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Form **990-PF**

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

OMB No 1545-0052

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 , and ending

Name of foundation

PHILIP BOYLE FOUNDATION

A Employer identification number

73-1354526

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

Room/suite

2932 NW 122ND STREET**D**

B Telephone number (see instructions)

405-755-5571

City or town, state, and ZIP code

OKLAHOMA CITY**OK 73120-1955**

Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

Fair market value of all assets at

J Accounting method

☒ Cash ☐ Accrual

end of year (from Part II, col. (c),

☐ Other (specify)line 16) **\$ 2,114,592**

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

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)

1 Contributions, gifts, grants, etc., received (attach schedule)

1,6052 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

51,820**51,820**

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 6a

24,203b Gross sales price for all assets on line 6a **1,115,418**

7 Capital gain net income (from Part IV, line 2)

24,203

8 Net short-term capital gain

0

9 Income modifications

10a Gross sales less returns & allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule) **STMT 1****36,485****35,651**

12 Total. Add lines 1 through 11

114,113**111,674****0**

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 schedule) **STMT 2****975****975**c Other professional fees (attach schedule) **STMT 3****21,085****11,608****9,011**

17 Interest

18 Taxes (attach schedule) (see instructions) **STMT 4****1,359**

19 Depreciation (attach schedule) and depletion

125

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) **STMT 5****388****24****26**

24 Total operating and administrative expenses.

Add lines 13 through 23

23,932**11,632****0****10,012**

25 Contributions, gifts, grants paid

90,000**90,000**

26 Total expenses and disbursements. Add lines 24 and 25

113,932**11,632****0****100,012**

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

181

b Net investment income (if negative, enter -0-)

100,042

c Adjusted net income (if negative, enter -0-)

0

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

DAA

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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	2,969	6,022	6,022
	2 Savings and temporary cash investments	133,956	68,309	68,309
	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 (att. schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule) STMT 6	252,181	302,359	302,359
	b Investments—corporate stock (attach schedule) SEE STMT 7	1,217,974	1,136,660	1,136,660
	c Investments—corporate bonds (attach schedule) SEE STMT 8	449,869	414,067	414,067
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) SEE STATEMENT 9	191,365	187,175	187,175
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,248,314	2,114,592	2,114,592
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	2,248,314	2,114,592	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,248,314	2,114,592	
	31 Total liabilities and net assets/fund balances (see instructions)	2,248,314	2,114,592	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,248,314
2 Enter amount from Part I, line 27a	2	181
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,248,495
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	133,903
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,114,592

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE WORKSHEET				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	24,203
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	24,203
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				

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 (col. (b) divided by col. (c))
2010	85,582	2,079,827	0.041149
2009	115,554	1,884,363	0.061323
2008	112,176	2,203,198	0.050915
2007	114,175	2,469,965	0.046225
2006	101,678	2,162,311	0.047023
2 Total of line 1, column (d)			2 0.246635
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 0.049327
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,158,009
5 Multiply line 4 by line 3			5 106,448
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,000
7 Add lines 5 and 6			7 107,448
8 Enter qualifying distributions from Part XII, line 4			8 100,012
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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,001
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,001
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	2,001
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,380
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,380
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	30
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	651
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

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 ► N/A	13	X

14 The books are in care of ► **FOUNDATION MANAGEMENT INC.** Telephone no ► **405-755-5571**
2932 NW 122NE ST., SUITE D
 Located at ► **OKLAHOMA CITY** OK ZIP+4 ► **73120-1955**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15**

16 At any time during calendar year 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 ►	16	Yes X No
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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) <ul style="list-style-type: none"> (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 <div style="text-align: right;">N/A ► <input type="checkbox"/></div>	1b		
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? <div style="text-align: right;">N/A</div>	1c		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) <ul style="list-style-type: none"> a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20 <div style="text-align: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div> 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) <div style="text-align: right;">N/A</div> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20 	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <div style="text-align: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>			
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) <div style="text-align: right;">N/A</div>	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <div style="text-align: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>	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? <div style="text-align: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</div>	4b		X

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

5a During the year did the foundation pay or incur any amount to

(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)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **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** ☐ Yes ☒ No **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 11				

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

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

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 ▶

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	2,178,176
b	Average of monthly cash balances	1b	8,459
c	Fair market value of all other assets (see instructions)	1c	4,237
d	Total (add lines 1a, b, and c)	1d	2,190,872
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	2,190,872
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	32,863
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,158,009
6	Minimum investment return. Enter 5% of line 5	6	107,900

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	107,900
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,001
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,001
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	105,899
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	105,899
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	105,899

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	100,012
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B		
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	100,012
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	100,012

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				105,899
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			90,869	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 100,012				
a Applied to 2010, but not more than line 2a			90,869	
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				9,143
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				96,756
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)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

4942(1)(5)

(4) Gross investment income

N/A

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

Recipient	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				90,000
Total			▶ 3a	90,000
b Approved for future payment N/A				
Total			▶ 3b	

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
 - (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Sign
Here**

Signature of officer or trustee James B. Cohen Date 7/12/2012

PRESIDENT
Title

Paid

Preparer ELLAN WRIGHT

Preparer's signature

Preparer's signature
Ellen D Wright

Date 6/13/12

Check ☐ if self-employed

Use Only

Firm's name ▶	COLE & REED, P.C.
Firm's address ▶	531 COUCH DR OKLAHOMA CITY, OK 73102-2251

PTIN	P00112450
Firm's EIN ▶	73-1312422
Phone no	405-239-7961

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2011
For calendar year 2011, or tax year beginning _____, and ending _____		

Name PHILIP BOYLE FOUNDATION	Employer Identification Number 73-1354526
--	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse or common stock 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) ABSOLUTE STRATEGIES FUND FD#0102	P	VARIOUS	12/14/11
(2) AMER CENT SM CAP VAL-INST FD#0486	P	VARIOUS	12/12/11
(3) AMERICAN GRTH FD OF AMER F2 FD#0605	P	VARIOUS	06/28/11
(4) ARTISAN MID CAP VALUE FD#4164	P	VARIOUS	12/16/11
(5) ARTISAN SML CAP VAL FD#963	P	VARIOUS	12/16/11
(6) BAC CAPITAL TRUST III CUM PFD SER 7%	P	VARIOUS	03/21/11
(7) CITIGROUP CAPITAL VIII CUM PFD SER 6	P	VARIOUS	03/21/11
(8) CREDIT SULSSE COMM RETN ST FD#2156	P	VARIOUS	12/19/11
(9) FHLB @ 4.000% DUE 8/18/2025	P	VARIOUS	09/30/11
(10) FHLB STP RT DUE 01/21/2026	P	VARIOUS	07/21/11
(11) FHLB STP RT DUE 06/30/2025	P	VARIOUS	09/30/11
(12) FIDELITY CONTRAFUND INC FD#0022	P	VARIOUS	12/19/11
(13) FNMA SER 2003-34 CL VD @ 4.000% DUE	P	VARIOUS	12/27/11
(14) GOLDMAN SACHS HI YLD-INSTL FD#0527	P	VARIOUS	12/15/11
(15) INVESCO REAL ESTATE-INST FD #4725	P	VARIOUS	02/14/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 83			83
(2) 1,216			1,216
(3) 40,000		29,269	10,731
(4) 6,063			6,063
(5) 1,928			1,928
(6) 37,125		39,670	-2,545
(7) 36,432		38,925	-2,493
(8) 23			23
(9) 100,000		100,000	
(10) 50,000		49,850	150
(11) 100,000		99,850	150
(12) 223			223
(13) 4,015		4,017	-2
(14) 161			161
(15) 3,685		4,002	-317

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) OR Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
(1)			83
(2)			1,216
(3)			10,731
(4)			6,063
(5)			1,928
(6)			-2,545
(7)			-2,493
(8)			23
(9)			
(10)			150
(11)			150
(12)			223
(13)			-2
(14)			161
(15)			-317

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2011
For calendar year 2011, or tax year beginning , and ending		

Name PHILIP BOYLE FOUNDATION	Employer Identification Number 73-1354526
--	---

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) LAZARD EMRG MKTS-INST FD #0638	P	VARIOUS	12/29/11
(2) MERGER FD #0260	P	VARIOUS	12/30/11
(3) MI PFD CAPITAL TRUST III CUM PFD SER	P	VARIOUS	03/21/11
(4) MI PFD CAPITAL TRUST V CUM PFD SER F	P	VARIOUS	03/21/11
(5) NUVEEN MID CAP GROWTH OPP-I FD #2453	P	VARIOUS	12/16/11
(6) PERMANENT PORTFOLIO FD#1500	P	VARIOUS	12/08/11
(7) PIMCO COMMOD RR STRAT-INST FD#0045	P	VARIOUS	12/08/11
(8) PUB SVC OKLAHOMA PFD SER B 6% DUE 12	P	VARIOUS	02/28/11
(9) ROYCE LOW-PRCD STK SERV FD#0266	P	VARIOUS	12/09/11
(10) ROYCE PREMIER-INSTL FD #0426	P	VARIOUS	12/09/11
(11) T ROWE PRICE NEW HORIZONS FD #0042	P	VARIOUS	12/16/11
(12) TEMPLETON GLOBAL BD-ADV FD# 0616	P	VARIOUS	12/19/11
(13) US TREASURY NOTE @ 5.125% 6/30/11	P	VARIOUS	06/30/11
(14) VANGUARD S/T BD INDX-SIG FD#1349	P	VARIOUS	12/23/11
(15) INVESCO STIC PRIME-INSTL FD #1919	P	VARIOUS	12/31/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 240			240
(2) 403			403
(3) 36,681		37,500	-819
(4) 18,609		19,011	-402
(5) 2,665			2,665
(6) 181			181
(7) 245			245
(8) 37,500		37,856	-356
(9) 1,100			1,100
(10) 1,849			1,849
(11) 2,819			2,819
(12) 238			238
(13) 50,000		49,967	33
(14) 636			636
(15) 581,298		581,298	

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			240
(2)			403
(3)			-819
(4)			-402
(5)			2,665
(6)			181
(7)			245
(8)			-356
(9)			1,100
(10)			1,849
(11)			2,819
(12)			238
(13)			33
(14)			636
(15)			

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

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **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 PHILIP BOYLE FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 73-1354526
	Number, street, and room or suite no. If a P O box, see instructions 2932 NW 122ND STREET D	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions OKLAHOMA CITY OK 73120-1955	

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 (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**FOUNDATION MANAGEMENT, INC.
2932 NW 122 NE ST, SUITE D**

- The books are in the care of ►
- OKLAHOMA CITY**

OK 73120-1955Telephone No ► **405-755-5571**

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 **08/15/12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2011** or

► ☐ tax year beginning _____, and ending _____

- 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	\$
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	\$
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	\$

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LEASE BONUS	\$ 35,651	\$ 35,651	\$
OIL & GAS REVENUE	834		
TOTAL	\$ 36,485	\$ 35,651	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 975	\$	\$	\$ 975
TOTAL	\$ 975	\$ 0	\$ 0	\$ 975

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANAGEMENT FEES	\$ 11,011	\$ 2,000	\$	\$ 9,011
MINERAL INTEREST MANAGEMENT FEES	466			
PORTFOLIO MANAGEMENT FEES	9,608	9,608		
TOTAL	\$ 21,085	\$ 11,608	\$ 0	\$ 9,011

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PRODUCTION TAX	\$ 44	\$	\$	\$
EXCISE TAX	1,315			
TOTAL	\$ 1,359	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
BANK CHARGES	2			2
MEETING EXPENSE	48	24		24
LEASE OPERATING EXPENSES	338			
TOTAL	<u>388</u>	<u>24</u>	<u>0</u>	<u>26</u>
	\$	\$	\$	\$

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FHLB @ 4.000% DUE 08/18/2025	\$ 98,361		MARKET	\$
FNMA STP RT DUE 05/30/2025	96,803		MARKET	
FNMA SER 2003-34 C1 VD @ 4.000% DUE	5,796	1,682	MARKET	1,682
U S TREASURY NOTE 0 5.125% 06/30/11	51,221		MARKET	
FHLMC STP RT DUE 12/21/2026		100,237	MARKET	100,237
FNMA STP RT DUE 12/28/2026		49,974	MARKET	49,974
FNMA STP RT DUE 12/28/2026		100,121	MARKET	100,121
FNMA @ 4.00% DUE 12/26/2031		50,345	MARKET	50,345
TOTAL	\$ 252,181	\$ 302,359		\$ 302,359

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMER BEACON INT'L EQ-INST FD#0067	\$ 44,438	\$ 37,820	MARKET	\$ 37,820
AMER BEACON LG CAP VAL-INST FD#0066	120,384	114,704	MARKET	114,704
AMER CENT SM CAP VAL-INST FD#0486	18,449	17,089	MARKET	17,089
AMERICAN GRTH FD OF AMER F2 FD#0605	150,419	104,652	MARKET	104,652
ARTISAN MID CAP VALUE FD#1464	81,940	86,663	MARKET	86,663
ARTISAN SMI CAP VAL FD #963	24,089	21,330	MARKET	21,330
DODGE & COX INTL STK FD#1048	56,148	45,975	MARKET	45,975
DODGE & COX STK FD#0145	142,976	134,856	MARKET	134,856
FIDELITY ADV LEVG CO STK I FD#0106	10,030	8,882	MARKET	8,882
FIDELITY CONTRAFUND INC FD#0022	99,488	99,313	MARKET	99,313
FIRST AMER MID CAP GR OPP-Y FD#2453	73,553		MARKET	
ISHARES MSCI BRIC INDX FUND	4,913	3,627	MARKET	3,627
ISHARES MSCI EMERGING MKT IN FD	13,149	10,471	MARKET	10,471
ISHARES S&P 500 GROWTH INDEX FD	49,566	50,910	MARKET	50,910
MFS INT'L NEW DISCOVERY-I FD#0874	21,141	18,753	MARKET	18,753
ROYCE LOW-PRCD STK-SERV FD#0266	16,796	14,266	MARKET	14,266
ROYCE PREMIER-INSTL FD#0426	23,822	23,557	MARKET	23,557
T ROWE PRICE GWTH STK-I FD#0040	68,311	67,631	MARKET	67,631
T ROWE PRICE NEW HORIZONS FD#0042	20,794	22,173	MARKET	22,173
VANGUARD EXPLORER FD-ADM #5024	21,946	21,500	MARKET	21,500
VANGUARD MID CAP INDX-INSTL FD#0864	37,067	35,847	MARKET	35,847
VANGUARD S/C GWTH INDX-I FD#0866	14,042	13,767	MARKET	13,767
VANGUARD SM CP VAL INDX-INST FD#0865	31,415	29,515	MARKET	29,515

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LAZARD EMRG MKTS-INST FD#0638	\$ 10,890	\$ 8,642	MARKET	\$ 8,642
POWERSHARES QQQ	13,615	13,958	MARKET	13,958
ISHARES GOLD TRUST	16,096	17,636	MARKET	17,636
TORTOISE ENERGY INFRASTRUCTU FD	11,475	11,997	MARKET	11,997
VANGUARD REIT ETF FD		11,600	MARKET	11,600
NUVEEN MID CAP GRWTH OPP-I FD#2453	21,022	71,553	MARKET	71,553
WM BLAIR INTL GROWTH-I FD#1747		17,973	MARKET	17,973
TOTAL	\$ 1,217,974	\$ 1,136,660		\$ 1,136,660

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES BARCLAYS TIPS BOND FUND UIT	\$ 45,696	\$ 49,593	MARKET	\$ 49,593
ISHARES LBOXX \$ INVESTMENT GRADE COR	10,844	11,376	MARKET	11,376
ISHARES S&P PREF STK INDX FN		106,860	MARKET	106,860
GOLDMAN SACHS HI YLD-INSTL FD#0527	16,928	16,094	MARKET	16,094
PIMCO TOTAL RETURN-INST FD#0035	63,601	73,690	MARKET	73,690
VANGUARD S/T BD INDX-SIG FD#1 349	117,717	119,025	MARKET	119,025
PUB SVC OKLAHOMA PFD SER B 6% DUE 12	37,545		MARKET	
BAC CAPITAL TRUST III CUM PFD SER 7%	36,480		MARKET	
CITIGROUP CAPITAL TRUST VIII CUM PID SER 6	36,300		MARKET	
MI PFD CAPITAL TRUST III CUM PFD SER	35,820		MARKET	
MI PFD CAPITAL TRUST V CUM PFD SER F	18,375		MARKET	
TEMPLETON GLOBAL BD-ADV FD#0616	30,563	37,429	MARKET	37,429
TOTAL	\$ 449,869	\$ 414,067		\$ 414,067

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MINERAL INTERESTS	\$ 52,665	\$ 4,237	MARKET	\$ 4,237
ABSOLUTE STRATEGIES FUND FD#0102	14,932		MARKET	
CALAMOS MARKET NEUTRAL-A FD#0605	1,939		MARKET	
CALAMOS MKT NEUT INC-I FD#0629		17,135	MARKET	17,135
CREDIT SUISSE COMM RETN ST FD#2156	17,613	15,425	MARKET	15,425
DIAMOND HILL LONG/SHORT-I FD#0011	10,457	10,782	MARKET	10,782
FORUM ABSOLUTE STRATEGIES-I FD 0102		18,363	MARKET	18,363
IVY ASSET STRATEGY FD - I FD#0473	12,182	16,744	MARKET	16,744
INVESCO REAL ESTATE-INST FD#4725	3,504		MARKET	
MERGER FD#0260	4,393	17,417	MARKET	17,417
PERMANENT PORTFOLIO FD#1500	8,918	28,038	MARKET	28,038
PIMCO ALL ASSET-INST FD#0034	52,161	49,953	MARKET	49,953
PIMCO COMMOD RR STRAT-INS FD#0045	12,601	9,081	MARKET	9,081
TOTAL	\$ 191,365	\$ 187,175		\$ 187,175

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN/LOSS	\$ 134,028
PERCENTAGE DEPLETION INCLUDED ON 990 NOT ON BOOK	<u>-125</u>
TOTAL	<u>\$ 133,903</u>

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DOLORES BOYLE 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TRUSTEE	1.00	0	0	0
DAIL BOYLE COBB 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TRUSTEE, VP	1.00	0	0	0
JIM COBB 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	PRESIDENT	1.00	0	0	0
SYDNEY MCCURDY 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TRUSTEE	1.00	0	0	0
KARI KOSTER 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	ASSIST. SEC.	1.00	0	0	0
SHERRIE SCHROEDER 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120	TREASURER	1.00	0	0	0

Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

LETTER WITH AMOUNT REQUESTED, PROJECT DESCRIPTION, COPY OF 501(C)(3), EMAIL ADDRESS AND PHONE NUMBER.

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

MAY 15

Federal Statements

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

Name		Address		Status		Purpose	Amount
Address	Relationship	Address		Status			
BOYS & GIRLS CLUB OF OKLAHOMA COUNT PO BOX 18701							
OKLAHOMA CITY OK 73154	NONE			501(C)(3)		OUT OF SCHOOL PROGRAM	2,500
CALM WATERS		4334 N.W. EXPRESSWAY					
OKLAHOMA CITY OK 73116	NONE			501(C)(3)		FREE GRIEF SUPPORT GROUPS	2,500
CENTER FOR CHILDREN AND FAMILIES		1151 E. MAIN ST.					
NORMAN OK 73071	NONE			501(C)(3)		2ND INSTALLMENT OF 5 YR \$50,000 PLED	10,000
CENTRAL OKLAHOMA ALZHEIMERS ASSOCIA		3555 NW 58TH STREET					
OKLAHOMA CITY OK 73112	NONE			501(C)(3)		CAREGIVER SUPPORT PROJECT	2,500
CHRISTMAS CONNECTION, INC.		PO BOX 891020					
OKLAHOMA CITY OK 73189	NONE			501(C)(3)		UNRESTRICTED	3,000
CITIZENS ADVISORY BD OF CLEVELAND C		PO BOX 1087					
NORMAN OK 73070	NONE			501(C)(3)		SPRING SIBLING EVENT	2,500
CITIZENS CARING FOR CHILDREN		730 W. WILSHIRE CREEK BLV					
OKLAHOMA CITY OK 73116	NONE			501(C)(3)		OPERATIONAL	2,500
CITY CARE, INC.		2400 GENERAL PERSHING BLV					
OKLAHOMA CITY OK 73107	NONE			501(C)(3)		CITY KIDS OUTDOORS	2,000
INFANT CRISIS SERVICES		4224 N. LINCOLN BLVD.					
OKLAHOMA CITY OK 73105	NONE			501(C)(3)		OPERATIONAL	5,000
LIMBS FOR LIFE FOUNDATION		218 E. MAIN ST.					
OKLAHOMA CITY OK 73104	NONE			501(C)(3)		PROVIDE PROSTHETIC LIMBS TO AMPUTEES	2,500
MEALS ON WHEELS OF NORMAN, INC.		PO BOX 1371					
NORMAN OK 73070	NONE			501(C)(3)		FREE MEAL PROGRAM	2,000
MENTAL HEALTH ASSOC. OF CENTRAL OKL		2800 NW 36TH ST					
OKLAHOMA CITY OK 73112	NONE			501(C)(3)		OPERATIONAL	2,500
NORMAN ARTS COUNCIL		210 E. MAIN ST.					
NORMAN OK 73069	NONE			501(C)(3)		OPERATIONAL	2,500
OK PARTNERSHIP FOR SCHOOL READINESS		421 NW 13TH STREET					
OKLAHOMA CITY OK 73103	NONE			501(C)(3)		OPERATIONAL	2,500
OKLAHOMA CITY MUSEUM OF ART		415 COUCH DRIVE					
OKLAHOMA CITY OK 73102-22	NONE			501(C)(3)		THE OU CHILDREN'S HOSPITAL OUTREACH	5,000
REGIONAL FOOD BANK OF OKLAHOMA		3355 S PURDUE,					
OKLAHOMA CITY OK 73127	NONE			501(C)(3)		OPERATIONAL	10,000
SOONER THEATRE OF NORMAN, INC.		101 E. MAIN ST.					
NORMAN OK 73069	NONE			501(C)(3)		OPERATIONAL	2,500
SPECIAL OLYMPICS OF OK, INC.		6835 S. CANTON AVE.					
TULSA OK 74136	NONE			501(C)(3)		UNRESTRICTED	3,000
SUNBEAM FAMILY SERVICES		616 NW 21ST ST.					
OKLAHOMA CITY OK 73103	NONE			501(C)(3)		SUNBEAM SENIOR SHELTER	5,000

Federal Statements

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

Name		Address		Relationship	Status	Purpose	Amount
UNIVERSITY OF OKLAHOMA FOUNDATION	73019	NONE	100	TIMBERDELL ROAD	501 (C) (3)	CABIN AT THE GEOLOGY FIELD CAMP	10,000
UNIVERSITY OF OKLAHOMA FOUNDATION	73019	NONE	100	TIMBERDELL ROAD	501 (C) (3)	PHILIP BOYLE SCHOLARSHIP FUND	10,000
TOTAL							90,000