Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Name of foundation: HILLE FAMILY CHARITABLE FOUNDATION

A Employer identification number: 73-1521975

Number and street (or P O box number if mail is not delivered to street address): 624 S BOSTON — Room/suite: 710

B Telephone number: 918.592.0079

City or town, state, and ZIP code: TULSA, OK 74119

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 [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 55,097,719.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (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))

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
	4	Dividends and interest from securities	642,593.	642,593.		STATEMENT 2
	5a	Gross rents	404,207.	404,207.		STATEMENT 3
	b	Net rental income or (loss) <162,571.>				STATEMENT 4
	6a	Net gain or (loss) from sale of assets not on line 10	<453,059.>			
	b	Gross sales price for all assets on line 6a 22,267,970.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	56,534.	56,534.		STATEMENT 5
	12	**Total.** Add lines 1 through 11	650,276.	1,103,335.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	238,645.	32,218.		206,427.
	14	Other employee salaries and wages	34,432.	17,689.		16,743.
	15	Pension plans, employee benefits	95,703.	12,920.		82,783.
	16a	Legal fees				
	b	Accounting fees STMT 6	8,255.	8,255.		0.
	c	Other professional fees STMT 7	344,271.	344,271.		0.
	17	Interest				
	18	Taxes STMT 8	75,158.	30,406.		16,388.
	19	Depreciation and depletion	79,041.	79,041.		
	20	Occupancy				
	21	Travel, conferences, and meetings	11,815.	1,595.		10,220.
	22	Printing and publications				
	23	Other expenses STMT 9	579,537.	546,490.		33,047.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,466,857.	1,072,885.		365,608.
	25	Contributions, gifts, grants paid	2,201,318.			2,201,318.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,668,175.	1,072,885.		2,566,926.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<3,017,899.>			
	b	**Net investment income** (if negative, enter -0-)		30,450.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions**

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	12,792,083.	6,694,590.	6,694,590.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	8,034.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	28,613,481.	29,583,934.	35,124,135.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 3,056,524.			
	Less accumulated depreciation STMT 12 ▶ 162,501.	2,969,472.	2,894,023.	3,000,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	7,493,820.	9,966,913.	10,269,275.
	14 Land, buildings, and equipment: basis ▶ 41,451.			
	Less accumulated depreciation STMT 14 ▶ 31,732.	11,160.	9,719.	9,719.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	51,888,050.	49,149,179.	55,097,719.
Liabilities	17 Accounts payable and accrued expenses		489,967.	
	18 Grants payable	210,000.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 15)	39,160.	40,266.	
	23 **Total liabilities** (add lines 17 through 22)	249,160.	530,233.	
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 ▶ [X] and complete lines 27 through 31.			
	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	51,638,890.	48,618,946.	
	30 **Total net assets or fund balances**	51,638,890.	48,618,946.	
	31 **Total liabilities and net assets/fund balances**	51,888,050.	49,149,179.	

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	51,638,890.
2 Enter amount from Part I, line 27a	2	<3,017,899.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	48,620,991.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2,045.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,618,946.

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	M/L #659-04A86	P		
b	M/L #659-04C58	P		
c	ALLOCATED BROKER FEES			
d	CAPITAL GAINS DIVIDENDS			
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	19,470,069.		20,576,163.	<1,106,094.>
b	2,797,887.		2,112,026.	685,861.
c			32,840.	<32,840.>
d	14.			14.
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				<1,106,094.>
b				685,861.
c				<32,840.>
d				14.
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 <453,059.>

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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	3,126,777.	52,204,399.	.059895
2008	3,490,723.	61,797,461.	.056487
2007	3,209,467.	62,275,552.	.051537
2006	4,907,131.	60,280,938.	.081404
2005	2,774,193.	51,084,451.	.054306

2	Total of line 1, column (d)	2	.303629
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	.060726
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	52,479,784.
5	Multiply line 4 by line 3	5	3,186,887.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	305.
7	Add lines 5 and 6	7	3,187,192.
8	Enter qualifying distributions from Part XII, line 4	8	2,566,926.

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 ▶ ☐ 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	609.
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	609.
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	609.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 30,322.		
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	30,322.
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	29,713.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 29,713. **Refunded** ▶		11	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.HILLEFOUNDATION.ORG

14 The books are in care of ▶ SARTAIN FISCHBEIN & CO. Telephone no. ▶ (918)749-6601

Located at ▶ 3010 S. HARVARD AVE., SUITE 400, TULSA, OK ZIP+4 ▶ 74114-6193

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 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

		Yes	No
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	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		238,645.	35,797.	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
KAJEER YAR 2651 E 66 ST, TULSA, OK 74136	LEGAL SERVICES	165,550.

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:			
a	Average monthly fair market value of securities		1a	31,339,809.
b	Average of monthly cash balances		1b	9,898,873.
c	Fair market value of all other assets		1c	12,040,287.
d	**Total** (add lines 1a, b, and c)		1d	53,278,969.
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	53,278,969.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	799,185.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	52,479,784.
6	**Minimum investment return** Enter 5% of line 5		6	2,623,989.

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

1	Minimum investment return from Part X, line 6		1	2,623,989.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 609.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	609.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,623,380.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,623,380.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,623,380.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,566,926.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,566,926.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,566,926.

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
1 Distributable amount for 2010 from Part XI, line 7				2,623,380.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 149,882.				
b From 2006 2,101,276.				
c From 2007 555,519.				
d From 2008 448,233.				
e From 2009 527,573.				
f **Total** of lines 3a through e	3,782,483.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 2,566,926.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				2,566,926.
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))	56,454.			56,454.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,726,029.			
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 instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	93,428.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	3,632,601.			
10 Analysis of line 9:				
a Excess from 2006 2,101,276.				
b Excess from 2007 555,519.				
c Excess from 2008 448,233.				
d Excess from 2009 527,573.				
e 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	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

MARY ANN HILLE

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:

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 18				
Total			▶ 3a	2201318.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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.	
4 Dividends and interest from securities			14	642,593.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	<162,571.>	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	56,534.	
8 Gain or (loss) from sales of assets other than inventory			18	<453,059.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		83,498.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 83,498.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

✓ Signature of officer or trustee — Date 10/31/11 — Title Trustee/Exec. Dir.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LESLIE JONES		10 17 11		

Firm's name ▶ SARTAIN FISCHBEIN & CO. — Firm's EIN ▶

Firm's address ▶ 3010 S. HARVARD AVE., STE 400 TULSA, OK 74114-6193 — Phone no. (918)749-6601

023622 04-26-11

Depreciation and Amortization Detail COMMERCIAL REAL ESTATE, TULSA, OK RENT 1

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
13	LAND - 624 S BOSTON							
	110708	L			65,000.			0.
14	BLDG - 624 S BOSTON							
	110708	SL	40.00	16	2,948,806.		86,007.	73,720.
25	CONCEPTUAL DESIGN - BLDG - 624 S BOSTON							
	020509	SL	40.00	16	22,500.		516.	563.
26	ARCH DESIGN - BLDG - 624 S BOSTON							
	030609	SL	40.00	16	5,000.		104.	125.
27	ARCH DESIGN - BLDG - 624 S BOSTON							
	050109	SL	40.00	16	9,610.		160.	240.
33	PORTABLE AIR CONDITIONERS							
	070109	SL	7.00	16	1,785.		128.	255.
34	CARPET - 624 S BOSTON							
	092409	SL	7.00	16	3,823.		137.	546.
	* 990-PF RENTAL TOTAL OTHER							
					3,056,524.	0.	87,052.	75,449.

- Current year section 179 (D) - Asset disposed

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	COMPUTER							
	051401	SL	5.00	16	2,171.		2,171.	0.
2	COMPUTER							
	072102	SL	5.00	16	3,474.		3,474.	0.
3	PRINTER, SHREDDER							
	032003	SL	5.00	16	607.		607.	0.
4	FURNITURE							
	013004	SL	7.00	16	4,260.		3,603.	609.
5	COMPUTER SETUP							
	052704	SL	5.00	16	285.		285.	0.
6	SBC OFFICE SETUP							
	051704	SL	7.00	16	629.		502.	90.
7	PHONE SYSTEM							
	052804	SL	7.00	16	3,440.		2,742.	491.
8	COMPUTER							
	060204	SL	5.00	16	2,164.		2,164.	0.
9	COMPUTER							
	071304	SL	5.00	16	6,420.		6,420.	0.
10	COMPUTER SETUP							
	071304	SL	5.00	16	956.		956.	0.
11	COMPUTER - LESLIE & SHEILA							
	051905	SL	5.00	16	3,722.		3,410.	312.
12	OFC EQT							
	071607	SL	5.00	16	800.		387.	160.
23	1/2 COMPUTER - SHIRLEY							
	011508	SL	5.00	16	882.		352.	176.
24	1/2 COMPUTER - MAGGIE							
	011608	SL	5.00	16	1,332.		510.	266.
40	PRINTER							
	060109	SL	5.00	16	2,508.		293.	502.
41	OFFICE FURNITURE							
	090109	SL	7.00	16	5,249.		250.	750.
42	REFRIGERATOR							
	100109	SL	7.00	16	401.		14.	57.
48	COMPUTER							
	072110	SL	5.00	16	2,150.			179.
	* TOTAL 990-PF PG 1 DEPR							
					41,450.	0.	28,140.	3,592.

- Current year section 179 (D) - Asset disposed

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

SOURCE	AMOUNT
M/L 659-02149	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
M/L 659-04A86	566,023.	0.	566,023.
M/L 659-04A86 ACCR INT EARNED	9,513.	0.	9,513.
M/L 659-04A86 ACCR INT PAID	<7,811.>	0.	<7,811.>
M/L 659-04C58	74,882.	14.	74,868.
TOTAL TO FM 990-PF, PART I, LN 4	642,607.	14.	642,593.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL REAL ESTATE, TULSA, OK	1	404,207.
TOTAL TO FORM 990-PF, PART I, LINE 5A		404,207.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		75,449.	
INSURANCE		12,684.	
MTCE & REPAIRS		201,944.	
PROF FEES		78,505.	
UTILITIES		164,770.	
TAXES		26,792.	
OFFICE EXPENSES		6,634.	

- SUBTOTAL -	1	566,778.
TOTAL RENTAL EXPENSES		566,778.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B		<162,571.>

FORM 990-PF — OTHER INCOME — STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	100,313.	100,313.	
PARTNERSHIP - EMOTION MEDIA	<50,000.>	<50,000.>	
PARTNERSHIP - GREENARCH	6,221.	6,221.	
TOTAL TO FORM 990-PF, PART I, LINE 11	56,534.	56,534.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,255.	8,255.		0.
TO FORM 990-PF, PG 1, LN 16B	8,255.	8,255.		0.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROF FEES	265,766.	265,766.		0.
PROF FEES	78,505.	78,505.		0.
TO FORM 990-PF, PG 1, LN 16C	344,271.	344,271.		0.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	18,675.	2,287.		16,388.
INCOME TAXES	28,364.	0.		0.
FOREIGN TAX ON DIVIDENDS	1,327.	1,327.		0.
TAXES	26,792.	26,792.		0.
TO FORM 990-PF, PG 1, LN 18	75,158.	30,406.		16,388.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH MANAGEMENT FEE	155,300.	155,300.		0.
OFFICE EXPENSE	37,185.	5,020.		32,165.
REPAIRS AND MAINTENANCE	1,020.	138.		882.
INSURANCE	12,684.	12,684.		0.
MTCE & REPAIRS	201,944.	201,944.		0.
UTILITIES	164,770.	164,770.		0.
OFFICE EXPENSES	6,634.	6,634.		0.
TO FORM 990-PF, PG 1, LN 23	579,537.	546,490.		33,047.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE - PARTNERSHIP INCOME	2,045.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,045.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	30,226,972.	35,923,620.
SHORT POSITIONS	<643,038.>	<799,485.>
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,583,934.	35,124,135.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - 624 S BOSTON	65,000.	0.	65,000.
BLDG - 624 S BOSTON	2,948,806.	159,727.	2,789,079.
CONCEPTUAL DESIGN - BLDG - 624 S BOSTON	22,500.	1,079.	21,421.
ARCH DESIGN - BLDG - 624 S BOSTON	5,000.	229.	4,771.
ARCH DESIGN - BLDG - 624 S BOSTON	9,610.	400.	9,210.
PORTABLE AIR CONDITIONERS	1,785.	383.	1,402.
CARPET - 624 S BOSTON	3,823.	683.	3,140.
TOTAL TO FM 990-PF, PART II, LN 11	3,056,524.	162,501.	2,894,023.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	9,966,913.	10,269,275.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,966,913.	10,269,275.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,171.	2,171.	0.
COMPUTER	3,474.	3,474.	0.
PRINTER, SHREDDER	607.	607.	0.
FURNITURE	4,260.	4,212.	48.
COMPUTER SETUP	285.	285.	0.
SBC OFFICE SETUP	629.	592.	37.
PHONE SYSTEM	3,440.	3,233.	207.
COMPUTER	2,164.	2,164.	0.
COMPUTER	6,420.	6,420.	0.
COMPUTER SETUP	956.	956.	0.
COMPUTER - LESLIE & SHEILA	3,722.	3,722.	0.
OFC EQT	800.	547.	253.
1/2 COMPUTER - SHIRLEY	882.	528.	354.
1/2 COMPUTER - MAGGIE	1,332.	776.	556.
PRINTER	2,508.	795.	1,713.
OFFICE FURNITURE	5,249.	1,000.	4,249.
REFRIGERATOR	401.	71.	330.
COMPUTER	2,150.	179.	1,971.
TOTAL TO FM 990-PF, PART II, LN 14	41,450.	31,732.	9,718.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED SEP CONTRIBUTION	34,690.	35,796.
SECURITY DEPOSITS	4,470.	4,470.
TOTAL TO FORM 990-PF, PART II, LINE 22	39,160.	40,266.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY ANN HILLE 3915 S. LEWIS PLACE TULSA, OK 74105	CO-TRUSTEE 1.50	5,793.	869.	0.
LESLIE HAMRICK 3523 WEST LAKE DRIVE MARTINEZ, GA 30907	GRANT REPORT OFFICER 7.00	33,531.	5,030.	0.
SHEILA LEQUERICA 867 GRANADA ROAD SEALY, TX 77474	GRANT REPORT OFFICER 7.00	33,531.	5,030.	0.
MARGARET YAR 2651 E. 66TH ST. TULSA, OK 74136	EXEC. DIRECTOR, CO-TRUSTEE 40.00	85,000.	12,750.	0.
SHIRLEY MARTIN 4611 E. 55TH TULSA, OK 74135	GRANTS MANAGER 40.00	80,790.	12,118.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		238,645.	35,797.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHIRLEY MARTIN
624 S BOSTON STE 710
TULSA, OK 74119

TELEPHONE NUMBER

(918)592-0079

FORM AND CONTENT OF APPLICATIONS

BRIEF PROPOSAL WITH DETAILED DESCRIPTION OF PROGRAM AND A LIST OF DONATIONS ALREADY SECURED; COPY OF ORGANIZATION'S CURRENT YEAR'S AND LAST YEAR'S BUDGET; COPY OF ORGANIZATION'S MOST RECENT AUDIT; COPY OF MOST RECENT 990 AND STATUS DETERMINATION LETTER FROM IRS.

ANY SUBMISSION DEADLINES

MAY 1, SEPTEMBER 1, DECEMBER 1.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY 501(C)(3) ORGANIZATIONS; PREDOMINANTLY IN THE TULSA, OKLAHOMA AREA

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 18

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A NEW LEAF	NONE GENERAL	PUBLIC CHARITY	5,000.
AFP OF EASTERN OKLAHOMA	NONE GENERAL	PUBLIC CHARITY	300.
AIM HIGH ACADEMY	NONE GENERAL	PUBLIC CHARITY	5,000.
AKDAR SHRINE	NONE GENERAL	PUBLIC CHARITY	1,000.
ALZHEIMERS ASSN	NONE GENERAL	PUBLIC CHARITY	10,000.
ALZHEIMERS ASSN - AUGUSTA, GA	NONE GENERAL	PUBLIC CHARITY	1,000.
ALZHEIMERS ASSN OF TULSA	NONE GENERAL	PUBLIC CHARITY	134,000.
AMERICAN RED CROSS	NONE GENERAL	PUBLIC CHARITY	5,000.

ARTS & HUMANITIES COUNCIL OF TULSA	NONE GENERAL	PUBLIC CHARITY	10,263.
ASSISTANCE LEAGUE	NONE GENERAL	PUBLIC CHARITY	2,500.
ASSOCIATED CENTERS FOR THERAPY	NONE GENERAL	PUBLIC CHARITY	2,500.
BLAZE'S TRIBUTE EQUINE RESCUE	NONE GENERAL	PUBLIC CHARITY	500.
BOOKER T WASHINGTON GOSPEL GRITS & GERSHWIN	NONE GENERAL	PUBLIC CHARITY	1,500.
BRIDGES FOUNDATION	NONE GENERAL	PUBLIC CHARITY	4,000.
BROOKWOOD COMMUNITY	NONE GENERAL	PUBLIC CHARITY	11,520.
CAMP FIRE USA	NONE GENERAL	PUBLIC CHARITY	10,000.
CHILD ABUSE NETWORK	NONE GENERAL	PUBLIC CHARITY	5,000.
CLAREHOUSE	NONE GENERAL	PUBLIC CHARITY	200,000.

COMMUNITY FOOD BANK OF EASTERN OK	NONE GENERAL	PUBLIC CHARITY	10,000.
COMMUNITY SERVICE COUNCIL	NONE GENERAL	PUBLIC CHARITY	40,000.
CRISIS PREGNANCY OUTREACH	NONE GENERAL	PUBLIC CHARITY	5,000.
CROSSTOWN LEARNING CTR	NONE GENERAL	PUBLIC CHARITY	86,000.
DAY CENTER FOR THE HOMELESS	NONE GENERAL	PUBLIC CHARITY	5,000.
DONORSCHOOSE.ORG	NONE GENERAL	PUBLIC CHARITY	25,000.
DRESS FOR SUCCESS TULSA	NONE GENERAL	PUBLIC CHARITY	5,000.
DVIS INC	NONE GENERAL	PUBLIC CHARITY	10,000.
EIS FOUNDATION	NONE GENERAL	PUBLIC CHARITY	2,000.
EIS PTA	NONE GENERAL	PUBLIC CHARITY	1,000.

EMERGENCY INFANT SERV	NONE GENERAL	PUBLIC CHARITY	10,000.
EODDS	NONE GENERAL	PUBLIC CHARITY	20,000.
FBC CARING CENTER	NONE GENERAL	PUBLIC CHARITY	1,000.
FIRST PRESB CHURCH OF SEALY	NONE GENERAL	PUBLIC CHARITY	1,500.
FIRST TEE OF TULSA	NONE GENERAL	PUBLIC CHARITY	15,000.
FRIENDS OF STARLIGHT CONCERTS	NONE GENERAL	PUBLIC CHARITY	1,000.
GIRL SCOUTS	NONE GENERAL	PUBLIC CHARITY	50,000.
GLOBAL GARDENS	NONE GENERAL	PUBLIC CHARITY	50,500.
GREATER CORNERSTONE BAPTIST CHURCH	NONE GENERAL	PUBLIC CHARITY	1,170.
GREENBRIAR HIGH SCHOOL	NONE GENERAL	PUBLIC CHARITY	800.

HAPPY HANDS	NONE GENERAL	PUBLIC CHARITY	75,000.
HARVEST HOUSE	NONE GENERAL	PUBLIC CHARITY	2,500.
HELPING HANDS	NONE GENERAL	PUBLIC CHARITY	10,000.
HOLY HIGHWAY EVANGELISTIC CTR	NONE GENERAL	PUBLIC CHARITY	4,000.
HOSPICE OF GREEN COUNTRY	NONE GENERAL	PUBLIC CHARITY	5,000.
HOSPITALITY HOUSE OF TULSA	NONE GENERAL	PUBLIC CHARITY	15,000.
IHCRC	NONE GENERAL	PUBLIC CHARITY	1,500.
INDIAN NATIONS COUNCIL BOY SCOUTS OF AMERICA	NONE GENERAL	PUBLIC CHARITY	5,000.
IRON GATE	NONE GENERAL	PUBLIC CHARITY	20,000.
JDRF	NONE GENERAL	PUBLIC CHARITY	110,000.

JOHN 3:16 MISSION	NONE GENERAL	PUBLIC CHARITY	5,000.
JR ARCHIEVEMENT OF EASTERN OK	NONE GENERAL	PUBLIC CHARITY	10,000.
KENDALL WHITTIER INC	NONE GENERAL	PUBLIC CHARITY	5,000.
KIPP TULSA	NONE GENERAL	PUBLIC CHARITY	122,500.
LARRY BRAY MEMORIAL FOUNDATION	NONE GENERAL	PUBLIC CHARITY	1,000.
LEADERSHIP TULSA	NONE GENERAL	PUBLIC CHARITY	2,250.
LEGAL AID SVCS OF OKLA	NONE GENERAL	PUBLIC CHARITY	2,500.
LIGHT OPERA OK	NONE GENERAL	PUBLIC CHARITY	3,500.
LINDSEY HOUSE	NONE GENERAL	PUBLIC CHARITY	30,000.
LITTLE LIGHT HOUSE	NONE GENERAL	PUBLIC CHARITY	20,000.

LIVE OAK	NONE GENERAL	PUBLIC CHARITY	500.
LYDIA PROJECT	NONE GENERAL	PUBLIC CHARITY	5,000.
MAYFEST	NONE GENERAL	PUBLIC CHARITY	5,000.
MD ANDERSON CANCER CENTER	NONE GENERAL	PUBLIC CHARITY	10,000.
MENTAL HEALTH ASSOCIATES OF TULSA	NONE GENERAL	PUBLIC CHARITY	200,000.
METRO TULSA URBAN LEAGUE	NONE GENERAL	PUBLIC CHARITY	5,000.
MIDDLE SCHOOL OF PIEDMONT	NONE GENERAL	PUBLIC CHARITY	500.
NE STATE UNIVERSITY BURSAR	NONE GENERAL	PUBLIC CHARITY	10,000.
NEIGHBOR FOR NEIGHBOR	NONE GENERAL	PUBLIC CHARITY	20,000.
NEIGHBORS ALONG THE LINE	NONE GENERAL	PUBLIC CHARITY	5,000.

NEW HOPE CAMP INC	NONE GENERAL	PUBLIC CHARITY	2,000.
OASIS ADULT DAY SERVICES	NONE GENERAL	PUBLIC CHARITY	5,000.
OK 4-H FOUNDATION	NONE GENERAL	PUBLIC CHARITY	10,000.
OK ARTS INSTITUTE	NONE GENERAL	PUBLIC CHARITY	10,000.
OK CARING FOUNDATION	NONE GENERAL	PUBLIC CHARITY	5,000.
OK CENTER FOR NONPROFITS	NONE GENERAL	PUBLIC CHARITY	5,000.
OK CTR FOR POETS & WRITERS	NONE GENERAL	PUBLIC CHARITY	15,000.
OK FDN FOR EXCELLENCE	NONE GENERAL	PUBLIC CHARITY	10,000.
OK REIGNING HORSE ASSN	NONE GENERAL	PUBLIC CHARITY	500.
OK STATE UNIVERSITY BURSAR	NONE GENERAL	PUBLIC CHARITY	8,421.

PARENT CHILD CTR OF TULSA	NONE GENERAL	PUBLIC CHARITY	25,000.
PATHWAYS ADULT LEARNING CENTER	NONE GENERAL	PUBLIC CHARITY	500.
PHI GAMMA DELTA	NONE GENERAL	PUBLIC CHARITY	1,579.
PHILBROOK MUSEUM OF ART	NONE GENERAL	PUBLIC CHARITY	5,000.
PLAY & LEARN PRESCHOOL	NONE GENERAL	PUBLIC CHARITY	5,000.
PRESERVING OK LEGACY	NONE GENERAL	PUBLIC CHARITY	5,000.
PROGRESSIVE TRAINING CHRISTIAN ACADEMY	NONE GENERAL	PUBLIC CHARITY	5,000.
PROJECT TRANSFORMATION	NONE GENERAL	PUBLIC CHARITY	15,000.
PUPS	NONE GENERAL	PUBLIC CHARITY	250.
REBUILDING TOGETHER TULSA	NONE GENERAL	PUBLIC CHARITY	20,000.

RESONANCE CENTER FOR WOMEN	NONE GENERAL	PUBLIC CHARITY	5,000.
RSU BURSAR	NONE GENERAL	PUBLIC CHARITY	7,215.
RSU FOUNDATION	NONE GENERAL	PUBLIC CHARITY	31,500.
SAINT JOHN MEDICAL CENTER FOUNDATION	NONE GENERAL	PUBLIC CHARITY	25,000.
SAINT PETER & PAUL SCHOOL	NONE GENERAL	PUBLIC CHARITY	10,000.
SAINT SIMEONS FDN	NONE GENERAL	PUBLIC CHARITY	10,000.
SALVATION ARMY	NONE GENERAL	PUBLIC CHARITY	5,000.
SAN MIGUEL SCHOOL	NONE GENERAL	PUBLIC CHARITY	10,000.
SAPULPA BASEBALL ASSOCIATION	NONE GENERAL	PUBLIC CHARITY	500.
SEALY CHRISTIAN PANTRY	NONE GENERAL	PUBLIC CHARITY	1,200.

SIMON ESTES EDUCATION FOUNDATION	NONE GENERAL	PUBLIC CHARITY	10,000.
SNOW INC	NONE GENERAL	PUBLIC CHARITY	5,000.
STALLINGS ISLAND MIDDLE SCHOOL	NONE GENERAL	PUBLIC CHARITY	2,500.
STEVENS CREEK ELEMENTARY	NONE GENERAL	PUBLIC CHARITY	11,450.
STONEBRIDGE ELEMENTARY	NONE GENERAL	PUBLIC CHARITY	500.
STREET SCHOOL INC	NONE GENERAL	PUBLIC CHARITY	10,000.
SYLVIA TOWNER DIABETES FOUNDATION	NONE GENERAL	PUBLIC CHARITY	5,000.
TCC FOUNDATION	NONE GENERAL	PUBLIC CHARITY	10,000.
TEACH FOR AMERICA	NONE GENERAL	PUBLIC CHARITY	50,000.
TEXAS A & M FOUNDATION	NONE GENERAL	PUBLIC CHARITY	1,000.

THE GREENWOOD CULTURAL CENTER	NONE GENERAL	PUBLIC CHARITY	5,000.
THOROUGHBRED RETIREMENT FDN	NONE GENERAL	PUBLIC CHARITY	750.
TOWN & COUNTRY SCHOOL	NONE GENERAL	PUBLIC CHARITY	10,000.
TRINITY LUTHERN PRESCHOOL	NONE GENERAL	PUBLIC CHARITY	700.
TULSA ADVOCATES FOR THE PROTECTION OF CHILDREN	NONE GENERAL	PUBLIC CHARITY	100,000.
TULSA AIR & SPACE MUSEUM	NONE GENERAL	PUBLIC CHARITY	10,000.
TULSA AREA UNITED WAY	NONE GENERAL	PUBLIC CHARITY	50,000.
TULSA BOY SINGERS	NONE GENERAL	PUBLIC CHARITY	1,000.
TULSA BOYS HOME	NONE GENERAL	PUBLIC CHARITY	5,000.
TULSA CASA	NONE GENERAL	PUBLIC CHARITY	10,000.

TULSA CENTRAL HS BOYS BB	NONE GENERAL	PUBLIC CHARITY	2,000.
TULSA COMM FDN	NONE GENERAL	PUBLIC CHARITY	33,050.
TULSA DREAM CTR	NONE GENERAL	PUBLIC CHARITY	5,500.
TULSA GIRLS ART SCHOOL	NONE GENERAL	PUBLIC CHARITY	20,000.
TULSA LIBRARY TRUST	NONE GENERAL	PUBLIC CHARITY	10,000.
TULSA PUBLIC SCHOOLS	NONE GENERAL	PUBLIC CHARITY	8,200.
TULSA TECH CTR EDUC FDN	NONE GENERAL	PUBLIC CHARITY	5,000.
TULSA TOWN HALL	NONE GENERAL	PUBLIC CHARITY	2,000.
UP WITH TREES	NONE GENERAL	PUBLIC CHARITY	5,000.
UNIV OF OK FOUNDATION, INC.	NONE GENERAL	PUBLIC CHARITY	500.

VISITING NURSE ASSN OF TULSA	NONE GENERAL	PUBLIC CHARITY	4,000.
YMCA OF TULSA GALA	NONE GENERAL	PUBLIC CHARITY	450.
YOUTH @ HEART	NONE GENERAL	PUBLIC CHARITY	5,000.
YOUTH SERV OF TULSA	NONE GENERAL	PUBLIC CHARITY	25,500.
YWCA OF TULSA	NONE GENERAL	PUBLIC CHARITY	58,750.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,201,318.