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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

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

, 20

Name of foundation THE FLEISCHAKER FAMILY FOUNDATION		A Employer identification number 81 - 0627666
Number and street (or P.O. box number if mail is not delivered to street address) 100 N. BROADWAY, SUITE 2460	Room/suite	B Telephone number (see instructions) 405 - 235-8444
City or town, state, and ZIP code OKLAHOMA CITY, OK 73102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,254,523	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	98,845	74,845		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	148,202			
	b Gross sales price for all assets on line 6a 1,999,178				
	7 Capital gain net income (from Part IV, line 2)		148,202		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Schedule 1	63,402	66,253		
	12 Total. Add lines 1 through 11	310,449	289,300	0	
	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	932	466		466
	c Other professional fees (attach schedule)				
	17 Interest Schedule 2				
	18 Taxes (attach schedule) (see instructions)	9,139	2,381		
	19 Depreciation (attach schedule) and depletion	22,437	17,641		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	107			
	23 Other expenses (attach schedule) Schedule 3	41,076	31,650		600
	24 Total operating and administrative expenses. Add lines 13 through 23	73,691	52,138	0	1,066
	25 Contributions, gifts, grants paid Schedule 4	165,000			165,000
	26 Total expenses and disbursements. Add lines 24 and 25	238,691	52,138	0	166,066
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	71,758			
	b Net investment income (if negative, enter -0-)		237,162		
	c Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2		
	2 Savings and temporary cash investments	180,834	260,013	260,013
	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 schedule) ▶			
	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) Schedule 5		623,172	691,969
	b Investments—corporate stock (attach schedule) Schedule 5		873,811	942,074
	c Investments—corporate bonds (attach schedule) Schedule 5		656,403	668,527
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) Schedule 6	2,735,019	573,264	690,966
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ Purchased Int.)	24	974	974
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,915,879	2,987,637	3,254,523
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	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, bldg., and equipment fund	2,915,879	2,987,637	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,915,879	2,987,637	
	31 Total liabilities and net assets/fund balances (see instructions)	2,915,879	2,987,637	

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	2,915,879
2 Enter amount from Part I, line 27a	2	71,758
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,987,637
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,987,637

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a SALE OF SHORT TERM INVESTMENTS	P	1/1/2011	12/31/2011
b SALE OF LONG TERM INVESTMENTS	P	1/1/2010	12/31/2011
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 840,646		844,853	(4,207)
b 1,144,101		991,692	152,409
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			(4,207)
b			152,409
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	148,202
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	140,250	3,182,489	4.41%
2009	23,250	3,117,810	.75%
2008	95,000	2,381,618	3.99%
2007	36,750	913,901	4.02%
2006	27,500	569,359	4.83%

2 Total of line 1, column (d)	2	18.00%
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	3.60%
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,347,052
5 Multiply line 4 by line 3	5	120,494
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,372
7 Add lines 5 and 6	7	122,866
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	166,066

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		2,372
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		2,372
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		2,372
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,463	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	6,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		11,463
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		9,091
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 5,000 Refunded	11		4,091

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input checked="" type="checkbox"/>	
b If "Yes," has it filed a tax return on Form 990-T for this year?	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SEE SCHEDULE 7		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	✓	
14	The books are in care of ► <u>RHONDA CARRETERO</u> Telephone no. ► <u>405-235-8444</u> Located at ► <u>100 N. BROADWAY, SUITE 2460 OKLAHOMA CITY, OK</u> ZIP+4 ► <u>73102-9211</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here.	15 <input type="checkbox"/>		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No ✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be RequiredFile **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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	✓
	Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/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. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

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

5b	✓	
6b		✓
7b	N/A	

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
PAULA ANN FLEISCHAKER 100 N BROADWAY STE 2460 OKC, OK 73102	PRES., 0.2 HRS	0	0	0
DAVID S. FLEISCHAKER 100 N BROADWAY STE 2460 OKC, OK 73102	VP, 0.2 HRS	0	0	0
JOSEPH L. FLEISCHAKER 100 N BROADWAY STE 2460 OKC, OK 73102	TREAS., 0.1 HRS	0	0	0
EMILY R. FLEISCHAKER 100 N BROADWAY STE 2460 OKC, OK 73102	SECR., 0.1 HRS	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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3. Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	0
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,839,508
b	Average of monthly cash balances	1b	323,790
c	Fair market value of all other assets (see instructions)	1c	234,724
d	Total (add lines 1a, b, and c)	1d	3,398,022
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,398,022
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	50,970
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,347,052
6	Minimum investment return. Enter 5% of line 5	6	167,353

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	167,353
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,372
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,372
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	164,981
4	Recoveries of amounts treated as qualifying distributions	4	5,000
5	Add lines 3 and 4	5	169,981
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	169,981

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	166,066
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	166,066
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	2,372
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	163,694

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1. Distributable amount for 2011 from Part XI, line 7				169,981
2. Undistributed income, if any, as of the end of 2011:				
a. Enter amount for 2010 only			145,200	
b. Total for prior years: 20____, 20____, 20____				
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: ► \$ 166,066				
a. Applied to 2010, but not more than line 2a			145,200	
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				20,866
e. Remaining amount distributed out of corpus				
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				149,115
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)				
9. Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10. Analysis of line 9:				
a. Excess from 2007				
b. Excess from 2008				
c. Excess from 2009				
d. Excess from 2010				
e. Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling 

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A	N/A	N/A	N/A	N/A
b 85% of line 2a	N/A	N/A	N/A	N/A	N/A
c Qualifying distributions from Part XII, line 4 for each year listed	N/A				N/A
d Amounts included in line 2c not used directly for active conduct of exempt activities					N/A
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	N/A	N/A	N/A	N/A	N/A
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					N/A
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	N/A	N/A	N/A	N/A	N/A
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)					N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
(3) Largest amount of support from an exempt organization					N/A
(4) Gross investment income					N/A

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

DAVID S. FLEISCHAKER

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:

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

c Any submission deadlines:

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

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
a <i>Paid during the year</i> SEE SCHEDULE 4				165,000
Total			3a	165,000
b <i>Approved for future payment</i>				
Total			3b	NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	98,845	
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	211110	(2,851)	15	61,253	
8	Gain or (loss) from sales of assets other than inventory			18	148,202	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a _____				5,000	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)		(2,851)		313,300	0
13	Total. Add line 12, columns (b), (d), and (e)				13	310,449

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

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

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| | | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | | | | |
| | (1) Cash | 1a(1) | | ✓ |
| | (2) Other assets | 1a(2) | | ✓ |
| b | Other transactions: | | | |
| | | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| | (c) Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

▶ VICE PRESIDENT

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

DEBRA C. COOK

Preparer's signature

Dolores Cook

Date

11/7/12

Check ☐ if self-employed

PTIN

P00031689

Firm's name ▶ **KPMG, LLP**

Firm's EIN ▶ 13 - 5565207

Firm's address ► 210 PARK AVE STE 2850 OKC, OK 73102

Phone no. **405 - 239-6411**

The Fleischaker Family Foundation
Part I, Line 11 - Other Income
Schedule 1

Description	Unrelated Business Income	Excluded by Section 512, 513 or 514	Related or Exempt Function Inc.	Total to Part I, Line 11
Other Investment Income	\$ (2,851)	\$ 61,253	\$ -	\$ 58,402
Prior Year Reimbursement	\$ -	\$ 5,000	\$ -	\$ 5,000
	\$ (2,851)	\$ 66,253	\$ -	\$ 63,402

ATTACHMENTS TO IRS FORM 990-PF
THE FLEISCHAKER FAMILY FOUNDATION
81-0627666
Tax Year 2011

Schedule 2: Part I, Line 18 - Taxes

Type of tax	Amount
1 GROSS PRODUCTION TAXES	655
2 STATE TAXES PAID	1,295
3 FEDERAL EXCISE TAXES PAID	5,463
4 FOREIGN TAXES PAID	1,726
Total	<u>9,139</u>

The Fleischaker Family Foundation
Other Expenses - Part 1, Line 23
Schedule 3

	Revenue & Expenses per Books	Net Investment Income	Disbursements for Charitable Purposes
BANK SERVICES/CHECK PRINTING	\$ 15	\$ -	\$ -
COMMISSIONS	28,194	25,936	-
OVERHEAD EXPENSE	6,000	600	600
EXPENSES RELATED TO ROYALTY INCOME	5,057	5,057	-
LICENSES & PERMITS	15	-	-
INVESTMENT INTEREST EXPENSE	37	37	-
MISCELLANEOUS INVESTMENT FEES	14	14	-
PORTFOLIO DEDUCTIONS	6	6	-
NON-DEDUCTIBLE EXPENSES FROM PTPS	45	-	-
MISCELLANEOUS EXPENSE	1,688	-	-
CASH CONTRIBUTIONS (FROM PTPS K-1S)	5	-	-
	<u>\$ 41,076</u>	<u>\$ 31,650</u>	<u>\$ 600</u>

The Fleischaker Family Foundation
Grants and Contributions Paid During the Year
Schedule 4

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Brady Center to Prevent Gun Violence 1225 Eye Street NW, Suite 1100 Washington DC 20005	To help create an America free from gun violence	501(c)(3)	\$ 15,000
Jewish Federation of Greater Oklahoma City 710 West Wilshire, Suite 103 Oklahoma City, OK 73116	To ensure continuity of Jewish people; to build a strong Jewish community in Oklahoma	501(c)(3)	\$ 18,000
Minnesota Heart Institute Foundation 920 East 28th Street, Suite 100 Minneapolis, MN 55407	To advance work in the treatment and diagnosis of HCM	501(c)(3)	\$ 45,000
Planned Parenthood 434 West 33rd Street New York, NY 10001	To help expand critical reproductive health services to those most in need.	501(c)(3)	\$ 5,000
Columbia University 622 West 113th Street, Mail Code 4524 New York, NY 10025	Dr. Mancini's Heart Transplant Research Gift	501(c)(3)	\$ 32,500
The University of Oklahoma Foundation, Inc. 100 Timberdell Road Norman, OK 73019-0685	Cardiac Arrhythmia Research Institute	501(c)(3)	\$ 29,500
Westminster School 600 NW 44th Street Oklahoma City, OK 73118	Endowments to the School	501(c)(3)	\$ 20,000
Total			<u>\$ 165,000</u>

*****NOTE*****

The recipient status for the 501(c)(3) entities that received contributions during 2011 are classified as 509(a)(1) or 509(a)(2) unless otherwise noted.

The Fielschaker Family Foundation

Part II - Balance Sheets

Line 10a, 10b, and 10c

Schedule 5

Line 10a - Investments-U.S. and State Government Obligations

US Government Obligations

Fed Home Ln Bk Bonds -06/03/14	20,793
Fed Farm Cr Bk Bonds -03/26/21	35,905
Fed Home Ln Bk Bonds -09/11/20	35,216
	<u>91,915</u>

Municipal Bonds

Cedar Park TX Bonds -08/15/16	25,319
Chesapeake VA Bonds -12/01/19	37,462
Columbus Ohio Go Bonds -06/01/20	40,014
Dekalb Cnty ILL UTX Bds-01/01/12	35,000
Honolulu Hawaii UTX Bds-04/01/17	35,013
Kansas St Dev Bonds -11/01/19	40,015
Massachusetts St Bds -10/01/18	35,528
Michigan State UTX Bds -11/01/17	34,896
Mississippi St Go Bonds-11/01/15	31,035
Portsmouth VA Bonds -07/15/18	35,014
San Francisco Go Bonds -06/15/18	34,915
University Minn Rev Bds-04/01/14	35,008
Virginia College Bonds -02/01/21	41,818
White Bear Lke Min Bds -02/01/21	34,838
Will Co Illinois Cm Bds-11/01/16	35,382
	<u>531,257</u>

Total, Line 10a	<u><u>623,172</u></u>
------------------------	-----------------------

Line 10b - Corporate Stock

Marketable Stocks

Abbott Laboratories	16,805
ALPS Trust ETF	4,727
Ameren Corp	4,845
American Capital Agency	1,651
Ameren Campus Communities	2,725
Astellas Pharma Inc	7,567
AT&T Inc	24,343
Banco LatinoAmericano	2,622
Baytex Energy Corp	11,191
BCE Inc	5,050
Bristol-Myers Squibb	11,697
Canadian Oil Sands	27,135
Capstone Infrst Corp	3,750
Centurylink Inc	13,534
Chevron Corp	10,634
Chimera Investment Corp	1,439
Cincinnati Financial	17,288
Cinemark Holdings	18,848
Conagra Foods	16,789
Conoco Phillips	16,511
Digital Realty Trust	3,174
DTE Energy Co	5,839
Du Pont E I De Nemour	16,429

The Fleischaker Family Foundation
Part II - Balance Sheets
Line 10a, 10b, and 10c

Schedule 5

Duet Group Ord	2,510
Eaton Vance Tax MGD	2,151
Envest Divers Inc	5,156
Federated Invs PA	12,193
First Tr Aberdeen Global	6,123
FNB Corporation	11,818
Freeport McMoran Copper	10,303
Frontier Communications	5,285
Gallagher Arthur J & Co	17,569
Gamco Global Gold Nat	5,000
Gatx Corp	2,685
Genuine Parts Co	17,620
H & Q Healthcare Fund	4,564
Heinz HJ Co	15,333
Hercules Tech Growth	2,258
Hospitality Pptys Trust	21,642
Integrals Energy Group	6,022
Intel Corp	10,492
Ishares S&P US PFD Fd	6,330
Israel Chemical LTD	5,880
JP Morgan Exch Trade NT	10,828
Kimball Intl Inc	1,584
Kimberly Clark Corp	17,900
Kraft Foods	2,380
Leggett & Platt Inc	16,138
Lockheed Martin Corp	24,214
LTC Properties Inc	2,427
Merck & Co	19,635
Meredith Corp	17,806
MFS Govt Mkts Inc	1,487
Microchip Technology	2,422
MS Emerging Mkts Debt	6,014
National Cinemedia Inc	15,322
National Grid PLC	7,565
Natl Health Investors	2,729
Nextera Energy Inc	8,508
Nisource Inc Holding	5,985
Nucor Corp	16,336
Nuveen EGY MLP Total Fd	2,559
Olin Corp	4,779
Omega Hlthcare Inv	3,090
Pembina Pipeline Corp	6,067
Penn West Pete Ltd	15,046
Peyto Expl & Dev	2,912
Pfizer Inc	3,326
PG&E Corp	6,037
Pinnacle West Capital	4,272
Plum Creek Timber Co	2,259
Powershrs Exch Trade	7,510
PPL Corporation	9,748
Rayonier Inc	21,704
Raytheon Company	2,445

The Fleischaker Family Foundation
Part II - Balance Sheets
Line 10a, 10b, and 10c

Schedule 5

Realty Income Corp	1,706
Royal Dutch Shell	11,764
RPM International	17,451
Scana Corp	3,951
Sonoco Products Co	16,047
Southern Copper Corp	2,644
Sydney Airport NPV	5,981
Telecom CP NZ	1,660
Telefonica Brasil ADR	8,577
The Southern Company	10,472
Tortoise Egy Infrast	10,087
Total SA ADR	13,356
TransCanada Corp	7,676
Transocean Inc	6,955
Unilever PLC ADR	16,194
Valley National Banc	15,116
Verizon Communications	8,329
Vodafone Group	4,680
Wells Fargo PFD	7,444
Windstream Corp	11,222
Zargon Oil & Gas Ltd	5,937
Total, Line 10b	873,811

Line 10c - Corporate Bonds

Corporate Bonds

Bank Nova Scotia Bonds -01/22/15	40,181
CitiGroup Inc Bonds -04/30/12	35,000
Conoco Phillips Bonds -02/01/19	35,214
JP Morgan Chase Bonds -06/15/12	34,999
Univ Notre Dame Bonds -09/01/13	35,063
McDonnell Dglas Bonds -04/01/12	100,945
Alliant Tech Sysrms Bds-04/01/16	12,023
Altria Group Bonds -11/10/18	11,685
Anadarko Pete Corp Bds -09/15/16	12,400
Autozone Inc Corp Bonds-11/15/20	12,143
Ball Corp Bonds -09/01/16	11,761
Bank of America Bonds -10/14/16	13,651
Clean Harbors Inc Bonds-08/15/16	12,778
Complete Prod Serv Bds -12/15/16	12,525
Coventry Hlth Care Bds -08/15/14	5,423
Crown Castle Intl Bonds-01/15/15	11,680
Deluxe Corp Global Bds -10/01/14	10,035
Donnelley RR & Sons Bds-04/01/14	9,677
Ford Motor Credit Bonds-10/01/14	11,939
Forest Oil Corp Bonds -01/12/10	10,666
Freeport McMoran Bonds -04/01/17	11,870
Frontier Comm Bonds -04/15/15	12,919
General Electric Bonds -01/08/16	12,480
Goldman Sachs Bonds -02/15/19	11,464
Host Hotel/Resort Bonds-11/01/14	12,231
International Paper Bds-05/15/19	13,242
Iron Mtn Inc Corp Bonds-01/01/16	11,983

The Fleischaker Family Foundation

Part II - Balance Sheets

Line 10a, 10b, and 10c

Schedule 5

Kansas City South Bonds-06/01/15	12,704
Kellogg Co Bonds -12/15/20	11,663
Metlife Inc Bonds -06/01/16	11,768
Nextel Comm Bonds -10/31/13	12,090
Peabody Energy Bds -11/01/16	11,915
Prudential Fin Bonds -11/15/20	10,173
Qwest Corp Bonds -05/01/16	11,816
Seagate Tech Bonds -10/01/16	12,328
Service Corp Intl Bonds-10/01/14	5,363
Silgan Holdings Inc Bds-08/15/16	12,497
Unisys Corp Bonds -01/15/16	5,333
Valero Energy Bonds -03/15/19	12,774
Total, Line 10c	656,403

****All investments are listed at cost.***

The Fleischaker Family Foundation
Part II - Balance Sheets
Line 13

Schedule 6

Line 13

Mutual Funds

Annaly Capital Mgmt Trust	11,309
BBH Core Select Fund	71,777
Doubleline Total Return Bond Fd	8,000
Driehaus Active Income Fund	48,823
Fidelity Floating Rate Fund	21,162
First Eagle Gold Fund	6,779
Loomis Sayles Bond Fund	23,397
Pimco All Asset Fund	49,420
Steelpath MLP Income Fund	45,898
Templeton Global Bond Fund	21,541
Third Avenue Focused Credit Fund	28,998
Thornburg Inv Income Builder Fd	31,948
Vanguard Inflation Protected Sec	48,263
Vanguard Total Intl Stock Mkt Fd	28,832
	<u>446,146</u>

MK/ORR Partnerships

MK/ORR Partners, LLC	13,676
MK/ORR Partners II, LLC	92,073
	<u>105,749</u>

Royalty Trusts

Hugoton Royalty Trust	5,641
San Juan Basin Royalty Trust	4,019
Enduro Royalty Trust	11,709
	<u>21,369</u>

Total, Line 13	<u><u>573,264</u></u>
-----------------------	-----------------------

****All Investments are listed at cost.***

The Fleischaker Family Foundation
Part VII-A Statement Regarding Activities, Line 8A
Schedule 7

Enter states to which the Foundation reports or with which it is registered.

Oklahoma
Arkansas
Colorado
Delaware
Florida
Georgia
Iowa
Idaho
Indiana
Kansas
Louisiana
Massachusetts
Minnesota
Nebraska
New Hampshire
New Jersey
New Mexico
New York
Pennsylvania
Rhode Island
South Carolina
Tennessee
Utah
Virginia
West Virginia

The Fleischaker Family Foundation
81-0627666
For the 2011 Tax Year

Schedule 8: Part VII-B, Line 5a(4)

During 2011, The Fleischaker Family Foundation inadvertently made a contribution to an organization that was not described in IRC section 509(a)(1), (2), or (3). The Fleischaker Family Foundation filed Form 4720 on November 15, 2011 to report this transaction and all penalties were subsequently abated.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Natural Resource Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Sunoco Logistics Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Alliance Resource Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units OneOk Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Enbridge Energy Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Energy Transfer Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Markwest Energy Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number. 81-0627666

The taxpayer has reported ordinary income upon the disposition of units El Paso Pipeline Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Enterprise Products Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

IRC Section 751 Statement

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

The taxpayer has reported ordinary income upon the disposition of units Inergy, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. The detailed information is available in the offices of the General Partner upon request.

**IRC Section 171(c) Statement
Election to Amortize Bond Premium**

The Fleischaker Family Foundation
100 N. Broadway, Suite 2460
Oklahoma City, OK 73102

Entity Identification Number: 81-0627666

For the Year Ending December 31, 2011

The Fleischaker Family Foundation hereby elects, pursuant to IRC Section 171(c), to amortized bond premium during the taxable year and for all subsequent taxable years. The first taxable year to which this election applies is the taxpayer's calendar year ending December 31, 2011. Bond premium amortization will be used to offset bond interest income during such taxable years.