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

OMB No 1545-0052

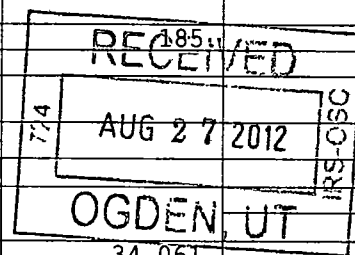
2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending**THE BENNETT FAMILY FOUNDATION**
8801 SOUTH YALE AVENUE #420
TULSA, OK 74137**A** Employer identification number
26-1627648**B** Telephone number (see the instructions)
(918) 744-7100**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 ☐**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**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, column (c), line 16)
\$ 1,227,847.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**(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 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 (att sch)	73,137.			
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	110.	110.	110.	
4 Dividends and interest from securities	33,766.	33,766.	33,766.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	16,261.			
b Gross sales price for all assets on line 6a	213,149.			
7 Capital gain net income (from Part IV, line 2)		16,261.		
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/(loss) (att sch)				
11 Other income (attach schedule)	5,737.			
SEE STATEMENT 1				
12 Total. Add lines 1 through 11	129,011.	50,137.	34,061.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)	4,738.	4,738.	4,738.	
SEE ST 2				
17 Interest				
18 Taxes (attach schedule)(see instrs)	222.	222.	222.	
SEE STM 3				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	4,960.	4,960.	4,960.	
25 Contributions, gifts, grants paid PART XV	40,725.			40,725.
26 Total expenses and disbursements. Add lines 24 and 25	45,685.	4,960.	4,960.	40,725.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	83,326.			
b Net investment income (if negative, enter -0-)		45,177.		
c Adjusted net income (if negative, enter -0-)			29,101.	

f
6

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			
	2 Savings and temporary cash investments	139,367.	107,366.	107,366.
	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 instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		2,142.	2,142.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	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)	927,083.	1,040,268.	1,118,339.	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,066,450.	1,149,776.	1,227,847.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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 and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	1,066,450.	1,149,776.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,066,450.	1,149,776.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,066,450.	1,149,776.	

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	1,066,450.
2 Enter amount from Part I, line 27a	2	83,326.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,149,776.
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	1,149,776.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a S/T GAIN (SEE SCHEDULE)		P	VARIOUS	VARIOUS
b L/T GAINS AND LOSSES (SEE SCHEDULE)		P	VARIOUS	VARIOUS
c DONATED REAL PROPERTY		D	12/20/11	12/21/11
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 17,999.		17,814.	185.
b 122,013.		105,937.	16,076.
c 73,137.		73,137.	0.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			185.
b			16,076.
c			0.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	16,261.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	185.

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 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 (column (b) divided by column (c))
2010	66,214.	1,063,877.	0.062238
2009	59,910.	961,975.	0.062278
2008	62,897.	898,757.	0.069982
2007		1,000,000.	
2006			

2 Total of line 1, column (d)	2	0.194498
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	0.048625
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	162,735.
5 Multiply line 4 by line 3	5	7,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	452.
7 Add lines 5 and 6	7	8,365.
8 Enter qualifying distributions from Part XII, line 4	8	40,725.

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

Part VII Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	452.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	452.
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	452.
6 Credits/Payments.			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	3,714.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,714.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,262.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	7,262.	Refunded

Part VIII Statements Regarding Activities

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

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Form 990-PF (2011)

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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JOEL LACOURSE</u> Telephone no <u>(918) 744-7100</u> Located at <u>8801 SOUTH YALE AVENUE, SUITE 420 TULSA OK</u> ZIP + 4 <u>74137</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>N/A</u>	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 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	N/A
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 2011?	4b	X

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Form 990-PF (2011)

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 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 instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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 4		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see 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

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Form 990-PF (2011)

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 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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 5	
2 SEE STATEMENT 6	
3 SEE STATEMENT 7	
4 SEE STATEMENT 8	

Part IX-B Summary of Program-Related Investments (see 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 instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	102,271.
b	Average of monthly cash balances	1b	62,740.
c	Fair market value of all other assets (see instructions)	1c	202.
d	Total (add lines 1a, b, and c)	1d	165,213.
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	165,213.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,478.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	162,735.
6	Minimum investment return. Enter 5% of line 5	6	8,137.

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

1	Minimum investment return from Part X, line 6	1	8,137.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	452.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	452.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,685.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,685.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,685.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	40,725.
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	40,725.
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 instructions)	5	452.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	40,273.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,685.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	18,717.			
d From 2009	12,291.			
e From 2010	13,832.			
f Total of lines 3a through e	44,840.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 40,725.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				7,685.
e Remaining amount distributed out of corpus	33,040.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	77,880.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	77,880.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	18,717.			
c Excess from 2009	12,291.			
d Excess from 2010	13,832.			
e Excess from 2011	33,040.			

BAA

Form 990-PF (2011)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed**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 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))

SEE STATEMENT 9

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number of the person to whom applications should be addressed:**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines:**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	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 10				
Total			3a	40,725.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

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 instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	110.	
4	Dividends and interest from securities			14	33,766.	
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			14	5,737.	
8	Gain or (loss) from sales of assets other than inventory					16,261.
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)				39,613.	16,261.
13	Total. Add line 12, columns (b), (d), and (e)				13	55,874.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2011

FEDERAL STATEMENTS

PAGE 1

CLIENT BFF

THE BENNETT FAMILY FOUNDATION

26-1627648

8/15/12

06:01PM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 5,737.	\$ 5,737.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN AND MANAGEMENT FEES	\$ 4,738.	\$ 4,738.	\$ 4,738.	
TOTAL	\$ 4,738.	\$ 4,738.	\$ 4,738.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 222.	\$ 222.	\$ 222.	
TOTAL	\$ 222.	\$ 222.	\$ 222.	\$ 0.

STATEMENT 4
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
DONALD C. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
ANDREA G. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137-7215	SECRETARY 0	0.	0.	0.
ALISHA R. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137-7215	DIRECTOR 0	0.	0.	0.

2011

FEDERAL STATEMENTS

PAGE 2

CLIENT BFF

THE BENNETT FAMILY FOUNDATION

26-1627648

8/15/12

06:01PM

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
JOHN J. BENNETT 8801 SOUTH YALE AVENUE #420 TULSA, OK 74136	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
JOEL A. LACOURSE 8801 SOUTH YALE AVENUE #420 TULSA, OK 74137	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 5
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
ORAL ROBERTS UNIVERSITY - ATHLETIC PROGRAM: ORAL ROBERTS UNIVERSITY IS RECOGNIZED AS A 501(C)3 ORGANIZATION. THE ATHLETIC DEPARTMENT PROVIDES A COMPETITIVE INTERCOLLEGIATE ATHLETIC PROGRAM TO FURTHER THE MISSION OF THE UNIVERSITY, TO SERVE THE NEEDS OF THE STUDENT ATHLETES, AND TO PREPARE STUDENT ATHLETES FOR LIFE AFTER ATHLETICS.	

STATEMENT 6
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
FRANK ADAMS MINISTRIES: FRANK ADAMS MINISTRIES IS RECOGNIZED AS A 501(C)3 ORGANIZATION. THE BENNETT FAMILY FOUNDATION PROVIDES SUPPORT TO THIS ORGANIZATION TO FURTHER THEIR MISSION OF PREACHING AND TEACHING THE GOSPEL IN OKLAHOMA.	

STATEMENT 7
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
ORU GOLDEN EAGLE CLUB: GEC IS RECOGNIZED AT A 501(C)3 ORGANIZATION. THE MISSION OF THE ORU GOLDEN EAGLE CLUB, INC. IS TO SUPPORT ORAL ROBERTS UNIVERSITY AND ITS INTERCOLLEGIATE ATHLETIC PROGRAMS THROUGH FUND RAISING AND ACTIVITIES DESIGNED TO ENHANCE COMMUNITY AWARENESS AND PARTICIPATION.	

2011

FEDERAL STATEMENTS

PAGE 3

CLIENT BFF

THE BENNETT FAMILY FOUNDATION

26-1627648

8/15/12

06:01PM

STATEMENT 8
FORM 990-PF, PART IX-A, LINE 4
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES

EXPENSES

ST. JAMES METHODIST CHURCH: SJMC SERVES INDIVIDUALS RESIDING IN SOUTH TULSA. THE CHURCH HOLDS WEEKLY SERVICES FOR ITS MEMBERS. THE CHURCH ALSO SPONSORS OUTREACHES TO THE TULSA COMMUNITY AND MISSIONS TRIPS TO FORIEGN COUNTRIES.

STATEMENT 9
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

DONALD C. BENNETT
 ANDREA G. BENNETT

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ORAL ROBERTS UNIVERSITY - ATHLETICS 7777 SOUTH LEWIS TULSA, OK 74171	NONE	501C3	TO SUPPORT ATHLETIC PROGRAMS AT ORAL ROBERTS UNIVERSITY.	\$ 5,000.
ORU GOLDEN EAGLE CLUB 7777 SOUTH LEWIS TULSA, OK 74171	NONE	501C3	TO SUPPORT ATHLETIC PROGRAMS AT ORAL ROBERTS UNIVERSITY.	9,600.
FRANK ADAMS MINISTRY PO BOX 4 OWASSO, OK 74055	NONE	501C3	TO TEACH OR PREACH THE GOSPEL OF JESUS CHRIST.	12,000.
YOUNGLIFE 420 N CASCADE AVE COLORADO SPRINGS, CO 80903	NONE	501C3	TO SUPPORT YL'S EFFORTS TO MINISTER TO YOUNG ADULTS IN OKLAHOMA AND BEYOND.	3,000.
ST. JAMES METHODIST CHURCH 5050 E. 111TH STREET TULSA, OK 74137	NONE	501C3	TO SUPPORT THE CHURCH'S EFFORTS TO PREACH AND TEACH THE GOSPEL OF JESUS CHRIST.	11,125.

TOTAL \$ 40,725.

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
157,7840	316071109	FIDELITY CONTRAFUND	Various	08/08/2011	9,798.39	9,059.54	738.85	0.00
337,7750	00142C466	INVESCO REAL ESTATE-INST FD#4725	11/03/2010	08/08/2011	6,454.88	7,225.00	-770.12	0.00
7,5750	468001864	IVY ASSET STRATEGY-I FD#0473	11/03/2010	08/08/2011	174.00	182.86	-8.86	0.00
32,9080	714199106	PERMANENT PORTFOLIO FD#1500	Various	08/08/2011	1,572.00	1,346.42	225.58	0.00
Total Short Term Sales						17,999.27	185.45	0.00
Long Term 15% Sales								
100,7070	02368A208	AMERICAN AADVANTAGE GROWTH & INC FD	05/27/2008	08/08/2011	1,709.00	2,228.65	-519.65	0.00
616,0020	04314H709	ARTISAN MID CAP VALUE FD#1464	Various	08/08/2011	11,433.00	8,299.52	3,133.48	0.00
65,6880	256206103	DODGE & COX INTL STK FD#1048	11/04/2008	08/08/2011	1,991.00	1,756.50	234.50	0.00
848,3430	316071109	FIDELITY CONTRAFUND	Various	08/08/2011	52,682.10	47,172.38	5,509.72	0.00
52,5870	411511306	HARBOR INTERNATIONAL FUND	Various	08/08/2011	2,805.00	3,761.35	-956.35	0.00
633,8180	00142C466	INVESCO REAL ESTATE-INST FD#4725	Various	08/08/2011	12,112.26	10,499.87	1,612.39	0.00
260,0000	464287234	ISHARES MSCI EMERGING MKT IN FD	Various	08/08/2011	10,566.19	7,177.20	3,388.99	0.00
370,1760	52106N889	LAZARD EMRG MKTS-INST FD#0638	05/27/2008	08/08/2011	6,926.00	8,739.86	-1,813.86	0.00
141,7820	641233200	NEUBERGER BERMAN GENESIS INSTL #1229	11/04/2008	08/08/2011	5,935.00	5,036.10	898.90	0.00
131,2100	670690759	NUVEEN MID CAP GRWTH OPP-I FD#2453	11/04/2008	08/08/2011	5,108.00	3,458.70	1,649.30	0.00
446,2640	922908819	VANGUARD S/C GRWTH INDX-INST FD#0866	11/04/2008	08/08/2011	8,421.00	5,930.85	2,490.15	0.00
122,8330	093001774	WM BLAIR INTL GROWTH-I FD#1747	11/04/2008	08/08/2011	2,324.00	1,875.66	448.34	0.00
Total Long Term 15% Sales						122,012.55	16,075.91	0.00

Bennett Family Foundation

Investments Held on December 31, 2011

<u>Security</u>	<u>Book Value</u>	<u>FMV</u>
Amer Beacon Lg Cap Val-Inst Fd#0066	59,374.84	63,219.95
Artisan Mid Cap Value Fd#1464	15,998.74	20,800.66
Calamos Mkt Neut Inc-I Fd#0629	13,834.36	14,223.41
Cavanal Hill Csh Mg Inst Cl Fd#0051	67,173.02	67,173.02
Cavanal Hill Intrmd Bd Cl-I Fd#0045	73,779.05	75,128.60
Cavanal Hill Sh Tm Inc-Inst Fd#0047	68,983.97	73,714.92
Cavanal Hill US Lcp Eq Inst Fd#0049	56,393.26	66,291.32
Diamond Hill Long/Short-I Fd#0011	42,569.13	44,820.67
Dodge & Cox Intl Stk Fd#1048	4,920.32	5,881.54
Fidelity Leveraged Co Stock Fd#0122	25,747.16	27,914.66
Goldman Sachs HI Yld-Instl Fd#0527	21,824.05	27,327
Harbor International-Instl Fd#2011	4,855.87	5,971.33
Hussman Strategic Growth Fd#0601	29,842.00	28,198.49
Ivy Asset Strategy-I Fd#0473	38,912.14	38,575.21
Lazard Emrg Mkts-Inst Fd#0638	17,423.66	19,383.60
Mainstay Lg Cap Grwth I Fd#1483	69,552.81	74,350.16
Merger Fd#0260	28,632.36	28,738.20
Msdw Gbl Real Est-Inst Fd#8004	21,046.00	21,237.33
Neub Berm Genesis-Instl Fd#1229	11,126.05	16,054.70
Nuveen Mid Cap Grwth Opp-I Fd#2453	17,560.45	26,755.95
Permanent Portfolio Fd#1500	17,896.87	20,157.05
Pimco All Asset-Inst Fd#0034	25,961.61	26,217.56
Pimco Commod Rr Strat-Inst Fd#0045	26,778.08	21,457.36
Pimco Total Return-Inst Fd#0035	148,338.82	152,786.18
Templeton Global Bd-Adv Fd#0616	49,642.70	52,431.01
Vanguard Infl-Prot Sec-Adm Fd#5119	53,234.17	56,417.20
Vanguard Mid Cap Indx-Instl Fd#0864	17,218.00	24,927.11
Vanguard S/C Grwth Indx-Inst Fd#0866	6,835.27	12,003.21
Wm Blair Intl Growth-I Fd#1747	<u>4,813.53</u>	<u>6,181.22</u>
Totals	\$1,040,268.29	\$1,118,339.07