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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation HILLE FAMILY CHARITABLE FOUNDATION		A Employer identification number 73-1521975
Number and street (or P O box number if mail is not delivered to street address) 624 SOUTH BOSTON	Room/suite 710	B Telephone number 918-592-0079
City or town, state, and ZIP code TULSA, OK 74119		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 51,509,813.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		11,837.	11,837.		STATEMENT 1
4 Dividends and interest from securities		672,055.	672,055.		STATEMENT 2
5a Gross rents		342,781.	342,781.		STATEMENT 3
b Net rental income or (loss) -79,992.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		2,211,296.			
b Gross sales price for all assets on line 6a 11,008,539.			2,211,296.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		7,012.	7,012.		STATEMENT 5
12 Total. Add lines 1 through 11		3,244,981.	3,244,981.		
13 Compensation of officers, directors, trustees, etc.		239,881.	32,384.		207,497.
14 Other employee salaries and wages		61,491.	40,358.		21,133.
15 Pension plans, employee benefits		100,808.	13,609.		87,199.
16a Legal fees STMT 6		303,161.	303,161.		0.
b Accounting fees STMT 7		9,315.	9,315.		0.
c Other professional fees STMT 8		362,435.	362,435.		0.
17 Interest					
18 Taxes STMT 9		53,835.	7,032.		16,803.
19 Depreciation and depletion		78,082.	78,082.		
20 Occupancy		219,679.	219,679.		0.
21 Travel, conferences, and meetings		12,908.	1,742.		11,166.
22 Printing and publications					
23 Other expenses STMT 10		131,240.	97,378.		33,711.
24 Total operating and administrative expenses. Add lines 13 through 23		1,572,835.	1,165,175.		377,509.
25 Contributions, gifts, grants paid		1,792,876.			1,792,876.
26 Total expenses and disbursements. Add lines 24 and 25		3,365,711.	1,165,175.		2,170,385.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-120,730.			
b Net investment income (if negative, enter -0-)			2,079,806.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		6,694,590.	6,851,995.	6,851,995.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock STMT 11		29,583,934.	27,173,344.	30,853,698.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶ 3,056,524.				
		Less accumulated depreciation STMT 12 ▶ 237,950.		2,894,023.	2,818,574.	3,000,000.
	12	Investments - mortgage loans				
	13	Investments - other STMT 13		9,966,913.	12,179,136.	10,797,034.
	14	Land, buildings, and equipment basis ▶ 41,451.				
		Less accumulated depreciation STMT 14 ▶ 34,365.		9,719.	7,086.	7,086.
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers)		49,149,179.	49,030,135.	51,509,813.
	17	Accounts payable and accrued expenses		489,967.	489,967.	
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 15)		40,266.	41,952.	
	23	Total liabilities (add lines 17 through 22)		530,233.	531,919.	
		Foundations that follow SFAS 117, check here ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		48,618,946.	48,498,216.	
	30	Total net assets or fund balances		48,618,946.	48,498,216.	
	31	Total liabilities and net assets/fund balances		49,149,179.	49,030,135.	

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	48,618,946.
2	Enter amount from Part I, line 27a	2	-120,730.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	48,498,216.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,498,216.

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 MERRILL LYNCH ACCOUNTS		P	VARIOUS	VARIOUS
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 11,008,539.		8,797,243.	2,211,296.
b			
c			
d			
e			

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	
a			2,211,296.
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	2,211,296.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	2,566,926.	52,479,784.	.048913
2009	3,126,777.	52,204,399.	.059895
2008	3,490,723.	61,797,461.	.056487
2007	3,209,467.	62,275,552.	.051537
2006	4,907,131.	60,280,938.	.081404

2 Total of line 1, column (d)	2	.298236
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	.059647
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	52,826,448.
5 Multiply line 4 by line 3	5	3,150,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,798.
7 Add lines 5 and 6	7	3,171,737.
8 Enter qualifying distributions from Part XII, line 4	8	2,170,385.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	41,596.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	41,596.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	41,596.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 51,313.	7	61,313.
b Exempt foreign organizations - tax withheld at source	6b	8	30.
c Tax paid with application for extension of time to file (Form 8868)	6c 10,000.	9	
d Backup withholding erroneously withheld	6d	10	19,687.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 19,687. Refunded			

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) <u>OK</u>		
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 ► <u>WWW.HILLEFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>918-592-0079</u> Located at ► <u>624 SOUTH BOSTON, TULSA, OK</u> ZIP+4 ► <u>74119</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 ►		
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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)?

☐ 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

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.

(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 16		239,881.	35,982.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MERRILL LYNCH - 1800 MERRILL LYNCH DRIVE, MSC 0803, PENNINGTON, NJ 08534-412	BROKER FEES	232,968.
KAJEER YAR 2651 E. 66TH ST., TULSA, OK 74136	LEGAL SERVICES	156,675.
CHAPMAN SPINGOLA, LLP 77 WEST WACKER DRIVE, CHICAGO, IL 60601	LEGAL SERVICES	123,073.
MID-AM PROPERTIES, LLC 5105 E. 80TH ST., TULSA, OK 74136	CONSULTING SERVICES	99,717.

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

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	
3 All other program-related investments. See instructions.	
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	39,223,128.
b	Average of monthly cash balances	1b	5,292,013.
c	Fair market value of all other assets	1c	9,115,771.
d	Total (add lines 1a, b, and c)	1d	53,630,912.
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	53,630,912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	804,464.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,826,448.
6	Minimum investment return. Enter 5% of line 5	6	2,641,322.

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	2,641,322.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	41,596.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	41,596.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,599,726.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,599,726.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,599,726.

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	2,170,385.
b	Program-related investments - total from Part IX-B	1b	0.
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	2,170,385.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,170,385.

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				2,599,726.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,101,276.			
b From 2007	555,519.			
c From 2008	448,233.			
d From 2009	527,573.			
e From 2010				
f Total of lines 3a through e	3,632,601.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	2,170,385.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,170,385.
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).)	429,341.			429,341.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,203,260.			
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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,671,935.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,531,325.			
10 Analysis of line 9:				
a Excess from 2007	555,519.			
b Excess from 2008	448,233.			
c Excess from 2009	527,573.			
d Excess from 2010				
e Excess from 2011				

HILLE FAMILY CHARITABLE FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2011
ATTACHMENT TO FORM 990-PF

PAGE 10. PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

AGENCY	Address	City	State	Zip Code	RECIPIENT STATUS	PURPOSE OF GRANT OR CONTRIBUTION	RELATIONSHIP	GRANT AMOUNT
1st Tee Tulsa	5223 East 41st Street North	Tulsa	OK	74115	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
A New Leaf	2306 South 1st Place	Broken Arrow	OK	74012	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
A Pocket Full of Hope	1325 East Apache	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500.00
AFP Eastern Oklahoma Chapter	PO Box 2974	Tulsa	OK	74101	Public Charity	Promote and Support Organization's Exempt Purposes	None	300.00
Aim High Academy	8177 South Harvard Avenue #424	Tulsa	OK	74137	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Aldar Shrine	2808 South Sheridan Road	Tulsa	OK	74129	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Alzheimer's Association (local)	2448 East 81st Street, Suite 3000	Tulsa	OK	74137	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
American Red Cross	10151 East 11th Street	Tulsa	OK	74128	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
American Theatre Company	PO Box 1265	Tulsa	OK	74101	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Arts & Humanities Council Tulsa	2210 South Main Street #D	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	100,000.00
Assistance League of Tulsa	3408 East 11th Street	Tulsa	OK	74112	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Association of Small Foundations	1720 N Street, NW	Washington	DC	20036	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Blaze's Tribute Equine Rescue	17667 Markita Drive	Jones	OK	73049	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Booker T. Washington	1514 East Zion Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,500.00
Brandon Magalassi Memorial Scholarship	13800 East 106th St. N	Owasso	OK	74055	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,500.00
Brazos Animal Shelter	2207 Finfether Road	Bryan	TX	77801	Public Charity	Promote and Support Organization's Exempt Purposes	None	550.00
Building Tulsa Building Lives	1870 S. Boulder	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	200,000.00
Camp Fire, USA	706 S Boston Ave	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Camp Invention	3701 Highland Park St. NW	North Canton	OH	44720	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Camp Loughridge	4900 W 71st Street	Tulsa	OK	74131	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Child Abuse Network	2829 S. Sheridan	Tulsa	OK	74129	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Clarehouse	7617 S Mingo	Tulsa	OK	74133	Public Charity	Promote and Support Organization's Exempt Purposes	None	25,000.00
Colon Cancer Coalition	5666 Lincoln Drive, Suite 270	Edina	MN	55436	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Community Food Bank	1304 N Kenosha Ave.	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Community Service Council	16 East 16th Street	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Counseling & Recovery Services of OK (formerly ACT)	7010 South Yale Avenue	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Crisis Pregnancy Outreach	7807 East 76th Street	Tulsa	OK	74133	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Crosstown Learning Center	2501 East Archer Street	Tulsa	OK	74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	85,536.73
Dan Allen Center for Social Justice	PO Box 35484	Tulsa	OK	74153	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Day Spring Villa	PO Box 1588	Sand Springs	OK	74063	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
DVIS	4300 South Harvard Avenue	Tulsa	OK	74135	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Eisenhower Foundation	2819 South New Haven Avenue	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500.00
Eisenhower International School PTA	2819 South New Haven Avenue	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Emergency Infant Services	222 South Houston Avenue	Tulsa	OK	74127	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,500.00
EODDS	3741 South Peoria	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Faith Academy of Bellville	12177 Texas 36	Bellville	TX	77418	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
First Baptist Church Caring Center	403 South Cincinnati Avenue	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
First Baptist Church of Tulsa	403 South Cincinnati Avenue	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Foundation for Tulsa Schools	3027 South New Haven #600	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Friends of Starlight Concerts, Inc.	PO Box 35158	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
Girl Scouts of Eastern OK	2432 East 51st Street	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Girl Scouts' Beyond Bars	2432 East 51st Street	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
Global Gardens	PO Box 52034	Tulsa	OK	74152	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Good Samaritan Health Services	PO Box 1191	Tulsa	OK	74101	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Goodwill Industries	2800 Southwest Boulevard	Tulsa	OK	74107	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
Grace Home Hospice	PO Box 35894	Tulsa	OK	74153	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
Greater Cornerstone	5610 South 41st West Avenue	Tulsa	OK	74107	Public Charity	Promote and Support Organization's Exempt Purposes	None	244,871.25
Habitat for Humanity	6235 East 13th Street	Tulsa	OK	74112	Public Charity	Promote and Support Organization's Exempt Purposes	None	23,000.00
Happy Hands	8801 South Garnett Road	Broken Arrow	OK	74012	Public Charity	Promote and Support Organization's Exempt Purposes	None	75,000.00
Harvest House	1439 East 71st Street	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Helping Hand Ministry	709 South Boston	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000.00
Holy Highway Evangelistic Center	1019 East 54th Street North	Tulsa	OK	74126	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00

HILLE FAMILY CHARITABLE FOUNDATION
 SCHEDULE OF CHARITABLE CONTRIBUTIONS
 FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2011
 ATTACHMENT TO FORM 990-PF

PAGE 10. PART XV. LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

AGENCY	Address	City	State	Zip Code	RECIPIENT STATUS	PURPOSE OF GRANT OR CONTRIBUTION	RELATIONSHIP	GRANT AMOUNT
Hospitality House of Tulsa	1135 South Victor Avenue	Tulsa	OK	74104	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Indian Nations Council Boy Scouts of America	4295 South Garnett Road	Tulsa	OK	74146	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Iron Gate	501 South Cincinnati Avenue	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000.00
IDRF	601 South Boulder Avenue West	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	110,000.00
Jenks East Elementary School	8925 South Harvard	Tulsa	OK	74137	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
John 3.16 Mission	205 East Pine Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
John Hope Franklin Center for Reconciliation	131 North Greenwood Avenue, 2nd Floor	Tulsa	OK	74120	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,000.00
KIPP	1661 East Virgin Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	53,500.00
Larry Bray Memorial Foundation (leslie disc \$)	601 South Boulder Avenue West	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Leadership Tulsa	1717 South Boulder Avenue West	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Light Opera OK	2210 South Main Street	Tulsa	OK	74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
MD Anderson Cancer Center	1515 Holcombe Boulevard	Houston	TX	77030	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Metropolitan Tulsa Urban League	240 East Apache Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	8,000.00
Neighbor for Neighbor	505 East 36th Street North	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Neighbors Along the Line	5000 Charles Page Boulevard	tulsa	OK	74127	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
New Hope Camp	4805 N Carolina 86	Chapel Hill	NC	27514	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
OASIS	5525 East 51st Street	Tulsa	OK	74135	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
OK Arts Institute	111 Northwest 9th Street	Oklahoma City	OK	73102	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
OK Center for Nonprofit Management	923 North Robinson Avenue Suite 400	Oklahoma City	OK	73102	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
OK Center for Poets & Writers	700 North Greenwood	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
OK United Methodist Circle of Care	1501 Northwest 24th Street #214	Oklahoma City	OK	73106	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000.00
OSU Bursar	113 Student Union	Stillwater	OK	74078	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
OSU Bursar	113 Student Union	Stillwater	OK	74078	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,623.73
OSU Bursar	113 Student Union	Stillwater	OK	74078	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,314.26
OU Foundation	100 Timberdell Road	Norman	OK	73019	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,292.33
Owasso Baptist Home	12700 East 76th Street North	Owasso	OK	74055	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,862.44
Phi Gamma Delta	2707 Hemphill Park	Austin	TX	78705	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Piedmont Middle School	823 2nd Street Northwest	Piedmont	OK	73078	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Planned Parenthood ARK & Eastern OK	5780 South Peoria	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,402.01
Polo Players Support Group	11924 Forest Hill Boulevard Suite 22-287	Wellington	FL	33414	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Polo Training Foundation (sheila disc \$)	70 Clinton Street	Tully	NY	13159	Public Charity	Promote and Support Organization's Exempt Purposes	None	30,000.00
Progressive Training Christian Academy	2425 East 28th Street North	Tulsa	OK	74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000.00
Rebuilding Together Tulsa	701 South Main Street	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Riverview United Methodist Church	8002 U.S. 301	Riverview	FL	33578	Public Charity	Promote and Support Organization's Exempt Purposes	None	40,150.00
Rogers State University	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
RSU Bursar	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
RSU Bursar	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,686.57
RSU Bursar	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,759.74
RSU Bursar	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	727.61
RSU Foundation	1701 West Rogers Boulevard	Claremore	OK	74017	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,553.25
Salvation Army	102 North Denver Avenue	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	27,600.00
San Miguel School	2434 East Admiral Boulevard	Tulsa	OK	74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Show, Inc.	425 West Wells Boulevard	Sapulpa	OK	74066	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
SIRE Houston's Therapeutic Equestrian Center	24161 Spring Drive	Hockley	TX	77447	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500.00
Special Olympics Oklahoma	6835 South Canton Avenue	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,450.00
St Simeon's	3701 North Cincinnati Avenue	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Stallings Island Middle School	3830 Blackstone Camp Road	Martinez	CA	30907	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,000.00
Stevens Creek Elementary	10300 Ainsworth Drive	Cupertino	CA	95014	Public Charity	Promote and Support Organization's Exempt Purposes	None	11,000.00
StoneRidge Elementary School	2501 Alexandra Drive	Roseville	CA	95661	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Street School	1135 South Yale Avenue	Tulsa	OK	74112	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Sts. Peter & Paul School	1428 N 67th East Avenue	Tulsa	OK	74115	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00

HILLE FAMILY CHARITABLE FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
FOR THE CALENDAR YEAR ENDED DECEMBER 31, 2011
ATTACHMENT TO FORM 990-PF

PAGE 10, PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

AGENCY	Address	City	State	Zip Code	RECIPIENT STATUS	PURPOSE OF GRANT OR CONTRIBUTION	RECIPIENT RELATIONSHIP	GRANT AMOUNT
Sustainable Tulsa	PO Box 3543	Tulsa	OK	74101	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
Sylvia Townner Diabetes Camping Foundation	1517 East 34th Street	Tulsa	OK	74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
TCC Bursar	909 South Bostn Avenue	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,838.84
TCC Bursar	909 South Bostn Avenue	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,807.10
Teach for America	1202 West Easton Street	Tulsa	OK	74127	Public Charity	Promote and Support Organization's Exempt Purposes	None	50,000.00
The Brookwood Community	1752 FM 1489 Road	Brookshire	TX	77423	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
The Lydia Project	2501 McDowell Street	Augusta	GA	30904	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Thoroughbred Retirement Foundation	PO Box 834	Saratoga Springs	NY	12866	Public Charity	Promote and Support Organization's Exempt Purposes	None	650.00
Town & Country School	8906 East 34th Street	Tulsa	OK	74145	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,000.00
Transitional Living Center	12 East 12th Street	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	19,000.00
Trinity Lutheran Preschool	5750 South Elm Place	Tulsa	OK	74011	Public Charity	Promote and Support Organization's Exempt Purposes	None	700.00
Tulsa Advocates Protection of Children (Laura Dester)	PO Box 14044	Tulsa	OK	74159	Public Charity	Promote and Support Organization's Exempt Purposes	None	100,000.00
Tulsa Air & Space Museum	3624 North 74th East Avenue	Tulsa	OK	74115	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,050.00
Tulsa CASA	700 South Boston Avenue	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Tulsa Community College Foundation	909 South Boston Avenue	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000.00
Tulsa Community Foundation	7030 South Yale Avenue	Tulsa	OK	74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	93,000.00
Tulsa Day Center for the Homeless	415 West Archer Street	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
Tulsa Dream Center	200 West 46th Street North	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Tulsa Elite AAYD						Promote and Support Organization's Exempt Purposes	None	2,500.00
Tulsa Girls Art School	2202 East Admiral Boulevard	Tulsa	OK	74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	18,250.00
Tulsa Hope Academy	1007 South Main Street	Tulsa	OK	74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	100.00
Tulsa Library Trust	400 Civic Center	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Tulsa Metro Young Life	4641 South Braden Avenue #201	Tulsa	OK	74135	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Tulsa Police Heroes Banquet						Promote and Support Organization's Exempt Purposes	None	300.00
Tulsa Technology Center	3850 North Peoria Avenue	Tulsa	OK	74106	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Tulsa Zoo Management	6421 East 36th Street North	Tulsa	OK	74123	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,000.00
YMCA	418 South Main Street	Tulsa	OK	74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000.00
								<u>1,792,875.86</u>

2011 DEPRECIATION AND AMORTIZATION REPORT

COMMERCIAL REAL ESTATE, TULSA, OK

RENT 1

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	LAND- 624 S BOSTON	11/07/08	L				65,000.				65,000.			0.	
12	BLDG- 624 S BOSTON	11/07/08	SL	40.00		16	2,948,806.				2,948,806.	159,727.		73,720.	233,447.
13	CONCEPTUAL DESIGN- BLDG- 624 S BOSTON	02/05/09	SL	40.00		16	22,500.				22,500.	1,079.		563.	1,642.
14	ARCH DESIGN- BLDG- 624 S BOSTON	03/06/09	SL	40.00		16	5,000.				5,000.	229.		125.	354.
15	ARCH DESIGN- BLDG- 624 S BOSTON	05/01/09	SL	40.00		16	9,610.				9,610.	400.		240.	640.
16	PORTABLE AIR CONDITIONERS	07/01/09	SL	7.00		16	1,785.				1,785.	383.		255.	638.
17	CARPET- 624 S BOSTON	09/24/09	SL	7.00		16	3,823.				3,823.	683.		546.	1,229.
	* 990-PF RENTAL TOTAL OTHER						3,056,524.				3,056,524.	162,501.		75,449.	237,950.

2011 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE	01/30/04	SL	7.00		16	4,260.				4,260.	4,212.		48.	4,260.
2	SBC OFFICE SETUP	05/17/04	SL	7.00		16	629.				629.	592.		37.	629.
3	PHONE SYSTEM	05/28/04	SL	7.00		16	3,440.				3,440.	3,233.		207.	3,438.
4	OFC EQT	07/16/07	SL	5.00		16	800.				800.	547.		160.	707.
5	1/2 COMPUTER- SHIRLEY	01/15/08	SL	5.00		16	882.				882.	528.		176.	704.
6	1/2 COMPUTER- MAGGIE	01/16/08	SL	5.00		16	1,332.				1,332.	776.		266.	1,042.
7	PRINTER	06/01/09	SL	5.00		16	2,508.				2,508.	795.		502.	1,297.
8	OFFICE FURNITURE	09/01/09	SL	7.00		16	5,250.				5,250.	1,000.		750.	1,750.
9	REFRIGERATOR	10/01/09	SL	7.00		16	401.				401.	71.		57.	128.
10	COMPUTER	07/21/10	SL	5.00		16	2,150.				2,150.	179.		430.	609.
18	COMPUTER	05/14/01	SL	5.00		16	2,171.				2,171.	2,171.		0.	2,171.
19	COMPUTER	07/21/02	SL	5.00		16	3,474.				3,474.	3,474.		0.	3,474.
20	PRINTER, SHREDDER	03/20/03	SL	5.00		16	607.				607.	607.		0.	607.
21	COMPUTER SETUP	05/27/04	SL	5.00		16	285.				285.	285.		0.	285.
22	COMPUTER	06/02/04	SL	5.00		16	2,164.				2,164.	2,164.		0.	2,164.
23	COMPUTER	07/13/04	SL	5.00		16	6,420.				6,420.	6,420.		0.	6,420.
24	COMPUTER SETUP	07/13/04	SL	5.00		16	956.				956.	956.		0.	956.
25	COMPUTER - LESLIE AND SHEILA	05/19/05	SL	5.00		16	3,722.				3,722.	3,722.		0.	3,722.

128111
05-01-11

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* TOTAL 990-PF PG 1 DEPR						41,451.				41,451.	31,732.		2,633.	34,363.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	11,837.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,837.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	672,055.	0.	672,055.
TOTAL TO FM 990-PF, PART I, LN 4	672,055.	0.	672,055.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL REAL ESTATE, TULSA, OK	1	342,781.
TOTAL TO FORM 990-PF, PART I, LINE 5A		342,781.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		75,449.	
INSURANCE		14,869.	
MAINTENANCE & REPAIRS		43,594.	
PROFESSIONAL FEES		35,068.	
UTILITIES		157,803.	
TAXES		61,876.	
ALARM SERVICE		683.	
JANITORIAL		28,966.	
SECURITY		1,080.	
TRASH SERVICE		3,081.	

HILLE FAMILY CHARITABLE FOUNDATION

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OFFICE EXPENSES		304.	
- SUBTOTAL -	1		422,773.
TOTAL RENTAL EXPENSES			422,773.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-79,992.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	4,284.	4,284.	
PARTNERSHIP- EMOTION MEDIA, LLC	-5,160.	-5,160.	
PARTNERSHIP- GREENARCH, LLC	-597.	-597.	
MISCELLANEOUS INCOME	8,485.	8,485.	
TOTAL TO FORM 990-PF, PART I, LINE 11	7,012.	7,012.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	303,161.	303,161.		0.
TO FM 990-PF, PG 1, LN 16A	303,161.	303,161.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,315.	9,315.		0.
TO FORM 990-PF, PG 1, LN 16B	9,315.	9,315.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER PROFESSIONAL FEES	94,399.	94,399.		0.	
OTHER PROFESSIONAL FEES- 624 SOUTH BOSTON	35,068.	35,068.		0.	
MERRILL LYNCH MANAGEMENT FEE	232,968.	232,968.		0.	
TO FORM 990-PF, PG 1, LN 16C	362,435.	362,435.		0.	

FORM 990-PF	TAXES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	22,149.	5,346.		16,803.	
INCOME TAXES	30,000.	0.		0.	
FOREIGN TAX ON DIVIDENDS	1,686.	1,686.		0.	
TO FORM 990-PF, PG 1, LN 18	53,835.	7,032.		16,803.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	30,186.	4,075.		26,111.	
INSURANCE	5,376.	726.		4,650.	
REPAIRS AND MAINTENANCE- 624 SOUTH BOSTON	43,594.	43,594.		0.	
OFFICE EXPENSES- 624 SOUTH BOSTON	304.	304.		0.	
INSURANCE- 624 SOUTH BOSTON	14,869.	14,869.		0.	
DUES	2,950.	0.		2,950.	
ALARM SERVICE- 624 SOUTH BOSTON	683.	683.		0.	
JANITORIAL- 624 SOUTH BOSTON	28,966.	28,966.		0.	
SECURITY- 624 SOUTH BOSTON	1,080.	1,080.		0.	
TRASH SERVICE- 624 SOUTH BOSTON	3,081.	3,081.		0.	

HILLE FAMILY CHARITABLE FOUNDATION

73-1521975

PARTNERSHIP NONDEDUCTIBLE
EXPENSES

	151.	0.	0.
TO FORM 990-PF, PG 1, LN 23	131,240.	97,378.	33,711.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	28,044,022.	31,673,943.
SHORT POSITIONS	-870,678.	-820,245.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,173,344.	30,853,698.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND- 624 S BOSTON	65,000.	0.	65,000.
BLDG- 624 S BOSTON	2,948,806.	233,447.	2,715,359.
CONCEPTUAL DESIGN- BLDG- 624 S BOSTON	22,500.	1,642.	20,858.
ARCH DESIGN- BLDG- 624 S BOSTON	5,000.	354.	4,646.
ARCH DESIGN- BLDG- 624 S BOSTON	9,610.	640.	8,970.
PORTABLE AIR CONDITIONERS	1,785.	638.	1,147.
CARPET- 624 S BOSTON	3,823.	1,229.	2,594.
TOTAL TO FM 990-PF, PART II, LN 11	3,056,524.	237,950.	2,818,574.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	12,179,136.	10,797,034.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,179,136.	10,797,034.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	4,260.	4,260.	0.
SBC OFFICE SETUP	629.	629.	0.
PHONE SYSTEM	3,440.	3,440.	0.
OFC EQT	800.	707.	93.
1/2 COMPUTER- SHIRLEY	882.	704.	178.
1/2 COMPUTER- MAGGIE	1,332.	1,042.	290.
PRINTER	2,508.	1,297.	1,211.
OFFICE FURNITURE	5,250.	1,750.	3,500.
REFRIGERATOR	401.	128.	273.
COMPUTER	2,150.	609.	1,541.
COMPUTER	2,171.	2,171.	0.
COMPUTER	3,474.	3,474.	0.
PRINTER, SHREDDER	607.	607.	0.
COMPUTER SETUP	285.	285.	0.
COMPUTER	2,164.	2,164.	0.
COMPUTER	6,420.	6,420.	0.
COMPUTER SETUP	956.	956.	0.
COMPUTER - LESLIE AND SHEILA	3,722.	3,722.	0.
TOTAL TO FM 990-PF, PART II, LN 14	41,451.	34,365.	7,086.

FORM 990-PF OTHER LIABILITIES STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED SEP CONTRIBUTION	35,796.	35,982.
SECURITY DEPOSITS	4,470.	4,470.
ACCRUED PAYROLL	0.	1,500.
TOTAL TO FORM 990-PF, PART II, LINE 22	40,266.	41,952.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 16
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY ANN HILLE 3915 S. LEWIS PLACE TULSA, OK 74105	CO-TRUSTEE 1.50	5,793.	869.	0.
LESLIE HAMRICK 3523 WEST LAKE DRIVE MARTINEZ, GA 30907	GRANT REPORT OFFICER 7.00	33,508.	5,026.	0.
SHEILA LEQUERICA 867 GRANADA ROAD SEALY, TX 77474	GRANT REPORT OFFICER 7.00	33,508.	5,026.	0.
MARGARET YAR 2651 E. 66TH ST. TULSA, OK 74136	EXEC. DIRECTOR, CO-TRUSTEE 40.00	89,240.	13,386.	0.
SHIRLEY MARTIN 4611 E. 55TH TULSA, OK 74135	GRANTS MANAGER 40.00	77,832.	11,675.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		239,881.	35,982.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SHIRLEY MARTIN
624 S. BOSTON SUITE 710
TULSA, OK 74119

TELEPHONE NUMBER

918-592-0079

FORM AND CONTENT OF APPLICATIONS

BRIEF PROPOSAL WITH DETAILED DESCRIPTION OF PROGRAM AND A LIST OF DONATIONS
ALREADY SECURED; COPY OF THE ORGANIZATION'S CURRENT YEAR'S AND LAST YEAR'S
BUDGET; COPY OF ORGANIZATION'S MOST RECENT AUDIT; COPY OF MOST RECENT 990
AND STATUS DETERMINATION LETTER FROM IRS.

ANY SUBMISSION DEADLINES

MAY 1, SEPTEMBER 1, DECEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY 501(C)(3) ORGANIZATIONS; PREDOMINANTLY IN THE TULSA, OK AREA

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	HILLE FAMILY CHARITABLE FOUNDATION	☒ 73-1521975	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	624 SOUTH BOSTON, NO. 710	☐	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	TULSA, OK 74119		

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION

• The books are in the care of **624 SOUTH BOSTON, NO. 710 - TULSA, OK 74119**

Telephone No **918-592-0079**

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS RESPECTFULLY REQUESTED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a 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	8a	\$	61,313.
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 and any amount paid previously with Form 8868.	8b	\$	61,313.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date