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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.

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation The Puterbaugh Foundation		A Employer identification number 73-6092193
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 1206	Room/suite	B Telephone number (see instructions) 918-426-1591
City or town, state, and ZIP code McAlester, OK 74502		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,429,681.71	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	51.56	51.56		
	4 Dividends and interest from securities	420,595.62	420,595.62		
	5a Gross rents				
	5b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,397.45			
	b Gross sales price for all assets on line 6a 3,028,821.82				
	7 Capital gain net income (from Part IV, line 2)		15,397.45		
	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) (attach schedule)					
11 Other income (attach schedule) Sch. 1	22,686.22	22,686.22			
12 Total. Add lines 1 through 11	458,730.85	458,730.85			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	29,064.80	17,438.88		11,625.92
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Sch. 1	12,000.00	7,200.00		4,800.00
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Sch. 1	2,600.69	2,600.69		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3,648.00	2,188.80		1,459.20
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Sch. 1	22,486.59	13,491.95		8,994.64
	24 Total operating and administrative expenses. Add lines 13 through 23	69,800.08	42,920.32		26,879.76
	25 Contributions, gifts, grants paid Sch. 7	603,694.75			603,694.75
26 Total expenses and disbursements. Add lines 24 and 25	673,494.83	42,920.32		630,574.51	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-214,763.98				
b Net investment income (if negative, enter -0-)		415,810.53			
c Adjusted net income (if negative, enter -0-)			n/a		

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	105,200.68	321,369.79	321,369.79
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	-500.00	-500.00	-500.00
	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 schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges <i>Excise tax</i>	3454.08	1,024.59	1,024.59
	10a	Investments—U.S. and state government obligations (attach schedule) <i>2</i>	3940.54	1,901.19	2,182.31
	b	Investments—corporate stock (attach schedule) <i>Sch 3</i>	9,872,068.38	10,154,306.83	10,447,945.12
	c	Investments—corporate bonds (attach schedule) <i>Sch 4</i>	3,350,116.68	2,939,737.95	2,651,459.90
	Liabilities	11	Investments—land, buildings, and equipment: basis ▶		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)			
14		Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ <i>Sch 1</i>)	8,894.36	8,894.36	6,200.00
16		Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	13,343,174.72	13,426,734.71	13,429,681.71
17		Accounts payable and accrued expenses	120.00	120.00	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	120.00	120.00	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	12,888,145.12	12,971,705.11	
25	Temporarily restricted	200,000.00	200,000.00		
26	Permanently restricted	254,909.60	254,909.60		
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	13,343,054.72	13,426,614.71		
31	Total liabilities and net assets/fund balances (see instructions)	13,343,174.72	13,426,734.71		

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	13,343,054.72
2	Enter amount from Part I, line 27a	2	-214,763.98
3	Other increases not included in line 2 (itemize) ▶ <i>K-1 losses not booked, pp market valuation not booked</i>	3	298,323.97
4	Add lines 1, 2, and 3	4	13,426,614.71
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	13,426,614.71

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Schedules Attached				
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 3,028,821.82		3,013,424.37	15,397.45	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			15,397.45	
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	15397.45
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	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			
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			
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			
5 Multiply line 4 by line 3			
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			
8 Enter qualifying distributions from Part XII, line 4			

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,316	21
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	8,316	21
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	8,316	21
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,024	59	
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	1,024	59	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,291	62	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11			

Part VII-A Statements Regarding Activities

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

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ None				
14	The books are in care of ▶ Cara Bland	Telephone no. ▶	918-426-1591	
	Located at ▶ 215 E Choctaw, STE 114, McAlester, OK	ZIP+4 ▶	74501	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			✓

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? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)? ☐ Yes ☒ No

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

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Steven W Taylor 728 E Tennessee, McAlester, OK 74501	Chairperson, Trustee	16,608.44	0	0
Cara Bland 601 Nelson Lane, McAlester, OK 74501	Treasurer, Trustee	20,304.24	0	0
Lucy Smith 537 Adams, McAlester, OK 74501	Trustee	4152.12	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 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 None	
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 None	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,727,138.52
b	Average of monthly cash balances	1b	318,002.22
c	Fair market value of all other assets (see instructions)	1c	3,708.72
d	Total (add lines 1a, b, and c)	1d	14,048,849.46
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,048,849.46
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	210,732.74
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,838,116.72
6	Minimum investment return. Enter 5% of line 5	6	691,905.84

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	691,905.84
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,316.21
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,316.21
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	683,589.63
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	683,589.63
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	683,589.63

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	603,694.75
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	603,694.75
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	603,694.75

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				683,589.63
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years: 20____, 20____, 20____		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: ▶ \$ 603,694.75				
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				603,694.75
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				79,894.88
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)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 foundation 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:

Steven W. Taylor, Chairman, PO Box 1206, McAlester, OK 74502

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

Letters with proof of SEC 170 status/ or 501(C)(3) Status.

- c** Any submission deadlines:

None

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

Strong preference for local charities, education, youth, public health

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Schedule 7 attached				
Total				3a 603,694.75
b Approved for future payment				
Total				3b n/a

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) 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	51.56	
4	Dividends and interest from securities			14	420,595.62	
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			14	15,397.45	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a Royalties - SCH 1			14	2,513.22	
b	Merrill Lynch Other Income - Sch 1			14	62,150.00	
c	K-1 Losses - SCH 1			14	-41,977.00	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				458,730.85	
13	Total. Add line 12, columns (b), (d), and (e)				13	458,730.85

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

Cara Bland
Signature of officer or trustee

8/14/12 Treasurer
Date Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

SUPPORTING DETAILS**PART I-LINE 11 - OTHER INCOME**

MERRILL LYNCH OTHER INCOME	62,150.00	
PARTNERSHIP K-1 INCOME- SCH 6	(41,977.00)	
ROYALTY INCOME	<u>2513.22</u>	
TOTAL TO LINE 11		<u>22,686.22</u>

PART I-LINE 16(b)-ACCOUNTING

MAINTENANCE OF MONTHLY FINANCIAL RECORDS	7200.00	
PREPARATION OF ANNUAL TAX RETURN	<u>4800.00</u>	
TOTAL TO LINE 16(b)		<u>12000.00</u>

PART I-LINE 18-TAXES

EXCISE TAX	2,429.49	
FOREIGN TAX PAID ON INVESTMENT ACCTS	<u>171.20</u>	
TOTAL TO LINE 18		<u>2,600.69</u>

PART I-LINE 23-OTHER EXPENSES

OFFICE SUPPLIES, POSTAGE, TELEPHONE	1,328.42	
BANK & INVESTMENT CHARGES	19,365.17	
DUES & SUBSCRIPTIONS	1,032.00	
DIRECTOR'S LIABILITY INSURANCE	<u>761.00</u>	
TOTAL TO LINE 23		<u>22,486.59</u>

PART II-LINE 10-INVESTMENT IN SECURITIES

	BOOKS	MARKET
INVESTMENT IN US & STATE OBLIGATIONS(SCH 2, LINE 10a)	1,901.19	2,182.31
INVESTMENT IN STOCKS(SCH 3, LINE 10b)	10,154,306.83	10,447,945.12
INVESTMENT IN BONDS(SCH 4 LINE 10c)	<u>2,939,737.95</u>	<u>2,651,459.90</u>
TOTALS	13,095,945.97	13,101,587.33

PART II-LINE 15-OTHER ASSETS

OIL & GAS ROYALTY-CHAMBERLAIN LEASE, N.MEXICO	4526.00	3700.00
OFFICE FURNITURE & EQUIPMENT	<u>4368.36</u>	<u>2500.00</u>
TOTALS	8894.36	6200.00

<u>INVESTMENT IN GOVERNMENT SECURITIES</u>	<u>FACE VALUE</u>	<u>BASIS</u>	<u>F.M.V.</u>
MERRILL LYNCH ACCOUNT			
GNMA 12.5% DUE 12-20-13	9.00	0 00	9.79
FNMA CMO 1991	648 00	636 97	724 17
FNMA 7% DUE 3-25-21	1,296.00	1,264.22	1,448 35
TOTAL MERRILL LYNCH		1,901.19	2,182 31
		1,901 19	2,182 31

<u>INVESTMENT IN STOCKS</u>	<u>UNITS</u>	<u>COST</u>	<u>F.M.V.</u>
MERRILL LYNCH ACCOUNTS			
585-02365			
ALTRIA	2,250 000	33,063.00	66,712.50
AT&T INC	6,300 000	211,499.95	190,512.00
SEK CPN STEPS AAPL	5,000.000	50,000.00	53,050.00
SEK STEPS HAL	15,000.000	150,000.00	111,000.00
BAC STEPS SEAGATE	8,000.000	80,000.00	72,480.00
BAC STEPS SLB	12,000.000	120,000.00	99,480.00
BAC STEPS CITI	17,500.000	175,000.00	132,125.00
BANK OF AMERICA CORP	4,000.000	117,190.00	22,240.00
BANK OF AMERICA CORP COM	2,000 000	30,000.00	11,120.00
CEYONIQ AG	1 000	16.49	0.02
CHEVRON CORP	1,000.000	100,300.00	108,400.00
CITIGROUP INC	300.000	141,081.62	7,893.00
CONOCOPHILLIPS	1,000 000	28,031.84	72,870.00
CATERPILLAR INC DEL	1,351.000	100,000.00	122,400.60
DCP MIDSTREAM PARTNERS	1,300 000	39,065.00	61,711.00
ENERGY TRANSFER PTNRS LP	2,000.000	86,689.90	91,700.00
ENTERPRISE GP HLDGS LP	3,500.000	52,500.00	162,330.00
EXXON MOBILE CORP	1,000 000	69,881.48	84,760.00
GENERAL ELECTRIC	6,000.000	117,240.00	107,460.00
GENERAL MILLS	3,200.000	79,664.35	129,312.00
GENERAL MOTORS CO	400.000	47,187.45	8,108.00
JOHNSON AND JOHNSON COM	1,000 000	62,168.00	65,580.00
KAISER ALUM CORP	154 000	0.00	7,065.52
WT07 GENERAL MOTORS	728 000	53,564.10	7,116.20
NOBLE ENERGY INC	1,000 000	44,390.28	94,390.00
OGE ENERGY CORP PV \$0.01	3,800.000	73,792.72	215,498.00
ONEOK PARTNERS LP	3,515.567	88,605.44	201,083.40
PEPSICO INC	1,000.000	68,500.78	66,350.00
PETROLEO BRAS VTG SPD ADR	832.269	28,614.88	20,681.88
PFIZER INC DEL PV \$0.05	4,250.000	122,064.14	91,970.00
PHILIP MORRIS INTL INC	2,250 000	75,340.77	176,580.00
PLAINS ALL AMERN PIPL LP	1,232.257	60,451.68	90,509.28
SCHLUMBERGER LTD	1,000 000	26,435.25	68,310.00
SOUTHERN COMPANY	1,600.000	37,658.06	74,064.00
UNITED CONTL HLDGS INC	5.000	0.00	94.35
WEINGARTEN RLTY INVS SBI	1,125 000	24,893.00	24,547.50
WESTERN GAS PARTNERS LP	1,850 000	40,109.01	76,349.50
WILLIAMS PARTNERS LP	1,213 000	33,597.60	72,767.87
BLACKROCK ECOSOLUTIONS	8,025.254	133,180.96	62,757.48
CLEARBRIDGE ENERGY MLP F	10,000 000	200,000.00	224,400.00
EATON VANCE RISK MANAGED	12,500.000	250,000.00	130,625.00
FT 3245 HIGH DIVD EQUIT	5,185 000	50,002.07	52,472.20
FT 2561 TECHNOLOGY SELCT	13,730.828	151,171.59	148,430.25
FT 2594 CAP STRNGTH POR	14,821.503	153,310.68	164,370.46
FT 2658 HIGH YIELD INCM	10,569.356	104,518.34	94,701.43
TORTOISE MLP FD INC	6,000 000	150,000.00	154,620.00
TOTAL MERRILL LYNCH 585-02365		3,860,780.43	4,098,998.44

585-02291

DOMINOS PIZZA INC	1,705.000	50,079.72	57,884.75
EQT CORP	601.000	39,423.44	32,928.79
INTUIT INC	759.000	40,378.19	39,915.81
KENNAMETAL INC	1,090.000	39,275.43	39,806.80
LINN ENERGY LLC	1,444.000	51,924.51	54,742.04
MSC INDL DIRECT INC	605.000	39,479.21	43,287.75
MCDONALDS CORP	636.000	55,579.05	63,809.88
RBC BEARINGS INC	1,021.000	39,151.16	42,575.70
ROSS STORES	712.000	27,165.36	33,841.36
TYCO INTL LTD	899.000	39,257.89	41,992.29
ONEOK PARTNERS LP	1,098.000	52,598.59	63,398.52
WHOLE FOODS MKT COM	738.000	52,844.00	51,350.04
WYNN RESORTS LTD	254.000	40,880.89	28,064.46
POWERSHARES ETF DYNAMIC LEISURE AND ENTMT	1,473.000	27,124.41	27,530.37
ISHARE BARLCYS 20+ TREAS	773.000	91,352.15	93,726.25
ISHARES BARCLAYS TIPS BO PROTECTED	569.000	66,261.95	66,398.61
CURRENCYSHARES JAPANESE YEN	514.000	66,015.65	65,756.02
POWERSHARES QQQ TR UNITS	704.000	40,329.98	39,304.32
ISHARES IBOX\$ HIGH YIELD CORP BOND FUND	788.000	72,109.48	70,470.84
FIRST TR HEATH CARE ALPHADDEX FUND	2,428.000	72,229.80	65,847.36
FIRST TR EXCHANGE-TRADED FDII	2,264.000	57,143.13	49,740.08
ISHARES JP MORGAN EM BON	363.000	40,335.98	39,839.25
RS FLOATING RATE FUND	4,070.677	41,848.56	40,136.88
ISHARES SILVER TR	1,990.000	72,242.59	53,610.60
TOTAL MERRILL LYNCH - 585-02291		1,215,029.12	1,205,956.77
TOTAL ALL MERRILL LYNCH		5,075,809.55	5,304,955.21

FIDELITY ACCOUNT

AT&T	12,000.000	362,470.73	362,880.00
VANGUARD SECTOR INDEX FDS	1,000.000	77,538.45	100,810.00
SPDR SER TR S&P DIVID ETF	3,000.000	164,603.98	161,610.00
SPRTN TOTAL MKT INDX FID ADVANTAGE CLASS	15,093.990	780,642.65	821,162.95
SPARTAN INTL INDEX FID ADVANTAGE CLASS	16,434.450	607,363.12	488,924.89
SPARTAN 500 INDEX FID ADVANTAGE CLASS	13,138.470	647,057.59	651,490.34
FIDELITY CONTRAFUND	3,856.191	209,922.42	260,138.64
VANGUARD WELLSLEY INCOME ADMIRAL	19,030.546	1,002,350.00	1,057,337.13
FIDELITY CAPITAL & INCOME	51,149.095	424,653.70	443,462.65
DOUBLINE TOTAL RETURN BOND FD CL I	17,985.612	200,075.00	198,381.30
TCW TOTAL RETURN BOND CLASS I	61,907.885	601,819.64	596,792.01
TOTAL FIDELITY		5,078,497.28	5,142,989.91

10,154,306.83 10,447,945.12

PUTERBAUGH FOUNDATION 73-6092193

SCHEDULE 4

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<u>INVESTMENT IN BONDS & NOTES</u>	<u>INTEREST RATE</u>	<u>Y-M-D MATURITY</u>	<u>FACE VALUE</u>	<u>BASIS</u>	<u>F.M.V.</u>
MERRILL LYNCH ACCOUNT					
BANK OF AMERICA CORP	4.900	13-05-01	200,000 00	191,208 00	200,162 00
GENERAL ELEC CAP CORP	4.800	13-05-01	130,000 00	118,893.00	136,094.40
MORGAN STANLEY SER C/FLOATER	7 040	13-11-01	150,000 00	152,289.08	148,272.00
SOUTHWEST AIRLINES BOND	5.250	14-10-01	200,000 00	201,281 86	213,444.00
NEXTEL COMMUNICATIONS	7.375	15-08-01	218,000 00	223,121 95	199,470.00
GMAC	5.250	16-04-15	100,000 00	100,002.43	94,133 00
GENERAL ELEC CAP CORP	5 750	16-08-15	100,000 00	100,000 00	106,961 00
CENTEL CAPITAL CORP	9 000	19-10-15	100,000.00	102,794.50	112,636 00
PACIFIC BELL	6 625	34-10-15	100,000.00	102,094 46	105,591 00
ROYAL BANK OF SCOTLAND CAP. TRUST BOND	6.800	08-03-31	100,000.00	105,500.00	50,000.00
GENERAL MOTORS SR. PREF BOND	7 250	41-04-15	4,000.00	100,000 00	0 00
JP MORGAN CHASE & CO	6 625	12-03-15	100,000.00	100,240.19	101,004 00
MORGAN STANLEY	4.750	14-04-01	150,000 00	142,312 50	147,763 50
DISCOVER BANK CD	5.000	13-04-29	100,000 00	100,000.00	105,439.00
ING GLDN SELECT PREM+			1,000,000 00	1,000,000.00	845,580.00
TOTAL MERRILL LYNCH				2,839,737.95	2,566,549 90
FIDELITY ACCOUNT					
AMERICAN GEN FIN CORP	6 000	15-01-15	100,000 00	100,000.00	84,910.00
TOTAL FIDELITY				100,000 00	84,910 00
Total Bonds & Notes				2,939,737 95	2,651,459 90

PUTERBAUGH FOUNDATION

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SCHEDULE 5
PAGE 1

(a) DESCRIPTION	(b)	(c) DATE ACQ.	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR LOSS	(i) LOSS - h GAIN - h
MERRILL LYNCH ACCOUNT	P					0.00	0.00
CHESAPEAKE ENERGY CORP	P	2/13/2009	5/16/2011	238,000.00	200,000.00	38,000.00	38,000.00
BAC STEPS SLB	P	4/8/2010	4/21/2011	156,225.00	150,000.00	6,225.00	6,225.00
BAC STEPS GE	P	6/24/2010	7/8/2011	128,000.00	125,000.00	3,000.00	3,000.00
BAC CPN BEARING AAPL	P	8/19/2010	9/2/2011	120,000.00	120,000.00	0.00	0.00
BAC STEPS MSFT	P	12/8/2010	12/22/2011	141,476.01	150,000.00	(8,523.99)	(8,523.99)
MOTORS LIQUIDATION ORD	P	7/1/2008	6/20/2011	0.00	11,050.00	(11,050.00)	(11,050.00)
WELLS FARGO CAP TR I CLD	P	8/22/2001	4/25/2011	50,000.00	50,000.00	0.00	0.00
WELLS FARGO & CO NEW DEL	P	11/6/2008	7/26/2011	29,021.44	27,000.00	2,021.44	2,021.44
GENERAL MOTORS CO	P	4/29/2011	11/17/2011	76.75	0.00	76.75	76.75
ENTERPRISE PRDTS PRTN LP	P	2/12/2009	2/25/2011	32,730.87	11,250.00	21,480.87	21,480.87
GNM P000021M	P	VARIOUS	VARIOUS	5.14	5.14	0.00	0.00
FNMA CMO 1991	P	VARIOUS	VARIOUS	257.11	257.11	0.00	0.00
GNM P540919 08	P	VARIOUS	VARIOUS	765.40	765.40	0.00	0.00
FT 2118 INCOME ALLOCATION	P	11/29/2010	1/6/2011	20.94	21.52	(0.58)	(0.58)
FT 2149 INCOME ALLOCATION	P	12/28/2010	2/3/2011	11.27	11.51	(0.24)	(0.24)
FT 2657 SR LN	P	VARIOUS	12/6/2011	26,333.09	27,568.12	(1,235.03)	(1,235.03)
FT 2657 SR LN & LTD DURA	P	10/21/2010	12/6/2011	364,500.23	399,785.57	(35,285.34)	(35,285.34)
GNM P540919 08	P	12/19/2000	9/15/2011	735.87	52,787.30	(52,051.43)	(52,051.43)
TOTAL MERRILL LYNCH	P			1,288,159.12	1,325,501.67	(37,342.55)	(37,342.55)
FIDELITY ACCOUNT	P					0.00	0.00
FIDELITY STRATEGIC INCOME	P	VARIOUS	12/16/2011	555,881.52	553,187.60	2,693.92	2,693.92
ISHARES TR IBOX \$HIGH YIELD	P	4/25/2011	5/26/2011	294,156.81	295,637.15	(1,480.34)	(1,480.34)
TCW TOTAL RETURN BOND CLASS N	P	VARIOUS	12/19/2011	601,744.64	627,676.55	(25,931.91)	(25,931.91)
VANGUARD SECTOR INDEX FDS	P	12/21/2009	4/21/2011	288,879.73	211,421.40	77,458.33	77,458.33
TOTAL FIDELITY	P			1,740,662.70	1,687,922.70	52,740.00	52,740.00
TOTALS	P			3,028,821.82	3,013,424.37	15,397.45	15,397.45

PUTERBAUGH FOUNDATION

73-6092193

SCHEDULE 6

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Partnership	Ordinary Income(loss)	Interest Income	Ordinary Dividends	Net Capital Gains(loss)	Sec 1231 Gains(loss)
Williams Partners L P	(4,184.00)	5.00	1.00	4.00	(18.00)
Oneok Partners, L P	(12,862.00)	6.00			(136.00)
Enbridge Energy Partners L.P.	(384.00)				
Linn Energy, LLC	201.00	4.00			
Energy Transfer Partners, L.P.	(14,627.00)	72.00	139.00		
Plains All American Pipeline, L.P.	287.00	7.00	20.00		5.00
DCP Midstream Partners, LP	(1,674.00)	15.00		(1,688.00)	11.00
Enterprise Products Partners L.P.	(7,448.00)	38.00	2.00	1,187.00	(315.00)
Western Gas Partners, L P	(1,286.00)	442.00			(4.00)
 TOTALS	 (41,977.00)	 589.00	 162.00	 (497.00)	 (457.00)

PART XV-Supplementary Information

PUTERBAUGH FOUNDATION

73-8092193

Schedule 7

NAME OF RECIPIENT	ADDRESS	STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Boys & Girls Club of McAlester	305 E Chadick McAlester, OK 74501	Public	General Program Support	85,000.00
McAlester Arts & Humanities Council	P.O.Box 1446 McAlester, OK 74502	Public	General Program Support	500.00
American Red Cross, Pittsburg County	502 E Chickasaw Ave McAlester, OK 74501	Public	General Program Support	10,000.00
Oklahoma City University	2501 N Blackwelder Oklahoma City, OK 73106	Public	Child Advocacy Degree Program	5,000.00
Eastern Oklahoma State College	1301 W. Main Wilburton, OK 74578	Gov't	Nursing Education Program Support	15,000.00
McAlester Public Library	401 N 2nd McAlester, OK 74501	Gov't	General Support/ Summer Children's Program	6,000.00
McAlester Public Schools	P.O. Box 1027 McAlester, OK 74502	Gov't	General Program Support/Safety Program	34,844.75
Pittsburg County Holiday Commission	P O Box 3542 McAlester, OK 74502	Public	General Program Support	1,200.00
Legal Aid Services	1335 E Carl Albert Pkwy McAlester, OK 74501	Gov't	General Program Support	8,000.00
Oklahoma Educational Television Authority	P.O. Box 26960 Oklahoma City, OK 73196	Gov't	Public Television Support	10,000.00
Oklahoma Heritage Association	201 NW 14th St. Oklahoma City, OK 73103	Public	History & Geography Scholarship Program	11,200.00
Ardenueum of Oklahoma	P O. Box 3250 McAlester, OK 74502	Public	Puterbaugh House	40,000.00
University of Oklahoma Foundation	900 Asp Ave, Ste 427 Norman, OK 73019-4051	Gov't	Scholarship Program/Building Fund Support	254,000.00
The Salvation Army	400 N A St. McAlester, OK 74501	Public	General Program Support	6,000.00
Shared Blessings	P O. Box 328 McAlester, OK 74502	Public	Building Needs	50,000.00
Mercy Clinic	P O Box 908 McAlester, OK 74502	Public	General Program Support	6,000.00
Youth Emergency Shelter	901 N. 9th St McAlester, OK 74501	Gov't	General Program Support	10,000.00
Girl Scouts of Eastern Oklahoma Council	P.O. Box 495 McAlester, OK 74502	Public	General Program Support	8,000.00
Oklahoma City National Memorial	P O. Box 323 Oklahoma City, Ok 73101	Gov't	Building Fund Support	10,000.00
Oklahoma Medical Research Foundation	825 NE 13th Oklahoma City, OK 73104	Public	Building Fund Support	25,000.00
Oklahoma Historical Society	800 Nazih Zuhdi Dr Oklahoma City, OK 73105	Public	General Program Support	2,000.00
Leadership Oklahoma	5500 N Western, Ste 142 Oklahoma City, OK 73118	Public	General Program Support	1,250.00
McAlester Community Theatre	P.O. Box 3554, McAlester, OK	Public	General Program Support	700.00
Camp Plea	P O Box 1798, McAlester, OK	Public	Program Equipment Support	4,000.00
Total 2010 Contributions Paid				603,694.76

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. The Puterbaugh Foundation	Employer identification number (EIN) or <input type="checkbox"/> 736092193
	Number, street, and room or suite no. If a P.O. box, see instructions. P O. Box 1206	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. McAlester, OK 74502	

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

0	4
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Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Cara Bland, Treasurer

Telephone No. ► 9184240998

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 20 11 or

► ☐ tax year beginning , 20 , and ending , 20 .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1024 59
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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

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

Cat. No. 27916D

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

ASSET VALUATION ANALYSIS-2011

PUTERBAUGH FOUNDATION

SECURITIES AND C.D.'S

MSDW SECURITIES PER STATEMENT

	January	February	March	April	May	June	July	August	September	October	November	December	AVERAGE
MS/ABSLT PER STMT	\$22,908.36	\$22,908.36	\$22,908.36										\$22,908.36
ML PIA PER STATEMENT	\$7,423,915.00	\$7,542,473.72	\$7,603,166.53	\$7,527,625.50	\$7,468,956.42	\$7,525,306.89	\$7,307,801.17	\$7,127,048.87	\$6,644,260.16	\$7,123,749.70	\$7,001,488.73	\$6,690,330.32	\$7,248,843.58
FIDELITY PER STATEMENT	\$1,357,227.24	\$1,394,569.32	\$1,248,505.71	\$1,325,893.38	\$971,150.84	\$1,129,909.54	\$1,259,957.80	\$696,026.15	\$980,431.70	\$1,298,976.52	\$1,187,454.49	\$1,205,956.77	\$1,171,338.29
	\$5,180,384.67	\$5,342,088.52	\$5,360,887.74	\$5,509,010.80	\$5,774,466.03	\$5,403,582.39	\$5,358,460.76	\$5,155,324.23	\$4,900,030.33	\$5,222,987.88	\$5,179,601.43	\$5,227,899.91	\$5,301,229.56
NET SECURITIES	\$13,984,435.27	\$14,302,039.92	\$14,235,468.34	\$14,362,529.68	\$14,214,573.29	\$14,058,798.82	\$13,926,249.73	\$12,978,399.25	\$12,524,722.19	\$13,645,714.10	\$13,368,544.65	\$13,124,187.00	\$13,727,138.52

CASH ITEMS

MSAA CASH ACCOUNT	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
MSAA/ABSLT ACCOUNT	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
MERRILL LYNCH CASH ACCOUNT	\$26,237.65	\$46,818.67	\$20,647.96	\$288,505.13	\$161,330.86	\$15,624.72	\$185,009.48	\$39,651.37	\$121,077.43	\$153,627.13	\$192,288.92	\$161,396.19	\$117,684.63
ML PIA CASH	\$14,758.57	\$16,697.99	\$161,631.81	\$118,260.58	\$500,342.82	\$303,044.23	\$147,712.86	\$659,207.49	\$299,210.51	\$56,478.39	\$152,399.24	\$140,838.17	\$214,215.22
FIDELITY CASH ACCOUNT	\$4,244.18	\$3,763.95	\$11,647.26	\$4,738.52	(\$289,879.29)	\$14,150.63	\$7,040.51	\$4,311.78	\$12,265.11	\$4,342.78	\$4,821.77	\$14,750.07	(\$16,983.56)
FNB CHECKING ACCOUNT	\$1,897.17	\$4,582.54	\$3,639.38	\$2,247.31	\$1,115.51	\$2,344.05	\$141.95	\$3,991.38	\$5,557.77	\$4,636.43	\$2,550.40	\$4,327.36	\$3,085.94
TOTAL CASH ITEMS	\$47,137.57	\$71,863.15	\$197,566.41	\$413,751.54	\$372,909.90	\$335,163.63	\$339,904.80	\$707,162.02	\$438,110.82	\$219,084.73	\$352,060.33	\$321,311.79	\$318,002.22

OTHER ASSETS

MINERAL INTERESTS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72
TOTAL OTHER ASSETS	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72	\$3,708.72

TOTAL ALL CATEGORIES

	\$14,035,281.56	\$14,377,611.79	\$14,436,743.47	\$14,779,989.94	\$14,591,191.91	\$14,397,671.17	\$14,269,863.25	\$13,689,269.99	\$12,966,541.73	\$13,868,507.55	\$13,724,313.70	\$13,449,207.51	\$14,048,849.46
												2010 -	\$12,775,724.21