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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
% TRUST COMPANY OF OKLAHOMA

A Employer identification number
73-1504147

Number and street (or P O box number if mail is not delivered to street address)
6307 WATERFORD BLVD
Suite 160

Room/suite

B Telephone number (see instructions)
(405) 840-8401

City or town, state, and ZIP code
OKLAHOMA CITY, OK 73118

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,557,876

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	26,161	26,161	26,161	
	4	Dividends and interest from securities.	120,544	120,544	120,544	
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	50,866			
	b	Gross sales price for all assets on line 6a 910,630				
	7	Capital gain net income (from Part IV, line 2) . . .		50,866		
	8	Net short-term capital gain			1,312	
	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)	262,020	262,020	262,020	
	12	**Total.** Add lines 1 through 11	459,591	459,591	410,037	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	6,850	6,850	6,850	0
	c	Other professional fees (attach schedule)	33,762	33,762	33,762	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,822	3,822	3,822	
	19	Depreciation (attach schedule) and depletion . . .	33,566	33,566	33,566	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	27,551	27,551	27,551	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	105,551	105,551	105,551	0
	25	Contributions, gifts, grants paid	327,000			327,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	432,551	105,551	105,551	327,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	27,040			
	b	**Net investment income** (if negative, enter -0-)		354,040		
	c	**Adjusted net income** (if negative, enter -0-) . . .			304,486	

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	14,936	14,204	14,204
	2 Savings and temporary cash investments	241,449	179,232	179,232
	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)	100,885	0	
	b Investments—corporate stock (attach schedule)	2,592,988	2,654,731	3,373,467
	c Investments—corporate bonds (attach schedule)	1,577,676	1,740,373	1,795,409
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	524,235	524,235	1,195,564
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,052,169	5,112,775	6,557,876
Liabilities	17 Accounts payable and accrued expenses	0		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	5,052,169	5,112,775	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	5,052,169	5,112,775	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,052,169	5,112,775	

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	5,052,169
2	Enter amount from Part I, line 27a	2	27,040
3	Other increases not included in line 2 (itemize) ▶	3	33,566
4	Add lines 1, 2, and 3	4	5,112,775
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,112,775

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	50,866
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	1,312

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))
2011	299,812	6,342,202	0 047273
2010	240,000	5,936,222	0 04043
2009	477,461	5,610,157	0 085107
2008	359,500	6,665,131	0 053937
2007	101,000	6,449,878	0 015659

2	**Total** of line 1, column (d).	2	0 242406
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 048481
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,366,504
5	Multiply line 4 by line 3.	5	308,654
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,540
7	Add lines 5 and 6.	7	312,194
8	Enter qualifying distributions from Part XII, line 4.	8	327,000

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

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	3,540
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	
3	Add lines 1 and 2			3	3,540
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,540
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,200		
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	3,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	8
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	348
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 2013 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions).		11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶www trustok com

14 The books are in care of ▶TRUST COMPANY OF OKLAHOMA Telephone no ▶(405) 840-8401

Located at ▶6307 WATERFORD BLVD STE 106 OKLAHOMA CITY OK ZIP +4 ▶73118

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 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		No

See 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			
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		
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 instructions)	2b		No
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 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.)*	3b		
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 2012?	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 instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☑			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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 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
RICHARD A GORANSON 4832 RICHMOND SQUARE OKLAHOMA CITY, OK 73118	TRUSTEE 0	0	0	0
JOE WOMACK 6307 WATERFORD BLVD SUITE 215 OKLAHOMA CITY, OK 73118	TRUSTEE 0	0	0	0
EDWARD J HAVRILLA 4832 RICHMOND SQUARE OKLAHOMA CITY, OK 73118	TRUSTEE 0	0	0	0
PAUL KALLENBERGER 1924 S UTICA AVE TULSA, OK 741046540	TRUSTEE 0	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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 GRANTS AWARDED TO THE UNIVERSITY OF TULSA TO FUND SCHOLARSHIPS FOR 2012-2013, TO ASSIST FUNDING AN ENDOWED CHAIR, AND TO PROVIDE MONIES FOR THE ENERGY MANAGEMENT FUND	122,000
2 TO HELP FUND THE SPEAKERS SERIES AT OKLAHOMA CITY UNIVERSITY IN THE FIELD OF ENERGY MANAGEMENT AND RELATED STUDIES	50,000
3 TO PROVIDE SCHOLARSHIPS FOR 2012-2013 AND TO SUPPORT THE ENERGY MANAGEMENT PROGRAM AT THE UNIVERSITY OF OKLAHOMA	65,000
4 TO PROVIDE SCHOLARSHIPS FOR 2012-2013 AND TO SUPPORT THE SCHOOL OF NURSING AT THE UNIVERSITY OF OKLAHOMA	50,000

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,999,454
b	Average of monthly cash balances	1b	268,438
c	Fair market value of all other assets (see instructions)	1c	1,195,564
d	**Total** (add lines 1a, b, and c)	1d	6,463,456
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,463,456
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	96,952
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,366,504
6	**Minimum investment return.** Enter 5% of line 5	6	318,325

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	318,325
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,540		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,540
3	Distributable amount before adjustments Subtract line 2c from line 1			3	314,785
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	314,785
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	314,785

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	327,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	327,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,540
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	323,460

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

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

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					314,785
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 2009 , 2008			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.	32,562				
d From 2010.					
e From 2011.					
f **Total** of lines 3a through e.		32,562			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 327,000					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					314,785
e Remaining amount distributed out of corpus		12,215			
5 Excess distributions carryover applied to 2012					
(If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		44,777			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		44,777			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .	32,562				
c Excess from 2010. . . .					
d Excess from 2011. . . .					
e Excess from 2012. . . .	12,215				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 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))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

JOE WOMACK
6307 WATERFORD BLVD SUITE 106
OKLAHOMA CITY,OK 73118
(405) 840-8401

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

PREPRINTED APPLICATION SHOULD BE REQUESTED FROM THE FOUNDATION

c Any submission deadlines

APRIL 30 FOR THE FOLLOWING FALL SCHOOL YEAR

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

PRIMARY PURPOSE FOR OKLAHOMA COLLEGES AND NON PROFIT ORGANIZATIONS TO FURTHER THE EDUCATION OF STUDENTS IN THE FIELDS OF PETROLEUM, AEROSPACE ENGINEERING, ENERGY, ENGINEERING, EDUCATION, NURSING & OTHER FIELDS OF STUDY

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**				327,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	146,705	
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	50,866	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a ROYALTY INCOME			15	223,776	
b OIL & GAS LEASES			16	37,524	
c OTHER INCOME			15	720	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				459,591	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 459,591

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See 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

******	2013-08-26	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶	Havrilla & Goranson PC		Firm's EIN ▶	
Firm's address ▶	4832 Richmond Square Oklahoma City, OK 73118		Phone no (405) 843-1011	

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)
700 AECOM	P	2010-11-19	2012-08-08
300 AMERICA MOVIL	P	2010-11-19	2012-12-07
1000 AMERICA MOVIL	P	2010-09-16	2012-12-13
300 AECOM	P	2011-10-06	2012-08-08
400 ANALOG DEVICES	P	2011-11-15	2012-12-07
50 ANALOG DEVICES	P	2012-08-08	2012-12-07
350 BAKER HUGHES	P	2012-03-30	2012-09-28
200 COGNIZANT TECHNOLOGY	P	2010-09-16	2012-12-07
100 CONOCOPHILLIPS	P	2006-11-30	2012-03-30
1620 EXELIS	P	2004-07-23	2012-03-30
100000 FED FARM CR BANK 5 1%	P	2006-11-09	2012-09-18
500 G E	P	2004-08-24	2012-12-13
2000 GOLDMAN SACHS	P	2006-10-09	2012-06-14
900 INTEL	P	2004-10-14	2012-09-28
175 J&J	P	2005-08-23	2012-04-24
1000 J&J	P	2006-04-25	2012-12-07
1015 L-3 COMM	P	2006-11-30	2012-04-24
50 NOBLE ENERGY	P	2006-04-25	2012-03-30
500 NUCOR	P	2009-09-08	2012-09-28
500 NUCOR	P	2009-11-23	2012-11-08
100 ONEOK	P	2009-02-17	2012-08-08
200 ONEOK	P	2009-02-17	2012-12-07
50000 PEPSICO 5 15%	P	2007-06-11	2012-05-15
500 PHILLIPS 66	P	2006-11-30	2012-08-08
150 PROCTOR & GAMBLE	P	2004-07-23	2012-12-07
600 PROCTOR & GAMBLE	P	2004-07-23	2012-12-13
150 J M SMUCKER	P	2009-10-08	2012-12-07
150 J M SMUCKER	P	2009-10-08	2012-12-13
175 TARGET	P	2004-06-25	2012-04-24
200 TEVA	P	2010-09-16	2012-12-13

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)
1628 652 VANGUARD S/T CORP	P	2011-03-22	2012-04-11
873 839 VANGUARD S/T CORP	P	2012-03-30	2012-04-11
1683 556 VANGUARD S/T CORP	P	2009-11-12	2012-04-11
350 VANGUARD INFO TECH	P	2009-02-17	2012-11-08
100000 WAL-MART 5 0%	P	2007-07-18	2012-04-05
1620 XYLEM	P	2004-07-23	2012-01-20
500 AMDOCS	P	2008-03-04	2012-03-30
LONG TERM GAIN DIVIDENDS-MF	P		

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)
12,995		18,795	-5,800
6,876		8,652	-1,776
23,859		25,722	-1,863
5,569		5,610	-41
16,304		14,596	1,708
2,038		2,010	28
15,771		14,461	1,310
13,954		12,669	1,285
7,597		6,726	871
20,190		14,911	5,279
100,000		100,885	-885
10,810		17,030	-6,220
36,956		51,630	-14,674
20,421		20,106	315
11,128		11,009	119
70,409		60,998	9,411
70,878		78,016	-7,138
4,889		2,266	2,623
19,085		23,105	-4,020
20,030		21,428	-1,398
4,459		1,329	3,130
8,666		2,658	6,008
50,000		49,157	843
20,020		12,449	7,571
10,552		8,098	2,454
42,065		31,031	11,034
13,134		8,165	4,969
13,107		8,165	4,942
9,914		8,198	1,716
7,772		10,693	-2,921

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)
17,508		17,532	-24
9,394		9,379	15
18,098		17,879	219
23,583		15,644	7,939
100,000		97,708	2,292
42,734		36,083	6,651
15,798		14,971	827
14,067			14,067

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	
			-5,800
			-1,776
			-1,863
			-41
			1,708
			28
			1,310
			1,285
			871
			5,279
			-885
			-6,220
			-14,674
			315
			119
			9,411
			-7,138
			2,623
			-4,020
			-1,398
			3,130
			6,008
			843
			7,571
			2,454
			11,034
			4,969
			4,942
			1,716
			-2,921

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	
			-24
			15
			219
			7,939
			2,292
			6,651
			827
			14,067

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*				
THE UNIVERSITY OF OKLAHOMA FOUNDATION 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EXEMPT	ENERGY MANAGEMENT GENERAL FUND IN THE PRICE COLLEGE OF BUSINESS	20,000
UNIVERSITY OF OKLAHOMA COLLEGE OF NURSING 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EXEMPT	SCHOLARSHIPS FOR 2012-2013 IN THE SCHOOL OF NURSING, FIRST CONTRIBUTION OF 5 YEAR PLEDGE	50,000
THE UNIVERSITY OF CENTRAL OKLAHOMA FOUNDATION 100 NORTH UNIVERSITY DRIVE EDMOND, OK 73034	NONE	EXEMPT	SCHOLARSHIPS FOR 2012-2013 IN THE SCHOOL OF NURSING	40,000
UNIVERSITY OF TULSA 800 SOUTH TUCKER AVE TULSA, OK 74104	NONE	EXEMPT	ENERGY MANAGEMENT SCHLORSHIPS & GENERAL FUND	47,000
UNIVERSITY OF TULSA 800 SOUTH TUCKER AVE TULSA, OK 73104	NONE	EXEMPT	JUDY ADAIR ENDOWMENT FUND	75,000
OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELDER OKLAHOMA CITY, OK 73106	NONE	EXEMPT	MARTIN FDN ENERGY MANAGEMENT SPEAKERS SERIES FUND	50,000
THE UNIVERSITY OF OKLAHOMA FOUNDATION 307 WEST BROOKS ROOM 207 NORMAN, OK 73109	NONE	EXEMPT	ENEGY MANAGEMENT PRICE SCHOOL OF BUSINESS SCHOLARSHIPS FOR 2012-2013 RECIPIENTS	45,000
Total . . . . ▶ **3a**				327,000

TY 2012 Accounting Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,850	6,850	6,850	

TY 2012 All Other Program Related Investments Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

TY 2012 Investments Corporate Bonds Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100,000 WAL-MART		
50,000 PEPSICO		
38,564.08 PIMCO TOTAL RETURN	411,455	433,460
2,551.22 VANGUARD ADM		
9,742.44 VANGUARD ADMIRAL S/T	106,086	104,634
34746.71 VANGUARD ADN S/T INV	320,602	340,852
6,073.14 TEMPLETON GLOBAL BOND	81,701	81,016
25,000 GENERAL ELECTRIC CAP	25,824	25,007
50,000 MCDONALD'S CORP	53,310	50,314
25,000 BANK OF AMERICA CORP	26,692	25,341
50,000 BB&T	52,328	51,039
25,000 JP MORGAN CHASE	24,998	25,391
100,000 HSBC BANK USA	104,440	104,469
25,000 MERRILL LYNCH & CO	26,737	26,491
25,000 SBC COMMUNICATIONS	28,067	26,855
50,000 WELLS FARGO	53,096	52,719
25,000 GOLDMAN SACHS 5.125	25,482	26,857
25,000 PEPSICO	26,001	26,239
2,000 GOLDMAN SACHS PFD SER A	0	
25,000 ROYAL BANK OF SCOTLAND	25,294	26,546
14,324.66 PIMCO HIGH YIELD	136,593	138,090
13,932.97 VANGUARD TOTAL BOND	153,305	154,517
2,647.93 VANGUARD ADM INFLATIO	58,362	75,572

TY 2012 Investments Corporate Stock Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,220 ABBOTT LABORATORIES	47,144	79,913
750 ACCENTURE PLC	40,681	49,875
1,000 AECOM TECHNOLOGY CORP		
500 AMDOCS LTD		
3,492.77 AMERICAN BEACON SMALL	58,877	74,396
1,300 AMERICA MOVIL SERIES L		
3,358.67 AMERICAN BEACON SMALL		
200 AMPHENOL CORP	7,154	12,940
400 ANALOG DEVICES INC		
650 APACHE	37,017	51,025
130 APPLE INC	74,406	98,452
400 BARD C R INC	27,837	39,096
700 BAXTER INTERNATIONAL	37,528	46,662
330 BG GROUP PLC ADR	28,569	27,571
1,550 CENTURYLINK INC	54,733	60,636
350 CHEVRON CORPORATION	39,747	37,849
400 CHUBB	22,980	30,128
400 COGNIZANT TECHNOLOGY SOLUT	27,103	29,553
2,017.34 COHEN & STEERS REALTY	70,396	84,890
1,000 CONOCOPHILLIPS	41,894	57,990
300 COSTCO WHOLESALE	29,357	29,619
800 COVIDIEN	46,423	46,192
1,200 CVS CAREMARK CORP	34,419	58,020
600 DANAHER CORP	32,595	33,540
1620 DELAWARE EXELIS		
825 DISNEY WALT HOLDING COMPAN	28,036	41,077
4,681.27 DODGE & COX INTL	167,465	162,159
900 EXPRESS SCRIPTS INC	48,969	48,600
900 EXXON MOBIL	40,627	77,895
500 FEE INTL	500	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
225 FRANKLIN RES INC	26,181	28,282
3,300 GENERAL ELECTRIC	87,870	69,267
65 GOOGLE INC	32,802	45,980
5,329.23 HARBOR INTERNATIONAL	257,197	331,051
900 INTEL	17,522	18,558
460 INTERNATIONAL BUSINESS MAC	46,912	88,113
3,000 ITT INDUSTRIES	60,118	70,380
1,175 JOHNSON & JOHNSON		
1,000 KELLOGG CO	44,795	55,850
1,015 L-3 COMMUNICATIONS HLDGS		
350 LABORATORY CORP	29,323	30,317
2,126.63 LAZARD EMERGING MKTS	44,598	41,554
1,000 MATERIALS SELECT SECTOR	36,530	37,540
350 MCDONALDS	30,714	30,873
1400 NIKE INC	34,201	72,240
750 NOBLE ENERGY	33,994	76,305
1,000 NUCOR CORP		
1,300 ONEOK	17,278	55,575
900 PEPSICO	44,614	61,587
450 PPL	12,949	12,883
750 PROCTOR & GAMBLE		
800 QUALCOMM	49,904	49,488
425 SCHLUMBERGER LTD	31,789	29,452
500 SMUCKER J M	27,217	43,120
1,200 TARGET	52,153	71,004
1,000 TEVA PHARMACEUTICAL INDU	41,064	37,340
830 UNITED TECHNOLOGIES	37,764	68,068
978.61 VANGUARD ADMIRAL INT'L	54,065	59,969
700 VANGUARD CONSUMER	44,035	53,109
4510 VANGUARD FINANCIALS ETF	118,721	153,791

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,500 VANGUARD INFO TECHNOLOGY	54,420	103,665
5,445 VANGUARD SIGNAL SMALL	136,855	190,123
4,510 VANGUARD WORLD FINANCIAL		
500 VISA INC	70,014	75,790
500 WAL-MART	34,675	34,115
1,620 XYLEM INC		

TY 2012 Investments Government Obligations Schedule

Name:	KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN KARL & JUNE MARTIN JR FDN C/O JOE WOMACK
EIN:	73-1504147
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 Investments - Other Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS PROPERTIES-NON-PROD	AT COST	524,235	524,235
OIL & GAS PRODUCING		0	671,329

TY 2012 Land, Etc. Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

TY 2012 Other Expenses Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	52	52	52	
ROYALTY EXPENSES		27,499	27,499	
Rent and Royalty Expense	27,499			

TY 2012 Other Income Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LEASE BONUSES	37,524	37,524	37,524
OTHER INCOME-REFUNDS, ETC	720	720	720
Royalty Income	223,776	223,776	223,776

TY 2012 Other Increases Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Description	Amount
% DEPLETION ALLOWED,PART 1,LINE 19	33,566

TY 2012 Other Professional Fees Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE AND CUSTODIAL FEES	33,762	33,762	33,762	

TY 2012 Taxes Schedule

Name: KARL & GEORGIA MARTIN SR ANNA BELLE FLYNN
KARL & JUNE MARTIN JR FDN C/O JOE WOMACK

EIN: 73-1504147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES-DIVIDENDS	1,609	1,609	1,609	
FEDERAL EXCISE TAX	2,188	2,188	2,188	
OKLAHOMA PT-190 BAT TAX	25	25	25	