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

OMB No 1545 0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning

, 2011, and ending

Name of foundation

LESLIE POWELL TRUST

A Employer identification number

73-6206326

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

C/O LISA SUMMERS, CPA-1525 MAGNOLIA

Room/suite

B Telephone number (see the instructions)

(405) 321-2152

City 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
(from Part II, column (c), line 16)

\$ 1,314,922.

J Accounting method

☒

Cash

☐

Accrual

Other (specify)

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part II Analysis of Revenue and

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

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)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Line 11 Stmt

12 Total. Add lines 1 through 11

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)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) See Line 18 Stmt

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

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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

OGDEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		23,310.	13,403.	13,403.
	2	Savings and temporary cash investments		70,825.	36,883.	36,883.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)		1,002,928.	1,115,822.	1,061,387.
	c	Investments – corporate bonds (attach schedule)		310,410.	214,394.	201,446.
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)		0.	0.	0.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)		4,685.	1,803.	1,803.	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item i)		1,412,158.	1,382,305.	1,314,922.	
LIABILITIES	17	Accounts payable and accrued expenses		173.	117.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		173.	117.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		1,411,985.	1,382,188.	
	30	Total net assets or fund balances (see instructions)		1,411,985.	1,382,188.	
	31	Total liabilities and net assets/fund balances (see instructions)		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) <input type="checkbox"/> 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) <input type="checkbox"/> 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)
1 a 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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-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) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	13,248.

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.

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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-)		2 0.
3 Add lines 1 and 2		3 811.
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-		5 811.
6 Credits/Payments.		
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 <input type="checkbox"/> 483. Refunded <input type="checkbox"/>	11	

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		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 or Form 990-T for this year?		
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13		X
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 <input type="checkbox"/> 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?	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 <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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. <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.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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?

6b

If 'Yes' to 6b, file Form 8870

X

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?

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

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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 NONE	
	0.
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	
	0.
2	
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	1a	1,296,525.
b	Average of monthly cash balances	1b	18,357.
c	Fair market value of all other assets (see instructions)	1c	1,803.
d	Total (add lines 1a, b, and c)	1d	1,316,685.
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	0.
3	Subtract line 2 from line 1d	3	1,316,685.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,750.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,296,935.
6	Minimum investment return. Enter 5% of line 5	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	1	64,847.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	811.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	811.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,036.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	64,036.
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	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	1a	66,000.
b	Program-related investments— total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	66,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	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.

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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.				
a Applied to 2010, but not more than line 2a			26,692.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2011 distributable amount				39,308.
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

Form 990-PF (2011)

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

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:

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<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	66,000.
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

[illegible]

Form **990-W**

OMB No 1545-0976

(Worksheet)

Department of the Treasury
Internal Revenue Service**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.
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	10b	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)	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)	483.	200.	129.	
13	2011 Overpayment. (see instructions)	483.	0.	0.	
14	Payment due. (Subtract line 13 from line 12)	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	
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 01 & 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	DATE	DATE	GROSS SALES	COST OR	GAIN/(LOSS)	ST/LT
	ACQUIRED	ACQUIRED	SOLD	PRICE	OTHER BASIS		
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 PTRNSHP	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	GAIN/(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			06/06/11	\$ 404 14	\$ 530 88	\$ (126 74)	ST
OFFICE DEPOT INC PURCHASED 02/02/11			06/06/11	\$ 418 99	\$ 530.88	\$ (111 89)	ST
OFFICE DEPOT INC PURCHASED 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 PARTICIPACOE SA ADR PURCHASED VARIOUS			06/06/11	\$ 323 51	\$ -	\$ 323.51	ST
VIVO PARTICIPACOE PURCHASED VARIOUS			06/06/11	\$ 835 23	\$ -	\$ 835 23	ST
TYCO INTERNATIONAL PURCHASED 03/18/11			07/18/11	\$ 4,314 86	\$ 3,912 61	\$ 402 25	ST
AIR PRODUCTS PURCHASED 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			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			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			12/01/11	\$ 2,288 29	\$ 2,530 17	\$ (241 88)	ST
CAMERON INTL CORP PURCHASED 03/15/11			12/07/11	\$ 7,609 64	\$ 8,593 46	\$ (983 82)	ST
HEWLETT-PACKARD CO PURCHASED 02/02/11			12/07/11	\$ 2,419 03	\$ 4,125 37	\$ (1,706 34)	ST
THERMO FISCHER SCIENTIFIC PURCHASED 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 12/31/2011	MARKET VALUE 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 EAFE 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 CTLS 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 AHOLD 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
MCDONALDS 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 UF J 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**

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