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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

**2012**Department of the Treasury  
Internal Revenue Service**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2012, or tax year beginning , 2012, and ending**

Name of foundation <b>LOCKHART FOUNDATION</b>		<b>A</b> Employer identification number <b>26-2134446</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 21708</b>		<b>B</b> Telephone number (see the instructions) <b>(405) 848-8899</b>
City or town <b>OKLAHOMA CITY</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
State ZIP code <b>OK 73156</b>		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>G</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>H</b> 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		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 4,281,389.</b>		
<b>J</b> 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.)		

**Part I Analysis of Revenue and Expenses**

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
<b>REVENUE</b>	1 Contributions, gifts, grants, etc., received (att sch)					
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	126,978.	126,978.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	Atm. 1 -6,102.				
	b Gross sales price for all assets on line 6a	482,724.				
	7 Capital gain net income (from Part IV, line 2)		0.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit/(loss) (att sch)						
11 Other income (attach schedule)						
	OTHER INCOME	175.	175.			
12 <b>Total.</b> Add lines 1 through 11		121,051.	127,153.			
<b>ADMINISTRATIVE AND OPERATING EXPENSES</b>	13 Compensation of officers, directors, trustees, etc.					
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule) L-16a Stmt	Atm. 4 180.	180.			
	b Accounting fees (attach sch) L-16b Stmt	Atm. 4 2,750.	1,375.			
	c Other prof fees (attach sch) L-16c Stmt	Atm. 5 26,717.	26,717.		1,375.	
	17 Interest					
	18 Taxes (attach schedule)(see instrs) EXCISE TAX ON NET	4,428.				
	19 Depreciation (attach sch) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23		34,075.	28,272.		1,375.
	25 Contributions, gifts, grants paid		359,881.			359,881.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25		393,956.	28,272.		361,256.	
27 Subtract line 26 from line 12:						
a <b>Excess of revenue over expenses and disbursements</b>		-272,905.				
b <b>Net investment income</b> (if negative, enter -0-)			98,881.			
c <b>Adjusted net income</b> (if negative, enter -0-)						

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 185 SH DANAHER CORP		D	02/15/06	08/16/12
b 700 SH DELL		D	02/15/06	08/16/12
c 303 SH GENERAL ELECTRIC		D	10/08/09	08/16/12
d 850 SH GENERAL ELECTRIC		D	02/15/06	08/16/12
e See Columns (a) thru (d)				

(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 9,882.		4,836.	5,046.
b 8,561.		22,840.	-14,279.
c 6,387.		4,948.	1,439.
d 17,918.		27,875.	-9,957.
e See Columns (e) thru (h)	Atms. 2 + 3	428,327.	11,649.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			5,046.
b			-14,279.
c			1,439.
d			-9,957.
e See Columns (i) thru (l)			11,649.

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	-6,102.
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 (column (b) divided by column (c))
2011	302,889.	4,403,983.	0.068776
2010	396,387.	4,418,093.	0.089719
2009	28,822.	1,126,011.	0.025597
2008	17,929.	91,069.	0.196873
2007	0.	98,500.	0.000000

2 Total of line 1, column (d)	2	0.380965
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	0.076193
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,191,107.
5 Multiply line 4 by line 3	5	319,333.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	989.
7 Add lines 5 and 6	7	320,322.
8 Enter qualifying distributions from Part XII, line 4	8	361,256.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	989.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	989.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	989.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	3,400.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,400.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	2,410.	
11 Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> 1,000. <b>Refunded</b>	11	1,410.	

**Part VII Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) OK - Oklahoma		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>BRIAN HILL, HERITAGE TRUST COMPANY</u> Telephone no. <u>(405) 848-8899</u> Located at <u>P.O. BOX 21708</u> <u>OKLAHOMA CITY OK</u> ZIP + 4 <u>73156</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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)	2 b	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. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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 2012 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 2012.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

**6 a** 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?

6 b

X

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

**7 a** 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?

7 b

N/A

**Part VII B 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
BRIAN HILL HERITAGE TRUST CO., P.O. BOX 21708 OKLAHOMA CITY OK 73156	TRUSTEE 2.00	-5.00 hrs. per month 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				

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

None





**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	1 a	4,133,605.
b	Average of monthly cash balances	1 b	121,326.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	4,254,931.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,254,931.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	63,824.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,191,107.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	209,555.

**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	209,555.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	989.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	989.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	208,566.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	208,566.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	208,566.

**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	1 a	361,256.
b	Program-related investments — total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	361,256.
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	989.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	360,267.

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

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**Part XI Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				208,566.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years: 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	0.			
<b>b</b> From 2008	0.			
<b>c</b> From 2009 ..	0.			
<b>d</b> From 2010 ....	166,418.			
<b>e</b> From 2011	86,078.			
<b>f</b> Total of lines 3a through e	252,496.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: \$ 361,256.				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)				
<b>d</b> Applied to 2012 distributable amount				208,566.
<b>e</b> Remaining amount distributed out of corpus	152,690.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	405,186.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	405,186.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	0.			
<b>b</b> Excess from 2009	0.			
<b>c</b> Excess from 2010 ..	166,418.			
<b>d</b> Excess from 2011	86,078.			
<b>e</b> Excess from 2012	152,690.			

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.)

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTM. 9

**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
<b>a Paid during the year</b>				
ANIMAL RESOURCE CENTER INC SUITE 1505 OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	150,000.
SPAYFIRST 7949 S I-35 SERVICE ROAD OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	20,850.
SAVE OUR STRAYS INC 6305 NORTH PEORIA TULSA OK 74126	NONE	N/A	GENERAL	15,000.
THE BELLA FOUNDATION P.O. BOX 20035 OKLAHOMA CITY OK 73156	NONE	N/A	GENERAL	10,000.
A NEW LEASH ON LIFE INC 7949 S. 1-35 SERVICE ROAD OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	35,000.
BEST FRIENDS OF PETS 720 W. WILSHIRE BLVD, STE 101-F OKLAHOMA CITY OK 73101	NONE	N/A	GENERAL	37,740.
THE CENTRAL OKLAHOMA HUMANE SOCIETY 9300 N. MAY AVE., SUITE 400-281 OKLAHOMA CITY OK 73120	NONE	N/A	GENERAL	20,000.
DAVIS OKLAHOMA ANIMAL VOLUNTEERS 317 E. MAIN ST. DAVIS OK 73030	NONE	N/A	GENERAL	5,000.
FLINT RIDGE FRAMP, INC. ONE PIONEER COURT KANSAS OK 74347	NONE	N/A	GENERAL	7,000.
See Line 3a statement <b>Attn. 4</b>				59,291.
<b>Total</b>			<b>3 a</b>	<b>359,881.</b>
<b>b Approved for future payment</b> <b>N/A</b>				
<b>Total</b>			<b>3 b</b>	

## 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) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	126,978.	
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	-6,102.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	OTHER INCOME			14	175.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				121,051.	
13	Total. Add line 12, columns (b), (d), and (e)				13	121,051.

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

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

[illegible]



**Form 990-PF**  
**Part I, Line 6a**

**Net Gain or Loss From Sale of Assets**

**2012**

Name

Employer Identification Number

LOCKHART FOUNDATION

26-2134446

**Asset Information:**

Description of Property: ...	185 SH DANAHER CORP
Date Acquired: 02/15/06	How Acquired: Donated
Date Sold: 08/16/12	Name of Buyer:
Sales Price: 9,882.	Cost or other basis (do not reduce by depreciation) 4,836.
Sales Expense:	Valuation Method:
Total Gain (Loss): 5,046.	Accumulation Depreciation:
Description of Property:	700 SH DELL
Date Acquired: 02/15/06	How Acquired: Donated
Date Sold: 08/16/12	Name of Buyer:
Sales Price: 8,561.	Cost or other basis (do not reduce by depreciation) 22,840.
Sales Expense:	Valuation Method:
Total Gain (Loss): -14,279.	Accumulation Depreciation:
Description of Property:	303 SH GENERAL ELEC
Date Acquired: 10/08/09	How Acquired: Purchased
Date Sold: 08/16/12	Name of Buyer:
Sales Price: 6,387.	Cost or other basis (do not reduce by depreciation) 4,948.
Sales Expense:	Valuation Method:
Total Gain (Loss): 1,439.	Accumulation Depreciation:
Description of Property:	850 SH GENERAL ELEC
Date Acquired: 02/15/06	How Acquired: Donated
Date Sold: 08/16/12	Name of Buyer:
Sales Price: 17,918.	Cost or other basis (do not reduce by depreciation) 27,875.
Sales Expense:	Valuation Method:
Total Gain (Loss): -9,957.	Accumulation Depreciation:
Description of Property:	GOLDMAN SACHS GRP 3.625% NOTE
Date Acquired: 10/09/09	How Acquired: Purchased
Date Sold: 08/01/12	Name of Buyer:
Sales Price: 75,000.	Cost or other basis (do not reduce by depreciation) 77,074.
Sales Expense:	Valuation Method:
Total Gain (Loss): -2,074.	Accumulation Depreciation:
Description of Property:	GRAND PRAIRIE TX 3.75% BOND
Date Acquired: 08/25/04	How Acquired: Donated
Date Sold: 02/15/12	Name of Buyer:
Sales Price: 50,000.	Cost or other basis (do not reduce by depreciation) 50,839.
Sales Expense:	Valuation Method:
Total Gain (Loss): -839.	Accumulation Depreciation:
Description of Property:	455 SH INTEL
Date Acquired: 10/08/09	How Acquired: Purchased
Date Sold: 07/18/12	Name of Buyer:
Sales Price: 11,909.	Cost or other basis (do not reduce by depreciation) 9,027.
Sales Expense:	Valuation Method:
Total Gain (Loss): 2,882.	Accumulation Depreciation:
Description of Property:	See Net Gain or Loss from Sale of Assets <b>ARM. I</b>
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:

Form 990-PF, Part I, Lines 6a

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property	KATY TX 5.125% BOND		
Business Code	Exclusion Code	18	
Date Acquired	05/07/08	How Acquired	Donated
Date Sold	02/15/12	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	50,000.	Cost or other basis (do not reduce by depreciation)	53,564.
Sales Expense	Valuation Method		
Total Gain (Loss)	-3,564.	Accumulated Depreciation	
Description of Property	FRAC SH KRAFT FOODS GROUP		
Business Code	Exclusion Code	18	
Date Acquired	02/27/06	How Acquired	Donated
Date Sold	10/09/12	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	30.	Cost or other basis (do not reduce by depreciation)	18.
Sales Expense	Valuation Method		
Total Gain (Loss)	12.	Accumulated Depreciation	
Description of Property	824.06 SH LKCM SMALL CAP FUND		
Business Code	Exclusion Code	18	
Date Acquired	10/07/09	How Acquired	Purchased
Date Sold	08/16/12	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	20,000.	Cost or other basis (do not reduce by depreciation)	12,715.
Sales Expense	Valuation Method		
Total Gain (Loss)	7,285.	Accumulated Depreciation	
Description of Property	240 SH MONDELEZ INTL		
Business Code	Exclusion Code	18	
Date Acquired	02/27/06	How Acquired	Donated
Date Sold	10/31/12	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	6,310.	Cost or other basis (do not reduce by depreciation)	4,120.
Sales Expense	Valuation Method		
Total Gain (Loss)	2,190.	Accumulated Depreciation	
Description of Property	..... 2 SH MONDELEZ INTL		
Business Code	Exclusion Code	18	
Date Acquired	02/27/06	How Acquired	Donated
Date Sold	11/06/12	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	53.	Cost or other basis (do not reduce by depreciation)	34.
Sales Expense	Valuation Method		
Total Gain (Loss)	19.	Accumulated Depreciation	
Description of Property	.. 1200 SH MORGAN STANLEY		
Business Code	Exclusion Code	18	
Date Acquired	03/30/11	How Acquired	Purchased
Date Sold	08/16/12	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	17,628.	Cost or other basis (do not reduce by depreciation)	32,729.
Sales Expense	Valuation Method		
Total Gain (Loss)	-15,101.	Accumulated Depreciation	
Description of Property	250 SH PEPSICO		
Business Code	Exclusion Code	18	
Date Acquired	02/15/06	How Acquired	Donated
Date Sold	08/16/12	Name of Buyer	
Check Box, if Buyer is a Business	<input type="checkbox"/>		
Sales Price	18,342.	Cost or other basis (do not reduce by depreciation)	13,500.
Sales Expense	Valuation Method		
Total Gain (Loss)	4,842.	Accumulated Depreciation	



Form 990-PF, Part I, Lines 6a

Continued

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property	.. 226.5 SH TEMPLETON FUND	-----
Business Code	Exclusion Code .. 18	-----
Date Acquired	04/08/08 How Acquired Donated	-----
Date Sold	08/16/12 Name of Buyer	-----
Check Box, if Buyer is a Business	<input type="checkbox"/>	-----
Sales Price	4,134. Cost or other basis (do not reduce by depreciation)	6,000.-----
Sales Expense	Valuation Method	-----
Total Gain (Loss)	-1,866. Accumulated Depreciation	-----
Description of Property	.. 771.61 SH TEMPLETON FUND	-----
Business Code	Exclusion Code 18	-----
Date Acquired	10/07/09 How Acquired Purchased	-----
Date Sold	08/16/12 Name of Buyer	-----
Check Box, if Buyer is a Business	<input type="checkbox"/>	-----
Sales Price	14,082. Cost or other basis (do not reduce by depreciation)	15,000.-----
Sales Expense	Valuation Method	-----
Total Gain (Loss)	-918. Accumulated Depreciation	-----
Description of Property	.. 3290.16 SH TEMPLETON FUND	-----
Business Code	Exclusion Code 18	-----
Date Acquired	07/18/06 How Acquired Donated	-----
Date Sold	08/16/12 Name of Buyer	-----
Check Box, if Buyer is a Business	<input type="checkbox"/>	-----
Sales Price	60,045. Cost or other basis (do not reduce by depreciation)	65,000.-----
Sales Expense	Valuation Method	-----
Total Gain (Loss)	-4,955. Accumulated Depreciation	-----
Description of Property	1906.58 SH VANGUARD INDEX FUND	-----
Business Code	Exclusion Code .. 18	-----
Date Acquired	10/07/09 How Acquired Purchased	-----
Date Sold	08/16/12 Name of Buyer	-----
Check Box, if Buyer is a Business	<input type="checkbox"/>	-----
Sales Price	20,267. Cost or other basis (do not reduce by depreciation)	20,000.-----
Sales Expense	Valuation Method	-----
Total Gain (Loss)	267. Accumulated Depreciation	-----
Description of Property	. 216.61 SH VANGUARD SMALL CAP FUND	-----
Business Code	Exclusion Code ..... 18	-----
Date Acquired	04/08/08 How Acquired Donated	-----
Date Sold	08/16/12 Name of Buyer	-----
Check Box, if Buyer is a Business	<input type="checkbox"/>	-----
Sales Price	7,293. Cost or other basis (do not reduce by depreciation)	6,000.-----
Sales Expense	Valuation Method	-----
Total Gain (Loss)	1,293. Accumulated Depreciation	-----
Description of Property	1565.40 SH VANGUARD SMALL CAP FUND	-----
Business Code	Exclusion Code 18	-----
Date Acquired	10/07/09 How Acquired Purchased	-----
Date Sold	08/16/12 Name of Buyer	-----
Check Box, if Buyer is a Business	<input type="checkbox"/>	-----
Sales Price	52,707. Cost or other basis (do not reduce by depreciation)	37,491.-----
Sales Expense	Valuation Method	-----
Total Gain (Loss)	15,216. Accumulated Depreciation	-----
Description of Property	..... 2 SH FLEXTRONICS	-----
Business Code	Exclusion Code .. 18	-----
Date Acquired	10/08/09 How Acquired Purchased	-----
Date Sold	12/19/12 Name of Buyer	-----
Check Box, if Buyer is a Business	<input type="checkbox"/>	-----
Sales Price	12. Cost or other basis (do not reduce by depreciation)	15.-----
Sales Expense	Valuation Method	-----
Total Gain (Loss)	-3. Accumulated Depreciation	-----

Form 990-PF, Part I, Lines 6a

Continued

**Net Gain or Loss from Sale of Assets****Asset Information:**

Description of Property . . . 1200 SH FLEXTRONICS  
Business Code . . . . . Exclusion Code . . . 18  
Date Acquired . . . 05/15/06 How Acquired . . . Donated  
Date Sold . . . 12/19/12 Name of Buyer . . .  
Check Box, if Buyer is a Business ☐  
Sales Price . . . 7,281. Cost or other basis (do not reduce by depreciation) . . . 13,788.  
Sales Expense . . . . . Valuation Method . . .  
Total Gain (Loss) . . . -6,507. Accumulated Depreciation . . . . .

Description of Property . . . 1235 SH FLEXTRONICS  
Business Code . . . . . Exclusion Code . . . 18  
Date Acquired . . . 10/08/09 How Acquired . . . Purchased  
Date Sold . . . 12/19/12 Name of Buyer . . .  
Check Box, if Buyer is a Business ☐  
Sales Price . . . 7,494. Cost or other basis (do not reduce by depreciation) . . . 9,201.  
Sales Expense . . . . . Valuation Method . . .  
Total Gain (Loss) . . . -1,707. Accumulated Depreciation . . . . .

Description of Property . . . 80 SH KRAFT FOODS  
Business Code . . . . . Exclusion Code . . . 18  
Date Acquired . . . 02/27/06 How Acquired . . . Donated  
Date Sold . . . 10/31/12 Name of Buyer . . .  
Check Box, if Buyer is a Business ☐  
Sales Price . . . 3,624. Cost or other basis (do not reduce by depreciation) . . . 2,212.  
Sales Expense . . . . . Valuation Method . . .  
Total Gain (Loss) . . . 1,412. Accumulated Depreciation . . . . .

Description of Property . . . CAPITAL GAIN DISTRIBUTIONS  
Business Code . . . . . Exclusion Code . . . 18  
Date Acquired . . . Various How Acquired . . . Purchased  
Date Sold . . . 12/31/12 Name of Buyer . . .  
Check Box, if Buyer is a Business ☐  
Sales Price . . . 13,765. Cost or other basis (do not reduce by depreciation) . . . 0.  
Sales Expense . . . . . Valuation Method . . .  
Total Gain (Loss) . . . 13,765. Accumulated Depreciation . . . . .

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
GOLDMAN SACHS GROUP 3.625% NOTE	P	10/09/09	08/01/12
GRAND PRAIRIE TX 3.75% BOND	D	08/25/04	02/15/12
455 SH INTEL	P	10/08/09	07/18/12
KATY TX 5.125% BOND	D	05/07/08	02/15/12
FRAC SH KRAFT FOODS GROUP	D	02/27/06	10/09/12
824.06 SH LKCM SMALL CAP FUND	P	10/07/09	08/16/12
240 SH MONDELEZ INTL	D	02/27/06	10/31/12
2 SH MONDELEZ INTL	D	02/27/06	11/06/12
1200 SH MORGAN STANLEY	P	03/30/11	08/16/12
250 SH PEPSICO	D	02/15/06	08/16/12
226.5 SH TEMPLETON FUND	D	04/08/08	08/16/12
771.61 SH TEMPLETON FUND	P	10/07/09	08/16/12
3290.16 SH TEMPLETON FUND	D	07/18/06	08/16/12
1906.58 SH VANGUARD INDEX FUND	P	10/07/09	08/16/12
216.61 SH VANGUARD SMALL CAP FUND	D	04/08/08	08/16/12
1565.40 SH VANGUARD SMALL CAP FUND	P	10/07/09	08/16/12
2 SH FLEXTRONICS	P	10/08/09	12/19/12
1200 SH FLEXTRONICS	D	05/15/06	12/19/12
1235 SH FLEXTRONICS	P	10/08/09	12/19/12
80 SH KRAFT FOODS	D	02/27/06	10/31/12
CAPITAL GAIN DISTRIBUTIONS	P	01/01/11	12/31/12

## Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

## Columns (e) thru (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)
75,000.		77,074.	-2,074.
50,000.		50,839.	-839.
11,909.		9,027.	2,882.
50,000.		53,564.	-3,564.
30.		18.	12.
20,000.		12,715.	7,285.
6,310.		4,120.	2,190.
53.		34.	19.
17,628.		32,729.	-15,101.
18,342.		13,500.	4,842.
4,134.		6,000.	-1,866.
14,082.		15,000.	-918.
60,045.		65,000.	-4,955.
20,267.		20,000.	267.
7,293.		6,000.	1,293.
52,707.		37,491.	15,216.
12.		15.	-3.
7,281.		13,788.	-6,507.
7,494.		9,201.	-1,707.
3,624.		2,212.	1,412.
13,765.		0.	13,765.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

**Columns (e) thru (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)
Total		<u>428,327.</u>	<u>11,649.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

**Columns (i) thru (l)**

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-2,074.
			-839.
			2,882.
			-3,564.
			12.
			7,285.
			2,190.
			19.
			-15,101.
			4,842.
			-1,866.
			-918.
			-4,955.
			267.
			1,293.
			15,216.
			-3.
			-6,507.
			-1,707.
			1,412.
			13,765.
Total			<u>11,649.</u>

Form 990-PF, Page 11, Part XV, line 3a

**Line 3a statement**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox  Amount
<b>a Paid during the year</b>				
OK FOX TERRIER RESCUE 396 MEADOW LANE CHOCTAW OK 73020	NONE	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 795.
HAVEN OF HOPE RESCUE FOUNDATION GENERAL DELIVERY OKARCHE OK 73762	NONE	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 7,500.
PET ANGELS RESCUE INC. P.O. BOX 3752 EDMOND OK 73083-3752	NONE	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 25,000.
FOREVER FRIENDS HUMANE SOCIETY 4522 NW 16TH ST. OKLAHOMA CITY OK 73127	NONE	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 10,000.
THE FOUNDATION FOR FAMILY HOPE 5216 E. 69TH PLACE TULSA OK 74136	NONE	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 10,000.
TINY PAWS KITTEN RESCUE 4000 W. 15TH STILLWATER OK 74074	NONE	N/A	GENERAL	Person or Business <input checked="" type="checkbox"/> 5,996.

Total

59,291.

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILLIPS MURRAH PC	GENERAL LEGAL	180.	180.		

Total

180.180.

Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HSPG & ASSOCIATES, PC	TAX RETURN PREP	2,750.	1,375.		1,375.

Total

2,750.1,375.1,375.

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HERITAGE TRUST COMPANY	FIDUCIARY FEES	26,717.	26,717.		

Total 26,717. 26,717.

Form 990-PF, Page 2, Part II, Line 15

**Other Assets Stmt**

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ACCRUED INTEREST PURCHASED	628.	0.	0.
DIVIDENDS RECEIVABLE	0.	10,885.	10,885.

Total 628. 10,885. 10,885.

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS (LINE 10a):			
50,000 FEDERAL FARM CR BKS CONS SYS DEB 4.73% 10/21/19	52,844	52,844	60,626
75,000 FEDERAL FAMR CR BKS CONS DEB 4.410% 1/18/18	78,025	78,025	87,872
75,000 FEDERAL HOME LOAN BANKS DEB 3.875% 12/11/15	78,622	78,622	82,395
75,000 FEDERAL HOME LOAN BANKS DEB 3.250% 9/12/14	77,670	77,670	78,771
50,000 GRAND PRAIRIE TX GEN OBL SER B 3.75% 02/15/2012	50,839	0	0
50,000 KATY TX INDPT SCH DIST 5.125% 02/15/2018	53,564	0	0
50,000 BRYAN CNTY OK ISD 72 DURANT 5.391% 12/1/19 TXBL	50,000	50,000	57,257
50,000 GRAND RIVER DAM AUTH OK REV 5.50% 06/01/2013	52,186	52,186	51,029
100,000 LOWER VALLEY TX WTR DIST 5.00% 09/15/2020	105,351	105,351	110,617
50,000 MUSKOGEE CNTY OK GO SER A 5.15% 04/01/2014	50,198	50,198	50,392
25,000 OKARCHE OK ECON DEV LSE REV 4.261% 9/1/2015 TXBL	25,000	25,000	26,516
10,000 OKLA CNTY FIN AUTH EPWRTH 7.00% 04/01/2025	9,925	9,925	10,026
50,000 OKLA ST CAPITOL IMPT AUTH AG PROJ E 4.00% 7/1/15	49,842	49,842	53,978
50,000 OKLA ST CAP IMPT ATHST FACS A 3.875% 7/1/2015	49,746	49,746	54,083
20,000 TULSA CNTY OK INDS AUTH CAP IMPT 5.00% 05/15/15	21,339	21,339	21,933
	805,151	700,748	745,495

ATTM. 71/2

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - CORPORATE STOCK (LINE 10b):			
607 ABBOT LABS COM	25,404	25,404	39,754
205 AETNA INC COM	5,244	5,244	9,494
724 ALTRIA GROUP INC COM	12,505	12,505	22,763
541 AMERICAN EXPRESS CO COM	22,354	22,354	31,097
334 ANALOG DEVICES INC COM	8,824	8,824	14,048
305 BEAM INC	15,196	15,196	18,632
567 BED BATH & BEYOND INC COM	21,120	21,120	31,701
484 CARNIVAL CORP PAIRED CTF	23,205	23,205	17,797
309 CATERPILLAR INC	18,633	18,633	27,689
244 COCA COLA CO COM	6,653	6,653	8,845
354 CONOCOPHILLIPS COM	16,308	16,308	20,528
1,180 CORNING INC COM	0	15,114	14,892
563 DANAHER CORP DEL COM	20,617	15,781	31,472
500 DEVON ENERGY CORP NEW COM	31,745	31,745	26,020
700 DELL INC COM	22,840	0	0
215 DISNEY WALT CO COM	0	10,733	10,705
1,899 E M C CORP MASS COM	27,421	27,421	48,045
400 EXXON MOBIL CORP COM	26,284	26,284	34,620
588 FISERV INC COM	23,681	23,681	46,470
2,437 FLEXTRONICS INTL LTD ORD	23,004	0	0
239 FRANKLIN RES INC COM	24,860	24,860	30,042
360 GILEAD SCIENCES INC COM	12,530	12,530	26,442
1,153 GENERAL ELEC CO COM	32,822	0	0
179 GOLDMAN SACHS GROUP INC COM	23,770	23,770	22,833
169 HEINZ H J CO COM	6,711	6,711	9,748
685 HOME DEPOT INC COM	22,019	22,019	42,367
613 ILLINIOS TOOLS WKS INC COM	28,132	28,132	37,277
2 INTEL CORP COM	9,067	40	41
159 INTERCONTINENTAL XCH	18,978	18,978	19,686
250 INTERNATIONAL BUSINESS MACHS COM	23,146	23,146	47,888
2,100 ISHARES TR INDEX BARCLAYS TIPS BD	205,440	241,040	254,961
490 JOHNSON & JOHNSON COM	30,167	30,167	34,349
242 KRAFT FOODS INC COM	6,384	0	0
326 MCDONALDS CORP COM	12,690	12,690	28,756
148 METLIFE INC COM	5,665	5,665	4,875
900 MICROSOFT CORP COM	24,854	24,854	24,039
1,200 MORGAN STANLEY	32,729	0	0
500 NEXTERA ENERGY INC COM	16,330	16,330	34,595
250 PEPSICO INC COM	13,500	0	0
322 PFIZER INC COM	5,378	5,378	8,076
284 PHILIP MORRIS INTL INC COM	12,491	12,491	23,754
177 PHILLIPS 66 COM	5,142	5,142	9,399
484 PLUM CREEK TIMBER CO INC COM	15,535	15,535	21,475
390 PROCTER & GAMBLE CO COM	16,584	16,584	26,477
210 QUALCOMM INC COM	0	11,753	12,991
499 ST JUDE MED INC COM	16,681	16,681	18,034
285 SCHLUMBERGER LTD COM	17,975	17,975	19,750
105 STATE STREET CORP COM	5,670	5,670	4,936
703 US BANCORP DEL COM NEW	18,951	18,951	22,454



	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
338 UNITED PARCEL SERVICES INC CL B	23,091	23,091	24,921
4,827 VANGUARD EURO PAC	0	163,289	170,055
8,911 VANGUARD EMERGING MARKET ETF	0	357,364	396,807
120 VANGUARD WORLD FDS MATERIALS ETF	7,762	7,762	10,105
175 VANGUARD WORLD FDS UTILITIES EFT	10,731	10,731	13,178
518 VANGUARD WORLD FDS TELCOMM ETF	27,807	27,807	36,265
135 WAL MART STORES INC COM	6,730	6,730	9,211
750 WELLS FARGO & CO NEW COM	21,750	21,750	25,635
106 ZIMMER HLDGS INC COM	5,534	5,534	7,066
1,245 NABORS INDUSTRIES LTD SHS	29,636	29,636	17,990
4,995 GS STRATEGIC INCOME FUND	0	50,000	51,648
2,183 PIMCO TOTAL RETURN FUND	19,926	23,926	24,529
1,907 VANGUARD BD INDEX FD INC SHORT TRM PTFL	20,000	0	0
4,634 VANGUARD FIXED INCOME SECS F STRM INVGR AD	20,000	49,603	50,185
4,266 FIRST EAGLE OVERSEAS EQUITY MUTUAL LARGE CAP	0	90,000	95,396
5,401 LKCM SMALL CAP EQUITY FUND	0	117,285	122,543
3,667 VANGUARD SMALL CAP SIGNAL FUND	0	103,940	135,043
1,592 VANGUARD 500 IND SIGNAL FUND	0	149,000	172,724
1,820 VANGUARD ETF REIT	0	120,669	119,756
18,081 PIMCO COMM REAL REIT	0	141,805	120,061
	<u>1,208,206</u>	<u>2,443,219</u>	<u>2,842,935</u>

LOCKHART FOUNDATION  
 EIN 26-2134446  
 2012 FORM 990-PF  
 PAGE 2, PART II, BALANCE SHEETS

ATTM. 8

INVESTMENTS - CORPORATE BONDS (LINE 10c):

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
50,000 BANK AMER CHRLT NC MTN MTNF 5.300% 3/15/17	48,700	48,700	56,236
50,000 CITIGROUP INC NOTE 5.500% 4/11/13	51,845	51,845	50,515
100,000 DISNEY WALT CO NOTE 4.500% 12/15/13	102,210	102,210	103,883
75,000 GENERAL ELEC CAP COPR MTN BE MTNF 4.375% 9/21/15	75,000	75,000	81,743
75,000 GOLDMAN SACHS GRP INC MTN BE MTNF 3.625% 8/01/12	77,074	0	0
75,000 HARTFORD FINL SVCS GROUP INC NOTE 6.000% 1/15/19	63,420	63,420	87,350
75,000 LOCKHEED MARTIN CORP NOTE 3.350% 9/15/21	74,250	74,250	79,257
100,000 VERIZON COMMUNICATIONS INC NOTE 5.55% 2/15/16	110,334	110,334	113,874
50,000 XTRA FIN CORP NOTE 5.150% 4/01/17	52,635	52,636	56,823
	<u>655,468</u>	<u>578,395</u>	<u>629,681</u>

# The Lockhart Foundation Trust

Oklahoma City, OK

Grant Proposal submitted by: \_\_\_\_\_

Dated: \_\_\_\_\_

## **BACKGROUND**

The Lockhart Foundation Trust was created on December 17, 2007 by Marion S. Lockhart, a long time resident of Oklahoma City, Oklahoma. The trust was created to identify and support programs, organizations and institutions which provide assistance to those qualified 501(c) (3) organizations that assist domestic animals that need rescue in Oklahoma and its immediately surrounding states. Preference is given to Oklahoma organizations and institutions especially those in the Cleveland and Oklahoma County, Oklahoma areas

## **GUIDELINES**

Proposals are accepted throughout the year; there are no deadlines. The Committee meets quarterly, usually during the last month of each calendar quarter. Disposition of your grant proposal will be determined approximately three months from the date of submission.

Grant minimums and maximums are not designated. Preference may be given, in some years, to large grants where a genuine impact may be accomplished. No grants can be awarded to individuals. Proposals which commit the Trust to continued support of operations will generally not be approved.

## **TRUSTEE**

Heritage Trust Company  
Attn: Brian Hill  
P.O. Box 21708  
Oklahoma City, Oklahoma 73156-1708

\*Send Grant Request to Trustee only

## **ADVISORY COMMITTEE**

Barbara Lewis

Patricia White

## INSTITUTIONAL PROFILE

Name of institution/organization: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_ Website/email: \_\_\_\_\_

Person completing profile: \_\_\_\_\_  
(Name) (Title)

Chief Executive Officer: \_\_\_\_\_  
(Name) (Title)

Chief source of primary institutional support: \_\_\_\_\_

Governing Board Members (name and city of residence):

Overall mission of institution/organization:

Short historical sketch:

What other similar services are available in your area:

Why is this program unique?

Institutional objectives for future (next 3 – 5 years):

Amount of endowment: \_\_\_\_\_ Market value: \_\_\_\_\_

Value of facilities: \_\_\_\_\_

Do you perform animal rescues? If so, how many animal rescues per month/year?

Are any animals put in foster care?

Work alone or what type of support system?

How long has the rescue group been active?

Are all animals spayed/neutered before placement?

Do you have a contract with a veterinarian?

Do you do follow-up checks after placement?

Does the adoption contract require return to the rescue group if the animal can not be cared for by the adopting family?

Does the adoption contract request references?

Do you rescue from animal shelters?

Do you accept animals from owners?

Do you test the animal's temperament?

Do you accept abused animals?

What portion of your funds is used for animal care and what portion for facilities?

## **SOURCES OF PRIVATE GIFT INCOME**

<b><u>SOURCES</u></b>	<b><u>PREVIOUS YEAR</u></b>	<b><u>CURRENT YEAR</u></b>	<b><u>PROJECTED YEAR</u></b>
Governing board			
Total gifts:			
Other gifts:			
Grants:			
Bequest:			
Other Memberships:			

**SUMMARY OF OPERATIONAL ACTIVITIES****EXPENSES****PREVIOUS YEAR****CURRENT YEAR****PROJECTED YEAR**

Administration:

Programs:

Projected Programs:

Income:

Total Private Gifts:

Services:

Other Memberships:

**PROPOSAL SUMMARY**

Organization: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Funds Requested From Lockhart Foundation Trust: \_\_\_\_\_

Total Cost of Project: \_\_\_\_\_

Purpose of Funds Requested: \_\_\_\_\_

Who Will Benefit From this Project: \_\_\_\_\_

How Many Will Benefit: \_\_\_\_\_

Is This Your Organization's First Request to the Lockhart Trust:

\_\_\_\_\_

**A Copy of you IRS Tax Exempt Status Letter (501(c)3) must be attached**

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

<b>Type or print</b>  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	<b>LOCKHART FOUNDATION</b>	<b>26-2134446</b>
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	<b>P.O. BOX 21708</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>OKLAHOMA CITY</b>	<b>OK 73156</b>

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **BRIAN HILL, HERITAGE TRUST COMPANY**

Telephone No. ► **(405) 848-8899** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **Aug 15**, 20 **13**, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 **12** or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions . . . . .	<b>3a</b> \$	<b>989.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit . . . . .	<b>3b</b> \$	<b>3,400.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions . . . . .	<b>3c</b> \$	<b>0.</b>

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