,302
32,616	39,430	56,882	57,684	186,612
0	0	0	0	0

- 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

32,616	39,430	56,882	57,684	186,612
--------	--------	--------	--------	---------

- 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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed

24,107	15,223	21,816	31,340	92,486
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- 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).)

LARRY H. LEMON

- 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: 405-796-7336

LARRY H. LEMON 11300 RUNNING DEER CT. EDMOND, OK 73013

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

LETTER FORM DESCRIBE SPECIFIC NEED + USE

- c** Any submission deadlines:

OCTOBER 1ST OF EACH YEAR

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

NONE

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

Form **990-PF** (2010)

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?		Yes	No
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.		

[illegible]

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.

Signature of officer or trustee *Darryl H. Jensen*

MAY 15, 2011
Date

MANAGER

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Preparer's signature

Date	
------	--

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

LEMON FAMILY FOUNDATION
11300 Running Deer Court Edmond, Oklahoma 73013-8344

Schedule of additional information for 2010 Income Tax Return

Part 1, Line 1 - Contributions Received This Year

Larry H. Lemon
11300 Running Deer Court
Edmond, Oklahoma 73013-8344

Cash \$ 200,000.00

Part 1, Line 11 - Other Income

None

Part 1, Line 16 C - Other Professional Fees

Stock Broker Commissions \$ 9,497.00

Part 1, Line 18 - Taxes

2009 IRS Income Taxes \$ 19.31

PART XV, No. 3 A - Grants and Contributions Paid During the Year

<u>Name and Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Okla. United Methodist Foundation Oklahoma City, Oklahoma	Foundation	Programs	\$ 1,000.00
The Children's Center Oklahoma City, Okla.	Foundation	Programs	1,000.00
Casady School Foundation Oklahoma City, Oklahoma	Foundation	Programs	1,000.00

First Presbyterian Church Oklahoma City, Okla.	Church	Programs	500.00
Downtown Optimist Club Oklahoma City, Okla.	Foundation	Programs	100.00
Free To Live Oklahoma City, Okla.	Foundation	Maintenance	2,000.00
St. Paul School of Theology At OCU Oklahoma City, Okla.	School	Programs	1,000.00
OKC Alumnae Panhellenic Foundation Oklahoma City, Okla.	Foundation	Scholarships	1,500.00
Circle Of Care, Inc. Oklahoma City, Oklahoma	Foundation	Programs	1,500.00
Oklahoma Christian School Edmond, Oklahoma	School	Programs	5,000.00
Oklahoma City Public Schools Oklahoma City, Okla.	School	Coats For Kids	1,000.00
Sooner Golden Retriever Rescue Oklahoma City, Okla.	Foundation	Programs	1,000.00
Impact Oklahoma Oklahoma City, Okla.	Foundation	Programs	1,000.00
American Cancer Society Edmond, Okla.	Foundation	Programs	500.00
Church of the Servant Oklahoma City, Okla.	Church	Programs	1,000.00
Keystone Adventure School & Farm Edmond, Okla.	School	Programs	2,500.00
Executive Service Corps of Oklahoma Oklahoma City, Okla.	Foundation	Programs	500.00
Tulsa Boys' Home Tulsa, Oklahoma	Foundation	Programs	1,000.00
Total Grants and Donations 2010			\$ 23,100.00

LEMON FAMILY FOUNDATION										
STOCKS AND BONDS TAX WORKSHEET - YEAR 2010										
DECEMBER 31, 2010										
DESCRIPTION	Purchase Or Gift	# OF SHS SOLD	DATE ACQUIRED	DATE SOLD	NET SALES INCOME	TOTAL GROSS DOLLAR COST	GAIN OR LOSS	BUY COMM.	SELL COMM.	TOTAL COMM.
SOLAMON-SMITH-BARNEY										
<u>Short Term Options</u>										
Hershey Company May 41's	P	1,000	03/01/10	05/22/10	\$1,300.00	\$0.00	\$1,300.00	\$0.00	\$0.02	\$0.02
Volero Energy Corp. June 20's	P	2,000	03/08/10	06/19/10	\$2,300.00	\$0.00	\$2,300.00	\$0.00	\$0.03	\$0.03
Callaway Golf Co. May 10's	P	2,000	04/13/10	05/22/10	\$1,000.00	\$0.00	\$1,000.00	\$0.00	\$0.02	\$0.02
Bucyrus International, Inc. Aug. 55's	P	1,000	07/09/10	08/21/10	\$3,500.00	\$0.00	\$3,500.00	\$0.00	\$0.06	\$0.06
EBIX, Inc. Dec. 17.50's	P	3,000	07/21/10	12/18/10	\$3,750.00	\$0.00	\$3,750.00	\$0.00	\$0.07	\$0.07
Valero Energy Dec. 20's	P	2,000	11/11/10	12/18/10	\$1,540.00	\$0.00	\$1,540.00	\$0.00	\$0.03	\$0.03
Cameco Corp Jan 37's	P	1,000	11/23/10	01/22/11	\$1,100.00	\$0.00	\$1,100.00	\$0.00	\$0.02	\$0.02
AOL Calls Jan 25's	P	500	12/14/10	01/22/11	\$625.00	\$0.00	\$625.00	\$0.00	\$0.02	\$0.02
Sub-Total Options		12,500			\$15,115.00	\$0.00	\$15,115.00			\$0.27
<u>Short Term Gains and Losses</u>										
Sonic Corp	P	2,000	03/01/10	03/12/10	\$20,786.20	\$16,936.80	\$3,849.40	\$0.00	\$0.27	\$0.27
Linn Energy, LLC	P	2,000	03/26/10	07/09/10	\$55,500.00	\$50,186.80	\$5,313.20	\$0.00	\$0.94	\$0.94
Bucyrus International, Inc.	P	1,000	06/07/10	08/20/10	\$55,000.00	\$48,250.00	\$6,750.00	\$0.00	\$0.93	\$0.93
BlackRock Kelso Capital Corp	P	3,119	11/11/09	09/09/10	\$36,020.93	\$25,260.00	\$10,760.93	\$0.00	\$0.61	\$0.61
Prospect Capital Corp	P	102	11/02/10	12/14/10	\$1,063.20	\$1,002.66	\$60.54	\$0.00	\$0.02	\$0.02
EBIX, Inc.	P	3,000	01/08/10	12/17/10	\$52,500.00	\$48,400.00	\$4,100.00	\$0.00	\$0.89	\$0.89
Sub-Total Short Term		7,221			\$220,870.33	\$190,036.26	\$30,834.07			\$3.66
<u>Long Term Gains</u>										
Hershey Company	P	1,000	02/10/06	05/20/10	\$41,000.00	\$51,230.00	(\$10,230.00)	\$0.00	\$0.70	\$0.70
Valero Energy	P	2,000	11/25/09	12/17/10	\$40,000.00	\$32,428.80	\$7,571.20	\$0.00	\$0.68	\$0.68
Municipal Mortgage & Equity	P	1,000	05/22/07	12/28/10	\$110.00	\$26,852.00	(\$26,742.00)	\$0.00	\$0.01	\$0.01
1st Qtr. Asset One Fees 1/1 to 3/31									\$1,946.50	\$1,946.50
2nd Qtr. Refund One Fees 4/01 to 6/30									\$2,562.14	\$2,562.14
3rd Qtr. Asset One Fees 7/01 to 9/30									\$2,404.99	\$2,404.99
4th Qtr. Asset One Fees 10/1 to 12/31									\$2,578.31	\$2,578.31
Sub-Total Long Term		4,000			\$81,110.00	\$110,510.80	(\$29,400.80)	\$0.00	\$9,493.33	\$9,493.33
Total Salomon-Smith-Barney										
Less Broker Fees		23,721			\$317,095.33	\$300,547.06	\$16,548.27			\$9,497.26
Net Taxable Gains For This Year							\$7,051.01			

LEMON FAMILY FOUNDATION

DECEMBER 31, 2010											
NAME OF SECURITY	SYM	DATE BOUGHT	NUMBER SHARES	ORIGINAL		ANNUAL REVENUE	CASH FLOW R.O.I. %	OPTIONS SOLD	TODAY'S MARKET PRICE		TODAY'S MARKET VALUE
				PURCHASE PRICE	DOLLAR COST				PRICE	VALUE	
AMERICAN INTERNATIONAL GRP	AIG	11/8/07	25	\$ 1,110.0000	\$ 27,750.00		0.00%		\$ 57.6200	\$	1,440.50
AOL, INC.	AOL	12/15/09	30	\$ -	\$ -		0.00%	Jan. 25's	\$ 23.7100	\$	711.30
AOL, INC.	AOL	6/7/10	470	\$ 21.0875	\$ 9,911.13		0.00%	Jan. 25's	\$ 23.7100	\$	11,143.70
BANK OF AMERICA	BAC	3/3/08	429	\$ 57.1000	\$ 24,494.53	\$ 17.16	0.07%		\$ 13.3400	\$	5,722.86
CALLAWAY GOLF CO.	ELY	6/23/09	2,000	\$ 5.2000	\$ 10,400.00	\$ 80.00	0.77%		\$ 8.0700	\$	16,140.00
CAMECO CORP	CCJ	1/18/08	1000	\$ 32.2100	\$ 35,210.00	\$ 276.00	0.78%	Jan. 37's	\$ 40.3800	\$	40,380.00
CAPSTEAD MORTGAGE CO	CMO	4/12/10	5,000	\$ 11.5780	\$ 57,890.00	\$ 5,200.00	8.98%		\$ 12.5900	\$	62,950.00
CAPSTONE TURBINE	CPST	6/4/01	1,000	\$ 31.0500	\$ 31,050.00		0.00%		\$ 0.9590	\$	959.00
CAPSTONE TURBINE	CPST	8/17/01	2,000	\$ 7.1700	\$ 14,336.00		0.00%		\$ 0.9590	\$	1,918.00
CAPSTONE TURBINE	CPST	2/15/07	5,000	\$ 0.8870	\$ 4,435.00		0.00%		\$ 0.9590	\$	4,795.00
Cypress SharpRidge Investments, Inc.	CYS	12/20/10	5,000	\$ 12.7100	\$ 63,549.00	\$ 12,000.00	18.88%		\$ 12.9100	\$	64,550.00
ELI LILLY & CO.	LLY	11/11/09	2,000	\$ 34.9540	\$ 69,908.80	\$ 3,920.00	5.61%		\$ 35.0400	\$	70,080.00
FIRST EAGLE GLOBAL FUND	SGIX	10/16/07	1,000	\$ 50.2400	\$ 45,849.00	\$ 700.00	1.53%		\$ 46.5100	\$	46,510.00
FIRST EAGLE GLOBAL FUND	SGIX	12/18/07	97,124	\$ 45.2100	\$ 4,391.00	\$ 30.00	0.68%		\$ 46.5100	\$	4,517.24
FIRST EAGLE GLOBAL FUND	SGIX	12/18/08	76,613	\$ 33.0800	\$ 2,534.36	\$ 29.40	1.16%		\$ 46.5100	\$	3,563.27
FORTRESS INVESTMENT GROUP	FIG	8/14/07	1,000	\$ 18.7000	\$ 18,700.00		0.00%		\$ 5.7000	\$	5,700.00
FORTRESS INVESTMENT GROUP	FIG	7/23/09	2,000	\$ 3.4060	\$ 6,812.00		0.00%		\$ 5.7000	\$	11,400.00
HYDROGENICS CORP.	HYGS	3/15/04	80	\$ 132.2500	\$ 10,580.00		0.00%		\$ 3.7600	\$	300.80
HYDROGENICS CORP.	HYGS	3/29/06	120	\$ 84.3100	\$ 10,117.00		0.00%		\$ 3.7600	\$	451.20
HYDROGENICS CORP.	HYGS	10/5/06	400	\$ 32.2500	\$ 12,900.00		0.00%		\$ 3.7600	\$	1,504.00
HYDROGENICS CORP.	HYGS	6/29/07	200	\$ 32.7500	\$ 6,550.00		0.00%		\$ 3.7600	\$	752.00
INTEL CORP	INTC	9/3/10	3,000	\$ 18.4259	\$ 55,277.70	\$ 1,890.00	3.42%		\$ 21.0300	\$	63,090.00
INTERNATIONAL GAME TECH.	IGT	4/14/08	1,000	\$ 38.0000	\$ 38,000.00	\$ 240.00	0.63%		\$ 17.6900	\$	17,690.00
INTERNATIONAL GAME TECH.	IGT	4/23/08	1,000	\$ 34.4900	\$ 34,490.00	\$ 240.00	0.70%		\$ 17.6900	\$	17,690.00
JDS UNIPHASE, INC	JDSU	5/29/01	250	\$ 152.1720	\$ 38,043.00		0.00%		\$ 14.4800	\$	3,620.00
JDS UNIPHASE, INC	JDSU	5/4/06	625	\$ 27.0400	\$ 16,900.00		0.00%		\$ 14.4800	\$	9,050.00
KEMET CORP.	KEME	12/6/06	1,666	\$ 21.6031	\$ 35,990.72		0.00%		\$ 14.5800	\$	24,290.28
LEUTHOLD FUNDS, INC.	LAALX	10/12/09	2,500	\$ 9.4000	\$ 23,500.00	\$ 137.49	0.59%		\$ 10.4900	\$	26,225.00
Micron Technology, Inc.	MU	9/9/10	5,000	\$ 6.7000	\$ 33,500.00		0.00%		\$ 8.0200	\$	40,100.00
PFIZER, INC.	PFE	3/23/05	1,000	\$ 26.0300	\$ 26,030.00	\$ 720.00	2.77%		\$ 17.5100	\$	17,510.00
PFIZER, INC.	PFE	4/1/10	3,000	\$ 17.0687	\$ 51,206.10	\$ 2,160.00	4.22%		\$ 17.5100	\$	52,530.00
Prospect Capital Corp.	PSEC	9/9/10	5,000	\$ 9.8099	\$ 49,049.50	\$ 6,045.00	12.32%		\$ 10.8000	\$	54,000.00
Prospect Capital Corp.	PSEC	11/1/10	0.9540	\$ 9.8200	\$ 9.38	\$ 1.25	13.33%		\$ 10.8000	\$	10.30
Regal Entertainment Group	RGC	12/28/10	1,000	\$ 11.8700	\$ 11,869.90	\$ 100.00	0.84%		\$ 11.7400	\$	11,740.00
SandRidge Energy, Inc	SD	8/10/10	10,000	\$ 4.9289	\$ 49,289.00		0.00%		\$ 7.3200	\$	73,200.00
SIRIUS XM RADIO, INC.	SIRI	8/24/05	1,000	\$ 6.5400	\$ 6,540.00		0.00%		\$ 1.6300	\$	1,630.00
SIRIUS XM RADIO, INC.	SIRI	2/24/06	4,000	\$ 5.1500	\$ 20,600.00		0.00%		\$ 1.6300	\$	6,520.00
SONIC CORP.	SONC	1/15/08	2,000	\$ 20.2500	\$ 40,500.00		0.00%		\$ 10.1200	\$	20,240.00
TASER INTERNATIONAL, INC.	TASR	4/29/08	1,000	\$ 7.4900	\$ 7,490.00		0.00%		\$ 4.7000	\$	4,700.00

TIME WARNER CABLE, INC.	TWC	3/30/09	83	\$	42,5569	\$	3,513.89	\$	132.80	3.78%	\$	66.0300	\$	5,480.49
TIME WARNER, INC	TWX	8/1/01	333	\$	127,4500	\$	42,440.47	\$	283.05	0.67%	\$	32.1700	\$	10,712.61
U S NATURAL GAS FUND	UNG	8/21/09	1,000	\$	11,6500	\$	11,650.00			0.00%	\$	5.9910	\$	5,991.00
U S NATURAL GAS FUND	UNG	12/20/10	3,000	\$	5,6800	\$	17,040.00			0.00%	\$	5.9910	\$	17,973.00
USEC, INC.	USU	9/27/07	2,000	\$	10.7000	\$	21,400.00			0.00%	\$	6.0200	\$	12,040.00
			78,386			\$1,101,697.48		\$ 34,202.15		3.10%			\$	851,521.55
CASH IN THE BANK						\$ 18,381.93		\$ 50.00		0.27%			\$	18,381.93
										R.O.I. %				
						\$1,120,079.41		\$ 34,252.15		3.06%			\$	869,903.48