Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

THE LYLE M. GELVIN FOUNDATION, INC.
P.O. BOX 837
EUFAULA, OK 74432

A Employer identification number: 73-1419663

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 7,723,899.

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

	Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	56,871.	56,871.	N/A	
	4 Dividends and interest from securities	101,865.	101,865.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	448,318.			
	b Gross sales price for all assets on line 6a 3,011,617.				
	7 Capital gain net income (from Part IV, line 2)		448,318.		
	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)				
	12 **Total.** Add lines 1 through 11	607,054.	607,054.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	60,000.			60,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	4,970.	4,473.		497.
	c Other prof fees (attach sch) SEE ST 2	971.	874.		97.
	17 Interest	118.	106.		12.
	18 Taxes (attach schedule)(see instrs) SEE STM 3	13,885.	12,496.		1,389.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	6,110.	5,499.		611.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	86,054.	23,448.		62,606.
	25 Contributions, gifts, grants paid PART XV	315,500.			315,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	401,554.	23,448.		378,106.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	205,500.			
	b **Net investment income** (if negative, enter -0-)		583,606.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	344,808.	303,720.	303,720.
	2	Savings and temporary cash investments			
	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)			
	b	Investments — corporate stock (attach schedule) STATEMENT 5	5,574,875.	5,514,931.	5,770,746.
	c	Investments — corporate bonds (attach schedule) STATEMENT 6	1,315,574.	1,630,110.	1,649,433.
	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 ► 1,495.			
		Less accumulated depreciation (attach schedule) SEE STMT 7 ► 1,495.			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	7,235,257.	7,448,761.	7,723,899.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 8)	3,698.	11,671.	
	23	**Total liabilities** (add lines 17 through 22)	3,698.	11,671.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	7,231,559.	7,437,090.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	7,231,559.	7,437,090.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,235,257.	7,448,761.	

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	7,231,559.
2	Enter amount from Part I, line 27a	2	205,500.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	31.
4	Add lines 1, 2, and 3	4	7,437,090.
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	7,437,090.

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	SEE STATEMENT 10			
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			(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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	448,318.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	11,777.

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	354,447.	7,687,761.	0.046105
2009	420,050.	7,138,567.	0.058842
2008	442,165.	8,414,083.	0.052551
2007	420,796.	9,236,248.	0.045559
2006	415,498.	8,786,762.	0.047287

2	**Total** of line 1, column (d)	2	0.250344
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	0.050069
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,060,813.
5	Multiply line 4 by line 3	5	403,597.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,836.
7	Add lines 5 and 6	7	409,433.
8	Enter qualifying distributions from Part XII, line 4	8	378,106.

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 ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	11,672.
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	11,672.
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	11,672.
6	Credits/Payments				
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a			
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	117.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	11,789.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►	**Refunded** ►		11	

Part VII-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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OK			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► THERESE STARR Telephone no ► (918) 452-3703

Located at ► P.O. BOX 837 EUFAULA, OK ZIP + 4 ► 74432

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X (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 ☒ 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
THERESE STARR P.O. BOX 837 EUFAULA, OK 74432	PRES/TREAS 5.00	30,000.	0.	0.
TERRY DOVERSPIKE 900 ONEOK PLAZA TULSA, OK 74103	VPRES/SECRE 5.00	30,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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 ►	0.

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	7,831,243.
b Average of monthly cash balances		1b	352,323.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	8,183,566.
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	8,183,566.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	122,753.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,060,813.
6 **Minimum investment return.** Enter 5% of line 5		6	403,041.

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	403,041.
2a Tax on investment income for 2011 from Part VI, line 5	2a 11,672.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	11,672.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	391,369.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	391,369.
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	391,369.

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	378,106.
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	378,106.
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	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	378,106.

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				391,369.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			374,505.	
b Total for prior years. 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 378,106.				
a Applied to 2010, but not more than line 2a			374,505.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				3,601.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				387,768.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a 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)

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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* SEE STATEMENT 12				
Total			► **3a**	315,500.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	56,871.	
4 Dividends and interest from securities			14	101,865.	
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				49,470.	398,848.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				208,206.	398,848.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	607,054.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

		Yes	No
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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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		

Sign Here

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

Signature of officer or trustee

Date: 5-15-12

Title: President

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

Paid Preparer Use Only

Print/Type preparer's name: GLENN ELLIOTT	Preparer's signature	Date: 5/10/12	Check ☐ if self-employed	PTIN: P01055963
Firm's name ► ELLIOTT, DOZIER & HELLAND, P.C.			Firm's EIN ► 26-1109909	
Firm's address ► 5800 E. SKELLY DRIVE, SUITE 900 TULSA, OK 74135			Phone no (918) 627-2286	

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 4,970.	$ 4,473.		$ 497.
TOTAL	$ 4,970.	$ 4,473.		$ 497.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	$ 971.	$ 874.		$ 97.
TOTAL	$ 971.	$ 874.		$ 97.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	$ 11,649.	$ 10,484.		$ 1,165.
FOREIGN TAX PAID ON DIVIDENDS	2,236.	2,012.		224.
TOTAL	$ 13,885.	$ 12,496.		$ 1,389.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	$ 1,053.	$ 948.		$ 105.
OFFICE	3,977.	3,579.		398.
TELEPHONE	647.	582.		65.
UTILITIES	433.	390.		43.
TOTAL	$ 6,110.	$ 5,499.		$ 611.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CAPITAL WORLD GROWTH & INCOME FUND	COST	$ 671,780.	$ 741,029.
GROWTH FUND OF AMERICA INC	COST	924,909.	1,112,089.
BOND FD OF AMERICA	COST	15,047.	15,760.
INVESTMENT COMPANY OF AMERICA	COST	1,399,342.	1,291,574.
WASHINGTON MUTUAL INVESTORS FUND INC	COST	796,265.	769,779.
FIDELITY ADVISOR SMALL CAP A	COST	383,306.	449,348.
FIDELITY ADVISOR MID CAP II A	COST	445,466.	504,941.
FIDELITY ADVISOR SR II SHORT FIXED INCOM	COST	161,873.	162,033.
INTERMEDIATE BOND FUND OF AMERICA	COST	716,943.	724,193.
	TOTAL	$ 5,514,931.	$ 5,770,746.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARK BANK	COST	$ 95,000.	$ 96,054.
DISCOVER BANK	COST	55,000.	55,644.
EVERBANK	COST	80,000.	81,059.
GWINNETT COMMUNITY BANK	COST	80,000.	81,069.
BANCO POPULAR NORTH AMERICA	COST	70,000.	71,849.
LEHMAN BROTHERS BANK	COST	79,824.	82,474.
WACHOVIA BANK	COST	95,000.	98,112.
WORLD SAVINGS BANK	COST	95,000.	98,112.
STATE BANK OF INDIA	COST	35,000.	36,237.
SAND RIDGE BANK	COST	28,320.	31,007.
TULSA NAT'L BANK CD	COST	105,610.	105,610.
MERRILL LYNCH & CO MEDIUM TERM NOTE	COST	23,327.	22,916.
AMER EXP CENTURION BK	COST	15,452.	15,394.
BMW BK NORTH AMER	COST	45,864.	45,793.
GE MONEY BANK	COST	10,127.	10,095.
GE MONEY BANK	COST	5,022.	5,019.
DUBUQUE BANK & TRUST	COST	10,297.	10,234.
MECHANICS SAVINGS BANK	COST	25,559.	25,393.
GRAYSTONE TOWER BANKI	COST	5,126.	5,139.
GE MONEY BANK	COST	10,026.	10,107.
NEW YORK ST RFDG-TAXABLE SER D-G/O-B/E	COST	100,556.	103,901.
ALLY BANK CD	COST	130,000.	130,142.
GE CAPITAL FINL INC CD	COST	100,000.	99,722.
GOLDMAN SACHS BK USA CD	COST	85,000.	84,567.
AMERICAN EXPRESS CENT BK CD	COST	170,000.	170,029.
GE CAPITAL RETAIL BK CD	COST	50,000.	50,078.
BARCLAYS BANK PLC MEDIUM TERM NOTES	COST	25,000.	23,677.
	TOTAL	$ 1,630,110.	$ 1,649,433.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 1,495.	$ 1,495.	$ 0.	$ 0.
TOTAL	$ 1,495.	$ 1,495.	$ 0.	$ 0.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

TOTAL $ 11,671.

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

FAIR MARKET VALUE ADJUSTMENT	$ 31.
TOTAL	$ 31.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	75000 FEDERAL FARM CREDIT BANK BONDS	PURCHASED	4/20/2011	8/22/2011
2	75000 FEDERAL NATL MTG ASSN NOTES	PURCHASED	4/20/2011	9/02/2011
3	1503.759 FIDELITY ADVISOR MID CAP II CLASS A	PURCHASED	7/08/2010	4/20/2011
4	1668.936 FIDELITY ADVISOR SER I SMALL CAP FD CL A	PURCHASED	VARIOUS	4/20/2011
5	5382 FIDELITY ADVISOR SR II SHORT FIXED INCOME	PURCHASED	4/20/2011	7/14/2011
6	16269.222 FIDELITY ADVISOR SR II SHORT FIXED INCOME	PURCHASED	VARIOUS	10/20/2011
7	5735.931 FIDELITY ADVISOR SR II SHORT FIXED INCOME	PURCHASED	4/20/2011	10/20/2011
8	16260 BOND FUND OF AMERICA CL A	PURCHASED	1/21/2010	4/21/2011
9	7419.355 BOND FUND OF AMERICA CL A	PURCHASED	1/01/2010	7/14/2011
10	1370.968 BOND FUND OF AMERICA CL A	PURCHASED	7/17/2009	7/14/2011
11	8000 BOND FUND OF AMERICA CL A	PURCHASED	VARIOUS	10/20/2011
12	4257.028 BOND FUND OF AMERICA CL A	PURCHASED	1/21/2010	10/20/2011
13	319.064 CAPITAL WORLD GROWTH & INCOME FD INC CLASS A	PURCHASED	4/26/2000	4/20/2011
14	1643 CAPITAL WORLD GROWTH & INCOME FD INC CLASS A	PURCHASED	VARIOUS	7/14/2011
15	1062.215 CAPITAL WORLD GROWTH & INCOME FD INC CLASS A	PURCHASED	4/26/2000	11/04/2011
16	50000 CAROLINA FIRST BANK CD, GREENVILLE, SC	PURCHASED	7/10/2007	4/28/2011

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
17	8512.241 FIDELITY ADVISOR MID CAP II CLASS A	PURCHASED	VARIOUS	4/20/2011
18	18746.339 FIDELITY ADVISOR MID CAP II CLASS A	PURCHASED	1/01/2010	11/04/2011
19	6620.064 FIDELITY ADVISOR SER I SMALL CAP FD CL A	PURCHASED	VARIOUS	4/20/2011
20	2328.482 FIDELITY ADVISOR SER I SMALL CAP FD CL A	PURCHASED	1/13/2009	11/04/2011
21	14730.778 FIDELITY ADVISOR SR II SHORT FIXED INCOME	PURCHASED	VARIOUS	10/20/2011
22	98000 FLUSHING SVGS BANKD CD, NY, NY	PURCHASED	10/10/2006	10/03/2011
23	6782.825 GROWTH FUND OF AMERICA CL A	PURCHASED	9/19/2001	4/20/2011
24	3547.297 GROWTH FUND OF AMERICA CL A	PURCHASED	9/19/2001	11/04/2011
25	5007.364 INTERMEDIATE BOND FD OF AMERICA CLASS A	PURCHASED	9/13/2010	10/20/2011
26	2947.679 INTERMEDIATE BOND FD OF AMERICA CLASS A	PURCHASED	9/13/2010	10/24/2011
27	3856.655 INVESTMENT CO AMERICA CLASS A	PURCHASED	7/27/2005	4/20/2011
28	4083.885 INVESTMENT CO AMERICA CLASS A	PURCHASED	7/27/2005	11/04/2011
29	95000 IRONSTONE BANK CD, FT MYERS, FL	PURCHASED	10/06/2006	10/13/2011
30	12000 METROPOLITAN NATL BK CD, NY, NY	PURCHASED	6/14/2007	6/20/2011
31	95000 NATIONAL REP BANK CD, CHICAGO, IL	PURCHASED	10/13/2006	10/24/2011
32	2246.803 WASH MUTL INVS FD INC CLASS A	PURCHASED	10/09/2006	4/20/2011
33	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	75,000.		74,819.	181.				$ 181.
2	75,000.		74,459.	541.				541.
3	28,210.		22,000.	6,210.				6,210.
4	44,711.		40,356.	4,355.				4,355.
5	49,945.		49,676.	269.				269.
6	150,328.		150,164.	164.				164.
7	53,000.		52,943.	57.				57.
8	199,017.		194,957.	4,060.				4,060.
9	92,000.		81,622.	10,378.				10,378.
10	17,000.		15,423.	1,577.				1,577.
11	99,600.		91,728.	7,872.				7,872.
12	53,000.		51,042.	1,958.				1,958.
13	12,000.		9,540.	2,460.				2,460.
14	59,197.		71,042.	-11,845.				-11,845.
15	35,000.		31,760.	3,240.				3,240.
16	50,000.		47,870.	2,130.				2,130.
17	159,690.		87,843.	71,847.				71,847.
18	319,993.		186,123.	133,870.				133,870.
19	177,351.		114,660.	62,691.				62,691.
20	55,993.		39,817.	16,176.				16,176.
21	136,112.		134,159.	1,953.				1,953.
22	98,000.		97,877.	123.				123.
23	218,000.		135,453.	82,547.				82,547.
24	105,000.		70,840.	34,160.				34,160.
25	68,000.		68,001.	-1.				-1.
26	40,000.		40,030.	-30.				-30.
27	113,000.		121,677.	-8,677.				-8,677.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
28	111,000.		128,847.	-17,847.				$ -17,847.
29	95,000.		95,000.	0.				0.
30	12,000.		12,000.	0.				0.
31	95,000.		95,000.	0.				0.
32	65,000.		76,571.	-11,571.				-11,571.
33								49,470.
							TOTAL	$ 448,318.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	THERESE STARR
CARE OF:	TERRY DOVERSPIKE, CO-TRUSTEE
STREET ADDRESS:	P.O. BOX 837
CITY, STATE, ZIP CODE:	EUFALA, OK 74432
TELEPHONE:	
FORM AND CONTENT:	APPLICATION, IN ANY FORM, MUST BE SUBMITTED IN WRITING BY THE CHIEF EXECUTIVE OFFICER, MUST INCLUDE A BRIEF DESCRIPTION OF THE ORGANIZATION AND THE PROGRAM NEEDING FUNDING AND INCLUDE EVIDENCE OF CHARITABLE, TAX-EXEMPT STATUS.
SUBMISSION DEADLINES:	
RESTRICTIONS ON AWARDS:	

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
OPERATION AWARE TULSA, OK	NONE		GENERAL PROGRAM SUPPORT - DRUG AND CRIME PREVENTION.	$ 2,500.
CITIZENS CRIME COMMISSION TULSA, OK	NONE		CRIME PREVENTION PROGRAM SUPPORT.	12,000.
CHILD ABUSE NETWORK 2828 SOUTH SHERIDAN TULSA, OK 74129	NONE		PROVIDE FUNDING TO PURCHASE FURNITURE	8,700.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
JUNIOR LEAGUE OF TULSA TULSA, OK	NONE		SUPPLIES FOR TULSA AREA COMMUNITY SCHOOLS INITIATIVE.	$ 3,000.
MENTAL HEALTH ASSOCIATION 1870 SOUTH BOULDER TULSA, OK 74119	NONE		PRINTING OF EDUCATION MATERIALS.	3,000.
TULSA OPERA, INC. 1610 SOUTH BOULDER TULSA, OK 74119	NONE		SUPPORT FOR EDUCATION AND OUTREACH PROGRAMS.	6,000.
YOUTH SERVICES OF TULSA 311 SOUTH MADISON TULSA, OK 74120	NONE		PROVIDE SPONSORSHIP FOR PROGRAMS.	5,000.
ST. JOHN MEDICAL CENTER FOUNDATION 1923 SOUTH UTICA TULSA, OK 74104	NONE		PROVIDE FUNDING FOR DIAGNOSTICE TREADMILL SYSTEM FOR CARDIOLOGY DEPARTMENT.	29,000.
ARTS & HUMANITIES COUNCIL OF TULSA 2210 SOUTH MAIN TULSA, OK 74114	NONE		SPONSORSHIP OF MAYFEST, EDUCATION AND OUTREACH PROGRAMS.	3,000.
REBUILDING TULSA TOGETHER 14 EAST 7TH STREET SOUTH TULSA, OK 74119	NONE		PROVIDE FUNDING PORTABLE GENERATOR AND SIDING SHEARS.	1,500.
TULSA BOYS HOME 2727 SOUTH 137TH WEST AVENUE SAND SPRINGS, OK 74063	NONE		PROVIDE FUNDING FOR MEDICAL TREATMENT AND SUPPLIES FOR TBH RESIDENTS.	5,000.
ALZHEIMERS ASSOCIATION 6465 SOUTH YALE TULSA, OK 74136	NONE		PROVIDE FUNDING TO PURCHASE EQUIPMENT.	4,000.
NORTHEAST ACTIVE TIMERS TULSA, OK	NONE		PROVIDE FUNDING FOR BUS TRANSMISSION AND OTHER REPAIRS.	4,400.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATURE CONSERVANCY 2727 EAST 21ST, SUITE 102 TULSA, OK 74114	NONE		PROVIDE FUNDING FOR PURCHASE OF FURNITURE.	$ 3,500.
TULSA AREA UNITED WAY 1430 SOUTH BOULDER TULSA, OK 74119	NONE		PROVIDE FUNDING FOR VARIETY OF COMMUNITY SERVICE PROGRAMS.	12,000.
MAKE-A-WISH FOUNDATION 4504 EAST 67TH TULSA, OK 74136	NONE	PUBLIC	PROVIDE FUNDING TO GRANT WISHES.	10,000.
TULSA GILCREASE MUSEUM FOUNDATION TULSA, OK	NONE		PROVIDE FUNDING FOR EXHIBIT SUPPORT.	1,500.
MARGARET HUDSON PROGRAM TULSA, OK	NONE		PROVIDE FUNDING TO PURCHASE INFANT CRIBS.	4,000.
HAPPY HANDS EDUCATION CENTER 5717 EAST 32ND STREET SOUTH TULSA, OK 74135	NONE		PROVIDE FUNDING TO PURCHASE NEW CRIBS.	2,500.
NEIGHBOR FOR NEIGHBOR 505 EAST 36TH STREET NORTH TULSA, OK 74106	NONE		PROVIDE FUNDING FOR NEW WAREHOUSE DOOR AND SECURITY IMPROVEMENTS.	6,000.
AMERICAN RED CROSS 10151 EAST 11TH TULSA, OK 74128	NONE		PROVIDE FUNDING FOR DISASTER RELIEF STORM VICTIMS.	3,500.
OKLAHOMA CARING FOUNDATION TULSA, OK	NONE	PUBLIC	PROVIDE FUNDING FOR CARING VAN EXPENSES.	5,000.
TULSA HISTORICAL SOCIETY 2445 SOUTH PEORIA TULSA, OK 74114	NONE		PROVIDE FUNDING FOR PRINTING OF WALKING MAPS,SPONSOR "TULSA HALL OF FAME" EVENT, AND PROGRAM SUPPORT THROUGH MEMBERSHIP.	7,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
CENTER FOR NONPROFITS TULSA, OK	NONE		PROVIDE FUNDING FOR OFFICE EQUIPMENT.	$ 1,000.
IRON GATE TRUST 501 SOUTH CINCINNATI TULSA, OK 74119	NONE		TO PROVIDE FUNDING FOR KITCHEN APPLIANCES AND EQUIPMENT.	7,500.
PHILBROOK MUSEUM OF ART 2727 SOUTH ROCKFORD TULSA, OK 74114	NONE		PROVIDE GENERAL SUPPORT THROUGH MASTERS MEMBERSHIP.	3,000.
TULSA AIR & SPACE MUSEUM 3624 NORTH 74TH EAST AVE. TULSA, OK 74115	NONE		PROVIDE FUNDING TO SEAL/STRIP PARKING LOT.	4,000.
TULSA BALLET THEATRE 1212 EAST 45TH PLACE TULSA, OK 74105	NONE		TO PROVIDE SPONSORSHIP FUNDING.	5,000.
CLAREHOUSE 7326 EAST 49TH PLACE TULSA, OK 74145	NONE		FURNISHINGS SUPPLIES FOR DIRECT PATIENT CARE.	5,000.
EMERGENCY INFANT SERVICES 222 SOUTH HOUSTON TULSA, OK 74127	NONE		PROVIDE FUNDING FOR INFANT FORMULA AND FOOD PROGRAM.	5,000.
RARC 1813 NORTH ASH JENKS, OK 74037	NONE		PROVIDE FUNDING FOR 3 TON AIR CONDITIONING UNIT.	3,000.
PREVENT BLINDNESS OKLAHOMA TULSA, OK	NONE		PROVIDE SPONSORSHIP FUNDING FOR SIP FOR SIGHT FUNDRAISER.	5,000.
AMERICAN DIABETES ASSOCIATION TULSA, OK	NONE		PROVIDE FUNDING FOR PUBLICATION OF EDUCATIONAL MATERIALS.	5,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ROGERS STATE UNIVERSITY FDN 1701 WEST WILL ROGERS BLVD. CLAREMORE, OK 74017	NONE	PUBLIC	PROVIDE FUNDS FOR PORTABLE SOUND SYSTEM NEEDED BY "BIT BY BIT" THERAPEUTIC HORSEBACK RIDING PROGRAM FOR HANDICAPPED CHILDREN.	$ 1,000.
RESONANCE LISTENING/GROWTH FOR WOMEN TULSA, OK	NONE		PROVIDE FUNDS TO PURCHASE PHONE SYSTEM UPGRADES.	5,000.
YOUTH AT HEART TULSA, OK			PROVIDE FUNDS TO PURCHASE RECREATION CENTER ACTIVITY SUPPLIES.	3,000.
STREET SCHOOL 1135 SOUTH YALE TULSA, OK 74112	NONE		PROVIDE FUNDING FOR KITCHEN EQUIPMENT FOR NEW NUTRITIONAL PROGRAMS/FOOD SERVICE.	5,000.
GILBERT AND SULLIVAN SOCIETY 2101 SOUTH MAIN TULSA, OK 74114	NONE		PROVIDE SUPPORT FOR APPRENTICE PROGRAMS.	3,500.
DREAM INSTITUTE P. O. BOX 52785 TULSA, OK 74152	NONE		PROVIDE FUNDING FOR SCHOLARSHIPS FOR DISABLED COLLEGE STUDENTS.	3,000.
TULSA ORATORIO CHORUS 111 EAST 1ST TULSA, OK 74103	NONE		PROVIDE FUNDING FOR ORCHESTRA EXPENSES - SIDE BY SIDE PERFORMANCE.	5,000.
TULSA LIBRARY TRUST TULSA, OK	NONE		PROVIDE FUNDING FOR LITERACY PROGRAMS.	1,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CENTER FOR INDIVIDUALS WITH PHYSICAL CHA TULSA, OK	NONE		PROVIDE FUNDING TO PURCHASE EXERCISE & FITNESS EQUIPMENT FOR PHYSICALLY IMPAIRED INDIVIDUALS.	$ 12,000.
RETIRED SENIOR VOLUNTEER SERVICES OF TULSA TULSA, OK	NONE		PROVIDE FUNDING PROGRAMS.	1,500.
NEW HOPE 10901 SOUTH YALE TULSA, OK 74137	NONE		FUNDING FOR SUMMER CAMP PROGRAMS FOR KIDS WITH PARENTS IN PRISON.	12,000.
HOSPICE OF GREEN COUNTRY 2121 SOUTH COLUMBIA TULSA, OK 74114	NONE		FOR PURCHASE COMPUTER EQUIPMENT AND SOFTWARE.	3,500.
YWCA TULSA, OK	NONE		TO PROVIDE FUNDING FOR COMPUTER HARDWARE AND SOFTWARE.	6,000.
TULSA ADVOCATES FOR PROTECTION OF CHILDR TULSA, OK	NONE		TO PROVIDE FUNDING FOR FURNITURE AND SUPPLIES FOR CHILDREN'S BASIC ASSISTANCE PROGRAM.	3,000.
DOGS AGAINST DRUGS 1511 SOUTH MAIN BROKEN ARROW, OK 74012	NONE		TO PROVIDE FUNDING FOR COMPUTER EQUIPMENT.	3,000.
HOPE 4010 WEST NEW ORLEANS BROKEN ARROW, OK 74012	NONE		FUNDING TO SOUNDPROOF 3 EXAM/COUNSELING ROOMS.	4,500.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE RIGHT PATH RIDING ACADEMY 16620 OLD SHAMROCK HIGHWAY DRUMRIGHT, OK 74030	NONE		TO PROVIDE FUNDING TO RESURFACE ARENA WITH CRUSHED RUBBER.	$ 5,100.
OWASSO COMMUNITY RESOURCES 109 NORTH BIRCH OWASSO, OK 74055	NONE		PROVIDE FUNDING FOR SUPPLIES FOR BASIC NEEDS PROGRAM.	2,000.
CAMP LOUGHRIDGE TULSA, OK	NONE		PROVIDE FUNDING FOR UTILITY VEHICLE.	2,400.
LEGAL AID TULSA, OK	NONE		PROVIDE FUNDING FOR OFFICE EQUIPMENT.	3,500.
OKLAHOMA AQUARIUM 300 SOUTH AQUARIUM DRIVE JENKS, OK 74037	NONE		PROVIDE FUNDING FOR PURCHASE OF EXHIBIT EQUIPMENT.	4,400.
FRIENDS OF EUFAULA MEMORIAL LIBRARY 301 SOUTH 1ST STREET EUFAULA, OK 74432	NONE		PROVIDE SUPPORT TO PURCHASE COMPUTER EQUIPMENT AND FURNITURE AND TO SUPPORT THE LOCAL HISTORY CURRICULUM.	5,500.
MCINTOSH COUNTY YOUTH & FAMILY 107 MCKINLEY STREET EUFAULA, OK 74432	NONE		PROVIDE FUNDING FOR PROGRAM FOR STRATEGIC PLANNING.	15,000.
RIVER PARKS FOUNDATION 717 SOUTH HOUSTON AVENUE TULSA, OK 74127	NONE	PUBLIC	PROVIDE FUNDING FOR THE FREEDOMFEST 4TH OF JULY EVENT SPONSORSHIP.	5,000.
COUNSELING & RECOVERY SERVICES 7010 SOUTH YALE AVENUE, #215 TULSA, OK 74136	NONE		PROVIDE FUNDING FOR UPGRADED TELECOMMUNICATIONS EQUIPMENT.	5,000.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
LIFE SENIOR SERVICES 5950 EAST 31ST STREET TULSA, OK 74135	NONE		PROVIDE FUNDING FOR AUDIOVISUAL EQUIPMENT FOR HEALTH INSURANCE COUNSELING PROGRAM.	$ 3,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES 4300 SOUTH HARVARD AVENUE TULSA, OK 74135	NONE		PROVIDE FUNDING FOR CARPET/TILE FOR EMERGENCY SHELTER.	5,000.
AMERICAN THEATRE COMPANY P.O. BOX 1265 TULSA, OK 74104	NONE		PROVIDE FUNDING FOR STAGE EQUIPMENT	2,000.
			TOTAL	$ 315,500.

12/31/11

2011 FEDERAL BOOK DEPRECIATION SCHEDULE

THE LYLE M. GELVIN FOUNDATION, INC.

73-1419663

NO	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT	CUR 179 BONUS	SPECIAL DEPR ALLOW	PRIOR 179/ BONUS/ SP. DEPR	PRIOR DEC BAL DEPR	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
	FORM 990/990-PF															
	MACHINERY AND EQUIPMENT															
1	COMPUTER	11/08/05		1,495							1,495	1,495	S/L MQ	5		0
	TOTAL MACHINERY AND EQUIPME			1,495		0	0	0	0	0	1,495	1,495				0
	TOTAL DEPRECIATION			1,495		0	0	0	0	0	1,495	1,495				0
	GRAND TOTAL DEPRECIATION			1,495		0	0	0	0	0	1,495	1,495				0