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

2011

Department of the Treasury
Internal Revenue ServiceNote. The foundation may be able to use a copy of this return to satisfy state reporting requirements
For calendar year 2011, or tax year beginning **2011**, and ending

Name of foundation

LESLIE POWELL TRUSTNumber and street (or P O box number if mail is not delivered to street address)
C/O LISA SUMMERS, CPA-1525 MAGNOLIACity or town
NORMAN State ZIP code
OK 73072

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

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

I Fair market value of all assets at end of year **J** Accounting method Cash Accrual
 (from Part II, column (c), line 16) Other (specify) **► \$ 1,314,922.** *(Part I, column (d) must be on cash basis)*

A Employer identification number
73-6206326**B** Telephone number (see the instructions)
(405) 321-2152**C** If exemption application is pending, check here ► **D** 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► **E** If private foundation status was terminated under section 507(b)(1)(A), check here ► **F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	46.	46.	46.	
	4 Dividends and interest from securities	61,232.	61,232.	61,232.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			13,248.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	See Line 11 Stmt	-4,057.	-3,990.	-3,990.	
	12 Total. Add lines 1 through 11	57,221.	57,288.	70,536.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	2,820.	2,820.	2,820.	
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	1,753.	1,753.	942.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	1,167.	12,189.	6,732.	
	24 Total operating and administrative expenses. Add lines 13 through 23	5,740.	16,762.	10,494.	
	25 Contributions, gifts, grants paid	66,000.			66,000.
	26 Total expenses and disbursements. Add lines 24 and 25.	71,740.	16,762.	10,494.	66,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-14,519.		40,526.	
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			60,042.	

BAA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
ASSETS	1	23,310.	13,403.	13,403.
	2	70,825.	36,883.	36,883.
	3			
	4			
	5			
	6			
	7			
	8			
	9			
	10a			
	b	1,002,928.	1,115,822.	1,061,387.
	c	310,410.	214,394.	201,446.
	11			
	12			
	13	0.	0.	0.
	14			
15	4,685.	1,803.	1,803.	
16	1,412,158.	1,382,305.	1,314,922.	
LIABILITIES	17	173.	117.	
	18			
	19			
	20			
	21			
	22			
	23	173.	117.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24			
	25			
	26			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27			
	28			
	29	1,411,985.	1,382,188.	
	30	1,411,985.	1,382,188.	
	31	1,412,158.	1,382,305.	

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	1,411,985.
2	Enter amount from Part I, line 27a	2	-14,519.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	67.
4	Add lines 1, 2, and 3	4	1,397,533.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	15,345.
6	Total net assets or fund balances at end of year (line 4 minus line 5)— Part II, column (b), line 30	6	1,382,188.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE LIST ATTACHED LONG TERM			P	Various	Various
b SEE LIST ATTACHED SHORT TERM			P	Various	Various
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	377,622.		395,194.	-17,572.	
b	407,098.		393,850.	13,248.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a				-17,572.	
b	0.	0.	0.	13,248.	
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	-4,324.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3	13,248.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	78,807.	1,304,017.	0.060434
2009	71,482.	1,183,883.	0.060379
2008	71,429.	1,391,201.	0.051343
2007	86,001.	1,775,166.	0.048447
2006	81,253.	1,711,554.	0.047473

2 Total of line 1, column (d)

2 0.268076

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.053615

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 1,296,935.

5 Multiply line 4 by line 3

5 69,535.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 405.

7 Add lines 5 and 6

7 69,940.

8 Enter qualifying distributions from Part XII, line 4 ..

8 66,000.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1	
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 811.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3	Add lines 1 and 2	2 0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3 811.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4 0.
6	Credits/Payments.	5 811.
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 694.
b	Exempt foreign organizations – tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 600.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d	7 1,294.
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
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 483.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 483. Refunded ► 11	

Part VIIA Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
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If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

	X
--	---

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

--	--

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

--	--

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

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2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

	X
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If 'Yes,' attach a detailed description of the activities

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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
--	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	X
--	---

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

--	--

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

--	--

If 'Yes,' attach the statement required by General Instruction T

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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?

--	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

	X
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8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____

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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

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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
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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

--	--

	X
--	---

Part VII-A Statements Regarding Activities (continued)

11	X
12	X
13	X
Website address ► <u>N/A</u>	
14	The books are in care of ► <u>LISA SUMMERS, CPA</u> Telephone no ► <u>(405) 321-2152</u> Located at ► <u>1525 MAGNOLIA</u> <u>NORMAN</u> <u>OK</u> ZIP + 4 ► <u>73072</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>
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 90-221. 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)? Organizations relying on a current notice regarding disaster assistance check here ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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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)? (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)?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?

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?

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?6b 7b **Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TOM SUTHERLIN 154 NW 36TH LAWTON OK 73505	TRUSTEE 2.00	0.	0.	0.
ROBERT ROSS 513 SW "C" AVENUE LAWTON OK 73501	TRUSTEE 2.00	0.	0.	0.
ALAN JOLLY 8414 SW WILLOW LAWTON OK 73507	TRUSTEE 2.00	0.	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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

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

None

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	<u>NONE</u>	
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 <u>NONE</u>	
2	0.

All other program-related investments. See instructions

3

Total. Add lines 1 through 3

None

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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
- b Average of monthly cash balances
- c Fair market value of all other assets (see instructions)
- d **Total** (add lines 1a, b, and c)
- e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation).
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	1,296,525.
1b	18,357.
1c	1,803.
1d	1,316,685.
1e	
2	0.
3	1,316,685.
4	19,750.
5	1,296,935.
6	64,847.

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

1	64,847.
2a	811.
2b	
2c	811.
3	64,036.
4	
5	64,036.
6	
7	64,036.

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
- b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	66,000.
1b	0.
2	
3a	
3b	
4	66,000.
5	0.
6	66,000.

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				64,036.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			26,692.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 66,000.			26,692.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				39,308.
d Applied to 2011 distributable amount				
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))				
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				
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.				24,728.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

BAA

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

N/A

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XVII 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)				
<i>a Paid during the year</i>				
LESLIE POWELL FOUNDATION 716 "D" AVENUE LAWTON	OK 73501	PRIVATE OPERATING FOUNDATION	REQUIRED BY THE GOVERNING INSTRUMENT	66,000.
Total			► 3a	66,000.
<i>b Approved for future payment</i>				
LESLIE POWELL FOUNDATION 706 "D" AVENUE LAWTON	OK 73501	NONE	PRIVATE OPERATING FOUNDATION	AS REQUIRED BY GOVERNING INSTRUMENT ALL DISTRIBUTABLE 2012 INCOME WILL BE DISTRIBUTED
Total			► 3b	66,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	46.	
4 Dividends and interest from securities			14	61,232.	
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			14	1,983.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				63,261.	
13 Total. Add line 12, columns (b), (d), and (e)			13		63,261.
(See worksheet in line 13 instructions to verify calculations)					

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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.

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

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

**Sign
Here**

Signature of officer or trustee

Date

744

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Lisa D. Summers, CPA		07/27/12		P01393192
	Firm's name	► Lisa D. Summers CPA	Firm's EIN ► 73-1453467		
	Firm's address	► 1525 Magnolia St. Norman	OK 73072	Phone no	(405) 321-2152

BAA

Form 990-PF (2011)

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations
(and on Investment Income for Private Foundations)**

(Keep for your records. Do not send to the Internal Revenue Service.)

2012

1 Unrelated business taxable income expected in the tax year

1

2 Tax on the amount on line 1. See instructions for tax computation.

2

3 Alternative minimum tax (see instructions)

3

4 Total Add lines 2 and 3

4

5 Estimated tax credits (see instructions)

5

6 Subtract line 5 from line 4

6

7 Other taxes (see instructions)

7

8 Total Add lines 6 and 7

8

9 Credit for federal tax paid on fuels (see instructions)

9

10a Subtract line 9 from line 8. **Note.** If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions

10a	811.	
10b	811.	

b Enter the tax shown on the 2011 return (see instructions). **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c

10c	811.	

c 2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c

10c	811.	

	(a)	(b)	(c)	(d)
11 Installment due dates (see instructions)	11 05/15/12	06/15/12	09/17/12	12/17/12
12 Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization' (see instructions)	12 483.	200.	129.	
13 2011 Overpayment. (see instructions)	13 483.	0.	0.	
14 Payment due. (Subtract line 13 from line 12)	14 0.	200.	129.	

BAA For Paperwork Reduction Act Notice, see instructions.

Form 990-W (2012)

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
LESS PURCH OF ACCD INT	-5,973.	-5,973.	-5,973.
DIV TYPE CAP GAIN DISBS	1,916.	1,916.	1,916.
SALE FRAC SHARES		67.	67.
Total	<u>-4,057.</u>	<u>-3,990.</u>	<u>-3,990.</u>

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FED EXCISE TAX	811.	811.		
FOREIGN TAX PAID	942.	942.	942.	
Total	<u>1,753.</u>	<u>1,753.</u>	<u>942.</u>	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BROKER CHARGES		11,022.	5,718.	
INSURANCE	1,013.	1,013.	1,013.	
MISC	153.	153.	0.	
ADJUSTMENT DUE TO ROUNDING	1.	1.	1.	
Total	<u>1,167.</u>	<u>12,189.</u>	<u>6,732.</u>	

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

CAPITAL GAINS NOT INCL IN COL A	
SALE OF FRAC SHARES	<u>67.</u>
Total	<u>67.</u>

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

CAPITAL LOSS NOT INCLUDED COL A	<u>4,323.</u>
BROKER CHARGES	<u>11,022.</u>
ADJUSTMENT FOR ROUNDING	<u></u>
Total	<u>15,345.</u>

LESLIE POWELL TRUST

FORM 990-PF 2011- FED ID #73-6206326

ATTACHMENT 2

GROSS PROCEEDS FROM DISPOSITIONS OF SECURITIES
CAPITAL GAINS AND LOSSES FROM DISPOSITIONS

FOR THE YEAR ENDING 12-31-10

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN/(LOSS)	ST/LT
SUNTRUST BANKS INC.	PURCHASED 04/22/08		01/06/11	\$ 1,503.70	\$ 787.82	\$ 715.88	LT
MOTOROLA MOBILITY HLDGS I	PURCHASED 07/25/08		01/07/11	\$ 855.93	\$ 641.76	\$ 214.17	LT
FIFTH THIRD BANCORP	PURCHASED VAR 05 &07		02/02/11	\$ 1,479.89	\$ 3,926.18	\$ (2,446.29)	LT
TEXAS INSTRUMENTS INC.	PURCHASED 12/02/08		02/23/11	\$ 1,274.75	\$ 708.95	\$ 565.80	LT
VALERO ENERGY CORP	PURCHASED 03/25/09		02/23/11	\$ 735.74	\$ 453.75	\$ 281.99	LT
TELEC BRASILEIRAS	PURCHASED 06/01/01		03/01/11	\$ 682.37	\$ 1,006.51	\$ (324.14)	LT
ALCATEL-LUCENT	PURCHASED VAR O1 & 02		03/09/11	\$ 1,485.22	\$ 6,905.40	\$ (5,420.18)	LT
MOTOROLA SOLOUTIONS INC.	PURCHASED 07/25/08		03/09/11	\$ 1,200.80	\$ 877.19	\$ 323.61	LT
TEXAS INSTRUMENTS	PURCHASED VAR 08		03/09/11	\$ 907.50	\$ 358.74	\$ 548.76	LT
DOW CHEMICALS	PURCHASED VAR 06 & 07		03/25/11	\$ 2,576.93	\$ 2,792.15	\$ (215.22)	LT
VERISON COMMUNICATIONS	PURCHASED 08/02/00		04/04/11	\$ 580.79	\$ 647.96	\$ (67.17)	LT
VALERO ENERGY CORP	PURCHASED VAR 09		04/07/11	\$ 1,204.46	\$ 680.67	\$ 523.79	LT
TEXAS INSTRUMENTS INC	PURCHASED 12/02/08		04/20/11	\$ 1,922.22	\$ 789.23	\$ 1,132.99	LT
ALCATEL-LUCENT	PURCHASED VAR 02 & 05		05/04/11	\$ 2,476.79	\$ 5,124.47	\$ (2,647.68)	LT
PFIZER INC.	PURCHASED 11/18//04		05/04/11	\$ 1,151.40	\$ 1,581.17	\$ (429.77)	LT
ERICSSON	PURCHASED 01/23/08		05/18/11	\$ 746.17	\$ 533.89	\$ 212.28	LT
DEUTSCHE TELEKOM AG	PURCHASED VAR 01 & 04		05/09/11	\$ 1,173.48	\$ 1,528.18	\$ (354.70)	LT
QUALCOM	PURCHASED VAR 06 & 08 1/14/2011			\$ 2,961.28	\$ 2,356.94	\$ 604.34	LT
T ROWE PRICE	PURCHASED 04/24/08 1/25/2011			\$ 1,052.77	\$ 963.56	\$ 89.21	LT
AMAZON COM	PURCHASED VAR 08 3/18/2011			\$ 4,825.35	\$ 1,843.98	\$ 2,981.37	LT
PRICELINE COM INC	PURCHASED 10/07/09 3/18/2011			\$ 3,694.65	\$ 1,387.88	\$ 2,306.77	LT
APACHE CORP	PURCHASED 06/12/06	2/7/2011		\$ 1,210.57	\$ 603.48	\$ 607.09	LT
LOWES COMPANIES	PURCHASED 04/13/04	2/7/2011		\$ 3,895.09	\$ 3,226.53	\$ 668.56	LT
GENERAL ELECTRIC CO	PURCHASED 11/28/06	3/2/2011		\$ 3,697.43	\$ 6,269.18	\$ (2,571.75)	LT
WASTE MGMT	PURCHASED 12/17/08	3/23/2011		\$ 3,855.61	\$ 3,321.02	\$ 534.59	LT
CONOCOPHILLIPS	PURCHASED 12/21/06	3/29/2011		\$ 1,359.57	\$ 1,221.23	\$ 138.34	LT
DIRECT TV	PURCHASED 09/29/08	3/29/2011		\$ 1,345.44	\$ 732.51	\$ 612.93	LT
INTL BUSINESS MACH	PURCHASED 03/02/01	3/29/2011		\$ 1,276.66	\$ 824.48	\$ 452.18	LT
DISNEY WALT CO	PURCHASED 05/07/08	4/11/2011		\$ 2,447.66	\$ 2,016.63	\$ 431.03	LT
DIRECT TV	PURCHASED 09/29/08	4/11/2011		\$ 1,860.80	\$ 1,010.36	\$ 850.44	LT
UNITED STATES STEEL CORP	PURCHASED 05/06/09	4/29/2011		\$ 4,046.68	\$ 2,463.60	\$ 1,583.08	LT
APACHE CORP	PURCHASED 06/12/06	5/9/2011		\$ 1,910.27	\$ 905.22	\$ 1,005.05	LT
CONOCOPHILLIPS EXEC	PURCHASED VAR 06 & 09	5/9/2011		\$ 3,899.65	\$ 2,774.45	\$ 1,125.20	LT
TEVA PHARMACEUTICAL IND	PURCHASED 08/19/08	5/23/2011		\$ 3,325.63	\$ 3,176.63	\$ 149.00	LT
POINDEXTER JB INC	PURCHASED 09/20/07	01/26/11		\$ 51,585.06	\$ 47,255.95	\$ 4,329.11	LT
ONEOK PARTNERS	PURCHASED 06/25/09	02/11/11		\$ 17,013.67	\$ 15,224.76	\$ 1,788.91	LT
BLACKROCK KELSO CAP	PURCHASED 08/25/05	03/25/11		\$ 9,726.37	\$ 11,779.13	\$ (2,052.76)	LT
BLACKROCK KELSO CAP	PURCHASED 08/25/05	04/25/11		\$ 9,429.74	\$ 12,102.45	\$ (2,672.71)	LT
WESTERN ASSET	PURCHASED 01/23/04	04/28/11		\$ 24,396.03	\$ 25,707.37	\$ (1,311.34)	LT
HSBC BK USA	PURCHASED 02/12/09	05/20/11		\$ 30,000.00	\$ 30,006.95	\$ (6.95)	LT
VALERO ENERGY CORP	PURCHASED VAR 2009	06/03/11		\$ 2,863.11	\$ 1,826.33	\$ 1,036.78	LT
BLACKROCK ENHANCED EQ DI	PURCHASED 08/25/05	06/06/11		\$ 38,806.28	\$ 68,712.31	\$ (29,906.03)	LT
BRAZIL TELECOM SA SPON	PURCHASED VARIOUS	06/06/11		\$ 838.70	\$ -	\$ 838.70	LT
BRAZIL TELECOM SA SPON	PURCHASED VARIOUS	06/06/11		\$ 157.95	\$ -	\$ 157.95	LT
CUMMINS INC	PURCHASED 11/03/09	06/06/11		\$ 5,350.09	\$ 2,295.65	\$ 3,054.44	LT
DIRECT TV	PURCHASED 09/29/08	06/06/11		\$ 5,028.28	\$ 2,525.90	\$ 2,502.38	LT
INTESA SANPAOLO SPA ADR	PURCHASED 03/12/10	06/06/11		\$ 985.98	\$ 1,531.61	\$ (545.63)	LT

LESLIE POWELL TRUST

FORM 990-PF 2011- FED ID #73-6206326

ATTACHMENT 2

GROSS PROCEEDS FROM DISPOSITIONS OF SECURITIES
CAPITAL GAINS AND LOSSES FROM DISPOSITIONS

FOR THE YEAR ENDING 12-31-10

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN/(LOSS)	ST/LT
INTUIT	PURCHASED VAR 2010		06/06/11	\$ 9,534.63	\$ 6,389.42	\$ 3,145.21	LT
AEGON NV AMERA	PURCHASED VAR 2008		07/18/11	\$ 1,295.39	\$ 3,030.34	\$ (1,734.95)	LT
BORGWARNER INC	PURCHASED VAR 08 & 10		07/18/11	\$ 11,517.46	\$ 5,408.30	\$ 6,109.16	LT
CATERPILLAR INC	PURCHASED 06/19/06		07/18/11	\$ 3,366.41	\$ 2,178.04	\$ 1,188.37	LT
DANAHER CORP	PURCHASED 10/13/09		07/18/11	\$ 5,860.20	\$ 3,742.30	\$ 2,117.90	LT
MARSH & MCCLENNAN	PURCHASED 12/23/09		07/18/11	\$ 750.98	\$ 546.00	\$ 204.98	LT
PACCAR INC	PURCHASED VAR 07-10		07/18/11	\$ 2,681.58	\$ 2,341.73	\$ 339.85	LT
VERIZON	PURCHASED VAR 2000 & 2009		07/18/11	\$ 2,960.35	\$ 2,971.62	\$ (11.27)	LT
GENERAL MILLS INC	PURCHASED 06/02/06		10/17/11	\$ 5,155.33	\$ 3,331.77	\$ 1,823.56	LT
INTL BUSINESS MACH	PURCHASED 03/02/01		10/17/11	\$ 8,183.36	\$ 4,534.63	\$ 3,648.73	LT
COVINDEN PLC USDO	PURCHASED 01/25/08	12/01/11		\$ 4,598.69	\$ 4,419.43	\$ 179.26	LT
FUJI FILM	PURCHASED VAR 04-11	12/01/11		\$ 2,232.95	\$ 3,017.20	\$ (784.25)	LT
SONY CORP	PURCHASED VAR 09-11	12/07/11		\$ 1,475.02	\$ 2,389.25	\$ (914.23)	LT
APACHE CORP	PURCHASED 06/12/11	12/07/11		\$ 4,333.26	\$ 2,715.66	\$ 1,617.60	LT
BANK OF AMERICA	PURCHASED VAR 07-11	12/07/11		\$ 3,630.15	\$ 15,256.93	\$ (11,626.78)	LT
BOSTON SCIENTIFIC	PURCHASED VAR 06-07	12/07/11		\$ 1,508.48	\$ 4,331.25	\$ (2,822.77)	LT
CVS CAREMARK CORP	PURCHASED 01/26/07	12/07/11		\$ 4,622.97	\$ 5,007.33	\$ (384.36)	LT
CITIGROUP	PURCHASED VAR 09-11	12/07/11		\$ 1,901.88	\$ 1,729.67	\$ 172.21	LT
DELL INC	PURCHASED VAR 06-07	12/07/11		\$ 2,895.21	\$ 4,125.45	\$ (1,230.24)	LT
DENTSPLY INTL INC	PURCHASED 04/13/09	12/07/11		\$ 4,225.97	\$ 3,245.49	\$ 980.48	LT
FEDEX CORP DESCR	PURCHASED VAR 06-08	12/07/11		\$ 4,089.92	\$ 5,331.28	\$ (1,241.36)	LT
GOLDMAN SACHS GROUP	PURCHASED 04/14/09	12/07/11		\$ 2,713.82	\$ 3,256.40	\$ (542.58)	LT
KROGER CO	PURCHASED VAR 09-11	12/07/11		\$ 2,790.67	\$ 2,479.21	\$ 311.46	LT
MYLAN INC	PURCHASED VAR 03-08	12/07/11		\$ 4,743.17	\$ 3,233.14	\$ 1,510.03	LT
SUNCOR ENERGY COM	PURCHASED 06/02/09	12/07/11		\$ 3,516.17	\$ 4,099.68	\$ (583.51)	LT
SUNTRUST BANKS INC	PURCHASED VAR 10	12/07/11		\$ 5,733.83	\$ 7,680.88	\$ (1,947.05)	LT
VISA	PURCHASED 6/9/2010	12/07/11		\$ 6,499.95	\$ 4,991.08	\$ 1,508.87	LT
TOTAL LONG TERM GAINS/LOSSES				\$ 377,622.31	\$ 395,193.59	\$ (17,571.28)	
 CHESAPEAKE ENERGY	PURCHASED 04/16/10	03/14/11		\$ 503.43	\$ 358.25	\$ 145.18	ST
SWISS REINSURANCE CO	PURCHASED VAR 10	04/05/11		\$ 3,693.03	\$ 2,722.52	\$ 970.51	ST
MARRIOTT INTL	PURCHASED VAR 10	1/25/2011		\$ 1,945.94	\$ 1,764.72	\$ 181.22	ST
YUM BRAND	PURCHASED VAR 10	1/25/2011		\$ 7,025.27	\$ 5,176.55	\$ 1,848.72	ST
WEATHERFORD INTL	PURCHASED 01/25/11	3/18/2011		\$ 5,912.42	\$ 6,657.92	\$ (745.50)	ST
MARRIOTT INTL	PURCHASED VAR 10	3/18/2011		\$ 2,392.29	\$ 2,190.82	\$ 201.47	ST
WAL MART STORES	PURCHASED 07/20/10	3/2/2011		\$ 3,821.53	\$ 3,762.11	\$ 59.42	ST
TYCO INTL	PURCHASED 03/23/11	4/29/2011		\$ 1,229.54	\$ 1,099.05	\$ 130.49	ST
PROVIDENT ENERGY LTD	PURCHASED VARIOUS 10	01/18/11		\$ 16,134.10	\$ 14,069.29	\$ 2,064.81	ST
GOLDMAN SACHS GROUP INC	PURCHASED 03/19/10	02/25/11		\$ 77,018.05	\$ 80,627.26	\$ (3,609.21)	ST
SOUTHERN COPPER CORP	PURCHASED 01/27/11	02/25/11		\$ 20,286.38	\$ 22,887.31	\$ (2,600.93)	ST
DCP MIDSTREAM PTNRSHP	PURCHASED 12/23/10	03/24/11		\$ 39,484.92	\$ 35,980.92	\$ 3,504.00	ST
WILLIAMS PARTNERSHIP LP	PURCHASED 11/18/10	03/24/11		\$ 40,139.43	\$ 37,137.53	\$ 3,001.90	ST
CUSHING MLP TOTAL RET	PURCHASED VAR 10	03/25/11		\$ 14,439.44	\$ 11,767.63	\$ 2,671.81	ST
PIMCO STRATEGIC GLOBAL	PURCHASED VAR 10	04/27/11		\$ 33,690.71	\$ 31,732.77	\$ 1,957.94	ST
ASTELLAS PHARMA USNP ADR	PURCHASED VAR 10 & 11	06/03/11		\$ 2,252.35	\$ 2,252.06	\$ 0.29	ST
CHESAPEAKE ENERGY CORP	PURCHASED VAR 2010	06/03/11		\$ 3,572.07	\$ 2,526.81	\$ 1,045.26	ST
DAIICHI SANKYO CO	PURCHASED 03/15/11	06/03/11		\$ 1,908.11	\$ 1,880.55	\$ 27.56	ST

LESLIE POWELL TRUST
FORM 990-PF 2011- FED ID #73-6206326

ATTACHMENT 2

GROSS PROCEEDS FROM DISPOSITIONS OF SECURITIES
CAPITAL GAINS AND LOSSES FROM DISPOSITIONS

FOR THE YEAR ENDING 12-31-10

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAJN/(LOSS)	ST/LT
CHUSHING MPL TOTAL RET FDPURCHASED VAR 2010			06/06/11	\$ 9,997.80	\$ 9,307.96	\$ 689.84	ST
MARRIOTT INTL PURCHASED VAR 2010			06/06/11	\$ 3,316.20	\$ 3,024.11	\$ 292.09	ST
OFFICE DEPOT INC PURCHASED 02/02/11		02/02/11	06/06/11	\$ 404.14	\$ 530.88	\$ (126.74)	ST
OFFICE DEPOT INC PURCHASED 02/02/11		02/02/11	06/06/11	\$ 418.99	\$ 530.88	\$ (111.89)	ST
OFFICE DEPOT INC PURCHASED 02/02/11		02/02/11	06/06/11	\$ 771.62	\$ 976.81	\$ (205.19)	ST
PRECISION CASTPARTS CORP PURCHASED VAR 10 & 11			06/06/11	\$ 8,304.78	\$ 7,411.81	\$ 892.97	ST
SALESFORCE COM INC PURCHASED VAR 2010			06/06/11	\$ 6,455.51	\$ 4,313.68	\$ 2,141.83	ST
TIM PARTICIPACOES SA ADR PURCHASED VARIOUS			06/06/11	\$ 323.51	\$ -	\$ 323.51	ST
VIVO PARTICIPACOES PURCHASED VARIOUS			06/06/11	\$ 835.23	\$ -	\$ 835.23	ST
TYCO INTERNATIONAL PURCHASED 03/18/11		03/18/11	07/18/11	\$ 4,314.86	\$ 3,912.61	\$ 402.25	ST
AIR PRODUCTS PURCHASED 02/25/11		02/25/11	07/18/11	\$ 4,546.88	\$ 4,388.39	\$ 158.49	ST
CH ROBINSON WORLDWIDE PURCHASED VAR 2010			07/18/11	\$ 4,855.14	\$ 4,087.25	\$ 767.89	ST
ALTRA GROUP PURCHASED VAR 2011			09/16/11	\$ 19,522.91	\$ 18,325.85	\$ 1,197.06	ST
PIMCO LOW DURATION PURCHASED 10/13/11		10/13/11	11/29/11	\$ 12,972.35	\$ 13,015.00	\$ (42.65)	ST
CORE LABORATORIES NV PURCHASED VAR 10			12/01/11	\$ 7,936.73	\$ 6,514.98	\$ 1,421.75	ST
ARM HOLDINGS PLC PURCHASED VAR 10 & 11		10 & 11	12/01/11	\$ 9,040.19	\$ 6,939.62	\$ 2,100.57	ST
CUSHING MLP TOTAL RETURN PURCHASED VAR 10			12/01/11	\$ 20,050.17	\$ 23,858.83	\$ (3,808.66)	ST
HONDA PURCHASED VAR 11			12/01/11	\$ 2,067.46	\$ 2,646.21	\$ (578.75)	ST
LVMV MOET-HENNESSY LOUIS PURCHASED 12/08/10		12/08/10	12/01/11	\$ 2,288.29	\$ 2,530.17	\$ (241.88)	ST
CAMERON INTL CORP PURCHASED 03/15/11		03/15/11	12/07/11	\$ 7,609.64	\$ 8,593.46	\$ (983.82)	ST
HEWLETT-PACKARD CO PURCHASED 02/02/11		02/02/11	12/07/11	\$ 2,419.03	\$ 4,125.37	\$ (1,706.34)	ST
THERMO FISCHER SCIENTIFIC PURCHASED 5/16/2011		5/16/2011	12/07/11	\$ 3,197.57	\$ 4,222.16	\$ (1,024.59)	ST
TOTAL SHORT TERM GAINS/LOSSES				\$ 407,098.01	\$ 393,850.10	\$ 13,247.91	
TOTAL CAPITAL GAINS/LOSSES						\$ (4,323.37)	

LESLIE POWELL TRUST
 BOOK VALUE OF INVESTMENTS
 1ST GLOBAL CAPITAL CORP
 12/31/2011

DESCRIPTION	# SHARES	PURCHASE DATE	BASIS	MARKET
			12/31/2011	12/31/2011
<u>ACCRUED INTEREST</u>			\$ 1,803.46	\$ 1,803.46

EQUITIES

ABBOTT LABORATORIES	261 VAR 11	\$ 13,837.72	\$ 14,676.03
ALTERIA GROUP INC	1500 2/1/2011	\$ 18,866.86	\$ 22,237.50
AMAZON COM	51 VAR 08 & 10	\$ 2,860.97	\$ 8,828.10
APPLE INC	37 VAR 09 & 10	\$ 4,443.34	\$ 14,985.00
ASTRAZENECA	70 VAR 07	\$ 3,458.31	\$ 3,240.30
AT&T	117 VAR 04-08	\$ 2,896.17	\$ 3,538.08
BANK NEW YORK MELLON CORP	115 VAR 07-08	\$ 5,277.42	\$ 2,289.65
BOARDWALK PIPELINE PTNRS	1000 12/2/2010	\$ 30,161.13	\$ 27,670.00
CANON INC	75 VAR 09	\$ 2,038.59	\$ 3,303.00
CARREFOUR SA	455 VAR 09-11	\$ 3,956.93	\$ 2,036.58
CENTRAIS ELETR BRAS	180 6/29/1998	\$ 3,287.73	\$ 1,747.80
CHEVRON CORP NEW	35 3/18/2010	\$ 2,615.77	\$ 3,724.00
CHUBB CORP	101 VAR 06	\$ 4,903.70	\$ 6,991.22
COHEN & STEERS QUAL INC	3000 11/10/2010	\$ 27,082.87	\$ 25,410.00
COMCAST CORP NEW	187 4/11/2011	\$ 4,646.63	\$ 4,433.77
CONOCOPHILLIPS	56 VAR 06-09	\$ 2,906.78	\$ 4,080.72
CVR PARTNERS LP COM	1000 4/28/2011	\$ 19,616.71	\$ 24,820.00
DCP MIDSTREAM PARTNERS LP	500 12/23/2010	\$ 19,982.11	\$ 23,735.00
DEERE & COMPANY	82 VAR 10 & 11	\$ 6,597.85	\$ 6,342.70
DEUTSCHE TELEKOM AG	315 VAR 01-06	\$ 5,831.79	\$ 3,625.02
DISNEY WALT CO	316 VAR 08-10	\$ 9,098.42	\$ 11,850.00
EMERSON ELECTRIC	153 VAR 08-09	\$ 5,302.53	\$ 7,128.27
ENI ADR EACH REP 2	100 VAR 09-10	\$ 4,649.68	\$ 4,127.00
ERICSSON	205 VAR 08	\$ 2,162.54	\$ 2,076.65
EXPEDITORS INTL WASH INC	172 VAR-10	\$ 7,489.72	\$ 7,045.12
EXXON MOBIL CORP	61 VAR 07/08	\$ 5,501.12	\$ 5,170.36
FRANCE TELECOM ADR EACH	212 VAR 06-10	\$ 4,434.02	\$ 3,319.92
GENERAL ELECTRIC	795 VAR 08-11	\$ 12,629.46	\$ 14,238.45
GLAXOSMITHKLINE	115 VAR 02-04	\$ 5,322.61	\$ 5,247.45
GOOGLE INCL	13 VAR 07-10	\$ 8,760.30	\$ 8,396.70
ILLINOIS TOOL WORKS	83 2/25/2011	\$ 4,444.43	\$ 3,876.93
ILLUMINA INC	88 VAR 10	\$ 4,411.64	\$ 2,682.24
INERGY LP	1300 12/20/2010	\$ 48,696.99	\$ 31,746.00
INTEL CORP	170 VAR 08	\$ 2,685.21	\$ 4,122.50
INTUITIVE SURGICAL INC	27 VAR 09-10	\$ 8,204.47	\$ 12,501.27
I SHARES TR MSCI EAFFE INDEX FD	1400 6/6/2011	\$ 82,738.16	\$ 69,342.00
ISHARES TR MSCI EMERGING MKTS	510 6/6/2011	\$ 24,390.30	\$ 19,349.40
JOHNSON & JOHNSON	233 VAR 06 & 11	\$ 14,764.14	\$ 15,280.14
JOHNSON CTL INC	266 VAR 07-10	\$ 9,230.73	\$ 8,315.16
JP MORGAN CHASE & CO	139 VAR 08	\$ 5,642.47	\$ 4,621.75
KONINKLUKE AHOULD NVE NEW ADR	264 VAR 02 & 03	\$ 1,802.23	\$ 3,565.85
KRAFT FOODS INC CL A	166 2/11/2010	\$ 4,829.16	\$ 6,201.76
LILLY ELI & CO	35 6/24/2010	\$ 1,206.40	\$ 1,454.60
LOWES COMPANIES	125 VAR 09-10	\$ 2,654.60	\$ 3,172.50
MARKS & SPENCER GROUP SPON ADR	55 VAR 03-08	\$ 3,304.99	\$ 2,465.09
MASCO CORP	155 VAR 03-08	\$ 2,489.23	\$ 1,624.40
MCDONALD'S CORP	57 11/22/2006	\$ 2,393.43	\$ 5,718.81
MERCK & CO INC NEW COM	63 5/19/2008	\$ 1,616.31	\$ 2,375.10
METLIFE INC COM	123 VAR 08	\$ 7,084.71	\$ 3,835.14
MICROSOFT CORP	499 VAR 04-11	\$ 10,537.25	\$ 11,656.04
mitsubishi ufj financial group	405 VAR 07	\$ 4,200.88	\$ 1,696.95
MIZUHO FINANCIAL GROUP ADR	415 VAR 07	\$ 4,872.16	\$ 1,112.20
MS&AD INS GP HLDGS ADR	10 11/29/2006	\$ 4,164.89	\$ 1,946.07
NATIONAL GRID NEW ADR EACH REPR	700 3/3/2011	\$ 33,523.42	\$ 33,936.00
NIPPON TEL & TEL CORP SPONS	225 6/15/2007	\$ 5,102.61	\$ 5,699.25
NOKIA OYJ ADR EACH REPR 1 ORD	190 VAR 08-09	\$ 2,840.36	\$ 915.80
PAYCHEX	340 12/8/2011	\$ 10,091.75	\$ 10,237.40

PEPSICO INC	61	8/19/2008	\$ 4,261.26	\$ 4,047.35
PFIZER INC	519	VAR 04-11	\$ 11,260.60	\$ 11,231.16
PG & E CORP	135	VAR 10	\$ 5,717.86	\$ 5,564.70
PIMCO CORPORATE OPPORTUNITY FU	1500	VAR 10	\$ 29,214.25	\$ 26,055.00
PNC FINL SVCS GROUP	94	VAR 08-09	\$ 6,492.97	\$ 5,420.98
PORTUGAL TELECOM SPGS SA SPON	225	VAR 02-04	\$ 2,599.38	\$ 1,298.25
PRICELINE COM INC COM	21	VAR 09-10	\$ 4,787.21	\$ 9,821.91
PROCTER & GAMBLE CO	227	VAR 11	\$ 14,801.79	\$ 15,143.17
QUALCOMM INC	456	VAR 08-10	\$ 4,853.61	\$ 6,728.10
SAFEWAY INC COM NE FML SAFEWAY	170	VAR 02-04	\$ 3,910.02	\$ 3,576.80
SAINSBURY (J) ADR EA REP	100	4/1/2011	\$ 2,368.57	\$ 1,882.90
SANOFI SPONSORED ADR	120	VAR 06	\$ 5,153.24	\$ 4,384.80
SCHLUMBERGER LIMITED COM STK	62	5/6/2009	\$ 3,385.34	\$ 4,235.22
SCHWAB CHARLES CORP NEW	645	VAR 08-10	\$ 12,576.81	\$ 7,262.70
SEVEN & I HOLDING CO LTD	60	VAR 10-11	\$ 2,933.79	\$ 3,345.48
SMUCKER JM CO NEW	72	9/17/2010	\$ 4,383.24	\$ 5,628.24
SOUTHWEST CAP TR II GTD TR PFD	500	4/25/2011	\$ 13,712.20	\$ 11,335.00
SPDR SER TR BARKLAYS CAP HIGH	1500	VAR 09-10	\$ 58,282.99	\$ 57,675.00
STMICROELECTRONICS NY SHS-EACH	230	VAR 05	\$ 3,699.69	\$ 1,363.90
SUMITOMO MITSUI FINANCIAL GROU	287	VAR 07	\$ 4,303.59	\$ 1,581.37
SUPERVALU INC	72	VAR 06-08	\$ 2,154.96	\$ 584.64
SYSCO CORP	1140	4/8/2011	\$ 32,988.18	\$ 33,436.20
T ROWE PRICE GROUP	141	VAR 08-10	\$ 6,866.58	\$ 8,029.95
TAKEDA PHARMACEUTICAL CO LTD	85	VAR 11	\$ 2,067.46	\$ 1,867.03
TARGET CORP	97	9/27/2006	\$ 5,444.34	\$ 4,968.34
TE CONNECTIVITY LTD COM	85	3/5/2009	\$ 733.28	\$ 2,618.85
TELE NORTE LESTE PARTICIPACOES	95	6/1/2001	\$ -	\$ 903.45
TELECOM ITALIA SPA SPONS ADR	355	VAR 03-10	\$ 9,230.96	\$ 3,780.75
TELEFONICA SA ADR EACH REPR	33	VAR 99-01	\$ 482.87	\$ 567.27
TELEFONOS DE MEXICO SAB DE CV	70	7/16/2001	\$ 678.14	\$ 1,010.80
TEVA PHARMACEUTICAL INDUSTRIES	73	VAR 09-10	\$ 4,093.49	\$ 2,946.28
TOKIO MARINE HOLDINGS INC ADR	95	VAR 98-02	\$ 1,692.44	\$ 2,080.28
TOTAL ADR EACH REP	85	VAR 10	\$ 4,617.15	\$ 4,344.35
TOYOTA MOTOR CORP ADR	50	VAR 09-11	\$ 3,913.17	\$ 3,306.50
US CONCRETE INC	875	UNKN PRE 09	\$ 19,702.97	\$ 2,537.50
UNILEVER NV EURO 16	125	VAR 04-11	\$ 2,914.48	\$ 4,296.25
UNION PACIFIC CORP	108	VAR 08-10	\$ 7,121.35	\$ 11,441.52
UNITED TECHNOLOGIES CORP	84	6/20/2008	\$ 5,778.93	\$ 6,139.56
VALE S A SPONS ADR REPR	241	VAR 10	\$ 6,957.25	\$ 5,169.45
WELLS FARGO & CO NEW	609	VAR 08-10	\$ 19,844.43	\$ 16,784.04
WESTERN DIGITAL CORP	90	VAR 10-11	\$ 2,458.06	\$ 2,785.50
WILLIAMS PARTNERS LP COM	200	11/18/2010	\$ 9,424.59	\$ 11,998.00
XEROX	240	VAR 01 & 09	\$ 2,265.72	\$ 1,910.40

SUBTOTAL EQUITIES		\$ 908,671.91	\$ 866,853.68
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FIXED INCOME

AMERENERGY GENERATING CO	40000	10/20/2010	\$ 42,445.01	\$ 41,240.00
GENWORTH FINANCIAL INC	50000	5/20/2010	\$ 50,159.10	\$ 45,887.50
GENERAL MOTORS ACCEPTANCE CORI	50000	11/13/2006	\$ 49,172.95	\$ 44,166.00
HANESBRANDS INC. SR 6 375%	50000	3/24/2012	\$ 51,389.76	\$ 50,750.00
LLOYDS TSB BANK PLC NOTE	20000	3/25/2011	\$ 21,227.37	\$ 19,402.00

SUBTOTAL FIXED INCOME		\$ 214,394.19	\$ 201,445.50
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MUTUAL FUNDS

COLUMBIA ACORN INTL	827 668	11/29/2011	\$ 28,000.00	\$ 28,397.29
ING REAL ESTATE FUND	1889 365	VAR 11	\$ 33,045.00	\$ 32,534.87
OPPENHEIMER DEV MARKETS FD	315 956	8/29/2011	\$ 10,015.00	\$ 9,263.83
PIMCO COMMODITY REAL RETURN	3517.839	VAR 11	\$ 29,030.00	\$ 23,006.67
PIMCO EMERGING MKTS BOND	3990.161	6/1/2011	\$ 45,030.00	\$ 44,889.31
TEMPLETON GLOBAL BOND ADVISOR	4562 794	VAR 11	\$ 62,030.00	\$ 56,441.76

SUBTOTAL MUTUAL FUNDS		\$ 207,150.00	\$ 194,533.73
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TOTAL BOOK VALUE OF INVESTMENTS		\$ 1,332,019.56	\$ 1,264,636.37
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Application for Extension of Time To File an Exempt Organization Return

► 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 LESLIE POWELL TRUST	Employer identification number (EIN) or <input checked="" type="checkbox"/> 73-6206326
	Number, street, and room or suite number. If a P O box, see instructions C/O LISA SUMMERS, CPA-1525 MAGNOLIA,	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NORMAN	
		OK 73072

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

04

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

- The books are in the care of ► LISA SUMMERS, CPA -----

Telephone No ► (405) 321-2152 FAX No ► -----

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

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

- calendar year 20 11 or
- tax year beginning , 20 , and ending , 20

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 600.
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 \$ 0.
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 \$ 600.

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

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)