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**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.

**2010**

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 <b>PUTERBAUGH FOUNDATION</b>		<b>A</b> Employer identification number 73-6092193
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 1206</b>	Room/suite	<b>B</b> Telephone number (see page 10 of the instructions) 918-426-1591
City or town, state, and ZIP code <b>MCALISTER, OK 74502</b>		<p><b>C</b> If exemption application is pending, check here <input type="checkbox"/></p> <p><b>D</b> 1. Foreign organizations, check here <input type="checkbox"/>          2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/></p> <p><b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/></p> <p><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/></p>
<p><b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation  <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p><b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 13,779,403.84</b></p> <p><b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual  <input type="checkbox"/> Other (specify) _____          (Part I, column (d) must be on cash basis.)</p>		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	44.66	44.66		
	4 Dividends and interest from securities	589955.52	589955.52		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2733847.61			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		-273847.61		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
<b>Operating and Administrative Expenses</b>	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) <b>Schedule I</b>	-30466.97	-30466.97		
	12 <b>Total.</b> Add lines 1 through 11	285685.60	285685.60		
	13 Compensation of officers, directors, trustees, etc.	26011.32	15606.79		10404.53
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>Schedule I</b>	12000.00	7200.00		4800.00
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) <b>Schedule I</b>	1591.85	1591.85		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3648.00	2188.80		1459.20
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <b>Schedule I</b>	17334.72	16149.22		1185.50
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	60585.89	42736.66		17849.23
	25 Contributions, gifts, grants paid <b>Schedule 7</b>	580098.48			580098.48
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	640684.37	42736.66		597947.71
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-354998.77			
	b Net investment income (if negative, enter -0-)		242948.94		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

Cat. No. 11289X

Form **990-PF** (2010)

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<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	20871.89	105200.68	105200.68		
	<b>2</b> Savings and temporary cash investments . . . . .					
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶	-500.00	-500.00	-500.00		
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	<b>5</b> Grants receivable . . . . .					
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .					
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶					
	<b>8</b> Inventories for sale or use . . . . .					
	<b>9</b> Prepaid expenses and deferred charges <i>Excise tax</i> . . . . .	5000.00	3454.08	3454.08		
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)- <b>2</b> . . . . .	463940.54	3940.54	3409.85		
	<b>b</b> Investments—corporate stock (attach schedule) <i>Sch. 3</i> . . . . .	8448542.30	9872068.38	10567952.67		
	<b>c</b> Investments—corporate bonds (attach schedule) <i>Sch. 4</i> . . . . .	4772786.53	3350116.68	3093686.56		
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	<b>12</b> Investments—mortgage loans . . . . .					
	<b>13</b> Investments—other (attach schedule) . . . . .					
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶					
	<b>15</b> Other assets (describe ▶ <i>Schedule 1</i> ) . . . . .	8894.36	8894.36	6200.00		
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item i) . . . . .	13719535.62	13343174.72	13779406.84		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	120.00	120.00			
	<b>18</b> Grants payable . . . . .					
	<b>19</b> Deferred revenue . . . . .					
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .					
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b> Other liabilities (describe ▶ ) . . . . .					
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	120.00	120.00			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b> Unrestricted . . . . .	13264506.02	12888145.12			
	<b>25</b> Temporarily restricted . . . . .	200000.00	200000.00			
	<b>26</b> Permanently restricted . . . . .	254909.60	254909.60			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>					
	<b>27</b> Capital stock, trust principal, or current funds . . . . .					
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .					
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .					
	<b>30</b> <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	13719415.62	13343054.72			
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	13719535.62	13343174.72			

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

<b>1</b> 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) . . . . .	<b>1</b>	13719415.62
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-354998.77
<b>3</b> Other increases not included in line 2 (itemize) ▶ <i>K-1 LOSSES NOT BOOKED</i> . . . . .	<b>3</b>	41949.00
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	13406365.85
<b>5</b> Decreases not included in line 2 (itemize) ▶ <i>PRIOR PERIOD MARKET VALUATION NOT BOOKED</i> . . . . .	<b>5</b>	63311.13
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	13343054.72

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE SCHEDULE 5 ATTACHED				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 5653385.09	0	5927232.70	-273847.61	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
<b>a</b>			-273847.61	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	-273847.61
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	

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

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

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

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

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

**1** Enter the appropriate amount in each column for each year; see 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			
2008			
2007			
2006			
2005			
<b>2</b> Total of line 1, column (d)			<b>2</b>
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>1</b>		2429	49	
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0		
<b>3</b>	Add lines 1 and 2	2429	49	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	2429	49	
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	3454	08
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	3454	08	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	0		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	0		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	1024	59	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b>	1024	59	<b>Refunded</b>
<b>11</b>		0		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</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>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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>		✓
<b>3</b> 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>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> 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>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OKLAHOMA		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

**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		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► NONE				
14	The books are in care of ► CARA BLAND Telephone no. ► 918-426-1591			
Located at ► 215 E CHOCTAW, STE 114, MCALESTER, OK ZIP+4 ► 74501				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . .	15		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year . . . . .				
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	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>			
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	✓
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

**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)? **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? ☐ 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** ☒

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? **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEVEN W. TAYLOR 728 E TENNESSEE, MCALESTER, OK 74501	CHAIRPERSON, TRUSTEE	14863.60	0	0
CARA BLAND 601 NELSON LN, MCALESTER, OK 74501	TREASURER, TRUSTEE	19431.80	0	0
LUCY SMITH 537 ADAMS, MCALESTER, OK 74501	TRUSTEE	3715.92	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		NONE

**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

<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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

<b>1</b> NONE	
<b>2</b>	
All other program-related investments. See page 24 of the instructions.	
<b>3</b>	
Total. Add lines 1 through 3	NONE



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	12236732.68
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	348351 38
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions) . . . . .	<b>1c</b>	3708.72
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . . <i>Schedule 8</i>	<b>1d</b>	12588792.78
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	12588792 78
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	188831 39
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	12399960.89
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	619998 04

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	619998 04
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5 . . . . .	<b>2a</b>	2429.49
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2429 49
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	617568 55
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	617568 55
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	617568.55

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	597947.71
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	597947 71
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	597947 71

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				617568 55
<b>2</b> Undistributed income, if any, as of the end of 2010:				
<b>a</b> Enter amount for 2009 only . . . . .			0	
<b>b</b> Total for prior years: 20 ,20 ,20 . . . . .		0		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . . 56244 65				
<b>b</b> From 2006 . . . . .				
<b>c</b> From 2007 . . . . .				
<b>d</b> From 2008 . . . . .				
<b>e</b> From 2009 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .	56244.65			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ 597947.71				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	0			
<b>d</b> Applied to 2010 distributable amount . . . . .				597947 71
<b>e</b> Remaining amount distributed out of corpus . . . . .	0			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	19620.84			19620 84
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	36623 81			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		0		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 . . . . .				0
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	36623.81			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .				
<b>b</b> Excess from 2007 . . . . .				
<b>c</b> Excess from 2008 . . . . .				
<b>d</b> Excess from 2009 . . . . .				
<b>e</b> Excess from 2010 . . . . .				

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

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

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

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

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

NONE

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

NONE

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

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

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

STEVEN W TAYLOR, CHAIRMAN, PO BOX 1206, MCALESTER, OK 74502

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

LETTERS WITH PROOF OF SEC 170 STATUS/OR 501(C)(3) STATUS.

**c** Any submission deadlines:

NONE

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

STRONG PREFERENCE FOR LOCAL CHARITIES, EDUCATION, YOUTH, PUBLIC HEALTH



Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments			14	44 66	
4	Dividends and interest from securities . . . . .			14	589955 52	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	-273847.61	
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory . . . . .					
11	Other revenue: a ROYALTIES - SCH 1			15	2547 07	
b	MERRILL LYNCH - OTHER - SCH. 1			14	8934.06	
c	PARTNERSHIP K-1 LOSSES - SCH 1			14	-41949.00	
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . . .				285685.60	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .				13	285685 60

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

[illegible]

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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	✓
	(2) Other assets	<b>1a(2)</b>	✓
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	✓
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	✓
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	✓
	(4) Reimbursement arrangements	<b>1b(4)</b>	✓
	(5) Loans or loan guarantees	<b>1b(5)</b>	✓
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	✓
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	✓
<b>d</b>	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

Date \_\_\_\_\_

**TREASURER**

Title

**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.

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ . . . . .
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ . . . . .

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

Type or print	Name of exempt organization	Employer identification number
	<u>The Peterbaugh Foundation</u>	<u>736092193</u>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions	
	<u>P.O. Box 1206</u>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<u>McAlester, OK 74502</u>	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► CARA BLAND, Treasurer

Telephone No. ► 918 424 0998

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐ . . . . .
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . . . . . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 20 10 or

► ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ <u>0</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ <u>5,000</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ <u>0</u>

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of \_\_\_\_\_  
Telephone No. \_\_\_\_\_ FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until \_\_\_\_\_, 20\_\_\_\_\_.
- For calendar year \_\_\_\_\_, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension \_\_\_\_\_

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Cara Blenz Title Treasurer Date 5/16/11



**SUPPORTING DETAILS****PART I-LINE 11 - OTHER INCOME**

MERRILL LYNCH OTHER INCOME	8934.96	
PARTNERSHIP K-1 INCOME- SCH 6	(41,949.00)	
ROYALTY INCOME	<u>2547.07</u>	
TOTAL TO LINE 11		<u>(30,466.97)</u>

**PART I-LINE 16(b)-ACCOUNTING**

MAINTENANCE OF MONTHLY FINANCIAL RECORDS	7200.00	
PREPARATION OF ANNUAL TAX RETURN	<u>4800.00</u>	
TOTAL TO LINE 16(b)		<u>12000.00</u>

**PART I-LINE 18-TAXES**

EXCISE TAX	1,545.92
FOREIGN TAX PAID ON INVESTMENT ACCTS	<u>45.93</u>
TOTAL TO LINE 18	<u>1,591.85</u>

**PART I-LINE 23-OTHER EXPENSES**

OFFICE SUPPLIES, POSTAGE, TELEPHONE	1,304.81	
BANK & INVESTMENT CHARGES	14,370.97	
DUES & SUBSCRIPTIONS	897.94	
DIRECTOR'S LIABILITY INSURANCE	<u>761.00</u>	
TOTAL TO LINE 23		<u>17,334.72</u>

**PART II-LINE 10-INVESTMENT IN SECURITIES**

	<b>BOOKS</b>	<b>MARKET</b>
INVESTMENT IN US & STATE OBLIGATIONS(SCH 2, LINE 10a)	3,940.54	3,409.85
INVESTMENT IN STOCKS(SCH 3, LINE 10b)	9,872,068.38	10,567,952.67
INVESTMENT IN BONDS(SCH 4 LINE 10c)	<u>3,350,116.68</u>	<u>3,093,686.56</u>
TOTALS	13,226,125.60	13,665,049.08

**PART II-LINE 15-OTHER ASSETS**

OIL & GAS ROYALTY-CHAMBERLAIN LEASE, N.MEXICO	4526.00	3700.00
OFFICE FURNITURE & EQUIPMENT	<u>4368.36</u>	<u>2500.00</u>
TOTALS	8894.36	6200.00

## PUTERBAUGH FOUNDATION 73-6092193

SCHEDULE 2

PAGE 1/1

<u>INVESTMENT IN GOVERNMENT SECURITIES</u>	<u>FACE VALUE</u>	<u>BASIS</u>	<u>F.M.V.</u>
<b>MERRILL LYNCH ACCOUNT</b>			
GNMA 12 5% DUE 12-20-13	21.09	0 00	14.91
GNMA 8 5% DUE 2030	816 00	865 25	928 64
FNMA CMO 1991	1,048 00	1,030 34	822 10
FNMA 7% DUE 3-25-21	2,097 00	2,044 95	1,644 20
TOTAL MERRILL LYNCH		3,940 54	3,409.85
		3,940.54	3,409 85

<u>INVESTMENT IN STOCKS</u>	<u>UNITS</u>	<u>COST</u>	<u>F.M.V.</u>
<b>MERRILL LYNCH ACCOUNT</b>			
ALTRIA	2,250.000	33,063 00	55,395 00
AT&T INC	6,300 000	211,499 95	185,094.00
BAC CPN BEARING AAPL	12,000 000	120,000.00	123,600 00
BAC STEPS GE	12,500 000	125,000.00	130,875 00
BAC STEPS MSFT	15,000.000	150,000 00	148,050 00
BAC STEPS SLB	15,000.000	150,000 00	157,950.00
BANK OF AMERICA CORP	4,000.000	117,190 00	53,360 00
BANK OF AMERICA CORP COM	2,000 000	30,000 00	26,680 00
CEYONIQ AG	1 000	16 49	0 04
CHEVRON CORP	1,000.000	100,300 00	91,250 00
CITIGROUP INC	3,000.000	141,081 62	14,190 00
CONOCOPHILLIPS	1,000.000	28,031 84	68,100.00
CATERPILLAR INC DEL	1,351 000	100,000.00	126,534 66
DCP MIDSTREAM PARTNERS	1,300.000	39,065 00	48,620.00
ENERGY TRANSFER PTNRS LP	2,000.000	86,689 90	103,640.00
ENTERPRISE GP HLDGS LP	4,250 000	63,750 00	176,842 50
EXXON MOBILE CORP	1,000 000	69,881.48	73,120 00
GENERAL ELECTRIC	6,000 000	117,240.00	109,740 00
GENERAL MILLS	3,200 000	79,664 35	113,888 00
JOHNSON AND JOHNSON COM	1,000 000	62,168 00	61,850 00
KAISER ALUM CORP	154 000	0 00	7,713 86
MOTORS LIQUIDATION ORD	1,000 000	11,050 00	91 00
NOBLE ENERGY INC	1,000.000	44,390 28	86,080.00
OGE ENERGY CORP PV \$0.01	3,800.000	73,792 72	173,052 00
ONEOK PARTNERS LP	1,741.283	88,593 23	138,432 02
PEPSICO INC	1,000.000	68,500 78	65,330 00
PETROLEO BRAS VTG SPD ADR	803.295	27,702 49	30,396 69
PFIZER INC DEL PV \$0 05	4,250 000	122,064 14	74,417.50
PHILIP MORRIS INTL INC	2,250.000	75,340.77	131,692 50
PLAINS ALL AMERN PIPL LP	1,232.257	60,451 68	77,373 42
SCHLUMBERGER LTD	1,000.000	26,435 25	83,500 00
SOUTHERN COMPANY	1,600.000	37,658 06	61,168 00
UNITED CONTL HLDGS INC	5.000	0.00	119 10
WEINGARTEN RLTY INVS SBI	1,125.000	24,893 00	26,730 00
WELLS FARGO & CO NEW DEL	1,000.000	27,000.00	30,990.00
WESTERN GAS PARTNERS LP	1,850 000	40,109 01	56,055.00
WILLIAMS PARTNERS LP	1,213.000	33,597.60	56,586 45
BLACKROCK ECOSOLUTIONS	7,222 383	125,161 67	79,085 09
CLEARBRIDGE ENERGY MLP F	10,000 000	200,000 00	219,800.00
EATON VANCE RISK MANAGED	12,500.000	250,000.00	166,000 00
FT 2118 INCOME ALLOCATION	2 006	21 46	21 42
FT 2149 INCOME ALLOCATION	1 055	10.91	11 33
FT 2561 TECHNOLOGY SELCT	13,626.000	150,000.46	159,287.94
FT 2594 CAP STRNGTH POR	14,550 432	150,436 30	152,197 52
FT 2657 SR LN & LTD DURA	40,689 863	402,111 95	401,812 40
TORTOISE MLP FD INC	6,000.000	150,000 00	145,440.00

APTARGROUP INC	813 000	37,761.25	38,674 41
CITIGROUP INC	9,050 000	35,289.12	42,806.50
DCP MIDSTREAM PARTNERS	1,052 000	32,396.34	39,344 80
ENERGY TRANSFER PTNRS LP	732.000	30,619 79	37,932.24
FORD MOTOR CO NEW	3,942.000	64,960 04	66,186 18
INTUIT INC	801.000	40,015 48	39,489 30
ONEOK PARTNERS LP	640.000	33,859.19	50,880.00
TIMKEN COMPANY	1,553.000	58,613.33	74,124.69
TRW AUTOMOTICE HLDGS CRP	1,518 000	78,139.15	79,998.60
WESTERN GAS PARTNERS LP	1,331.000	29,483 61	40,329 30
WILLIAMS PARTNERS LP	894 000	18,986.67	41,705 10
AMEX TECHNLGY SELCT SPDR	2,626 000	61,923 83	66,148 94
FIRST TR NASDQ 100	1,572.000	39,567.24	40,416 12
FIRST TR EXCHANGE TRADED	1,146 000	40,027.14	39,330 72
FIRST TR ISE REVERE NAT	3,717.000	62,635 84	73,150 56
ISHARES MCSI MALAYSIA	4,286 000	55,427.55	61,632.68
ISHARES S&P LATIN AMERIC	1,190 000	56,643 74	64,093 40
ISHARES TR DOW JONES US	510 000	27,460.22	32,833 80
POWERSHARES EFT DYNAMIC	3,659.000	58,470 82	67,581 73
POWERSHARES QQQ TR UNITS	1,192.000	53,515.61	64,916 32
RYDEX ETF TR INDEX FUND	1,399 000	57,095 03	66,186 69
RYDEX ETF TR	883.000	56,377.24	69,183.05
SPDR SP EMERGING EUROPE	1,321 000	58,876.21	65,451 85
VANGUARD SMALL CAP	897 000	55,557.39	70,001.88
TOTAL MERRILL LYNCH		5,157,665 22	5,624,561 30
<b>FIDELITY ACCOUNT</b>			
AT&T	10,000 000	264,599.15	293,800 00
VANGUARD SECTOR INDEX FDS	3,500.000	288,959.85	348,845 00
SPDR SER TR S&P DIVID ETF	3,000.000	164,915.53	155,940 00
SPRTN TOTAL MKT INDX FID ADVANTAGE CLASS	22,734 301	780,642 65	828,210 59
SPARTAN INTL INDEX FID ADVANTAGE CLASS	15,936 621	588,563 12	560,490 96
SPARTAN 500 INDEX FID ADVANTAGE CLASS	12,900 995	568,507 59	573,836 26
FIDELITY CONTRAFUND	2,275.304	105,722.42	154,106 34
VANGUARD WELLSLEY INCOME ADMIRAL	13,196 975	683,275 00	693,633 00
FIDELITY CAPITAL & INCOME	51,149 095	424,653.70	482,335 97
FIDELITY STRATEGIC INCOME	50,693 592	542,787.60	562,191.94
TCW TOTAL RETURN BOND CLASS N	28,265.235	301,776.55	290,001.31
TOTAL FIDELITY		4,714,403 16	4,943,391 37
		9,872,068 38	10,567,952 67

## PUTERBAUGH FOUNDATION 73-6092193

SCHEDULE 4

PAGE 1/1

<u>INVESTMENT IN BONDS &amp; NOTES</u>	<u>INTEREST RATE</u>	<u>Y-M-D MATURITY</u>	<u>FACE VALUE</u>	<u>BASIS</u>	<u>F.M.V.</u>
<b>MERRILL LYNCH ACCOUNT</b>					
BANK OF AMERICA CORP	4.900	13-05-01	200,000.00	191,208.00	208,522.00
CHESAPEAKE ENERGY CORP	9.500	15-02-15	200,000.00	200,000.00	225,500.00
GENERAL ELEC CAP CORP	4.800	13-05-01	130,000.00	118,893.00	138,981.70
MORGAN STANLEY SER C/FLOATER	7.040	13-11-01	150,000.00	154,737.07	153,148.50
SOUTHWEST AIRLINES BOND	5.250	14-10-01	200,000.00	202,102.55	210,348.00
NEXTEL COMMUNICATIONS	7.375	15-08-01	218,000.00	224,906.24	218,272.50
GMAC	5.250	16-04-15	100,000.00	100,003.53	94,666.00
GENERAL ELEC CAP CORP	5.750	16-08-15	100,000.00	100,000.00	107,977.00
CENTEL CAPITAL CORP	9.000	19-10-15	100,000.00	103,255.68	114,324.00
PACIFIC BELL	6.625	34-10-15	100,000.00	102,045.38	101,143.00
ROYAL BANK OF SCOTLAND CAP. TRUST BOND	6.800	08-03-31	100,000.00	105,500.00	64,875.00
CALIFORNIA COMMUNITY DEV AUTH BOND	5.700	33-10-01	300,000.00	129,780.00	0.00
GENERAL MOTORS SR PREF BOND	7.250	41-04-15	4,000.00	100,000.00	31,800.00
WELLS FARGO CAP	7.000	31-09-01	2,000.00	50,000.00	50,588.00
JP MORGAN CHASE & CO	6.625	12-03-15	100,000.00	102,464.37	106,300.00
MORGAN STANLEY	4.750	14-04-01	150,000.00	142,312.50	153,604.50
DISCOVER BANK CD	5.000	13-04-29	100,000.00	100,000.00	108,124.00
ING GLDN SELECT PREM+			1,000,000.00	1,000,000.00	899,383.00
TOTAL MERRILL LYNCH				3,227,208.32	2,987,557.20
<b>FIDELITY ACCOUNT</b>					
AMERICAN GEN FIN CORP	6.000	15-01-15	100,000.00	100,000.00	83,221.00
TOTAL FIDELITY				100,000.00	83,221.00
<b>MORGAN STANLEY ACCOUNT</b>					
AIP ABST RET			0.00	22,908.36	22,908.36
TOTAL MORGAN STANLEY				22,908.36	22,908.36
				3,350,116.68	3,093,686.56

## PUTERBAUGH FOUNDATION

73-6092193  
 SCHEDULE 5  
 PAGE 1/3

(a)	(b)	(c)	(d)	(e)	(g)	(h)	(i)
DESCRIPTION	QUANTITY	DATE ACQ.	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	GAIN OR LOSS	LOSS - h GAIN - h
MERRILL LYNCH ACCOUNT						0.00	0.00
ISHARES TRUST S&P MIDCAP	P 300,000	9/11/2009	2/16/2010	21,693.44	20,467.80	1,225.64	1,225.64
VANGUARD SMALL CAP	P 414,000	9/11/2009	2/16/2010	24,657.70	23,469.66	1,188.04	1,188.04
VANGUARD EIT ETF	P 102,000	2/16/2010	9/23/2010	5,361.13	4,345.20	1,015.93	1,015.93
VANGUARD EIT ETF	P 251,000	5/16/2010	12/21/2010	13,677.16	10,692.60	2,984.56	2,984.56
VANGUARD EIT ETF	P 304,000	3/10/2010	12/21/2010	16,565.17	14,418.72	2,146.45	2,146.45
ISHARES TR DJ US BROKER	P 585,000	4/2/2009	2/16/2010	15,463.92	12,343.50	3,120.42	3,120.42
ISHARES TR DOW JONES US	P 525,000	2/16/2010	3/16/2010	26,626.72	25,049.69	1,577.03	1,577.03
ISHARES TR DOW JONES US	P 305,000	3/10/2010	3/16/2010	15,468.86	15,303.47	165.39	165.39
FIRST TR NYSE ARCA BIOTE	P 829,000	2/16/2010	5/6/2010	27,938.56	25,023.78	2,914.78	2,914.78
ISHARES TR S&P GLOBAL MA	P 500,000	8/25/2009	2/16/2010	29,413.63	26,769.45	2,644.18	2,644.18
POWERSHARES FIN PFD	P 1,502,000	2/19/2010	12/21/2010	25,874.06	25,323.72	550.34	550.34
VANGUARD INTERMEDIATE	P 961,000	5/25/2010	8/4/2010	80,971.53	79,388.21	1,583.32	1,583.32
ISHARES IBOX\$ HIGH YIELD	P 300,000	6/5/2009	2/16/2010	25,373.71	23,677.14	1,696.57	1,696.57
SPDR S P RETAIL	P 838,000	2/16/2010	5/6/2010	35,150.49	30,033.84	5,116.65	5,116.65
SPDR S P RETAIL	P 207,000	3/10/2010	5/6/2010	8,682.76	8,230.13	452.63	452.63
SPDR S P RETAIL	P 936,000	8/4/2010	10/12/2010	40,697.43	35,948.02	4,749.41	4,749.41
SPDR S P RETAIL	P 487,000	9/23/2010	10/12/2010	21,174.84	19,971.58	1,203.26	1,203.26
SPDR S P EMERGING EUROPE	P 394,000	6/3/2009	2/5/2010	16,025.15	13,442.69	2,582.46	2,582.46
SPDR S P EMERGING EUROPE	P 352,000	7/21/2009	2/5/2010	14,316.89	11,603.75	2,713.14	2,713.14
SPDR KBW REGIONAL BANKING	P 638,000	2/19/2010	5/25/2010	15,522.28	15,024.26	498.02	498.02
ISHARES TR DOW JONES US	P 268,000	5/27/2009	2/16/2010	14,667.99	11,242.60	3,425.39	3,425.39
ISHARES DOW JONES US	P 229,000	2/16/2010	12/21/2010	12,627.01	10,043.92	2,583.09	2,583.09
ISHARES DOW JONES US	P 200,000	3/10/2010	12/21/2010	11,027.95	9,685.76	1,342.19	1,342.19
ISHARES DOW JONES US	P 123,000	9/23/2010	12/21/2010	6,782.20	6,502.89	279.31	279.31
ISHARES MSCI BRAZIL FREE	P 500,000	8/25/2009	2/16/2010	34,254.61	30,229.00	4,025.61	4,025.61
INTEL CORP	P 500,000	8/25/2009	2/16/2010	10,410.92	9,520.00	890.92	890.92
JPMORGAN CHASE & CO	P 436,000	4/15/2009	2/16/2010	17,165.14	13,716.56	3,448.58	3,448.58
NETGEAR INC	P 1,000,000	9/16/2009	2/17/2010	23,670.00	18,616.00	5,054.00	5,054.00
PETREO BRAS VTG SPD ADR	P 150,000	3/12/2009	1/21/2010	6,436.67	4,289.82	2,146.85	2,146.85
PETREO BRAS VTG SPD ADR	P 245,000	3/13/2009	1/21/2010	10,513.23	7,234.75	3,278.48	3,278.48
PETREO BRAS VTG SPD ADR	P 373,000	4/7/2009	1/21/2010	16,005.87	12,827.32	3,178.55	3,178.55
SECTOR SPDR FINANCIAL	P 837,000	2/16/2010	5/25/2010	11,809.87	11,784.46	25.41	25.41
AMEX TECHNLOGY SELCT SPDR	P 14,000	2/16/2010	9/23/2010	319.90	302.54	17.36	17.36
ISHARES MSCI SOUTH KOREA	P 429,000	4/7/2010	5/19/2010	19,812.61	22,111.00	(2,298.39)	(2,298.39)
ISHARES S&P LATIN AMERICA	P 1,000,000	11/25/2009	2/5/2010	40,776.88	48,629.10	(7,852.22)	(7,852.22)
ISHARES TR DOW JONES US	P 571.00	2/16/2010	5/19/2010	23,767.92	25,095.45	(1,327.53)	(1,327.53)
ISHARES TR DOW JONES US	P 340,000	3/10/2010	5/19/2010	14,152.54	15,480.20	(1,327.66)	(1,327.66)
ISHARES TR DJ US BROKWE	P 339,000	3/10/2010	5/21/2010	8,912.06	9,641.16	(729.10)	(729.10)
MARKET VECTORS ETF TR	P 355,000	12/1/2009	2/5/2010	14,253.07	19,059.91	(4,806.84)	(4,806.84)

PUTERBAUGH FOUNDATION

73-6092193  
SCHEDULE 5  
PAGE 2/3

(a)	(b)	(c)	(d)	(e)	(g)	(h)	(i)
DESCRIPTION	QUANTITY	DATE ACQ.	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	GAIN OR LOSS	LOSS - h GAIN - h
MARKET VECTORS ETF TR	P 395 000	12/4/2009	2/5/2010	15,859 05	19,994 86	(4,135 81)	(4,135 81)
FIRST TR NYSE ARCA BIOTEC	P 286 000	3/10/2010	5/6/2010	9,638 64	10,672 26	(1,033 62)	(1,033 62)
RYDEX EFT TR S&P EQL WGT	P 394 000	2/16/2010	5/21/2010	19,844 93	19,996 96	(152 03)	(152 03)
RYDEX EFT TR S&P EQL WGT	P 217 000	3/10/2010	5/21/2010	10,929 83	11,806 97	(877 14)	(877 14)
POWERSHARES FIN PFD	P 903 000	3/10/2010	12/21/2010	15,555 44	15,621 90	(66 46)	(66 46)
POWERSHARES FIN PFD	P 1,440 000	9/23/2010	12/21/2010	24,806 04	26,292 10	(1,486 06)	(1,486 06)
FIRST TR ISE REVERE NAT	P 1,117 000	2/16/2010	5/6/2010	19,663 33	20,090 47	(427 14)	(427 14)
FIRST TR ISE REVERE NAT	P 688 000	3/10/2010	5/6/2010	11,759 28	12,424 80	(665 52)	(665 52)
SPDR S P EMERG EUROPE	P 472 000	4/7/2010	5/19/2010	18,653 59	22,168 80	(3,515 21)	(3,515 21)
SPDR KBW REGIONAL BANKING	P 174 000	3/10/2010	5/25/2010	4,233 35	4,428 14	(194 79)	(194 79)
POWERSHARES DWA EMERG MK	P 2,083 000	4/7/2010	5/19/2010	28,828 23	33,358 00	(4,529 77)	(4,529 77)
ISHARES TR ISHAR MSCI	P 500 000	9/17/2009	2/5/2010	25,031 98	26,571 00	(1,539 02)	(1,539 02)
ISHARES TR ISHAR MSCI	P 500 000	11/25/2009	2/5/2010	25,031 98	27,950 85	(2,918 87)	(2,918 87)
ISHARES TR ISHAR MSCI	P 500 000	11/25/2009	2/5/2010	25,031 99	27,950 85	(2,918 86)	(2,918 86)
ISHARES D JONES US BASIC	P 358 000	11/23/2009	5/21/2010	20,089 01	21,213 83	(1,124 82)	(1,124 82)
ISHARES D JONES US BASIC	P 155 000	2/16/2010	5/21/2010	8,697 75	9,073 68	(375 93)	(375 93)
ISHARES D JONES US BASIC	P 150 000	3/10/2010	5/21/2010	8,417 19	9,414 00	(996 81)	(996 81)
ISHARES MSCI BRAZIL FREE	P 295 000	4/7/2010	5/19/2010	18,180 84	22,080 75	(3,899 91)	(3,899 91)
JP MORGAN CHASE & CO	P 564 000	9/17/2009	2/16/2010	22,204 46	25,058 52	(2,854 06)	(2,854 06)
NVIDIA	P 2,363 000	3/10/2010	5/4/2010	34,512 69	41,430 95	(6,918 26)	(6,918 26)
SECTOR SPDR FINANCIAL	P 945 000	10/6/2009	5/25/2010	13,333 72	14,175 00	(841 28)	(841 28)
SECTOR SPDR FINANCIAL	P 227 000	3/10/2010	5/25/2010	3,202 92	3,520 70	(317 78)	(317 78)
SHIP FIN INTL LTD	P 2,250 000	3/10/2010	9/23/2010	41,167 78	41,743 13	(575 35)	(575 35)
ISHARES TR DJ US BROKER	P 758 000	4/2/2009	5/21/2010	19,927 25	15,993 80	3,933 45	3,933 45
HOME SEPTOT INC	P 6,583 000	1/31/2008	3/10/2010	208,878 57	200,000 00	8,878 57	8,878 57
ISHARES TR DOW JONES US	P 262 000	5/27/2009	9/23/2010	13,293 37	9,732 40	3,560 97	3,560 97
ISHARES TR DOW JONES US	P 161 000	9/17/2009	9/23/2010	9,225 15	8,368 78	856 37	856 37
AMEX TECHNLOGY SELCT SPDR	P 1,000 000	8/25/2009	9/23/2010	22,849 61	20,098 80	2,750 81	2,750 81
DWS DREMAN VALUE INCOME	P 5,000 000	11/21/2006	2/17/2010	61,208 72	200,000 00	(138,791 28)	(138,791 28)
DWS DREMAN VALUE INCOME	P 2,500 000	9/20/2007	2/17/2010	30,604 36	75,400 00	(44,795 64)	(44,795 64)
WILLIAMS PARTNERS L P	P	9/19/2010	9/16/2010	6 61	0 00	6 61	6 61
DCP MIDSTREAM PARTNERS	P 97 000	6/17/2010	9/23/2010	3,226 86	2,987 12	239 74	239 74
WILLIAMS PIPELINE PRT	P 1,695 000	3/4/2009	1/26/2010	48,443 33	27,196 44	21,246 89	21,246 89
WILLIAMS PIPELINE PRT	P 17 000	3/4/2009	2/16/2010	478 45	272 76	205 69	205 69
WESTERN GAS PARTNERS LP	P 254 000	6/17/2010	9/23/2010	6,690 20	5,617 11	1,073 09	1,073 09
ONEOK PARTNERS LP	P 39 000	7/21/2009	9/23/2010	2,852 02	1,939 42	912 60	912 60
FORD CAPITAL B V 9 5%	P 110,000 000	12/12/1990	6/1/2010	110,000 00	107,822 10	2,177 90	2,177 90
CHESAPEAKE ENERGY 7 5%	P 250,000 000	10/16/2006	6/21/2010	256,250 00	255,470 84	779 16	779 16
BP PLC	P 2,500 000	2/4/2009	5/3/2010	125,574 88	108,703 00	16,871 88	16,871 88

## PUTERBAUGH FOUNDATION

73-6092193

SCHEDULE 5

PAGE 3/3

(a) DESCRIPTION	(b)	(c) QUANTITY	(c) DATE ACQ.	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR LOSS	(i) LOSS - h GAIN - h
PACCAR INC	P	1,125 000	9/1/2004	6/10/2010	46,644 30	30,680 00	15,964 30	15,964 30
DOW CHEMICAL CO	P	2,500 000	2/6/2006	6/10/2010	64,899 06	105,570 47	(40,671 41)	(40,671 41)
EATON VANCE TAX-MANAGED	P	5,000 000	2/22/2007	12/2/2010	53,199 09	100,000 00	(46,800 91)	(46,800 91)
ING INTERNATIONAL HIGH	P	7,932 052	9/25/2007	12/2/2010	88,005 39	133,368 93	(45,363 54)	(45,363 54)
ML & CO CAPPED LIRN	P	10,000 000	8/27/2008	2/26/2010	96,108 02	100,000 00	(3,891 98)	(3,891 98)
MICROSOFT CORP	P	1,500 000	4/25/2000	11/30/2010	37,847 81	48,659 04	(10,811 23)	(10,811 23)
PROGRESS ENERGY	P	1,650 000	12/1/2000	1/20/2010	212 49	899 25	(686 76)	(686 76)
WEATHERFORD INTL LTD	P	2,000 000	6/1/2006	6/10/2010	26,842 78	53,578 28	(26,735 50)	(26,735 50)
EXXON MOBIL CORP	P		1/14/2010	1/14/2010	51 19	0 00	51 19	51 19
HOME DEPOT INC	P		2/22/2010	2/22/2010	25 85	0 00	25 85	25 85
ENTERPRISE PRDTS PRTN LP	P	250 000	2/12/2009	11/29/2010	10,523 77	3,750 00	6,773 77	6,773 77
PLAINS ALL AMERN PIPL LP	P	100 000	9/9/2009	10/1/2010	6,297 73	4,670 00	1,627 73	1,627 73
MAGELLAN MIDSTREAM	P	500 000	7/1/2008	11/22/2010	27,925 53	17,840 19	10,085 34	10,085 34
WILLIAMS PARTNERS LP	P		9/16/2010	9/16/2010	18 94	0 00	18 94	18 94
GNM P540919	P		VARIOUS	VARIOUS	47 09	47 09	0 00	0 00
GNM P000021M	P		VARIOUS	VARIOUS	4 10	4 10	0 00	0 00
FNMA CMO 1991	P		VARIOUS	VARIOUS	944 01	944 01	0 00	0 00
FT 2118 INCOME ALLOCATION	P	43,959 000	VARIOUS	11/22/2010	474,481 84	429,085 35	45,396 49	45,396 49
FT 2149 INCOME ALLOCATION	P	21,429 000	VARIOUS	11/22/2010	234,250 25	213,987 85	20,262 40	20,262 40
FT 1806 DEFENSIVE EQUITY	P	11,693 406	VARIOUS	9/10/2010	99,783 84	105,767 86	(5,984 02)	(5,984 02)
FT 1893 DEFENSIVE EQUITY	P	4,737 000	VARIOUS	6/10/2010	54,822 72	50,004 25	4,818 47	4,818 47
<b>MORGAN STANLEY ACCOUNT</b>	P						0 00	0 00
KAISER ALUMINUM	P		VARIOUS	9/23/2010	1,339 95	0 00	1,339 95	1,339 95
ABSOLUTE RETURN FUND	P	500,000 000	5/1/2007	9/30/2010	466,054 03	500,000 00	(33,945 97)	(33,945 97)
<b>FIDELITY ACCOUNT</b>	P						0 00	0 00
FIDELITY FOUR-IN-ONE INDEX	P	2,136 986	VARIOUS	9/15/2010	53,381 91	53,556 69	(174 78)	(174 78)
GE CAPITAL INTERNOTES	P	634,000 000	10/26/2009	9/9/2010	668,956 01	634,000 00	34,956 01	34,956 01
BANK OF AMERICA CORP	P	1,000 000	VARIOUS	4/29/2010	18,242 44	43,769 95	(25,527 51)	(25,527 51)
DODGE & COX INTNL STOCK FUND	P	3,174 842	VARIOUS	4/9/2010	106,674 69	100,150 00	6,524 69	6,524 69
DODGE & COX STOCK	P	1,314 642	VARIOUS	4/9/2010	137,143 45	175,225 00	(38,081 55)	(38,081 55)
FEDL FARM CREDIT BANK	P	273,000 000	1/12/2009	6/2/2010	273,000 00	273,000 00	0 00	0 00
FEDL NATL MTG ASSOC	P	87,000 000	9/17/2009	10/5/2010	87,000 00	87,000 00	0 00	0 00
FIDELITY INTL DISCOVERY	P	4,082 780	VARIOUS	9/17/2010	122,238 43	125,000 00	(2,761 57)	(2,761 57)
FIDELITY DIVERSIFIED INTL	P	3,977 000	VARIOUS	9/16/2010	110,010 87	125,000 00	(14,989 13)	(14,989 13)
FIDELITY FOUR-IN-ONE INDEX	P	727 933	VARIOUS	9/15/2010	18,183 77	18,243 31	(59 54)	(59 54)
ING CORPORATE LEADER TRUST	P	1,625 135	9/1/2005	4/9/2010	30,536 29	29,950 34	585 95	585 95
T ROWE PRICE HIGH YIELD BOND	P	9,909 003	VARIOUS	4/9/2010	65,597 60	70,150 00	(4,552 40)	(4,552 40)
T ROWE PRICE EQUITY INCOME	P	1,114 827	9/1/2005	4/9/2010	25,562 98	30,075 00	(4,512 02)	(4,512 02)
VANGUARD EQUITY INCOME	P	1,256 281	9/1/2005	4/9/2010	24,321 60	30,075 00	(5,753 40)	(5,753 40)
TOTALS					5,653,385 09	5,927,232 70	(273,847 61)	(273,847 61)



## PUTERBAUGH FOUNDATION

73-6092193

SCHEDULE 1e

PAGE 1/1

Partnership	Ordinary Income(loss)	Interest Income	Ordinary Dividends	Net Capital Gains(loss)	Sec 1231 Gains(loss)
Williams Partners L P	(2,525 00)	4 00			
Oneok Partners, L.P	(16,341 00)	4 00		173 00	(32.00)
Magellan Midstream Partners, L P	173 00				
DCP Midstream Partners, L P	(4,418.00)	12.00			18.00
Energy Transfer Partners, L P.	(7,680.00)	36.00	41 00		
Williams Pipeline Partners L.P.	2,020 00				(260 00)
Plains All American Pipeline, L P	(2,932.00)	7 00	32 00		
Enterprise Products Partners L.P.	(276 00)	5.00			(16.00)
Enterprise GP Holdings L.P	(8,878 00)	16 00	3 00		(136 00)
Western Gas Partners, L P	(1,501 00)	407 00		(56 00)	151 00
 TOTALS	 (42,358 00)	 491 00	 76 00	 117 00	 (275 00)

## PART XV-Supplementary Information

Schedule 7

73-6092193

<u>NAME OF RECIPIENT</u>	<u>ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
Boys & Girls Club of McAlester	305 E Chadick McAlester, OK 74501	Public	General Program Support	75,000.00
McAlester United Way, Inc	P O Box 68 McAlester, OK 74502	Public	General Program Support	500.00
American Red Cross, Pittsburg County	200 E Adams McAlester, OK 74501	Public	General Program Support	12,000.00
Oklahoma Independent Living Resource	601 E Carl Albert Pkwy McAlester, OK 74502	Gov't	General Program Support	1,000.00
Eastern Oklahoma State College	1301 W Main Wilburton, OK 74578	Gov't	Nursing Education Program Support	12,000.00
McAlester Public Library	401 N 2nd McAlester, OK 74501	Gov't	General Support/ Summer Children's Program	1,000.00
McAlester Public Schools	P.O. Box 1027 McAlester, OK 74502	Gov't	General Program Support/Safety Program	33,298.48
Pittsburg County Holiday Commission	P O Box 3542 McAlester, OK 74502	Public	General Program Support	600.00
Legal Aid Services	1335 E Carl Albert Pkwy McAlester, OK 74501	Gov't	General Program Support	2,000.00
Oklahoma Educational Television Authority	P O Box 26960 Oklahoma City, OK 73196	Gov't	Public Television Support	5,000.00
Oklahoma Heritage Association	201 NW 14th St Oklahoma City, OK 73103	Public	History & Geography Scholarship Program	6,000.00
Sertoma Club of McAlester	P O Box 1011 McAlester, OK 74502	Public	General Program Support	5,000.00
University of Oklahoma Foundation	900 Asp Ave, Ste 427 Norman, OK 73019-4051	Gov't	Scholarship Program/Building Fund Support	52,000.00
The Salvation Army	400 N A St McAlester, OK 74501	Public	General Program Support	3,000.00
McAlester Main Street	215 E Choctaw, Suite 112 McAlester, OK 74501	Public	General Program Support	100.00
Mercy Clinic	P O Box 908 McAlester, OK 74502	Public	General Program Support	3,000.00
Youth Emergency Shelter	901 N 9th St McAlester, OK 74501	Gov't	General Program Support	5,000.00
Girl Scouts of Eastern Oklahoma Council	P O Box 495 McAlester, OK 74502	Public	General Program Support	4,000.00
Oklahoma City National Memorial	P O Box 323 Oklahoma City, Ok 73101	Gov't	Building Fund Support	5,000.00
Oklahoma Medical Research Foundation	825 NE 13th Oklahoma City, OK 73104	Public	Building Fund Support	350,000.00
Oklahoma Historical Society	800 Nazih Zuhdi Dr Oklahoma City, OK 73105	Public	General Program Support	1,000.00
Leadership Oklahoma	5500 N Western, Ste 142 Oklahoma City, OK 73118	Public	General Program Support	1,250.00
McAlester Community Theatre	P O Box 3554, McAlester, OK	Public	General Program Support	350.00
Camp Plea	P O Box 1798, McAlester, OK	Public	Program Equipment Support	2,000.00
<b>Total 2010 Contributions Paid</b>				<b>680,098.48</b>

Schedule 8  
MINIMUM INVESTMENT RETURN  
73-6092193

ASSET VALUATION ANALYSIS-2010

PUTERBAUGH FOUNDATION

MINIMUM INVESTMENT RETURN

SECURITIES AND C.D.'S	January	February	March	April	May	June	July	August	September	October	November	December	AVERAGE
MSDW SECURITIES PER STATEMENT	\$27,750.00	\$0.00	\$24,750.00	\$24,750.00	\$24,750.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$8,500.00
MS/ABSLT PER STMT	\$452,690.44	\$450,541.14	\$450,900.00	\$450,900.00	\$462,569.62	\$449,381.87	\$443,949.36	\$449,092.36	\$448,735.70	\$22,908.36	\$22,908.36	\$22,908.36	\$176,228.57
MERRILL LYNCH PER STATEMENT	\$6,879,441.25	\$6,669,304.30	\$6,860,975.17	\$7,950,692.66	\$6,555,222.76	\$6,224,824.93	\$6,745,708.82	\$6,764,052.92	\$7,107,618.25	\$0.00	\$7,140,238.26	\$7,312,416.48	\$6,350,874.65
ML PIA PER STATEMENT	\$735,067.26	\$742,634.29	\$874,895.01	\$1,016,835.95	\$630,741.91	\$757,615.10	\$806,752.97	\$807,699.78	\$1,129,624.56	\$1,095,399.75	\$1,254,879.67	\$1,332,398.86	\$932,045.43
FIDELITY PER STATEMENT	\$4,338,861.25	\$4,402,323.06	\$4,570,248.85	\$4,632,123.53	\$4,380,321.26	\$4,299,881.69	\$4,540,933.67	\$4,470,310.13	\$4,768,092.09	\$4,908,201.77	\$4,878,357.98	\$5,026,612.37	\$4,601,355.47
NET SECURITIES	\$12,433,810.20	\$12,264,802.79	\$12,781,767.03	\$14,075,302.14	\$12,053,605.55	\$11,731,703.59	\$12,537,344.84	\$12,491,155.19	\$13,454,070.60	\$6,026,509.88	\$13,296,384.27	\$13,694,336.07	\$12,236,732.68
CASH ITEMS													
MSAA CASH ACCOUNT	\$294.63	\$294.63	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$49.11
MSAA/ ABSLT ACCOUNT	\$2.36	\$2.36	\$2.36	\$2.36	(\$2.64)	(\$2.64)	(\$2.84)	\$1,271.62	\$1,322.34	\$436,699.58	\$0.00	\$0.00	\$36,607.92
MERRILL LYNCH CASH ACCOUNT	\$4,515.80	\$140,566.57	\$153,061.33	\$37,011.19	\$59,485.84	\$365,829.26	\$105,290.27	\$24,469.11	(\$3,297.26)	\$43,965.06	(\$2,001.23)	\$10,295.68	\$78,265.97
ML PIA CASH	\$91,227.56	\$307,136.94	\$215,060.33	\$90,050.21	\$519,436.31	\$382,147.08	\$378,858.17	\$343,628.52	\$98,451.61	\$178,739.44	\$29,471.98	\$16,740.95	\$220,912.43
FIDELITY CASH ACCOUNT	\$3,609.16	\$3,647.21	\$5,773.92	(\$14,805.42)	\$4,223.85	\$5,822.91	\$4,391.58	\$4,221.07	\$11,466.21	\$4,162.17	\$4,035.61	\$74,858.60	\$9,283.91
FNB CHECKING ACCOUNT	\$3,875.98	\$2,180.87	\$4,292.51	\$3,097.98	\$802.88	\$3,999.68	\$2,111.11	\$910.95	\$3,181.03	\$120.95	\$10,963.15	\$3,247.55	\$3,232.05
TOTAL CASH ITEMS	\$103,525.49	\$453,828.58	\$378,190.45	\$115,356.32	\$583,946.24	\$757,796.27	\$490,648.49	\$374,501.27	\$111,123.91	\$663,687.20	\$42,469.51	\$105,142.78	\$348,351.38
OTHER ASSETS													
MINERAL INTERESTS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72
TOTAL OTHER ASSETS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72
TOTAL ALL CATEGORIES	\$12,541,044.41	\$12,722,340.09	\$13,163,666.20	\$14,194,367.18	\$12,641,260.51	\$12,493,208.58	\$13,031,702.05	\$12,869,365.18	\$13,568,903.23	\$6,693,905.80	\$13,342,562.50	\$13,803,187.57	\$12,588,792.78
												2009 -	\$11,433,539.99