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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
C W Titus Foundation

A Employer identification number
23-7016981

Number and street (or P O box number if mail is not delivered to street address)
427 S Boston Ave

Room/suite

B Telephone number (see page 10 of the instructions)
(918) 582-8095

City or town, state, and ZIP code
Tulsa, OK 74103

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 34,970,663

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

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	733	733		
	4 Dividends and interest from securities.	826,134	826,134		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	995,098			
	b Gross sales price for all assets on line 6a 1,016,974				
	7 Capital gain net income (from Part IV, line 2)		995,098		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,821,965	1,821,965		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	54,000	48,600		5,400
	14 Other employee salaries and wages	30,047	27,042		3,005
	15 Pension plans, employee benefits	10,185	9,166		1,019
	16a Legal fees (attach schedule).	5,588	5,029		559
	b Accounting fees (attach schedule).	6,800	6,120		680
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	14,572	7,727		858
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	9,071	8,164		907
	21 Travel, conferences, and meetings	3,555	3,199		356
	22 Printing and publications				
	23 Other expenses (attach schedule).	7,702	6,931		771
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	141,520	121,978		13,555
	25 Contributions, gifts, grants paid.	1,334,500			1,334,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,476,020	121,978		1,348,055
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	345,945			
	b Net investment income (if negative, enter -0-)		1,699,987		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form 990-PF (2011)

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Assets	1	Cash—non-interest-bearing	22,589	17,989	17,989
	2	Savings and temporary cash investments	88,661	202,526	202,526
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,493,601	2,471,628	34,487,573
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		260,020	260,020
	14	Land, buildings, and equipment basis ▶ _____ 9,467 Less accumulated depreciation (attach schedule) ▶ _____ 6,912	2,555	2,555	2,555
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,607,406	2,954,718	34,970,663	
Liabilities	17	Accounts payable and accrued expenses	1,418	2,786	
	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)	1,418	2,786	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,605,988	2,951,932	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,605,988	2,951,932	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,607,406	2,954,718	

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	2,605,988
2	Enter amount from Part I, line 27a	2	345,945
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,951,933
5	Decreases not included in line 2 (itemize) ▶ _____	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,951,932

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	12000 shares Exxon Mobil Corp	P	1972-01-04	2011-02-14
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 1,016,974		21,876	995,098
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			995,098
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	995,098
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2010	1,597,427	27,453,499	0 058187
2009	1,900,678	31,059,301	0 061195
2008	1,929,567	39,421,385	0 048947
2007	1,610,190	39,118,815	0 041162
2006	1,345,101	32,675,081	0 041166

2 Total of line 1, column (d).	2	0 250657
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 050131
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	33,327,189
5 Multiply line 4 by line 3.	5	1,670,725
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	17,000
7 Add lines 5 and 6.	7	1,687,725
8 Enter qualifying distributions from Part XII, line 4.	8	1,348,055

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	34,000
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	34,000
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	34,000
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,802	
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	4,802
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	50
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	29,248
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of C W TtTus Foundation Telephone no (918) 582-8095 Located at 427 S Boston Ave Suite 950 Tulsa OK ZIP+4 74103			
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.			
16	At any time during calendar year 2011, 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?	15		
	See 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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2011 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 2011.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).		☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		☐ Yes	☒ No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		No
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
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
Timothy Reynolds 427 S Boston Suite 950 Tulsa, OK 74103	Trustee 10 00	24,000		
Michael Davison 427 S Boston Ave Tulsa, OK 74103	Director 10 00	30,000		
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	33,320,462
b	Average of monthly cash balances.	1b	514,248
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	33,834,710
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	33,834,710
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	507,521
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,327,189
6	Minimum investment return. Enter 5% of line 5.	6	1,666,359

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	1,666,359
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	34,000
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,000
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,632,359
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,632,359
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	1,632,359

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,348,055
b	Program-related investments—total from Part IX-B.	1b	
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	1,348,055
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,348,055
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				1,632,359
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			1,294,942	
b	Total for prior years 20____, 20____, 20____		5,344,380		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009.				
e	From 2010.				
f	Total of lines 3a through e.				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,348,055				
a	Applied to 2010, but not more than line 2a			1,294,942	
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 2011 distributable amount.				53,113
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (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				
b	Prior years' undistributed income Subtract line 4b from line 2b.		5,344,380		
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. . .		5,344,380		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				1,579,246
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.				
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				
d	Excess from 2010. . . .				
e	Excess from 2011. . . .				

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 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

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

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

Timothy Reynolds
427 S Boston Ave
Suite 950
Tulsa, OK 74103
(918) 582-8095

b

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

Grant request and organization's objectives

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

Use of funds for request only

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,334,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments	523000	733	14		
4	Dividends and interest from securities. . . .	523000	826,134	14		
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	523000	995,098	14		
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		1,821,965			
13	Total. Add line 12, columns (b), (d), and (e).			13		1,821,965

[illegible]

Part XVII

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

[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	
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				
*****		2012-04-19	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature	ROBERT P VARNER	Date	2012-07-27
	Firm's name	RP VARNER CO PC	Check if self-employed	PTIN
	2727 E 21ST ST RM 108		Firm's EIN	
	Firm's address	TULSA, OK 74114	Phone no	(918) 743-3132

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 23-7016981
Name: C W Titus Foundation

Form 990PF - Special Condition Description:

Special Condition Description

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Ambassadors for ChildrenP O Box 3947 Springfield,MO 65808			Clothes for Foster Children	15,000
American Diabetes Association 6600 S Yale Suite 1310 Tulsa,OK 74136			Sponsor Fundraisers	15,000
American Heart Association Tulsa 2227 E Skelly Drive Tulsa,OK 74105			General Operating Expenses	15,000
American Lung Association Green Cou 1010 E 8th Street Tulsa,OK 74120			General Operating Expenses	15,000
American Red Cross Tulsa 10151 E 11th Street Tulsa,OK 74128			General Operating Expenses	15,000
American Red Cross Joplin 410 Jackson Joplin,MO 64801			General Operating Expenses	15,000
American Red Cross Joplin 410 Jackson Joplin,MO 64801			Joplin Tornado	50,000
Barnabas Foundation Inc 901 Private Road 2060 Purdy,MO 65734			Construction On Site Clinic One time grant	50,000
Boys Girls Club of SW MO P O Box 819 Joplin,MO 64802			General Operating Expenses	4,000
Childrens Mercy Hospital 5401 Gillham Road Kansas Cit,MO 64108			Oncology Teacher	25,000
Community Clinic of Joplin 701 South Joplin Avenue Joplin,MO 64801			Computer Upgrades	5,000
Community Clinic of Joplin 701 South Joplin Avenue Joplin,MO 64801			General Operating Expenses	25,000
Crosstown Learning Center 2501 E Archer Tulsa,OK 74110			Classroom Supplies	10,000
Drury University 900 N Benton Avenue Springfield,MO 65802			Study Abroad Scholarship Prgm	20,000
Free to Live P O Box 5884 Edmond,OK 73083			General Operating Expenses	5,000
Friends of the Zoo Springfield Di 3043 North Fort Springfield,MO 65803			Ball of the Wild	25,000
Gilcrease Museum 1400 North 25th West Avenue Tulsa,OK 74127			America Life Liberty and the Pursuit of a Nation	100,000
Girl Scouts of Eastern Oklahoma 2432 E 51st Street Tulsa,OK 74105			General Operating Expenses	10,000
Goodwill Industries of Tulsa 2800 Southwest Boulevard PO Box 9 Tulsa,OK 74157			General Operating Expenses	5,000
Humane Society of Southwest Missouri 3161 West Norton Road Springfield,MO 65803			Building Project	125,000
Indian Nations Council fo Boy Scout 4295 S Garnett Road Tulsa,OK 74146			General Operating Expenses	10,000
Iron Gate Foundation 501 S Cincinnati Ave Tulsa,OK 74103			General Operating Expenses	20,000
John Mission 205 E Pine Street Suite 103 Tulsa,OK 74106			General Operating Expenses	5,000
Junior Achievement of Oklahoma 3947 S 103rd East Ave Tulsa,OK 74146			Provide Elementary Students Access to JA Programs	4,500
Lafayette House P O Box 1765 Joplin,MO 64802			General Operating Expenses	30,000
Little Lighthouse Inc 5120 E 36th Street Tulsa,OK 74135			General Operating Expenses	10,000
Meals on Wheels Tulsa 12620 E 31st Street Tulsa,OK 74146			General Operating Expenses	15,000
Neighbor for Neighbor 505 E 36th Street North Tulsa,OK 74106			General Operating Expenses	10,000
Neighbors Along the Line 5000 Charles Page Blvd Tulsa,OK 74127			Literacy and GED Programs	10,000
Oklahoma Special Olympics 6835 W Canton Ave Tulsa,OK 74136			General Operating Expenses	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Ozarks Public TelevisionP O Box 21 MPO Springfield,MO 65801			Childrens Programming	40,000
Ozarks Public TelevisionP O Box 21 MPO Springfield,MO 65801			Tower in Joplin	125,000
Philbrook Art Center2727 S Rockford Tulsa,OK 74152			General Operating Expenses	50,000
Pryor Animal LeagueP O Box 374 Pryor,OK 74362			General Operating Expenses	10,000
Resonance Center of Women1608 S Elwood Ave Tulsa,OK 74119			General Operating Expenses	10,000
Retired Senior Volunteer Program 5756 E 31st Street Tulsa,OK 74135			General Operating Expenses	5,000
Saint Judes Hospital501 St Judes Place Dept HDP Memphis,TN 38105			General Operating Expenses	25,000
Saint Simeons Episcopal Home3701 N Cincinnati Tulsa,OK 74106			Capital Improvements	125,000
Salvation Army Joplin320 E 8th Street Joplin,MO 64802			General Operating Expenses	10,000
Salvation Army TulsaP O Box 397 Tulsa,OK 74101			General Operating Expenses	10,000
Southwest Missouri Alzheimers Asso 1500 S Glenstone Springfield,MO 65804			General Operating Expenses	10,000
Street School1135 S Yale Tulsa,OK 74112			Gen Operating Exp	5,000
TLC Ronald McDonald House6102 S Hudson Ave Tulsa,OK 74136			General Operating Expenses	10,000
Total Source for Hearinglosses A 8740 E 11th Street Suite A Tulsa,OK 74112			General Operating Expenses	5,000
Tulsa Advocates for the ProtectionP O Box 14044 Tulsa,OK 74159			General Operating Expenses	10,000
Tulsa Ballet4512 S Peoria Tulsa,OK 74105			General Operating Expenses	40,000
Tulsa Boys HomeP O Box 1101 Tulsa,OK 74101			General Operating Expenses	20,000
Tulsa Day Center415 W Archer Street Tulsa,OK 74103			Eviction Prevention Progam	10,000
Tulsa Opera1610 S Boulder Tulsa,OK 74119			General Operating Expenses	50,000
Tulsa Oratoria Chorus111 E 1st Street Tulsa,OK 74103			Side by Side Concert	5,000
Tulsa Recreation Center for Physica 815 S Utica Tulsa,OK 74104			General Operating Expenses	1,000
Tulsa SPCA2910 Mohawk Boulevard Tulsa,OK 74110			General Operating Expenses	10,000
Tulsa Symphony111 E 1st Street Tulsa,OK 74103			General Operating Expenses	40,000
Tulsa Zoo Management6421 E 36th Street North Tulsa,OK 74115			General Operating Expenses	25,000
Visiting Nurses Association7875 E 51st Street Suite N3 Tulsa,OK 74145			General Operating Expenses	5,000
Volunteers in Medicine836 Jackson Street Columbus,IN 47201			Gen Operating Exp	10,000
Total			3a	1,334,500

TY 2011 Accounting Fees Schedule

Name: C W Titus Foundation

EIN: 23-7016981

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Casey & Rouse P C	6,800	6,120		680

**TY 2011 Investments Corporate
Stock Schedule****Name:** C W Titus Foundation**EIN:** 23-7016981

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T Inc	68,520	159,183
Alliant Energy Corp-USD	401,253	551,375
BP PLC Spons ADR	61,236	995,415
Chevron Corp	18,569	575,411
Empire District Electirc Co	529,509	506,160
Exxon Mobil Corp	661,751	30,767,880
Integrys Energy Group Inc	303,026	541,800
Pepco Holdings Inc	388,820	326,830
Verizon Communications	36,680	61,624
Frontier Communications Corp	2,264	1,895

TY 2011 Investments - Other Schedule

Name: C W Titus Foundation

EIN: 23-7016981

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Western Asset US Treasury Reserves Fd CI N		260,020	260,020

TY 2011 Land, Etc. Schedule

Name: C W Titus Foundation

EIN: 23-7016981

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and fixtures	9,467	6,912	2,555	2,555

TY 2011 Legal Fees Schedule

Name: C W Titus Foundation

EIN: 23-7016981

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Carl Blanchard	5,588	5,029		559

TY 2011 Other Decreases Schedule

Name: C W Titus Foundation

EIN: 23-7016981

Description	Amount
Rounding	1

TY 2011 Other Expenses Schedule**Name:** C W Titus Foundation**EIN:** 23-7016981

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance expense	250	225		25
Office supplies and expense	3,186	2,867		319
Parking	3,360	3,024		336
Telephone	906	815		91

TY 2011 Taxes Schedule

Name: C W Titus Foundation

EIN: 23-7016981

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Personal property tax	122	110		12
Payroll taxes	8,463	7,617		846
Federal tax Form 990-PF	1,185			
Prepaid tax Form 990-PF	4,802			