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Form **990-PF**.

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 cal	endar year 2011, or tax year beginning	, 2011,	and ending		
	ne Adkins Foundation Trust		Α	Employer identification num 73-6291151	nber
P.O.	ust Company of OK Attn Tim B Box 3627 a, OK 74104-3627	reedlove	В		instructions)
Turs	a, OK 74104 3027		c	If exemption application is	pending, check here ►
G Che	eck all that apply Initial return	Initial Return of a form	ner public charity	1 Foreign organizations, chec	k here
	Address change	Name change		2 Foreign organizations meet here and attach computation	
H C	heck type of organization: Section 501 Section 4947(a)(1) nonexempt charitable tri	(c)(3) exempt private for		·	
	air market value of all assets at end of year J Acc	ounting method: X C		under section 507(b)(1)(A)	
▶\$	41,180,130. (Part I,	Other (specify) column (d) must be on	cash basis)	If the foundation is in a 60- under section 507(b)(1)(B)	
Part		(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
	Expenses (The total of amounts in columns (b), (c), and (d) may not neces-	expenses per books	income	income	for charitable purposes
	sarily equal the amounts in column (a) (see instructions))				(cash basis only)
	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► X if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	16.	16		
	5a Gross rents				
	b Net rental income or (loss)	-3,610.			
R E V	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all 3,000.	-3,010.			
	assets on line 6a 3,000. 7 Capital gain net income (from Part IV, line 2)		0		
E N	8 Net short-term capital gain				
U E	9 Income modifications 10 a Gross sales less		······		
_	returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)	54 630	64 620		
	DEC Step Statement 1 12 Total Anto-Mass Milrough 11	64,638. 61,044.	64,638 64,654		
	13 @compensation of officers, directors, trustees, etc	3,000.	300	•	2,700.
	14 Other employee calegres and wages O				
	15 Pension plans, employee benefits		- 04 7		0.054
A D	16 a Legal fees (attach schedule) See St 2	3,171.	317 272		2,854. 2,443.
M	b Accounting the Stallach son) TSee St 3 c Other prof fees (atlach sch) See St 4	2,715. 1,563.	156		1,407.
Q N	17 Interest	341.	34		307.
O I S E T R R	18 Taxes (attach schedule)(see instrs) See Stm 5	5,320.	3,428	•	
A A	19 Depreciation (attach sch) and depletion				
įį	20 Occupancy				
∰G E	21 Travel, conferences, and meetings				
SA E	22 Printing and publications.				
Ø E	23 Other expenses (attach schedule)				
	24 Total operating and administrative				0.711
80 s	expenses. Add lines 13 through 23	16,110. 30,000.	4,507	·	9,711. 30,000.
2	25 Contributions, gifts, grants paid Stmt. 6 26 Total expenses and disbursements.	30,000.			30,000.
SCANNED NOV 0 202012	26 Total expenses and disbursements. Add lines 24 and 25	46,110.	4,507	. 0.	39,711.
岩	27 Subtract line 26 from line 12:				1
雪	a Excess of revenue over expenses and disbursements	14,934.			
	b Net investment income (if negative, enter -0-)		60,147		
<u> </u>	C Adjusted net income (if negative, enter -0-)	<u> </u>		0.	

BAA For Paperwork Reduction Act Notice, see instructions.

TEEA0504L 12/05/11

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Par	H	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year		i year
- YES	2.27		(See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest	t-bearing	10,629.	42,057.	42,057.
	2	Savings and tempor	ary cash investments			
	3	Accounts receivable	▶			
		Less: allowance for	doubtful accounts ►			
	4	Pledges receivable	►			
		Less: allowance for	doubtful accounts ►			
	5	Grants receivable				
	6	Receivables due from offi	cers, directors, trustees, and other		<u> </u>	
	-	disqualified persons (atta	ich schedule) (see instructions).			
_	7	Other notes and loans rec	eivable (attach sch).			
A S		Less allowance for	doubtful accounts ▶			
š	8	Inventories for sale	or use			
A S E T	9	Prepaid expenses a	nd deferred charges			
Ġ	10:	a Investments – US obligations (attach s	and state government schedule)			
	۱,	b Investments — corporate	•			
	1	c Investments — corporate	•			
	1	Investments - land	,			
	''	equipment: basis	•			
		Less accumulated depred (attach schedule)	ciation •			
	12	Investments - mort	gage loans .			
	13	Investments - othe	r (attach schedule) Statement 7	40,412,641.	40,406,441.	40,406,441.
	14	Land, buildings, and	d equipment: basis ►			
		Less accumulated depred (attach schedule)	ciation •			
	15	Other assets (descr	be ► See Statement 8)	769,192.	737,185.	731,632.
	16	Total assets (to be see the instructions	completed by all filers – . Also, see page 1, item l)	41,192,462.	41,185,683.	41,180,130.
Ļ	17	Accounts payable a	nd accrued expenses			
Å	18	Grants payable				
Ŗ	19	Deferred revenue				[-
Ľ	20	Loans from officers, direct	ctors, trustees, & other disqualified persons			
Ţ	21	Mortgages and other note	es payable (attach schedule)	21,713.		
i	22	Other liabilities (descr	ribe •)			
E S	23	Total liabilities (add	I lines 17 through 22)	21,713.	0.	
	123	Foundations that fo	llow SFAS 117, check here ► X			
		and complete lines	24 through 26 and lines 30 and 31.	1		
NF	24	Unrestricted		41,170,749.	41,185,683.	
EU		Temporarily restrict				
ΔD	26	Permanently restric				
A B S A E L		Foundations that do and complete lines	o not follow SFAS 117, check here 27 through 31.	_		
SAEL	27	Capital stock, trust	principal, or current funds			į
SN	28	Paid-in or capital surplu	s, or land, building, and equipment fund .			<u>[</u>
O F	29	Retained earnings, accun	nulated income, endowment, or other funds.]
O E R S	30	Total net assets or	fund balances (see instructions)	41,170,749.	41,185,683.]
	31		net assets/fund balances	41,192,462.	41,185,683.	
Das	e ses	(see instructions)	nges in Net Assets or Fund Balan		41,103,003.	<u> </u>
1	Tota end-	al net assets or fund b -of-vear figure reporte	palances at beginning of year – Part II, colu ed on prior year's return)	mn (a), line 30 (must agr	ee with	41,170,749.
2		er amount from Part I			2	14,934.
3		increases not included in l			3	
4		lines 1, 2, and 3			4	41,185,683.
5		eases not included in line 2	(itemize)		5	
6	Tota	al net assets or fund b	palances at end of year (line 4 minus line 5)	- Part II, column (b), lin	e 30 6	41,185,683.
						5 000 DE (0011)

Par	(a) List and describe	osses for I ax on Investmen the kind(s) of property sold (e.g., ree; or common stock, 200 shares ML	eal estate.	(b) How acqu P — Purcha D — Donati	ase ((C) Date acquired month, day, year)	(d) Date sold (month, day, year)
1a	Watch - Personal Pr	operty		D	-	1/01/00	7/01/11
b							
С							
d							
е	,						
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other bas plus expense of sal	е		(h) Gain or (e) plus (f) m	inus (g)
a	3,000.			6,610.			-3,610.
b							
<u>c</u>							
d				-			
е			h- fd-t 12/21/60				
	(i) Fair Market Value	g gain in column (h) and owned by t (j) Adjusted basis	(k) Excess of column	(I)	ga	(I) Gains (Column (k In minus column (k	
	as of 12/31/69	as of 12/31/69	over column (j), if a			n -0-) or Losses (fr	
a							-3,610.
b							
d							
е							
2	Capital gain net income or (net or	capital loss) If gain, also	enter in Part I, line 7 ter -0- in Part I, line 7	-	2		-3,610.
3	Net short-term capital gain or (lo	uss) as defined in sections 1222(5) a	ind (6):				
	If gain, also enter in Part I, line I in Part I, line 8	8, column (c) (see instructions). If (l	oss), enter -0-	-	3		0.
Par		Section 4940(e) for Reduce	d Tax on Net Investme	ent Incon			<u> </u>
Was		s part blank. on 4942 tax on the distributable amo y under section 4940(e). Do not com		period?		Yes	☐ No
_1	Enter the appropriate amount in	each column for each year; see the	instructions before making a	any entries.			
	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use as:	sets	(colu	(d) Distributior mn (b) divided	ratio by column (c))
	2010						
	2009						
	2008						
	2007						
	2006						
2	Total of line 1, column (d)				2		
3		5-year base period — divide the total has been in existence if less than 5		ļ	3		
4	Enter the net value of noncharita	able-use assets for 2011 from Part >	K, line 5		4		
5	Multiply line 4 by line 3			-	5		
6	Enter 1% of net investment inco	ome (1% of Part I, line 27b)			6		
7	Add lines 5 and 6				7		
8	Enter qualifying distributions from			Ĺ	8		-
	If line 8 is equal to or greater the Part VI instructions.	an line 7, check the box in Part VI, I	ine 1b, and complete that pa	art using a 1	l% tax	rate. See the	

	990-PF (2011) Eugene Adkins Foundation Trust	73-629			Pa	ge 4
Part	VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948	- see instr	uctions)			
1 a	Exempt operating foundations described in section 4940(d)(2), check here 🕒 🔲 and enter 'N/A' on line 1.					
1	Date of ruling or determination letter: (attach copy of letter if necessary — see instrs)					
	Domestic foundations that meet the section 4940(e) requirements in Part V,	- 1	ļ	1	,20	<u>)3.</u>
1	check here ▶					
C	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b).					
2	Fax 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		1	, 20)3.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter $ ext{-}0$ -) 4	ļ		_	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1	, 20	<u>)3.</u>
6	Credits/Payments:					
а	2011 estimated tax pmts and 2010 overpayment credited to 2011 6a 9	960.				
b	Exempt foreign organizations — tax withheld at source 6b					
C	Tax paid with application for extension of time to file (Form 8868)					
d	Backup withholding erroneously withheld 6d					
7	Total credits and payments. Add lines 6a through 6d	7			96	60.
8	Enter any penalty for underpayment of estimated tax. Check here 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 See Statement 9	▶ 9			25	<u>52.</u>
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	▶ 10				
_11	Enter the amount of line 10 to be Credited to 2012 estimated tax	▶ 11				
Part	VII-A Statements Regarding Activities					
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did participate or intervene in any political campaign?	ıt		1a	es	No X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?			1ь		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materia.	's publishe	ļ			
	or distributed by the foundation in connection with the activities		<u> </u>			
	Did the foundation file Form 1120-POL for this year?		<u></u>	1c		<u>X</u>
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation (2) On foundation (3) Section 4955 Imposed during the year:		0.			
e	(1) On the foundation ►Ş 0. (2) On foundation managers ►Ş 5. Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax important tax important tax.	sed on				
	foundation managers >\$ 0.					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
	If 'Yes,' attach a detailed description of the activities					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, a	ticles				
3	of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the change	es		3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		L	4a		<u>X</u>
	If 'Yes,' has it filed a tax return on Form 990-T for this year?		L	4b	_N/	<u> A</u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X
	If 'Yes,' attach the statement required by General Instruction T					
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 the	nat conflict	•		1	
	with the state law remain in the governing instrument?		L		X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV		_	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) OK	<u> </u>	_		***************************************	
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation			8b	x	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j) (for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' cor	3) or 4942(nplete Part))(5) ! XIV	9		<u>X</u>
	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing to and addresses		5	0		X
BAA			Forn	n 990 -	PF (2	2011)

	1 990-PF (2011) Eugene Adkins Foundation Trust 1 VII-A Statements Regarding Activities (continued)	73-62911	51	P	age 5
				Γ	
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	Х	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified p advisory privileges? If 'Yes,' attach statement (see instructions)	erson had	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption app	lication?	13	Х	
	Website address ► N/A				
14	The books are in care of Trust Company of Oklahoma Telephone no	. ► <u>918-</u>	744-0	<u>553</u>	
	Located at ► 6120 S. Yale Ave, Suite 1900 Tulsa OK ZIP + 4 ►	74136	_ 		· -
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	1 1	N/A	.	
	and enter the amount of tax-exempt interest received or accrued during the year	▶ 15			N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other author bank, securities, or other financial account in a foreign country?	ity over a	16	Yes	No X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of foreign country ▶	of the			
Par	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required			,	
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		-	Yes	No
1 a	a During the year did the foundation (either directly or indirectly):	v [V].	-		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes X No			
		Yes X No			
	(e) the same of th	Yes X No	[
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes X No			
	(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	Yes X No			
k	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)?		1 b	N	/A
	Organizations relying on a current notice regarding disaster assistance check here	▶ 📗			
ď	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		х
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)):				
ŧ	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	Yes X No			
	If 'Yes,' list the years ▶ 20 , 20 , 20				
ı	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) all years listed, answer 'No' and attach statement — see instructions.)) to	21	N	I/A
	c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here				1
	► 20, 20, 20				
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes X 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)		31:	N	I/A
4:	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		48		Х
	entermination of the Court of t		-		

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 Activiti		n 4720 May Be Red	<u> uired (continued)</u>		
5a During the year did the foundation pay or incur	•				
(1) Carry on propaganda, or otherwise attempt	t to influence legislation	(section 4945(e))?	Yes X	No	
(2) Influence the outcome of any specific publi on, directly or indirectly, any voter registration.	tion drive?				
(3) Provide a grant to an individual for travel,	study, or other similar p	ourposes?	Yes X	No	
(4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section 4			Yes X	No	
(5) Provide for any purpose other than religiou educational purposes, or for the prevention			. Yes X	No	
b If any answer is 'Yes' to 5a(1)-(5), did any of the described in Regulations section 53 4945 or in (see instructions)?			ons	5b	N/A
Organizations relying on a current notice regar	ding disaster assistance	e check here	▶ [
c If the answer is 'Yes' to question 5a(4), does to tax because it maintained expenditure respons	ne foundation claim exe ability for the grant?	emption from the	N/A Yes	No	
If 'Yes,' attach the statement required by Regu	ılatıons section 53 4945	-5(d)			
6a Did the foundation, during the year, receive an on a personal benefit contract?	y funds, directly or indii	rectly, to pay premiums	Yes X]No	
b Did the foundation, during the year, pay premi	ums, directly or indirect	ly, on a personal benefi	t contract?	6 b	X
If 'Yes' to 6b, file Form 8870				14.	
7a At any time during the tax year, was the found b If 'Yes,' did the foundation receive any proceed				No 76	
Part VIII Information About Officers, D				.,	es.
and Contractors		,	.go.o,gy	шр.сус	,
1 List all officers, directors, trustees, foundation	managers and their co	mpensation (see instru	ctions).		
(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) Expens other all	e account, owances
See Statement 10			•		
		3,000.	0.		0.
2 Compensation of five highest-paid employees	(other than those inclu	uded on line 1- see inst	ructions). If none, ente	r '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) Expens other all	se account, owances
None	-				
	-				
	-				
	-				
	-				<u> </u>
Total number of other employees paid over \$50,000	TEEA0306L	12/05/11			0- PF (2011

Form 990-PF (2011) Eugene Adkins Foundation Trust Part VIII Information About Officers, Directors, Trustees, Foundation and Contractors (continued)	73–6291 oundation Managers, Highly Paid E	
3 Five highest-paid independent contractors for professional services (see	instructions). If none, enter 'NONE.'	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
	_	
	· -	
		
	· - 	
Total number of others receiving over \$50,000 for professional services	>	0
		
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant state organizations and other beneficiaries served, conferences convened, research papers produced, etc.	istical information such as the number of	Expenses
1 See Statement 11		
. P66 percemone 11		
2		
3		
		
4		
Part IX-B Summary of Program-Related Investments (see in	structions)	
Describe the two largest program-related investments made by the foundation	during the tax year on lines 1 and 2.	Amount
1		
N/A		
22		
2		
All other program-related investments. See instructions.		
3	. 	
Total. Add lines 1 through 3	>	0.
BAA		Form 990-PF (2011)

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Part X Minimum Investment Return (All domestic foundations must complete this part. F see instructions.)	oreign fo	
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	
b Average of monthly cash balances	1 b	27,250.
c Fair market value of all other assets (see instructions)	1 c	731,632.
d Total (add lines 1a, b, and c)	1 d	758,882.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c		
(attach detailed explanation) . 1e 0.		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d .	3	758,882.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,383.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	747,499.
6 Minimum investment return. Enter 5% of line 5	6	37,375.
Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operand certain foreign organizations check here ► ☐ and do not complete this part.)	rating for	
1 Minimum investment return from Part X, line 6	1	37,375.
2a Tax on investment income for 2011 from Part VI, line 5 2a 1,203.		
b Income tax for 2011. (This does not include the tax from Part VI.)		
c Add lines 2a and 2b	2c	1,203.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	36,172.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	36,172.
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	3 <u>6,172</u> .
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	39,711.
b Program-related investments – total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	<u> </u>
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	За	
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	39,711.

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.

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

BAA

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6

39,711.

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2011 from Part XI, line 7 2 Undistributed income, if any, as of the end of 2011. a Enter amount for 2010 only 36,254. b Total for prior years: 20, 20, 20	36,172.
a Enter amount for 2010 only 36,254. b Total for prior years: 20, 20, 20 0.	
b Total for prior years: 20, 20, 20	
T	
3 Excess distributions carryover, if any, to 2011	
a From 2006	
b From 2007	
c From 2008	
d From 2009	
e From 2010.	
f Total of lines 3a through e	
4 Qualifying distributions for 2011 from Part	
XII, line 4: ► \$39,711.	
a Applied to 2010, but not more than line 2a 36,254.	
b Applied to undistributed income of prior years (Election required — see instructions)	
c Treated as distributions out of corpus (Election required – see instructions) 0.	
	3,457.
d Applied to 2011 distributable amount e Remaining amount distributed out of corpus 0.	3,437.
5 Excess distributions carryover applied to 2011 0.	0.
(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	
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	
b Prior years' undistributed income. Subtract line 4b from line 2b	
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	***************************************
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	32,715.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.	
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 0.	
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 0.	
10 Analysis of line 9:	***************************************
a Excess from 2007	
b Excess from 2008	
c Excess from 2009	
d Excess from 2010	
e Excess from 2011	

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Part XIV Private Operating Founda					N/A
1a If the foundation has received a ruling or on is effective for 2011, enter the date of the	ruling		-	•	
b Check box to indicate whether the foundate		rating foundation de T		4942(j)(3) or	4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum	Tax year (a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for each year listed	(a) 2011	(b) 2010	(6) 2009	(d) 2008	(e) rotal
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income			<u> </u>	1.05.000	
Part XV Supplementary Information assets at any time during t	n (Complete this he year — see i	s part only if the nstructions.)	e organization i	nad \$5,000 or m	ore in
Information Regarding Foundation Manage a List any managers of the foundation who close of any tax year (but only if they hav None	have contributed m	ore than 2% of the to than \$5,000). (See s	otal contributions re section 507(d)(2).)	eceived by the founda	ation before the
b List any managers of the foundation who a partnership or other entity) of which the None	own 10% or more of foundation has a 1	f the stock of a corp 0% or greater intere	oration (or an equa st.	illy large portion of th	e ownership of
2 Information Regarding Contribution, Gran Check here ► X if the foundation only requests for funds. If the foundation make complete items 2a, b, c, and d.	makes contributions es gifts, grants, etc,	s to preselected char (see instructions) to	ritable organizations o individuals or orga	anizations under othe	ot unsolicited or conditions,
a The name, address, and telephone numb	er of the person to	whom applications s	should be addressed	d:	
b The form in which applications should be	submitted and info	mation and material	ls they should inclu	de:	
c Any submission deadlines:					
d Any restrictions or limitations on awards,	such as by geograp	phical areas, charital	ble fields, kinds of i	nstitutions, or other t	actors.

3 Grants and Contributions Paid During the Yea	r or Approved for Futu	re Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	substantial contributor	recipient	Containation	
a Paid during the year	substantial contributor .	recipient		
Total	· · · · · · · · · · · · · · · · · · ·		▶ 3a	
b Approved for future payment Total			▶ 3	

Part XVI-A Analysis of Income-Producing Activities

(a) (b) (c) (d) Related or exemple Business Amount Exclusion Amount function income	ei uiuss	amounts unless otherwise indicated.	Unrelated	business income	Excluded by	section 512, 513, or 514	(-)
g Fees and contracts from government agencies Membership dues and assessments Interest on savings and temporary cash investments Dividends and interest from securities 14 16. Net rental income or (loss) from real estate: a Debt-financed property b Not debt-financed property b Not debt-financed property Cher investment income Gan or (loss) from passal property Cher investment income Gan or (loss) from sales of assets other than inventory Cher revenue a O&G Royal ties (Sch Attach) b Refunded State Taxes c c Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) a worksheet in line 13 instructions to verify calculations.) IN XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Total providing funds for such purposes). (See instructions.)			Business		(c) Exclu- sion	(d)	(e) Related or exempt function income (See instructions)
grees and contracts from government agencies Membership dues and assessments Interest on savings and temporary cash investments Dividends and interest from securities Both Interest on savings and temporary cash investments Dividends and interest from securities Both Interest on savings and temporary cash investments Dividends and interest from securities Both Interest on savings and temporary cash investments Dividends and interest from securities Both Interest on savings and temporary cash investments Both Interest on savings and temporary cash interest on savings and temporary cash in temporary cash in tem					code		
Gress and contracts from government agencies Membership dues and assessments Interest on savings and temporary cash investments Dividends and interest from securities 14 16. Net rental income or (loss) from real estate: Debt-financed property Net rental income or (loss) from personal property Other investment income Gan or (loss) from sales of assets other than inventory Net income or (loss) from sales of inventory Other revenue: Debt-financed property Net income or (loss) from personal property It income or (loss) from sales of inventory It income or (loss) from sales of inventory Other revenue: Debt-financed property It income or (loss) from personal property It income or (loss) from personal property It income or (loss) from sales of inventory It income or (loss) from personal property It income or (loss) from pers			+	.	+ +		
Fees and contracts from government agencies Membership dues and assessments Interest on savings and temporary cash investments Dividends and interest from securities Net rental income or (loss) from real estate: Debt-financed property Net rental income or (loss) from personal property Other investment income Gan or (loss) from special events Gross profit or (loss) from special events Gross profit or (loss) from sales of inventory Other revenue: Dec Refunded State Taxes Dec Refunded State Taxes Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) Total Add line 12, columns (b), (d), and (e) Total Add line 13 instructions to verify calculations.) TXIVI-B Relationship of Activities to the Accomplishment of Exempt Purposes Te 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.)			+		 		
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Net rental income or (loss) from personal property Other investment income Gain or (loss) from sales of assets other than inventory Net income or (loss) from special events Gross profit or (loss) from sales of inventory Other revenue a O&G Royalties (Sch Attach) b Refunded State Taxes C Subtotal. Add columns (b), (d), and (e) Total. Add line 12, columns (b), (d), and (e) worksheet in line 13 instructions to verify calculations.) Total 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.)					- 		
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Relationship of Activities to the Accomplishment of Exempt Purposes The 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.)		. Add line 12, columns (b), (d), and (e).				13	01,04
ne 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.)	e works	heet in line 13 instructions to verify calculation	ns.)				
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Form 990-PF (2011) Eugene Adkins Foundation Trust 73-6291151 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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de	escribed	rganization directly d in section 501(c) o political organiza	of the Code (of	ngage in a ther than s	any of the folio section 501(c)	owing with (3) organiz	any othe ations) o	er organization or in section 527	7,			Yes	<u>No</u>
a Tr	ansfers	from the reportin	g foundation to	a nonchar	ritable exempt	t organızat	ion of:						
(1) Cash									L	1a (1)		_X_
(2) Other	r assets									1a (2)		X
b O	ther tra	nsactions:											
(1) Sales	s of assets to a no	ncharitable exe	empt organ	iization						1b(1)		X
(2) Purcl	hases of assets fro	om a noncharita	able exemp	ot organizatioi	n					1b (2)		X
(3) Renta	al of facilities, equ	ipment, or othe	r assets.	Ü						1b (3)		X
•	•	bursement arrang	•							Г	1b (4)		X
(5) Loan	s or Ioan guarante	es								1b (5)		X
(6	Perfo	ormance of service	es or membersh	nip or fundi	raising solicita	ations					1b(6)		X
•	•	of facilities, equipn		•	_		es.				1c		X
			,		, , , ,					_			
th	e aood:	swer to any of the s, other assets, or saction or sharing	services given	by the rep	oortina founda	ation. If the	: foundat	ion received les	ss than fair r	narket va	ket value alue in	of	
(a) Line		(b) Amount involved			ible exempt organ			Description of trans			arıng arran	gement	s
N/A													
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d	escribe	undation directly od in section 501(c)	of the Code (o	ated with, other than s	or related to, section 501(c)	one or mo (3)) or in s	ore tax-e section 5	xempt organiza 27?	tions		Yes	s X	No
<u> </u>		complete the follow Name of organiza		1 /	(b) Type of or	ganization		10) Description	of relat	ionshin		
N/A	(a)	THAINE OF OLYANIZA		 	by Type of Or	<u>gai 112011011</u>			, Doddi Iptioi	. 51 10141	, crioinp		
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	United	Trust Company	y of Okletin	maged this ref	turn, including acc ver) is based on al	companying s Il information	chedules ar of which pr	nd statements, and t eparer has any knov	to the best of my wledge	/ knowledge			
Sign Here	BY_	Timothy Breedlo	ve, Senior Vic	e Preside	nt /0/3	20/12		TRUSTER			May the this retui preparer (see inst	rn with t shown tructions	he below
	Signa	ture of officer or trustee			Date	<u>,</u>	Ti					Yes	No
		Print/Type preparer's	named Lond	<i>Ψ</i> :_	reparer's signatur			Date	Check	□"	PTIN		
Paid		W. Jeffrey	Conklin_		l. Jeffre			10-24-12	self-emplo		P0057	5130	
Prepa	arer	Firm's name ►			& Wertz		<u>C</u>	<u> </u>	Fırm's EIN ►	<u> 27-14</u>	<u>39588</u>		
Use (Firm's address			reet, St	e 370 _							
	- ···y		Tulsa, OK	74105	-6285				Phone no	(918)	749-	0921	<u> </u>
RΔΔ											Form 9	90-PF	(2011)

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Statement 8 Form 990-PF, Part II, Line 15 Other Assets

Oil & Gas Properties (Accum Depl) Oil & Gas Properties (Cost) Book Value Fair Market Value

\$ -352,098.
1,089,283.
Total \$ 737,185. \$ 0.

Statement 9 Form 990-PF, Part VI, Line 9

\$ 243. 7. 2. Total $\frac{$252.}{}$

Statement 10 Form 990-PF, Part VIII, Line 1 List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours <u>Per Week Devoted</u>	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Betsy E. Willis 3526 Crestview Lane Catoosa, OK 74015	Trustee 0.10	\$ 1,000.	\$ 0.	\$ 0.
W. Jeffrey Conklin 1390 Oak Road Catoosa, OK 74015	Trustee 0.25	0.	0.	0.
William A. Goff 2215 East 55th Place Tulsa, OK 74105-6123	Trustee 0.10	500.	0.	0.
Ted M. Riseling P.O. Box 52561 Tulsa, OK 74152	Trustee 1.00	0.	0.	0.
Corrine W. Lewis 2300 Riverside, #8F Tulsa, OK 74114	Trustee 0.10	500.	0.	0.
Lawrence M. Knoles P.O. Box 517 Disney, OK 74340	Trustee 0.10	1,000.	0.	0.
	Total	\$ 3,000.	\$ 0.	\$ 0.

2011 . •	Page 73-62911				
Statement 1 Form 990-PF, Part I, Line Other Income	11				
		_	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
O&G Royalties(Sch At Refunded State Taxes	tach)	\$ Total <u></u>	5,191	l. 5,191.	\$ 0.
Statement 2 Form 990-PF, Part I, Line Legal Fees	16a				
		(a) Expenses Per Books	(b) Net Investme Income	nt Adjusted	(d) Charitable Purposes

Legal Fees (51) Legal Fees (64)	\$ Total <u>\$</u>	2,871. \$ 300. 3,171. \$	287. 30. 317. \$	\$ \$	2,584. 270. 2,854.
Statement 3 Form 990-PF, Part I, Line 16b Accounting Fees					

Accounting rees				
	(a) Expenses <u>per Books</u>	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable <u>Purposes</u>
Accounting Fees (51)	\$ 2,715. Total \$ 2,715.	\$ 272. \$ 272.	<u>\$</u> 0.	\$ 2,443. \$ 2,443.

Statement 4 Form 990-PF, Part I, Line 16c Other Professional Fees						
		 (a) penses Books	Ir —	(b) Net nvestment Income	(c) Adjusted Net Income	 (d) aritable urposes
Trust Company Fees(64) Trustee Expenses (64)	m - + - 1	\$ 1,200. 363.	\$	120. 36.	<u> </u>	\$ 1,080. 327.

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Statement 5 Form 990-PF, Part I, Line 18 Taxes

	_	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted <u>Net Income</u>	(d) Charitable <u>Purposes</u>
Federal Tax (2010) Federal Tax (2011) RE Taxes (62) State Withholding (NM)	\$ Total §	932. 960. 17. 3,411. 5,320.	\$ 17. 3,411. \$ 3,428.	<u>\$</u> 0.	<u>\$ 0.</u>

Statement 6 Form 990-PF, Part I, Line 25 Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity: Donee's Name: Donee's Address:

Relationship of Donee: Organizational Status of Donee:

Amount Given:

Donee's Address:

Class of Activity:

Non-Profit

Museum

None

Foundation University of Oklahoma Foundation, Inc. 100 Timberdell Road

Norman, OK 73019

Philbrook Museum of Art 2727 Rockford Road Tulsa, OK 74114

Relationship of Donee: Organizational Status of Donee:

Amount Given:

Donee's Name:

None

Non-Profit

Total \$ 30,000.

\$

15,000.

15,000.

Statement 7 Form 990-PF, Part II, Line 13 Investments - Other

	Valuation	Book	Fair Market
	<u>Method</u>	<u>Value</u>	<u>Value</u>
Other Investments	_		
Personal Property	Cost	\$ 3,734.	14,364,407.
Art Collection(Philbrook Museum)	Cost	14,364,407.	
Art Collection(Fred Jones Museum)	Cost	26,038,300.	
	Total	\$ 40,406,441.	\$ 40,406,441.

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Statement 11 Form 990-PF, Part IX-A, Line 1 Summary of Direct Charitable Activities

Direct Charitable Activities

Expenses

All works of art, owned by the Foundation, are on long-term loan to the Fred Jones Jr. Museum of Art at the University of Oklahoma and The Philbrook Museum of Art, Inc. per agreement. The art collections are being exhibited by these institutions to the general public. In addition, the works at the University of Oklahoma are being used to enhance the education of art students attending the university.

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Supporting Statement for Part VII-A, Question 11:

Controlled Entity: Foundation Income Asset Mgmt, LLC Disregarded entity for tax filing purposes Address: 2510 East 21st Street Tulsa, OK 74114
EIN: 27-0635888