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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning **07/01/10**, and ending **06/30/11**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

CHARLES MORTON SHARE TRUST

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

P.O. BOX 21708

Room/suite

City or town, state, and ZIP code

OKLAHOMA CITY**OK 73156-1708**H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 14,841,682**
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

73-6090984

B Telephone number (see page 10 of the instructions)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	289,202	289,202		
	5a Gross rents	718,225	718,225		
	b Net rental income or (loss) 570,699				
	6a Net gain or (loss) from sale of assets not on line 10	62,084			
	b Gross sales price for all assets on line 6a 2,221,948				
	7 Capital gain net income (from Part IV, line 2)		62,084		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	868,290	868,010			
12 Total. Add lines 1 through 11	1,937,801	1,937,521	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	95,194	80,915		14,279
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE STMT 2	720	576		144
	b Accounting fees (attach schedule) STMT 3	1,795	1,436		359
	c Other professional fees (attach schedule) STMT 4	11,400	9,120		2,280
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	114,122	88,112		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 6	151,600	151,600		
	24 Total operating and administrative expenses. Add lines 13 through 23	374,831	331,759	0	17,062
	25 Contributions, gifts, grants paid	2,565,333			2,565,333
26 Total expenses and disbursements. Add lines 24 and 25	2,940,164	331,759	0	2,582,395	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,002,363				
b Net investment income (if negative, enter -0-)		1,605,762			
c Adjusted net income (if negative, enter -0-)			0		

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

Form **990-PF** (2010)

DAA

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			4,612	116	116
	2 Savings and temporary cash investments			1,024,000	1,344,726	1,344,726
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶		0			
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule) STMT 7			2,888,016	1,859,028	1,990,476
	b Investments—corporate stock (attach schedule) SEE STMT 8			2,326,988	2,841,369	3,979,440
	c Investments—corporate bonds (attach schedule) SEE STMT 9			2,615,049	1,811,063	1,946,504
	11 Investments—land, buildings, and equipment basis ▶ 1,405,872 Less accumulated depreciation (attach sch) ▶ STMT 10			1,405,872	1,405,872	4,245,500
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule) SEE STATEMENT 11			156,801	156,801	1,334,920
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			10,421,338	9,418,975	14,841,682
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			3,824,153	3,824,153	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			6,597,185	5,594,822	
	30 Total net assets or fund balances (see page 17 of the instructions)			10,421,338	9,418,975	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			10,421,338	9,418,975	

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	10,421,338
2 Enter amount from Part I, line 27a	2	-1,002,363
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	9,418,975
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,418,975

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	SEE WORKSHEET			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	62,084
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;"> 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 </div>	3	

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	482,801	14,288,543	0.033789
2008	1,067,157	12,874,773	0.082887
2007	541,871	12,236,682	0.044283
2006	571,759	11,691,487	0.048904
2005	538,327	11,464,411	0.046956

2 Total of line 1, column (d)	2	0.256819
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051364
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,733,145
5 Multiply line 4 by line 3	5	756,753
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,058
7 Add lines 5 and 6	7	772,811
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	2,582,395

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	16,058
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	16,058
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	16,058
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	23,600
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	23,600
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,542
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 7,542 Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► HERITAGE TRUST COMPANY 2820 W. COUNTRY CLUB DRIVE Located at ► OKLAHOMA CITY Telephone no ► 405-848-8899 OK ZIP+4 ► 73156			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? ► <input type="checkbox"/>	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? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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) 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 ► 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) 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)

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> N/A	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input checked="" type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> 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 (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
SEE STATEMENT 12				

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

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 (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

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

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

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments. See page 24 of the instructions

3

Total. Add lines 1 through 3



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,190,361
b	Average of monthly cash balances	1b	1,186,727
c	Fair market value of all other assets (see page 25 of the instructions)	1c	5,580,420
d	Total (add lines 1a, b, and c)	1d	14,957,508
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	14,957,508
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	224,363
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,733,145
6	Minimum investment return. Enter 5% of line 5	6	736,657

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	736,657
2a	Tax on investment income for 2010 from Part VI, line 5	2a	16,058
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,058
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	720,599
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	720,599
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	720,599

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	2,582,395
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B		
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	2,582,395
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	16,058
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,566,337

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				720,599
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			306,906	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,582,395				
a Applied to 2009, but not more than line 2a			306,906	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				720,599
e Remaining amount distributed out of corpus	1,554,890			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,554,890			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,554,890			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	1,554,890			

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	
2a 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 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))**N/A****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**N/A****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**SEE ATTACHED STATEMENT****b** The form in which applications should be submitted and information and materials they should include.**SEE ATTACHED STATEMENT****c** Any submission deadlines**NONE****d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors**NONE**

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				2,565,333
Total			▶ 3a	2,565,333
b Approved for future payment N/A				
Total			▶ 3b	

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2010

For calendar year 2010, or tax year beginning

07/01/10, and ending **06/30/11**

Name

Employer Identification Number

CHARLES MORTON SHARE TRUST

73-6090984

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) ALLSTATE CORP COM	P	02/23/06	06/23/11
(2) ALLSTATE CORP COM	P	02/25/09	06/23/11
(3) BAXTER INTERNATIONAL INC	P	03/14/03	07/15/10
(4) BERKSHIRE HATHAWAY FINL	P	10/19/04	12/15/10
(5) FEDERAL HOME LN MTG CORP	P	12/28/09	12/30/10
(6) FEDERAL HOME LN BKS	P	04/27/04	08/13/10
(7) FEDEARL HOME LN BKS	P	10/30/07	06/10/11
(8) FEDERAL FARM CR BKS	P	05/28/10	06/02/11
(9) FEDEARL FARM CR BKS CONS	P	06/10/04	09/22/10
(10) FEDERAL FARM CR BKS CONS	P	04/23/09	10/04/10
(11) FEDERAL NATL MTG ASSN	P	06/07/10	06/16/11
(12) FRONITER COMMUNICATIONS CORP COM	P	12/10/98	07/15/10
(13) FRONITER COMMUNICATIONS CORP COM	P	12/10/98	05/05/11
(14) FRONTIER COMMUNICATONS CORP COM	P	09/18/92	05/05/11
(15) FRONTIER COMMUNICATONS CORP COM	P	04/18/94	05/05/11

(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)
(1) 14,759		27,209	-12,450
(2) 14,759		9,077	5,682
(3) 29,547		13,888	15,659
(4) 200,000		203,000	-3,000
(5) 200,000		198,746	1,254
(6) 200,000		205,680	-5,680
(7) 50,000		51,368	-1,368
(8) 250,000		251,100	-1,100
(9) 5,000		4,839	161
(10) 403,725		367,255	36,470
(11) 200,000		200,000	
(12) 3		10	-7
(13) 195		330	-135
(14) 245		202	43
(15) 1,226		911	315

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))
(1)			-12,450
(2)			5,682
(3)			15,659
(4)			-3,000
(5)			1,254
(6)			-5,680
(7)			-1,368
(8)			-1,100
(9)			161
(10)			36,470
(11)			
(12)			-7
(13)			-135
(14)			43
(15)			315

Form 990-PF	Capital Gains and Losses for Tax on Investment Income		2010
For calendar year 2010, or tax year beginning		07/01/10 , and ending	06/30/11

Name CHARLES MORTON SHARE TRUST	Employer Identification Number 73-6090984
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(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) L-3 COMMUNICATONS HOLDINGS INC COM	P	04/26/06	07/02/10
(2) NATIONAL RURAL UTILS COOP FI	P	01/12/09	01/15/11
(3) PEPSICO INC	P	06/23/08	10/04/10
(4) WALMART STORES INC	P	08/06/08	02/15/11
(5) WESTERN OIL SANDS INC	P	01/22/09	03/31/11
(6) PIMCO TOTAL RETURN FUND CGD	P	VARIOUS	VARIOUS
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 21,214		25,262	-4,048
(2) 200,000		200,000	
(3) 171,990		145,562	26,428
(4) 150,000		151,875	-1,875
(5) 108,051		103,550	4,501
(6) 1,234			1,234
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			-4,048
(2)			
(3)			26,428
(4)			-1,875
(5)			4,501
(6)			1,234
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MINERAL ROYALTIES	\$ 868,010	\$ 868,010	\$
MISCELLANEOUS	280		
TOTAL	<u>\$ 868,290</u>	<u>\$ 868,010</u>	<u>\$ 0</u>

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	\$ 720	\$ 576	\$	\$ 144
TOTAL	<u>\$ 720</u>	<u>\$ 576</u>	<u>\$ 0</u>	<u>\$ 144</u>

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 1,795	\$ 1,436	\$	\$ 359
TOTAL	<u>\$ 1,795</u>	<u>\$ 1,436</u>	<u>\$ 0</u>	<u>\$ 359</u>

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT OTHER PROFESSIONAL FEES	\$ 11,400	\$ 9,120	\$	\$ 2,280
TOTAL	<u>\$ 11,400</u>	<u>\$ 9,120</u>	<u>\$ 0</u>	<u>\$ 2,280</u>

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
REAL ESTATE TAXES - O & G	\$ 23,943	23,943	\$	\$
GROSS PRODUCTION TAX	41,796	41,796		
REAL ESTATE TAXES - RENTAL	22,373	22,373		
FEDERAL INCOME TAX	26,010			
TOTAL	\$ 114,122	\$ 88,112	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
RENTAL INCOME	\$	\$	\$	
FARM EXPENSES	143,094	143,094		
OTHER EXPENSES	4,432	4,432		
EXPENSES				
OFFICE EXPENSES	4,074	4,074		
TOTAL	\$ 151,600	\$ 151,600	\$ 0	\$ 0

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ASSET BACKED OBLIGATIONS	\$ 2,742,888	\$ 1,713,900	COST	\$ 1,833,702
MUNICIPAL BONDS	145,128	145,128	COST	156,774
TOTAL	\$ 2,888,016	\$ 1,859,028		\$ 1,990,476

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCK	\$ 1,002,984	\$ 1,817,207	COST	\$ 2,622,515
CO-OP STOCK	98,006	98,006	COST	98,005
MUTUAL FUNDS	1,225,998	926,156	COST	1,258,920
TOTAL	\$ 2,326,988	\$ 2,841,369		\$ 3,979,440

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE BONDS & NOTES	\$ 2,615,049	\$ 1,811,063	COST	\$ 1,946,504
TOTAL	\$ 2,615,049	\$ 1,811,063		\$ 1,946,504

Statement 10 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
REAL ESTATE	\$ 1,405,872	\$ 1,405,872	\$	\$ 4,245,500
TOTAL	\$ 1,405,872	\$ 1,405,872	\$ 0	\$ 4,245,500

Statement 11 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MINERAL INTERESTS	\$ 156,801	\$ 156,801	COST	\$ 1,334,920
TOTAL	\$ 156,801	\$ 156,801		\$ 1,334,920

Federal Statements

Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOHNNY C. JONES 516 FLYNN ALVA OK 73717	TRUSTEE	5.00	12,000	0	0
J.R. HOLDER 513 BARNES ALVA OK 73717	TRUSTEE	5.00	12,000	0	0
DEAN LINDER 1718 S. 11TH ALVA OK 73717	TRUSTEE	5.00	12,000	0	0
DARRELL KLINE 508 FLYNN ALVA OK 73717	TRUSTEE	5.00	12,000	0	0
HERITAGE TRUST COMPANY P.O. BOX 21708 OKC OK 73156	TRUSTEE	15.00	47,194	0	0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE ATTACHED STATEMENT

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

NONE

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name	Address	Relationship	Status	Purpose	Amount
AMERICAN RED CROSS	1801 11TH ST				2,000
ALVA OK 73717					
SHARE MEDICAL CENTER	800 SHARE DR				500,000
ALVA OK 73717					
WOODS COUNTY INDUSTRIAL	PO BOX 386				50,000
ALVA OK 73717					
NW FAMILY SERVICES, INC	620 FLYNN ST				50,000
ALVA OK 73717					
ALVA HIGH SCHOOL	501 14TH ST				37,000
ALVA OK 73717					
ACT ONE	2690 N. BEACHWOOD DR				75,000
HOLLYWOOD CA 90068					
NW OSU	709 OKLAHOMA BLVD				5,000
ALVA OK 73717					
PRISON CHAPEL, INC	431 N OAKWOOD RD				83,333
ENID OK 73703					
WOODS COUNTY INDUSTRIAL	PO BOX 386				200,000
ALVA OK 73717					
OK ARMY NATIONAL GUARD	3501 MILITARY CIRCLE				5,000
OKLAHOMA CITY OK 73111					
NW OSU	709 OKLAHOMA BLVD				10,000
ALVA OK 73717					
SHARE MEDICAL CENTER	800 SHARE DR				500,000
ALVA OK 73717					
NW OSU FOUNDATION	709 OKLAHOMA BLVD				375,000
ALVA OK 73717					
CITY OF ALVA	415 4TH ST				10,000
ALVA OK 73717					
COMMUNITIES FOUNDATION	BRADLEY SQUARE, SUITE D				28,000
OKLAHOMA CITY OK 73120					
SHARE MEDICAL CENTER	800 SHARE DR				500,000
ALVA OK 73717					
ALVA HIGH SCHOOL	501 14TH ST				38,000
ALVA OK 73717					
NW OSU	709 OKLAHOMA BLVD				5,000
ALVA OK 73717					
NW OSU	709 OKLAHOMA BLVD				30,000
ALVA OK 73717					

Federal Statements

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name	Address	Relationship	Address	Status	Purpose	Amount
AMERICAN LEGION			PO BOX 128			
FREEDOM OK 73842						50,000
GOOD SHEPHERD CHILD			129 WEST 14TH			
ALVA OK 74820						12,000
TOTAL						<u>2,565,333</u>

CHARLES MORTON SHARE TRUST
FORM 990-PF- 2010; FYE 6/30/11

EIN 73-6090984

SUPPORTING SCHEDULE

ATTACHMENT TO 2010 FORM 990-PF, PART XV, LINE 2a

NAME AND ADDRESS OF THE PERSON TO WHOM APPLICATION SHOULD
BE ADDRESSED:

JIM HOLDER
HOLDER DRUG COMPANY
513 BARNES
ALVA, OK 73717

DARRELL KLINE
NORTHWEST ELECTRIC
508 FLYNN ST
ALVA, OK 73717

JOHNNY C. JONES
RIALTO THEATRE
516 FLYNN ST.
ALVA, OK 73717

HERITAGE TRUST COMPANY
ATTN: MIKE CARROLL
P.O. BOX 21708
OKLAHOMA CITY, OK 73156-1708

DEAN LINDER
1718 S. 11TH
ALVA, OK 73717

ATTACHMENT TO 2010 FORM 990-PF, PART XV, LINE 2b

THE FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND
INFORMATION AND MATERIALS SHOULD INCLUDE:

NO SPECIFIC FORM OF APPLICATION IS REQUIRED. THE INFORMATION
SUBMITTED SHOULD SUFFICIENTLY IDENTIFY THE APPLICANT AND THE
NATURE OF THE REQUEST.