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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 12-01-2011 , and ending 11-30-2012

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

Name of foundation
THE HARDESTY FAMILY FOUNDATION INC

A Employer identification number
20-4094088

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4141 NORTH MEMORIAL DRIVE

B Telephone number (see page 10 of the instructions)
(918) 581-5505

City or town, state, and ZIP code
TULSA, OK 741151400

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 88,947,106

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 page 11 of the 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)	3,250,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	27,172	27,172		
	4	Dividends and interest from securities	2,137,206	2,137,206		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,996,799			
	b	Gross sales price for all assets on line 6a 83,999,767				
	7	Capital gain net income (from Part IV, line 2)		4,996,799		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	10,411,177	7,161,177		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	75,000	2,250		72,750
	14	Other employee salaries and wages	93,830	2,400		91,430
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	4,365	0		4,365
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	27,000	0		0
	19	Depreciation (attach schedule) and depletion	391	391		
	20	Occupancy				
	21	Travel, conferences, and meetings	3,356	0		3,356
	22	Printing and publications				
	23	Other expenses (attach schedule)	142,017	121,453		20,564
	24	**Total operating and administrative expenses.** Add lines 13 through 23	345,959	126,494		192,465
	25	Contributions, gifts, grants paid	4,176,865			4,176,865
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,522,824	126,494		4,369,330
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	5,888,353			
	b	**Net investment income** (if negative, enter -0-)		7,034,683		
	c	**Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Cat No 11289X Form **990-PF** (2011)

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	45,970	122,964	122,964
	2	Savings and temporary cash investments	15,132,824	55,180,092	55,180,092
	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 page 15 of the 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)	38,789,218		
	b	Investments—corporate stock (attach schedule)	5,055,183	8,901,339	9,086,643
	c	Investments—corporate bonds (attach schedule)	22,627,321	23,336,549	24,555,845
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 38,005 Less accumulated depreciation (attach schedule) ▶ 36,443	1,953	1,562	1,562
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	81,652,469	87,542,506	88,947,106
Liabilities	17	Accounts payable and accrued expenses		1,684	
	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	1,684	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	59,000,000	59,000,000	
	29	Retained earnings, accumulated income, endowment, or other funds	22,652,469	28,540,822	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	81,652,469	87,540,822	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	81,652,469	87,542,506	

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	81,652,469
2	Enter amount from Part I, line 27a	2	5,888,353
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	87,540,822
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	87,540,822

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,996,799
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 pages 13 and 17 of the 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 page 18 of 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	4,094,873	83,068,727	0 049295
2009	3,785,835	81,226,936	0 046608
2008	3,232,766	77,166,793	0 041893
2007	2,801,708	71,004,340	0 039458
2006	226,801	56,645,498	0 004004

2	**Total** of line 1, column (d).	2	0 181258
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0 036252
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	86,137,646
5	Multiply line 4 by line 3.	5	3,122,662
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	70,347
7	Add lines 5 and 6.	7	3,193,009
8	Enter qualifying distributions from Part XII, line 4.	8	4,369,330

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 on page 18

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b	**1**	70,347
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**	70,347
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**	70,347
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — **6a** 27,896		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c**		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	**7**	27,896
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	**8**	723
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	**9**	43,174
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** ▶ — **Refunded** ▶	**11**	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
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)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
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? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OK			
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**	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW HARDESTYFAMILYFOUNDATION ORG

14 The books are in care of ▶ALAN LISTER Telephone no ▶(918) 585-3100

Located at ▶4141 NORTH MEMORIAL DRIVE TULSA OK ZIP+4 ▶741151400

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ | 15 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ 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 ☑ 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 ☑ No

			Yes	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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No

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? ☐ Yes ☑ 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 page 20 of the instructions). | 2b | | |

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.).* | 3b | | |

			Yes	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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 page 22 of the 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 page 22 of the instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . **6b** **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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. . . . ▶ 0

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 page 23 of the 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 statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	54,250,219
b	Average of monthly cash balances	1b	33,199,168
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	87,449,387
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	87,449,387
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,311,741
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	86,137,646
6	**Minimum investment return.** Enter 5% of line 5	6	4,306,882

Part XI Distributable Amount (see page 25 of the 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	4,306,882
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 70,347		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	70,347
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,236,535
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	4,236,535
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	4,236,535

Part XII Qualifying Distributions (see page 25 of the 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	4,369,330
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,369,330
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 page 26 of the instructions)	5	70,347
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,298,983

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,236,535
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			4,020,460	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 4,369,330				
a Applied to 2010, but not more than line 2a			4,020,460	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				348,870
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				3,887,665
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV Private Operating Foundations (see page 27 of the 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the 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))

See Additional Data Table

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

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 page 28 of the 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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				4,176,865
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	27,172	
4 Dividends and interest from securities. . . .			14	2,137,206	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	4,996,799	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		7,161,177	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 7,161,177

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-02-06 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
KEVIN FITE			P00104729

Firm's name ▶ SARTAIN FISCHBEIN & CO — Firm's EIN ▶ 73-0604026

Firm's address ▶ 3010 S HARVARD AVE STE 400 TULSA, OK 741146193 — Phone no (918) 749-6601

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491042000083

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization	Employer identification number
THE HARDESTY FAMILY FOUNDATION INC	20-4094088

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE HARDESTY FAMILY FOUNDATION INC

Employer identification number
20-4094088

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	F ROGER HARDESTY 4141 N MEMORIAL TULSA, OK 74115	$ 3,250,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
THE HARDESTY FAMILY FOUNDATION INC

Employer identification number
20-4094088

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE HARDESTY FAMILY FOUNDATION INC

Employer identification number
20-4094088

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 20-4094088
Name: THE HARDESTY FAMILY FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CUMMINS INC		2012-10-11	2012-11-06
UNITED STATES TREAS		2012-10-05	2012-11-06
CATERPILLAR INC		2012-10-22	2012-11-09
AT&T INC		2011-08-08	2012-09-12
BRISTOL MYERS SQUIBB		2011-08-08	2012-09-12
CATERPILLAR INC		2012-09-05	2012-09-12
CHEVRON CORP NEW		2011-08-08	2012-09-12
CHEVRON CORP NEW		2011-08-08	2012-09-12
CISCO SYS INC		2011-08-08	2012-09-12
CONOCOPHILLIPS		2011-08-08	2012-09-12
CONOCOPHILLIPS		2011-08-08	2012-09-12
DIAMOND OFFSHORE		2011-08-08	2012-09-12
DIAMOND OFFSHORE		2011-08-08	2012-09-12
ENTERGY CORP NEW		2011-08-08	2012-09-12
ENTERGY CORP NEW		2011-08-08	2012-09-12
EXXON MOBIL CORP		2011-08-08	2012-09-12
INTEL CORP		2011-08-08	2012-09-12
JOHNSON & JOHNSON		2011-08-08	2012-09-12
JOHNSON & JOHNSON		2011-08-08	2012-09-12
LILLY ELI & CO		2011-08-08	2012-09-12
LILLY ELI & CO		2011-08-08	2012-09-12
MERCK & CO INC NEW		2011-08-08	2012-09-12
MICROSOFT CORP		2011-08-08	2012-09-12
PG & E CORP		2011-08-08	2012-09-12
PFIZER INC		2011-08-08	2012-09-12
PHILLIPS 66 COM		2011-08-08	2012-09-12
PHILLIPS 66 COM		2011-08-08	2012-09-12
PUBLIC SERVICE		2011-08-08	2012-09-12
PUBLIC SERVICE		2011-08-08	2012-09-12
REPUBLIC SERVICES		2011-08-08	2012-09-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
REYNOLD AMERN INC		2011-08-08	2012-09-12
SYSCO CORP		2011-08-08	2012-09-12
SYSCO CORP		2011-08-08	2012-09-12
TARGET CORP		2011-08-08	2012-09-12
UNIVERSAL CORP		2011-08-08	2012-09-12
VALERO ENERGY CORP		2011-08-08	2012-09-12
VERIZON		2011-08-08	2012-09-12
VERIZON		2011-08-08	2012-09-12
WALMART STORES		2011-08-08	2012-09-12
WASTE MANAGEMENT INC		2011-08-08	2012-09-12
WASTE MANAGEMENT INC		2011-08-08	2012-09-12
WHIRLPOOL CORP		2011-08-08	2012-09-12
FREEPORT MCMORAN		2011-08-08	2012-09-14
FREEPORT MCMORAN		2011-08-08	2012-09-14
MURPHY OIL CORP		2011-08-08	2012-09-14
MURPHY OIL CORP		2011-08-08	2012-09-14
NORFOLK SOUTHERN CRP		2012-04-04	2012-09-14
OLN CORP NEW		2011-08-08	2012-09-14
CUMMINS INC		2012-07-06	2012-08-08
HEWLETT-PACKARD CO		2011-08-08	2012-08-09
UNITED STATES TREAS		2010-07-30	2012-07-31
GENERAL ELECTRIC CO		2012-06-06	2012-06-20
PHILLIPS 66 COM		2011-08-08	2012-05-04
UNITED STATES TREAS		2011-02-10	2012-05-16
UNITED STATES TREAS		2010-03-31	2012-04-02
BEST BUY		2011-08-08	2012-04-10
COMPUTER SCIENCES		2011-08-08	2012-04-10
LOWES COMPANIES		2011-08-08	2012-04-10
TEXAS INSTRUMENTS		2011-08-08	2012-04-10
GAP INC DEL		2011-08-08	2012-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
UNITED STATES TREAS		2012-02-09	2012-04-11
DISNEY WALT CO MTNS		2008-12-05	2012-03-01
UNITED STATES TREAS		2010-03-22	2012-02-29
AT&T WIRELESS SVCS		2011-08-08	2011-12-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
482,559		431,459	51,100
4,519,079		4,509,783	9,296
4,411,630		4,131,790	279,840
186,742		142,985	43,757
175,887		143,026	32,861
4,391,822		4,141,148	250,674
203,289		173,089	30,200
2,381			2,381
192,146		143,254	48,892
148,063		132,925	15,138
		683	-683
183,848		163,217	20,631
470			470
179,340		162,881	16,459
348			348
176,068		142,994	33,074
167,384		143,091	24,293
186,196		172,900	13,296
1,075			1,075
227,360		182,984	44,376
6,120			6,120
204,212		142,921	61,291
176,285		143,050	33,235
152,445		143,006	9,439
201,452		143,058	58,394
55,782		39,706	16,076
1,865			1,865
180,952		172,949	8,003
1,191			1,191
157,086		143,314	13,772

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
191,073		142,774	48,299
180,746		172,903	7,843
973			973
195,956		143,191	52,765
186,722		142,935	43,787
242,698		142,910	99,788
203,985		162,999	40,986
2,668			2,668
208,930		142,791	66,139
196,662		172,618	24,044
		420	-420
177,247		142,923	34,324
230,056		242,996	-12,940
5,010			5,010
174,084		171,913	2,171
		1,044	-1,044
186,041		169,802	16,239
178,239		170,368	7,871
7,378,840		7,131,203	247,637
164,106		243,092	-78,986
20,000,000		20,000,038	-38
5,283,110		4,984,120	298,990
15			15
14,503,125		11,756,018	2,747,107
2,000,000		1,997,500	2,500
134,855		143,060	-8,205
129,112		143,242	-14,130
228,251		142,910	85,341
171,329		142,896	28,433
238,249		143,064	95,185

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,013,281		5,012,304	977
3,000,000		3,000,154	-154
5,000,000		4,992,188	7,812
1,221,327		1,202,379	18,948

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			51,100
			9,296
			279,840
			43,757
			32,861
			250,674
			30,200
			2,381
			48,892
			15,138
			-683
			20,631
			470
			16,459
			348
			33,074
			24,293
			13,296
			1,075
			44,376
			6,120
			61,291
			33,235
			9,439
			58,394
			16,076
			1,865
			8,003
			1,191
			13,772

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			48,299
			7,843
			973
			52,765
			43,787
			99,788
			40,986
			2,668
			66,139
			24,044
			-420
			34,324
			-12,940
			5,010
			2,171
			-1,044
			16,239
			7,871
			247,637
			-78,986
			-38
			298,990
			15
			2,747,107
			2,500
			-8,205
			-14,130
			85,341
			28,433
			95,185

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			977
			-154
			7,812
			18,948

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
F ROGER HARDESTY 4141 N MEMORIAL TULSA,OK 74145	PRESIDENT & DIRECTOR 1 00	0	0	0
DONNA J HARDESTY 4141 N MEMORIAL TULSA,OK 74145	VICE-PRESIDENT & DIRECTOR 1 00	0	0	0
MICHELLE HARDESTY 4141 N MEMORIAL TULSA,OK 74145	DIRECTOR 40 00	75,000	0	0
MARILYN COX 4141 N MEMORIAL TULSA,OK 74115	SECRETARY 1 00	0	0	0
ALEX CRISTO 4141 N MEMORIAL TULSA,OK 74115	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 1a - 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).

F ROGER HARDESTY
DONNA J HARDESTY

Form 990PF Part XV Line 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 *Paid during the year*				
12 & 12 INC6333 EAST SKELLY DR TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	2,000
ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOC2448 E 81ST STREET SUITE 3000 TULSA,OK 74137	NONE	PUBLIC CHARITY	GENERAL	15,000
AMERICAN CANCER SOCIETY 4110 S 100TH EAST AVE STE 101 TULSA,OK 74146	NONE	PUBLIC CHARITY	GENERAL	25
AMERICAN HEART ASSOC2227 E SKELLY DR TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	20,500
ARTS AND HUMANITIES COUNCIL OF TULSA2210 S MAIN ST TULSA,OH 74114	NONE	PUBLIC CHARITY	GENERAL	9,800
ASSOCIATION OF FUNDRAISING PROFESSIONALSPO BOX 2974 TULSA,OK 74101	NONE	PUBLIC CHARITY	GENERAL	2,955
BISHOP KELLY HIGH SCHOOL3905 S HUDSON AVE TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	50,500
BOY SCOUTS OF AMERICA AKA INDIAN NATIONS COUNCIL4295 S GARNETT RD TULSA,OK 74146	NONE	PUBLIC CHARITY	GENERAL	46,904
CASCIA HALL PREP SCHOOL2520 S YORKTOWN AVE TULSA,OK 74114	NONE	PUBLIC CHARITY	GENERAL	10,000
CENTER FOR NONPROFITS1145 S UTICA AVE STE 1100 TULSA,OK 74104	NONE	PUBLIC CHARITY	GENERAL	35,380
CLAREHOUSE INC7617 S MINGO RD TULSA,OK 74133	NONE	PUBLIC CHARITY	GENERAL	15,000
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA1304 NORTH KENOSHA TULSA,OK 74106	NONE	PUBLIC CHARITY	GENERAL	40,000
CONFERENCE OF SOUTHWEST FOUNDATIONS INC624 N GOOD-LATIMER STE 100 DALLAS,TX 75204	NONE	PUBLIC CHARITY	GENERAL	5,000
CROSSTOWN LEARNING CENTER INC2501 EAST ARCHER STREET TULSA,OK 74110	NONE	PUBLIC CHARITY	GENERAL	10,110
DOMESTIC VIOLENCE INTERVENTION SERVICES4300 S HARVARD AVE STE 100 TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	75,000
EASTERN OK DONATED DENTAL SVCS3741 S PEORIA TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	20,000
EMERGENCY INFANT SERVICES 222 S HOUSTON TULSA,OK 74127	NONE	PUBLIC CHARITY	GENERAL	35,000
FAMILY & CHILDRENS SERVICE INC650 S PEORIA AVENUE TULSA,OK 74120	NONE	PUBLIC CHARITY	GENERAL	25,000
FIRST UNITED METHODIST CHURCH1115 S BOULDER TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	5,000
GREEK ORTHODOX CHURCH HOLY TRINITY1222 S GUTHERIE TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	2,000
HAPPY HANDS EARLY CHILDHOOD DEVELOPMENT CENTER8801 S GARNETT RD TULSA,OK 74012	NONE	PUBLIC CHARITY	GENERAL	10,000
IRON GATE501 S CINCINNATI TULSA,OK 74103	NONE	PUBLIC CHARITY	GENERAL	20,000
JUSTUS-TIAWAH SCHOOL15011 E 523 RD CLAREMORE,OK 74019	NONE	PUBLIC CHARITY	GENERAL	500
LIFE SENIOR SERVICES5950 E 31ST TULSA,OK 74136	NONE	PUBLIC CHARITY	GENERAL	35,000
LITTLE LIGHT HOUSE5120 E 36TH ST TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	51,000
LIVING ARTS OF TULSA INCORPORATED307 E BRADY ST TULSA,OK 74102	NONE	PUBLIC CHARITY	GENERAL	10,000
MONTE CASSINO SCHOOL2206 S LEWIS AVE TULSA,OK 74114	NONE	PUBLIC CHARITY	GENERAL	10,000
OKLAHOMA AQUARIUM FOUNDATIONPO BOX 910 300 AQUARIUM DRIVE JENKS,OK 74037	NONE	PUBLIC CHARITY	GENERAL	10,000
OKLAHOMA STATE UNIVERSITY FOUNDATION107 WHITEHURST HALL STILLWATER,OK 74074	NONE	PUBLIC CHARITY	GENERAL	500
PALMER CONTINUUM OF CARE INC5151 E 51ST ST SUITE 106 TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	20,000

Form 990PF Part XV Line 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 *Paid during the year*				
PARENT CHILD CENTER OF TULSA INC1421 SOUTH BOSTON AVE TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	60,000
PHILBROOK MUSEUM OF ARTPO BOX 52510 TULSA,OK 74152	NONE	PUBLIC CHARITY	GENERAL	40,000
RESONANCE LISTENING & GROWTH1608 S ELWOOD AVE TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	40,000
SAINT MARY'S CATHOLIC CHURCH1347 E 49TH PLACE TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	2,000
STAND IN THE GAP INC624 S BOSTON STE 340 TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	45,000
STREET SCHOOL INC1135 S YALE AVE TULSA,OK 74112	NONE	PUBLIC CHARITY	GENERAL	20,000
STS PETER & PAUL CATHOLIC SCHOOL1428 N 67TH E AVE TULSA,OK 74115	NONE	PUBLIC CHARITY	GENERAL	10,000
THE TRISTESSE GRIEF CENTER 1709 S BALTIMORE TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	8,300
TULSA BALLET THEATER INC1212 EAST 45TH PLACE SOUTH TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	35,400
TULSA BOYS' HOMEPO BOX 1101 TULSA,OK 74101	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	100,000
TULSA COMMUNITY FOUNDATION 6111 E SKELLY DRIVE STE 608 TULSA,OK 74133	NONE	PUBLIC CHARITY	GENERAL	118,350
TULSA GIRLS ART SCHOOL PROJECT INC2202 E ADMIRAL BLVD TULSA,OK 74110	NONE	PUBLIC CHARITY	GENERAL	12,500
TULSA OPERA INC1610 SOUTH BOULDER AVE TULSA,OK 74159	NONE	PUBLIC CHARITY	GENERAL	1,200
TULSA PROJECT WOMAN INCPO BOX 14026 TULSA,OK 74159	NONE	PUBLIC CHARITY	GENERAL	500
TULSA ZOO MANANGEMENT INC 6421 EAST 36TH STREET NORTH TULSA,OK 74115	NONE	PUBLIC CHARITY	GENERAL	1,680
UNIVERSITY OF TULSA800 S TUCKER DRIVE TULSA,OK 74104	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	1,000,000
VISITING NURSE ASSOCIATION OF TULSA7875 E 51ST ST TULSA,OK 74145	NONE	PUBLIC CHARITY	GENERAL	25,000
YOUTH SERVICES TULSA INC301 S MADISON TULSA,OK 74120	NONE	PUBLIC CHARITY	GENERAL	51,156
AMERICAN LUNG ASSN OF THE PLAINS - GULF REGION2227 E SKELLY DR TULSA,OK 74105	NONE	PUBLIC CHARITY	GENERAL	550
ARTHRITIS FOUNDATION INC 7170 S BRADEN SUITE 170 TULSA,OK 74136	NONE	PUBLIC CHARITY	GENERAL	15,000
BREAST CANCER ASSISTANCE PROGRAMPO BOX 470065 TULSA,OK 74147	NONE	PUBLIC CHARITY	GENERAL	5,000
BIG BROTHERS BIG SISTERS5840 S MEMORIAL DRIVE SUITE 105 TULSA,OK 74145	NONE	PUBLIC CHARITY	GENERAL	25,050
BOY SCOUTS OF AMERICASOUTHERN REGION1325 WEST WALNUT HILL LANE IRVING,TX 75015	NONE	PUBLIC CHARITY	GENERAL	2,500
BOY SCOUTS OF AMERICAPHILMONT SCOUT RANCH17 DEER RUN ROAD CIMAROON,NM 87714	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	425,000
CAMP LOUGHRIDGE AN OKLAHOMA NOT FOR PROFIT CORP4900 W 71ST TULSA,OK 74131	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	34,740
CATHOLIC CHARITIES USAPO BOX 580460 TULSA,OK 74158	NONE	PUBLIC CHARITY	GENERAL	15,250
THE CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGES LTD 700 SOUTH BOSTON SUITE 230 TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	25,000
THE CHILDREN'S CENTER INC 6800 NW 39TH EXPRESSWAY BETHANY,OK 72008	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	25,000
COMMUNITY SERVICE COUNCIL OF GREATER TULSA16 E 16TH STREET SUITE 202 TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	20,000
CONSUMER CREDIT COUNSELING SERVICE OF OKLAHOMA INC4646 SOUTH HARVARD TULSA,OK 74135	NONE	PUBLIC CHARITY	GENERAL	15,000

Form 990PF Part XV Line 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 *Paid during the year*				
DRESS FOR SUCCESS TULSA1109 S PEORIA AVE TULSA,OK 74120	NONE	PUBLIC CHARITY	GENERAL	500
FAB LAB TULSA INC710 SOUTH LEWIS AVENUE TULSA,OK 74104	NONE	PUBLIC CHARITY	GENERAL	66,715
FOLDS OF HONOR FOUNDATION INC5800 N PATRIOT DRIVE OWASSO,OK 74055	NONE	PUBLIC CHARITY	GENERAL	12,500
GLOBAL GARDENS2232 S NOGALES AVE TULSA,OK 74107	NONE	PUBLIC CHARITY	GENERAL	5,000
HOLLAND HALL SCHOOL5666 EAST 81ST STREET TULSA,OK 74137	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	905,000
HOSPICE OF GREEN COUNTRY INC 1120 S BOSTON AVENUE SUITE 200 TULSA,OK 74119	NONE	PUBLIC CHARITY	GENERAL	15,000
KIPP TULSA ACADEMY COLLEGE PREPARATORY1661 E VIRGIN ST TULSA,OK 74106	NONE	PUBLIC CHARITY	GENERAL	17,000
THE LEUKEMIA & LYMPHOMA SOCIETY500 N BROADWAY SUITE 250 OKLAHOMA CITY,OK 73102	NONE	PUBLIC CHARITY	GENERAL	200
MAKE A WISH FOUNDATION OF OKLAHOMA INC4504 E 67TH STREET BLDG 11 208 TULSA,OK 74136	NONE	PUBLIC CHARITY	GENERAL	35,000
CHRIST THE KING PARISH SCHOOL MARQUETTE1519 S QUINCY TULSA,OK 74120	NONE	PUBLIC CHARITY	GENERAL	5,000
MENTAL HEALTH ASSOCIATION IN TULSA INC1870 S BOULDER TULSA,OK 74119	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	75,000
NEW HOPE CAMP INC10901 SOUTH YALE AVENUE TULSA,OK 74137	NONE	PUBLIC CHARITY	GENERAL	5,000
OKLAHOMA MEDICAL RESEARCH FOUNDATION825 NE 13TH STREET OKLAHOMA CITY,OK 73104	NONE	PUBLIC CHARITY	GENERAL	30,000
OKLAHOMA METHODIST CONFERENCE1501 NW 25TH STREET OKLAHOMA CITY,OK 73106	NONE	PUBLIC CHARITY	GENERAL	15,000
P4L1800 WEST LOOP SOUTH SUITE 1875 HOUSTON,CA 77027	NONE	PUBLIC CHARITY	GENERAL	5,000
PARK FRIENDS INC2315 CHARLES PAGE BLVD TULSA,OK 74127	NONE	PUBLIC CHARITY	GENERAL	500
PLANNED PARENTHOOD OF ARKANSAS AND EASTERN OKLAHOMA INC1171 7TH STREET DES MOINES,IA 50314	NONE	PUBLIC CHARITY	GENERAL	50,000
REBUILDING TOGETHER TULSA A NONPROFIT ORGANIZATIONPO BOX 52201 TULSA,OK 74152	NONE	PUBLIC CHARITY	GENERAL	25,000
SAN MIGUEL SCHOOL OF TULSA INC2444 EAST ADMIRAL BLVD TULSA,OK 74110	NONE	PUBLIC CHARITY	GENERAL	10,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PUBLIC CHARITY	GENERAL	50
TRANSITIONAL LIVING CENTERS OF OKLAHOMA601 S ELGIN AVENUE TULSA,OK 74120	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	20,000
TULSA ADVOCATES FOR THE PROTECTION OF CHILDRENPO BOX 14044 TULSA,OK 74159	NONE	PUBLIC CHARITY	GENERAL	5,000
TULSA ADVOCATES FOR THE RIGHTS OF CITIZENS WITH DEVELOPMENTAL DISABILITIES 2516 E 71ST ST STE A TULSA,OK 74136	NONE	PUBLIC CHARITY	GENERAL	5,000
TULSA AREA UNITED WAYPO BOX 1859 TULSA,OK 74101	NONE	PUBLIC CHARITY	GENERAL	15,000
TULSA DAY CENTER FOR THE HOMELESS INC415 W ARCHER ST TULSA,OK 74103	NONE	PUBLIC CHARITY	GENERAL	35,000
TULSA HUB SYNDICATE601 W 3RD STREET TULSA,OK 74103	NONE	PUBLIC CHARITY	GENERAL	5,000
TULSA LIBRARY TRUST400 CIVIC CENTER TULSA,OK 74103	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENT	27,850
TULSA METROPOLITAN MINISTRY 221 SOUTH NOGALES AVENUE TULSA,OK 74127	NONE	PUBLIC CHARITY	GENERAL	10,000
TULSA PRESS CLUB FOUNDATION INC415 S BOSTON LOBBY TULSA,OK 74103	NONE	PUBLIC CHARITY	GENERAL	5,000
WOMEN'S RESOURCE MEDICAL CENTERS OF SOUTHERN NEVADA 2915 W CHARLESTON BLVD SUITE 1 LAS VEGAS,NV 89102	NONE	PUBLIC CHARITY	GENERAL	200
Total . . . . ▶ **3a**				4,176,865

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TY 2011 Depreciation Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
DELL OPTIPLEX	2011-11-30	1,953		SL	5 000000000000	391	0		

TY 2011 Investments Corporate Bonds Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	23,336,549	24,555,845

TY 2011 Investments Corporate Stock Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	8,901,339	9,086,643

TY 2011 Land, Etc. Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
DELL OPTIPLEX	1,953	391	1,562	

TY 2011 Other Expenses Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	1,495	0		1,495
FEES	150	0		150
COMPUTER EXPENSE	37,165	23,710		13,455
BROKER FEES	97,743	97,743		0
POSTAGE	74	0		74
INSURANCE - WORKERS COMP	1,780	0		1,780
DIRECT EXPENSE	135	0		135
MEALS & ENTERTAINMENT	2,405	0		2,405
TRAINING	1,070	0		1,070

TY 2011 Other Professional Fees Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROF FEES	4,365	0		4,365

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TY 2011 Taxes Schedule

Name: THE HARDESTY FAMILY FOUNDATION INC

EIN: 20-4094088

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES - EXCISE	27,000	0		0