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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**

Name of foundation

LOCKHART FOUNDATION

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

OKLAHOMA CITY

State ZIP code

OK 73156**G** Check all that apply:☐ Initial return☐ Final return☐ Address change☐ Initial Return of a former public charity☐ Amended return☐ 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)**\$ 4,235,623.****J** Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number**26-2134446****B** Telephone number (see the instructions)**(405) 848-8899****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 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)**32,149.****2** ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**173,378.****173,378.****5a** Gross rents**b** Net rental income or (loss)**L-6a Stmt****6a** Net gain/(loss) from sale of assets not on line 10**25,129.****b** Gross sales price for all assets on line 6a **629,443.****7** Capital gain net income (from Part IV, line 2)**25,129.****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)**OIL & GAS****24.****24.****12 Total.** Add lines 1 through 11**230,680.****198,531.****ADMINISTRATIVE AND OPERATING EXPENSES****13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) **L-16b Stmt** **2,750.** **1,375.****c** Other prof fees (attach sch) **L-16c Stmt** **27,744.** **27,744.****17** Interest**18** Taxes (attach schedule)(see instrs) **EXCISE TAX ON NET****4,100.****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**34,594.****29,119.****1,375.****25** Contributions, gifts, grants paid**301,514.****301,514.****26 Total expenses and disbursements.** Add lines 24 and 25**336,108.****29,119.****302,889.****27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****-105,428.****b Net investment income** (if negative, enter 0)**169,412.****c Adjusted net income** (if negative, enter -0-)

Part III 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
A S S E T S	1 Cash – non-interest-bearing	51.	17,708.	17,708.
	2 Savings and temporary cash investments	1,248,574.	1,371,384.	1,339,995.
	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			
	10a Investments – U.S. and state government obligations (attach schedule)	1,258,993.	805,151.	845,488.
	b Investments – corporate stock (attach schedule)	1,023,362.	1,208,206.	1,350,500.
	c Investments – corporate bonds (attach schedule)	632,993.	655,468.	681,304.
	11 Investments – land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ ACCRUED INTEREST)		628.	628.	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,163,973.	4,058,545.	4,235,623.	
L I A B I L I T I E S	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)			
N E T A S S E T B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	4,163,973.	4,058,545.	
	30 Total net assets or fund balances (see instructions)	4,163,973.	4,058,545.	
31 Total liabilities and net assets/fund balances (see instructions)	4,163,973.	4,058,545.		

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	4,163,973.
2 Enter amount from Part I, line 27a	2	-105,428.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,058,545.
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	4,058,545.

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)
1a 178 SH ALLSTATE CORP COM		P	10/08/09	06/23/11
b 450 SH ALLSTATE CORP COM		D	02/15/06	06/23/11
c 125,000 AUSTIN TX CONV ENTERPRISES		D	06/04/07	01/01/11
d 1,000 SH EMC CORP MASS COM		D	12/15/06	09/12/11
e See Columns (a) thru (d)				

(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 5,255.	0.	5,618.	-363.
b 13,283.	0.	24,246.	-10,963.
c 125,000.	0.	132,626.	-7,626.
d 21,369.	0.	13,215.	8,154.
e See Columns (e) thru (h)	0.	428,609.	35,927.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-363.
b			-10,963.
c			-7,626.
d			8,154.
e See Columns (i) thru (l)	0.	0.	35,927.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	25,129.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		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 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	396,387.	4,418,093.	0.089719
2009	28,822.	1,126,011.	0.025597
2008	17,929.	91,069.	0.196873
2007	0.	98,500.	0.000000
2006			

2 Total of line 1, column (d)	2	0.312189
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	0.078047
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,403,983.
5 Multiply line 4 by line 3	5	343,718.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,694.
7 Add lines 5 and 6	7	345,412.
8 Enter qualifying distributions from Part XII, line 4	8	302,889.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,388.
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	3,388.
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	3,388.
6 Credits/Payments			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a	2,363.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,028.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,391.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3.	
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	0.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A 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 \$ _____ (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? <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 - Oklahoma		
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 VIIA 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>BRIAN HILL, HERITAGE TRUST COMPANY</u> Telephone no <u>(405) 848-8899</u> Located at <u>P.O. BOX 21708</u> <u>OKLAHOMA CITY OK</u> ZIP + 4 <u>73156</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>15</u> <u>N/A</u>			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	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?	1 c	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? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<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 instructions.)	2 b	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>		
3 a 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 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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 ☒ Nob 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)?Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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 ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
BRIAN HILL HERITAGE TRUST CO., P.O. BOX 21708 OKLAHOMA CITY OK 73156	TRUSTEE	2.00 5.00 0. hrs. per month	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

None

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	3,436,950.
b Average of monthly cash balances	1b	1,034,099.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,471,049.
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	4,471,049.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	67,066.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,403,983.
6 Minimum investment return. Enter 5% of line 5	6	220,199.

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	220,199.
2a Tax on investment income for 2011 from Part VI, line 5	2a	3,388.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	3,388.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	216,811.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	216,811.
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	216,811.

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	302,889.
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	302,889.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	302,889.

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.

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Form 990-PF (2011)

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				216,811.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	166,418.			
f Total of lines 3a through e	166,418.			
4 Qualifying distributions for 2011 from Part XII, line 4. ▶ \$ 302,889.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				216,811.
e Remaining amount distributed out of corpus	86,078.			
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	252,496.			
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				
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)				
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	252,496.			
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	166,418.			
e Excess from 2011	86,078.			

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

N/A

- 7a** 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(i)(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).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., (see 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

HERITAGE TRUST COMPANY ATTN: BRIAN HILL (SEE ATTM. 8)

P.O. BOX 21708

OKLAHOMA CITY

OK 73156-1708 (405) 848-8899

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

SEE ATTM. 8

- c Any submission deadlines**

SEE ATTM. 8

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

SEE ATTM. 8

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANIMAL RESOURCE CENTER INC SUITE 1505 OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	150,000.
HUMANE SOCIETY OF CHEROKEE COUNTY P.O. BOX 1354 TAHLEQUAH OK 74465	NONE	N/A	GENERAL	26,431.
SAVE OUR STRAYS INC 6305 NORTH PEORIA TULSA OK 74126	NONE	N/A	GENERAL	22,000.
HUMANE SOCIETY OF GROVE & GRAND LAKE INC P.O. BOX 451205 GROVE OK 74344	NONE	N/A	GENERAL	15,000.
A NEW LEASH ON LIFE INC 7949 S. 1-35 SERVICE ROAD OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	15,000.
BEST FRIENDS OF PETS 720 W. WILSHIRE BLVD, STE 101-F OKLAHOMA CITY OK 73101	NONE	N/A	GENERAL	10,000.
COFFEE CREEK RIDING CENTER 17 E. COFFEE CREEK ROAD EDMOND OK 73034	NONE	N/A	GENERAL	10,000.
COINS 4 CRITTERS P.O. BOX 2466 MUSKOGEE OK 74402	NONE	N/A	GENERAL	8,083.
FLINT RIDGE FRAMP, INC. ONE PIONEER COURT KANSAS OK 74347	NONE	N/A	GENERAL	12,000.
See Line 3a statement Atm. 3				33,000.
Total				301,514.
b Approved for future payment N/A				
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					
4	Dividends and interest from securities			14	173,378.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	25,129.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	OIL & GAS INCOME			14	24.	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				198,531.	
13	Total. Add line 12, columns (b), (d), and (e)					198,531.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2011

Name of the organization

LOCKHART FOUNDATION

Employer identification number

26-2134446

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

LOCKHART FOUNDATION

26-2134446

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LOCKHART REVOCABLE TRUST P.O. BOX 21708 OKLAHOMA CITY OK 73156	\$ 32,149.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2011

Name LOCKHART FOUNDATION	Employer Identification Number 26-2134446
------------------------------------	---

Asset Information:

Description of Property:		178 SH ALLSTATE CORP COM
Date Acquired	10/08/09	How Acquired Purchased
Date Sold	06/23/11	Name of Buyer
Sales Price:	5,255.	Cost or other basis (do not reduce by depreciation) 5,618.
Sales Expense		Valuation Method
Total Gain (Loss)	-363.	Accumulation Depreciation
Description of Property:		450 SH ALLSTATE CORP COM
Date Acquired	02/15/06	How Acquired Donated
Date Sold	06/23/11	Name of Buyer
Sales Price	13,283.	Cost or other basis (do not reduce by depreciation) 24,246.
Sales Expense		Valuation Method
Total Gain (Loss)	-10,963.	Accumulation Depreciation
Description of Property		125,000 AUSTIN TX CONV ENTERPRISES
Date Acquired	06/04/07	How Acquired Donated
Date Sold	01/01/11	Name of Buyer
Sales Price	125,000.	Cost or other basis (do not reduce by depreciation) 132,626.
Sales Expense		Valuation Method
Total Gain (Loss)	-7,626.	Accumulation Depreciation
Description of Property		1,000 SH EMC CORP MASS COM
Date Acquired	12/15/06	How Acquired Donated
Date Sold	09/12/11	Name of Buyer
Sales Price	21,369.	Cost or other basis (do not reduce by depreciation) 13,215.
Sales Expense		Valuation Method
Total Gain (Loss):	8,154.	Accumulation Depreciation
Description of Property:		25,000 EDMOND OK ECON DEV AUTH COLL
Date Acquired	08/07/02	How Acquired Donated
Date Sold	09/06/11	Name of Buyer:
Sales Price	25,000.	Cost or other basis (do not reduce by depreciation) 23,975.
Sales Expense:		Valuation Method:
Total Gain (Loss):	1,025.	Accumulation Depreciation
Description of Property:		50,000 EDMOND OK PUB WRKS AUTH SALE
Date Acquired	02/02/06	How Acquired Donated
Date Sold	07/07/11	Name of Buyer
Sales Price:	52,625.	Cost or other basis (do not reduce by depreciation) 50,466.
Sales Expense:		Valuation Method
Total Gain (Loss)	2,159.	Accumulation Depreciation
Description of Property		105 SH FORTUNE BRANDS HOME & SEC IN COM
Date Acquired	10/08/09	How Acquired Purchased
Date Sold	10/24/11	Name of Buyer:
Sales Price	1,669.	Cost or other basis (do not reduce by depreciation) 1,023.
Sales Expense		Valuation Method
Total Gain (Loss)	646.	Accumulation Depreciation
Description of Property		See Net Gain or Loss from Sale of Assets <i>Attm. 1</i>
Date Acquired		How Acquired
Date Sold		Name of Buyer
Sales Price		Cost or other basis (do not reduce by depreciation)
Sales Expense:		Valuation Method
Total Gain (Loss):		Accumulation Depreciation

Form 990-PF, Part I, Lines 6a

Net Gain or Loss from Sale of Assets**Asset Information:**

Description of Property	<u>200 SH FORTUNE BRANDS HOME & SEC IN COM</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>02/28/05</u>	How Acquired	<u>Donated</u>
Date Sold	<u>10/24/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>3,180.</u>	Cost or other basis (do not reduce by depreciation)	<u>3,458.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>-278.</u>	Accumulated Depreciation	
Description of Property	<u>500 SH GILEAD SCIENCES INC COM</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>07/15/10</u>	How Acquired	<u>Purchased</u>
Date Sold	<u>09/13/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>18,895.</u>	Cost or other basis (do not reduce by depreciation)	<u>17,403.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>1,492.</u>	Accumulated Depreciation	
Description of Property	<u>74 SH INTERNATIONAL BUSINESS MACHS COM</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>02/09/06</u>	How Acquired	<u>Donated</u>
Date Sold	<u>09/12/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>11,883.</u>	Cost or other basis (do not reduce by depreciation)	<u>5,921.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>5,962.</u>	Accumulated Depreciation	
Description of Property	<u>200 SH MCDONALDS CORP COM</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>09/30/05</u>	How Acquired	<u>Donated</u>
Date Sold	<u>09/12/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>17,130.</u>	Cost or other basis (do not reduce by depreciation)	<u>6,669.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>10,461.</u>	Accumulated Depreciation	
Description of Property	<u>100,000 OKLA ST MUN PWR SUPPLY SYS REV</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>08/14/08</u>	How Acquired	<u>Donated</u>
Date Sold	<u>07/07/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>102,336.</u>	Cost or other basis (do not reduce by depreciation)	<u>101,585.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>751.</u>	Accumulated Depreciation	
Description of Property	<u>250 SH PEPSICO INC COM</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>02/15/06</u>	How Acquired	<u>Donated</u>
Date Sold	<u>09/12/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>14,997.</u>	Cost or other basis (do not reduce by depreciation)	<u>13,500.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>1,497.</u>	Accumulated Depreciation	
Description of Property	<u>200 SH PHILIP MORRIS INTL INC COM</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>02/27/06</u>	How Acquired	<u>Donated</u>
Date Sold	<u>09/12/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>13,057.</u>	Cost or other basis (do not reduce by depreciation)	<u>7,643.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>5,414.</u>	Accumulated Depreciation	

Form 990-PF, Part I, Lines 6a

Continued

Net Gain or Loss from Sale of Assets**Asset Information:**

Description of Property	<u>125,000 TULSA CNTY OK PUB FAC CAP IMPT</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>06/27/07</u>	How Acquired	<u>Donated</u>
Date Sold	<u>11/01/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>125,000.</u>	Cost or other basis (do not reduce by depreciation)	<u>125,191.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>-191.</u>	Accumulated Depreciation	
Description of Property	<u>20,000 TULSA OK TULSA INDL AUTH REV</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>03/01/96</u>	How Acquired	<u>Donated</u>
Date Sold	<u>04/04/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>20,000.</u>	Cost or other basis (do not reduce by depreciation)	<u>20,000.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>0.</u>	Accumulated Depreciation	
Description of Property	<u>50,000 SH WESTERN OIL SANDS INC NOTE</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>01/22/09</u>	How Acquired	<u>Donated</u>
Date Sold	<u>03/31/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>54,026.</u>	Cost or other basis (do not reduce by depreciation)	<u>51,775.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>2,251.</u>	Accumulated Depreciation	
Description of Property	<u>CAPITAL GAIN DISTRIBUTIONS</u>		
Business Code	Exclusion Code	<u>18</u>	
Date Acquired	<u>Various</u>	How Acquired	<u>Purchased</u>
Date Sold	<u>12/31/11</u>	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	<u>4,738.</u>	Cost or other basis (do not reduce by depreciation)	<u>0.</u>
Sales Expense	Valuation Method		
Total Gain (Loss)	<u>4,738.</u>	Accumulated Depreciation	

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (a) thru (d)

(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)
25,000 EDMOND OK ECON DEV AUTH COLL	D	08/07/02	09/06/11
50,000 EDMOND OK PUB WRKS AUTH SALE	D	02/02/06	07/07/11
105 SH FORTUNE BRANDS HOME & SEC IN COM	P	10/08/09	10/24/11
200 SH FORTUNE BRANDS HOME & SEC IN COM	D	02/28/05	10/24/11
500 SH GILEAD SCIENCES INC COM	P	07/15/10	09/13/11
74 SH INTERNATIONAL BUSINESS MACHS COM	D	02/09/06	09/12/11
200 SH MCDONALDS CORP COM	D	09/30/05	09/12/11
100,000 OKLA ST MUN PWR SUPPLY SYS REV	D	08/14/08	07/07/11
250 SH PEPSICO INC COM	D	02/15/06	09/12/11
200 SH PHILIP MORRIS INTL INC COM	D	02/27/06	09/12/11
125,000 TULSA CNTY OK PUB FAC CAP IMPT	D	06/27/07	11/01/11
20,000 TULSA OK TULSA INDL AUTH REV	D	03/01/96	04/04/11
50,000 SH WESTERN OIL SANDS INC NOTE	D	01/22/09	03/31/11
CAPITAL GAIN DISTRIBUTIONS	P	Various	12/31/11

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(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)
25,000.	0.	23,975.	1,025.
52,625.	0.	50,466.	2,159.
1,669.	0.	1,023.	646.
3,180.	0.	3,458.	-278.
18,895.	0.	17,403.	1,492.
11,883.	0.	5,921.	5,962.
17,130.	0.	6,669.	10,461.
102,336.	0.	101,585.	751.
14,997.	0.	13,500.	1,497.
13,057.	0.	7,643.	5,414.
125,000.	0.	125,191.	-191.
20,000.	0.	20,000.	0.
54,026.	0.	51,775.	2,251.
4,738.	0.	0.	4,738.
Total	0.	428,609.	35,927.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

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

(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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			1,025.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Continued

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

(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	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			2,159.
			646.
			-278.
			1,492.
			5,962.
			10,461.
			751.
			1,497.
			5,414.
			-191.
			0.
			2,251.
0.	0.	0.	4,738.
Total	0.	0.	35,927.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
GUTHRIE ANIMAL SHELTER				Person or <input type="checkbox"/>
415 WEST COMMERCE BLVD				Business <input checked="" type="checkbox"/>
GUTHRIE OK 73044	NONE	N/A	GENERAL	2,000.
HAVEN OF HOPE RESCUE FOUNDATION				Person or <input type="checkbox"/>
GENERAL DELIVERY				Business <input checked="" type="checkbox"/>
OKARCHE OK 73762	NONE	N/A	GENERAL	20,000.
REAL RESCUE INC.				Person or <input type="checkbox"/>
P.O. BOX 358				Business <input checked="" type="checkbox"/>
ARCADIA OK 73007	NONE	N/A	GENERAL	11,000.

Total

33,000.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HSPG & ASSOCIATES, PC	TAX RETURN PREP	2,750.	1,375.		1,375.
Total		<u>2,750.</u>	<u>1,375.</u>		<u>1,375.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HERITAGE TRUST COMPA	FIDUCIARY FEES	27,744.	27,744.		
Total		<u>27,744.</u>	<u>27,744.</u>		

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - U S. AND STATE GOVERNMENT OBLIGATIONS (LINE 10a)			
50,000 EDMOND OK PUB WRKS AUTH SALE TAX 4.65% 7/01/2021	50,466	0	0
25,000 EDMOND OK ECON DEV AUTH COLL HS 5.375% 12/1/2019	23,975	0	0
50,000 GRAND RIVER DAM AUTH OK REV 5 50% 06/01/2013	52,186	52,186	53,307
10,000 OKLA CNTY FIN AUTH EPWRTH 7.00% 04/01/2025	9,925	9,925	9,905
50,000 OKLA ST CAPITOL IMPT AUTH AG PROJ E 4 00% 7/1/15	49,842	49,842	54,600
50,000 OKLA ST CAP IMPT ATHST FACS A 3.875% 7/1/2015	49,746	49,746	54,620
100,000 OKLA ST MUN PWR SUPPLY SYS REV 3.875% 1/1/2025	101,585	0	0
20,000 TULSA CNTY OK INDS AUTH CAP IMPT 5 00% 05/15/15	21,339	21,339	22,482
125,000 TULSA CNTY OK PUB FAC CAP IMPT 4 00% 11/01/11	125,191	0	0
125,000 AUSTIN TX CONV ENTERPRISES 5 75% 01/01/2032	132,626	0	0
50,000 GRAND PRAIRIE TX GEN OBL SER B 3 75% 02/15/2012	50,839	50,839	50,190
50,000 KATY TX INDPT SCH DIST 5.125% 02/15/2018	53,564	53,564	50,274
100,000 LOWER VALLEY TX WTR DIST 5.00% 09/15/2020	105,351	105,351	107,303
50,000 MUSKOGEE CNTY OK GO SER A 5.15% 04/01/2014	50,198	50,198	50,300
20,000 TULSA OK TULSA INDL AUTH REV UNV T 5% 10/01/2022	20,000	0	0
50,000 BRYAN CNTY OK ISD 72 DURANT 5.391% 12/1/19 TXBL	50,000	50,000	55,301
75,000 FEDERAL HOME LOAN BANKS DEB 3.875% 12/11/15	78,622	78,622	83,346
75,000 FEDERAL HOME LOAN BANKS DEB 3 250% 9/12/14	77,670	77,670	80,294
75,000 FEDERAL FAMR CR BKS CONS DEB 4 410% 1/18/18	78,025	78,025	87,412
25,000 OKARCHE OK ECON DEV LSE REV 4 261% 9/1/2015 TXBL	25,000	25,000	26,618
50,000 FEDERAL FARM CR BKS CONS SYS DEB 4.73% 10/21/19	52,843	52,844	59,537
	1,258,993	805,151	845,488

ATTM 6 1/2

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - CORPORATE STOCK (LINE 10b)			
1,245 NABORS INDUSTRIES LTD SHS	19,365	29,636	21,588
2,437 FLEXTRONICS INTL LTD ORD	23,004	23,004	13,793
607 ABBOT LABS COM	25,404	25,404	34,132
205 AETNA INC COM	5,244	5,244	8,649
628 ALLSTATE CORP COM	29,864	0	0
724 ALTRIA GROUP INC COM	12,505	12,505	21,467
541 AMERICAN EXPRESS CO COM	22,354	22,354	25,519
334 ANALOG DEVICES INC COM	8,824	8,824	11,951
305 BEAM INC	0	15,196	15,625
567 BED BATH & BEYOND INC COM	21,120	21,120	32,869
484 CARNIVAL CORP PAIRED CTF	23,205	23,205	15,798
122 COCA COLA CO COM	6,653	6,653	8,536
354 CONOCOPHILLIPS COM	21,450	21,450	25,796
748 DANAHER CORP DEL COM	20,617	20,617	35,186
700 DELL INC COM	22,840	22,840	10,241
1,899 E M C CORP MASS COM	40,637	27,421	40,904
400 EXXON MOBIL CORP COM	26,284	26,284	33,904
588 FISERV INC COM	23,681	23,681	34,539
305 FORTUNE BRANDS INC COM	19,676	0	0
239 FRANKLIN RES INC COM	24,860	24,860	22,958
1,153 GENERAL ELEC CO COM	32,822	32,822	20,650
179 GOLDMAN SACHS GROUP INC COM	23,770	23,770	16,187
169 HEINZ H J CO COM	6,711	6,711	9,133
613 ILLINIOS TOOLS WKS INC COM	28,132	28,132	28,633
457 INTEL CORP COM	9,067	9,067	11,082
159 INTERCONTINENTAL XCH	0	18,978	19,167
250 INTERNATIONAL BUSINESS MACHS COM	29,067	23,146	45,970
1,800 ISHARES TR INDEX BARCLAYS TIPS BD	0	205,440	210,042
490 JOHNSON & JOHNSON COM	30,167	30,167	32,134
242 KRAFT FOODS INC COM	6,384	6,384	9,041
326 MCDONALDS CORP COM	19,358	12,690	32,708
148 METLIFE INC COM	5,665	5,665	4,615
900 MICROSOFT CORP COM	24,854	24,854	23,364
1,200 MORGAN STANLEY	0	32,729	18,156
250 PEPSICO INC COM	27,000	13,500	16,588
322 PFIZER INC COM	5,378	5,378	6,968
284 PHILIP MORRIS INTL INC COM	20,134	12,491	22,288
484 PLUM CREEK TIMBER CO INC COM	15,535	15,535	17,695
390 PROCTER & GAMBLE CO COM	16,584	16,584	26,017
499 ST JUDE MED INC COM	16,681	16,681	17,116
285 SCHLUMBERGER LTD COM	17,975	17,975	19,468
105 STATE STR CORP COM	5,670	5,670	4,233
703 US BANCORP DEL COM NEW	18,951	18,951	19,016
338 UNITED PARCEL SERVICES INC CL B	23,091	23,091	24,738
120 VANGUARD WORLD FDS MATERIALS ETF	7,762	7,762	8,776
175 VANGUARD WORLD FDS UTILITIES EFT	10,731	10,731	13,456
518 VANGUARD WORLD FDS TELCOMM ETF	27,807	27,807	32,204
135 WAL MART STORES INC COM	6,730	6,730	8,068
750 WELLS FARGO & CO NEW COM	21,750	21,750	20,670
106 ZIMMER HLDGS INC COM	5,534	5,534	5,663

LOCKHART FOUNDATION
 EIN 26-2134446
 2011 FORM 990-PF
 PAGE 2, PART II, BALANCE SHEETS

ATTM. 67/2

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
1,830 PIMCO TOTAL RETURN FUND	19,926	19,926	19,890
1,907 VANGUARD BD INDEX FD INC SHORT TRM PTFL	20,000	20,000	20,229
309 CATERPILLAR	18,633	18,633	27,995
500 DEVON ENERGY CORP NEW COM	15,623	31,745	31,000
360 GILEAD SCIENCES INC COM	29,934	12,530	14,735
685 HOME DEPOT INC COM	22,019	22,019	28,797
500 NEXTERA ENERGY INC COM	16,330	16,330	30,440
1,890 VANGUARD FIXED INCOME SECS F STRM INVGR AD	20,000	20,000	20,113
	<u>1,023,362</u>	<u>1,208,206</u>	<u>1,350,500</u>

LOCKHART FOUNDATION
 EIN 26-2134446
 2011 FORM 990-PF
 PAGE 2, PART II, BALANCE SHEETS

ATTM. 7

INVESTMENTS - CORPORATE BONDS (LINE 10c)

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
50,000 BANK AMER CHRLT NC MTN MTNF 5.300% 3/15/17	48,700	48,700	45,096
50,000 CITIGROUP INC NOTE 5.500% 4/11/13	51,845	51,845	51,046
100,000 DISNEY WALT CO NOTE 4 500% 12/15/13	102,210	102,210	107,638
75,000 GENERAL ELEC CAP COPR MTN BE MTNF 4.375% 9/21/15	75,000	75,000	80,679
75,000 GOLDMAN SACHS GRP INC MTN BE MTNF 3.625% 8/01/12	77,074	77,074	75,452
75,000 HARTFORD FINL SVCS GROUP INC NOTE 6 000% 1/15/19	63,420	63,420	76,971
75,000 LOCKHEED MARTIN CORP NOTE 3 350% 9/15/21	0	74,250	74,610
50,000 WESTERN OIL SANDS INC NOTE 8.375% 5/01/12	51,775	0	0
50,000 XTRA FIN CORP NOTE 5.150% 4/01/17	52,635	52,635	55,385
100,000 VERIZON COMMUNICATIONS INC NOTE 5 55% 2/15/16	110,334	110,334	114,427
	632,993	655,468	681,304

The Lockhart Foundation Trust

Oklahoma City, OK

Grant Proposal submitted by: _____

Dated: _____

BACKGROUND

The Lockhart Foundation Trust was created on December 17, 2007 by Marion S. Lockhart, a long time resident of Oklahoma City, Oklahoma. The trust was created to identify and support programs, organizations and institutions which provide assistance to those qualified 501(c) (3) organizations that assist domestic animals that need rescue in Oklahoma and its immediately surrounding states. Preference is given to Oklahoma organizations and institutions especially those in the Cleveland and Oklahoma County, Oklahoma areas

GUIDELINES

Proposals are accepted throughout the year; there are no deadlines. The Committee meets quarterly, usually during the last month of each calendar quarter. Disposition of your grant proposal will be determined approximately three months from the date of submission.

Grant minimums and maximums are not designated. Preference may be given, in some years, to large grants where a genuine impact may be accomplished. No grants can be awarded to individuals. Proposals which commit the Trust to continued support of operations will generally not be approved.

TRUSTEE

Heritage Trust Company
Attn: Brian Hill
P.O. Box 21708
Oklahoma City, Oklahoma 73156-1708

*Send Grant Request to Trustee only

ADVISORY COMMITTEE

Barbara Lewis

Patricia White

INSTITUTIONAL PROFILE

Name of institution/organization: _____

Address: _____

Telephone: _____ Website/email: _____

Person completing profile: _____
(Name) (Title)

Chief Executive Officer: _____
(Name) (Title)

Chief source of primary institutional support: _____

Governing Board Members (name and city of residence):

Overall mission of institution/organization:

Short historical sketch:

What other similar services are available in your area:

Why is this program unique?

Institutional objectives for future (next 3 – 5 years):

Amount of endowment: _____ Market value: _____

Value of facilities: _____

Do you perform animal rescues? If so, how many animal rescues per month/year?

Are any animals put in foster care?

Work alone or what type of support system?

How long has the rescue group been active?

Are all animals spayed/neutered before placement?

Do you have a contract with a veterinarian?

Do you do follow-up checks after placement?

Does the adoption contract require return to the rescue group if the animal can not be cared for by the adopting family?

Does the adoption contract request references?

Do you rescue from animal shelters?

Do you accept animals from owners?

Do you test the animal's temperament?

Do you accept abused animals?

What portion of your funds is used for animal care and what portion for facilities?

SOURCES OF PRIVATE GIFT INCOME

<u>SOURCES</u>	<u>PREVIOUS YEAR</u>	<u>CURRENT YEAR</u>	<u>PROJECTED YEAR</u>
Governing board			
Total gifts:			
Other gifts:			
Grants:			
Bequest:			
Other Memberships:			

SUMMARY OF OPERATIONAL ACTIVITIES

<u>EXPENSES</u>	<u>PREVIOUS YEAR</u>	<u>CURRENT YEAR</u>	<u>PROJECTED YEAR</u>
-----------------	----------------------	---------------------	-----------------------

Administration:

Programs:

Projected Programs:

Income:

Total Private Gifts:

Services:

Other Memberships:

PROPOSAL SUMMARY

Organization: _____

Mailing Address: _____

Telephone Number: _____

Contact Person: _____

Funds Requested From Lockhart Foundation Trust: _____

Total Cost of Project: _____

Purpose of Funds Requested: _____

Who Will Benefit From this Project: _____

How Many Will Benefit: _____

Is This Your Organization's First Request to the Lockhart Trust:

A Copy of you IRS Tax Exempt Status Letter (501(c)3) must be attached

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

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LOCKHART FOUNDATION	<input checked="" type="checkbox"/> 26-2134446
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	P.O. BOX 21708	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	OKLAHOMA CITY	OK 73156

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

04

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

- The books are in the care of ► **BRIAN HILL, HERITAGE TRUST COMPANY**

Telephone No. ► **(405) 848-8899**

FAX No. ►

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

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **Aug 15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 **11** or
► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,391.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	2,363.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	1,028.

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

BAA For Paperwork Reduction Act Notice, see Instructions.Form **8868** (Rev. 1-2012)