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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** , **2012**, and ending , **20**

Name of foundation LOBECK TAYLOR FAMILY FOUNDATION		A Employer identification number 73-1519836
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (918) 583-2955
1124 SOUTH LEWIS AVENUE		
City or town, state, and ZIP code TULSA, OK 74104		
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 36,191,254	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	650,854	650,854		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,479,519			
	b Gross sales price for all assets on line 6a	9,642,733			
	7 Capital gain net income (from Part IV, line 7)		2,479,519		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	3,130,373	3,130,373			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	95,000	23,750		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	44,701	44,701		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 2	42,141	6,416		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	28,406	28,006		
	24 Total operating and administrative expenses Add lines 13 through 23	210,248	102,873		
	25 Contributions, gifts, grants paid	1,911,218			1,911,218
26 Total expenses and disbursements Add lines 24 and 25	2,121,466	102,873	0	1,911,218	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,008,907				
b Net investment income (if negative, enter -0-)		3,027,500			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		798,861	337,940	337,940
	3	Accounts receivable ▶ 9,695				
		Less allowance for doubtful accounts ▶		9,695	9,695	9,695
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges ATCH 4			28,725	28,725
	10 a	Investments - U.S. and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) ATCH 5		20,219,044	23,015,435	35,812,533
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 6)			2,361	2,361	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		21,027,600	23,394,156	36,191,254	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)		19,170		
	23	Total liabilities (add lines 17 through 22)		19,170	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .		21,008,430	23,394,156	
	30	Total net assets or fund balances (see instructions)		21,008,430	23,394,156	
31	Total liabilities and net assets/fund balances (see instructions)		21,027,600	23,394,156		

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	21,008,430
2	Enter amount from Part I, line 27a	2	1,008,907
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	1,376,819
4	Add lines 1, 2, and 3	4	23,394,156
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	23,394,156

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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
a					
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	2,479,519	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	585,661	34,442,555	0 017004
2010	195,033	24,558,078	0 007942
2009	342,096	19,989,282	0 017114
2008	2,016,198	18,778,768	0 107366
2007	414,032	5,592,584	0 074032
2 Total of line 1, column (d)			2 0 223458
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 044692
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 35,028,206
5 Multiply line 4 by line 3			5 1,565,481
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 30,275
7 Add lines 5 and 6			7 1,595,756
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,911,218

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	30,275
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			
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	30,275
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	30,275
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 59,000.	7	59,000
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	59,000
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	28,725
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 28,725 Refunded <input type="checkbox"/> <input type="checkbox"/>		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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL 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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		X
4a 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 Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ ELIZABETH FRAME ELLISON Telephone no ▶ 918-583-2955			
Located at ▶ 1124 SOUTH LEWIS AVENUE TULSA, OK ZIP+4 ▶ 74104				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶	15		
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
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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 ▶		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	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?	4b	X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 8		95,000	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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	35,046,585
b	Average of monthly cash balances	1b	515,045
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	35,561,630
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	35,561,630
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	533,424
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,028,206
6	Minimum investment return. Enter 5% of line 5	6	1,751,410

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	1,751,410
2a	Tax on investment income for 2012 from Part VI, line 5	2a	30,275
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	30,275
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,721,135
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,721,135
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	1,721,135

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	1,911,218
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,911,218
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	30,275
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,880,943

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				1,721,135
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			291,397	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,911,218</u>				
a Applied to 2011, but not more than line 2a			291,397	
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				1,619,821
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				101,314
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	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

1 a 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 foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 9

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

N/A

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

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATCH 10				
Total ▶ 3a				1,911,218
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	650,854	
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	2,479,519	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					3,130,373	
13 Total Add line 12, columns (b), (d), and (e)						3,130,373

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

[illegible]

		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)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

ROBERT SOZA

Preparer's signature

Robert Soze

Date _____

5-13-13

Check ☐ if self-employed

PTIN

P00496569

Firm's name	▶ GRANT THORNTON LLP
-------------	----------------------

Firm's address ▶ 2431 E 61ST STREET, STE 500
TULSA, OK

Firm's EIN ▶ 36-6055558

74136-1208

Phone no 918-877-0800

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					71,183	
100,380		SEE STATEMENT D-1 100,000					03/30/2012 380	07/10/2012
5,299,643		SEE STATEMENT D-1 5,310,788					VARIOUS -11,145	VARIOUS
1,996,888		SEE STATEMENT D-1 1,700,454					VARIOUS 296,434	VARIOUS
2,174,639		SEE STATEMENT D-2 51,972					8/20/2004 2,122,667	VARIOUS
TOTAL GAIN (LOSS)							<u>2,479,519</u>	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

LOBECK TAYLOR FAMILY FOUNDATION

Employer identification number

73-1519836

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-10,765
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	-10,765

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	2,419,101
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	71,183
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	2,490,284

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		-10,765
14	Net long-term gain or (loss):			
a	Total for year	14a		2,490,284
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		2,479,519

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller of**. **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24.	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

LOBECK TAYLOR FAMILY FOUNDATION

73-1519836

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-10,765
--	---------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2012

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	2,419,101
--	-----------



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

LOBECK TAYLOR FOUNDATION

Account Number: A 47642-00-3

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol CUSIP	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812CC0803	03/30/12 07/10/12	12,674 271	100,380 23	100,000 00		380.23
Total Short-Term Covered				100,380.23	100,000.00		380.23



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

LOBECK TAYLOR FOUNDATION

Account Number A 47642-00-3

STATEMENT D-1

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		Various 07/10/12	182,128 160	1,442,455.02	1,400,000 00		42,455 02
JPM INTL CURRENCY INCOME FD	JCIS 4812A3296		Various 06/07/12	51,020 408	550,000.00	588,996.41		-38,996 41
JPM INTL CURRENCY INCOME FD	JCIS 4812A3296		Various 09/07/12	63,481 904	707,188 41	711,003 59		-3,815 18
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		Various 06/07/12	132,058 288	1,450,000 00	1,456,602 92		-6,602.92
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		09/20/11 07/10/12	104,640 582	1,150,000 00	1,154,185 62		-4,185 62
Total Short-Term Non Covered					5,299,643.43	5,310,788.54		-11,145.11



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

LOBECK TAYLOR FOUNDATION
Account Number A 47642-00-3

STATEMENT D-1

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HSBC CONT BUFF EQ SPX 09/19/12			09/02/11	500,000.000	600,000.00	500,000.00		100,000.00
80% CONTIN BARRIER- 10%CPN 20% CAP	4042K1MY6		09/19/12					
INITIAL LEVEL-09/02/11 SPX-1173 97								
JPM BREN EAFE 10/11/12			09/23/11	450,000.000	546,888.60	450,000.00		96,888.60
10%BUFFER-2 XLEV- 11 29%CAP 22 58%MAXRTRN	48125X3N4		10/11/12					
INITIAL LEVEL-09/23/11 SX5E 2026 03 UKX 5066 81 TPX 728.85								
JPM CONT BUFF EQ SPX 10/11/12			09/23/11	500,000.000	600,000.00	500,000.00		100,000.00
20% CONTIN BARRIER- 11 3%CPN 20% CAP	48125X3K0		10/11/12					
INITIAL LEVEL-09/23/11 SPX 1,136.43								
JPM SHORT DURATION BOND FD - R6 FUND 3944	JSDU 4812C0167		09/20/11 10/31/12	22,706.630	250,000.00	250,454.13		-454.13
Total Long-Term Non Covered					1,996,888.60	1,700,454.13		296,434.47



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

LOBECK TAYLOR FOUNDATION

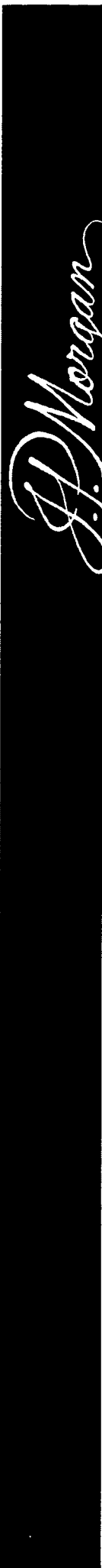
Account Number Q 37540-00-4

STATEMENT D-2

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
AUTONATION INC	AN 05329W102		08/20/04 08/20/12	49,545 000	1,968,418.36	47,067.75		1,921,350.61
AUTONATION INC	AN 05329W102		08/20/04 08/21/12	5,162.000	206,220 37	4,903.90		201,316 47
Total Long-Term Non Covered					2,174,638.73	51,971.65		2,122,667.08



LOBECK TAYLOR FOUNDATION
Account Number A 47642-00-3

DIVIDEND SCHEDULE

Total Gain Distribution

Note L = Long Term Capital Gain U = Unrecaptured Section 1250 Gain
B = Collectibles 28% Gain C = Correction

Date	Ex-Date	Units	CUSIP	Amount
JPM US EQUITY FD - INSTL			4812A1142	
12/14/2012	12/13/2012	136,004.571		24,161.21 L
Total Long Term Capital Gain Distributions				24,161.21
JPM SHORT DURATION BOND FD - R6			4812C0167	
12/14/2012	12/13/2012	94,365.539		190.62 L
Total Long Term Capital Gain Distributions				190.62
JPM TR I INFL MANAGED BD - SEL			48121A563	
12/17/2012	12/13/2012	84,644.316		1,395.78 L
Total Long Term Capital Gain Distributions				1,395.78
MATTHEWS PACIFIC TIGER INSTL FUND			577130834	
12/13/2012	12/13/2012	34,313.725		702.40 L
Total Long Term Capital Gain Distributions				702.40
PIMCO SHORT-TERM FUND			693390601	
12/12/2012	12/12/2012	193,602.381		407.64 L
Total Long Term Capital Gain Distributions				407.64
PIMCO TOTAL RETURN FUND			693390700	
12/14/2012	12/12/2012	136,207.529		15,122.96 L
Total Long Term Capital Gain Distributions				15,122.96



LOBECK TAYLOR FOUNDATION
Account Number: A 47642-00-3

STATEMENT D-3

DIVIDEND SCHEDULE

Total Gain Distribution

Note. L = Long Term Capital Gain U = Unrecaptured Section 1250 Gain
 B = Collectibles 28% Gain C = Correction

Date	Ex-Date	Units	CUSIP	Amount
PARNASSUS FD			701769408	
11/16/2012	12/27/2012	45,437.334		20,106.02 L
Total Long Term Capital Gain Distributions				20,106.02
TEMPLETON GLOBAL BD FD-AD			880208400	
12/18/2012	12/17/2012	55,279.826		9,096.61 L
Total Long Term Capital Gain Distributions				9,096.61
Total Capital Gain Distributions				71,183.24

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JP MORGAN - DIVIDENDS	650,749.	650,749
JP MORGAN - INTEREST	105	105
TOTAL	<u>650,854</u>	<u>650,854</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PAYROLL TAXES	7,267.	1,817.
FOREIGN TAXES	4,599.	4,599
FEDERAL INCOME TAXES	30,275.	
TOTALS	<u>42,141</u>	<u>6,416</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TELEPHONE	1,757.	1,757
INVESTMENT MANAGEMENT FEES	26,249	26,249.
DUES & SUBSCRIPTIONS	400.	
TOTALS	<u>28,406.</u>	<u>28,006.</u>

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID TAX	28,725	28,725.
TOTALS	<u>28,725</u>	<u>28,725.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK	23,015,435	35,812,533.
TOTALS	<u>23,015,435.</u>	<u>35,812,533.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED DIVIDENDS	2,361	2,361.
TOTALS	2,361	2,361.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

CONTRIBUTION OF STOCK RECEIVED

1,376,819.

TOTAL

1,376,819.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
WILLIAM E LOBECK JR 1124 SOUTH LEWIS AVENUE TULSA, OK 74104	DIRECTOR	0
KATHY TAYLOR LOBECK 1124 SOUTH LEWIS AVENUE TULSA, OK 74104	DIRECTOR	0
ELIZABETH FRAME ELLISON 1124 SOUTH LEWIS AVENUE TULSA, OK 74104	EXECUTIVE DIRECTOR	95,000
MARGARET LOBECK PELLEGRINI 1124 SOUTH LEWIS AVENUE TULSA, OK 74104	DIRECTOR	0
GRAND TOTALS		95,000

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WILLIAM E. LOBECK, JR.
KATHY TAYLOR LOBECK

FORM 990PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA HERITAGE ASSOCIATION OKLAHOMA CITY OKLAHOMA CITY, OK 73105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	9,780
THE UNIVERSITY OF TULSA TULSA, OK TULSA, OK 74105	N/A EDUCATIONAL	VARIOUS EDUCATIONAL FUNDS	6,500
PHILBROOK MUSEUM OF ART TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,020,820
TULSA HISTORICAL SOCIETY TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
AMERICAN RED CROSS 10151 E 11TH STREET TULSA, OK 74128	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,050
AMERICAN THEATER CO TULSA, OK TULSA, OK 74103	N/A PUBLIC CHARITY	GENERAL OPERATIONS	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA ZOO FRIENDS TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	183,630
BOSTON COLLEGE CHESTNUT HILL, MA CHESTNUT HILL, MA 02467	N/A PUBLIC CHARITY	GENERAL OPERATIONS	10,000
AUBREY BROOKS BENEFIT FUND TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	2,500
CHILD ABUSE NETWORK TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	3,115
MONTI CASSINO SCHOOL TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	152,500
TULSA ROUTE 66 MARATHON TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA TOUCH TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	10,000
CHRISTMAS FOR KIDS TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	500
TULSA GIRLS ART SCHOOL PROJECT, INC TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	700
TULSA COMMUNITY FOUNDATION TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	250
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,500
TULSA AREA UNITED WAY TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	24,986

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR TULSA SCHOOLS TULSA, OK TULSA, OK 74105	N/A EDUCATIONAL	GENERAL OPERATIONS	1,000
GREYSTONE FOUNDATION TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	300
INNOCENCE PROJECT TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATION	500
IRON GATE TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	200
THE JANADA L BATCHELOR FOUNDATION FOR CHILDREN TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	250
GLOBAL GARDENS TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA CONFERENCE FOR COMMUNITY & JUSTICE TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	5,000
LEGAL AID SERVICES OF OKLAHOMA TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	545
MENTAL HEALTH ASSOCIATION OF TULSA TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	3,000
NEEDEST FAMILIES FUND TULSA, OK TULSA, OK 74137	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
NFTB YOUNG ENTREPRENEUR FOUNDATION TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	5,000
OAKHURST VOLUNTEER FIRE DEPARTMENT TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	332

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA FOUNDATION FOR EXCELLENCE TULSA, OK TULSA, OK 74105	N/A EDUCATIONAL	GENERAL OPERATIONS	6,400
OKLAHOMANS FOR EQUALITY 621 E 4TH STREET TULSA, OK 74120	N/A PUBLIC CHARITY	GENERAL OPERATIONS	1,000
OSTEOPATHIC FOUNDERS FOUNDATION 8801 S YALE AVE #400 TULSA, OK 74127	N/A PUBLIC CHARITY	GENERAL OPERATIONS	2,120
PLANNED PARENTHOOD OF THE HEARTLAND 5780 S PEORIA AVE TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	20,000
SALVATION ARMY TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	10,000
S L E LUPUS FOUNDATION TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONF'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEAM FOR KIDS - NYC MARATHON TULSA, OK TULSA, OK 74105	N/A PUBLIC CHARITY	GENERAL OPERATIONS	5,050
THE LAND PRESS FOUNDATION TULSA, OK TULSA, OK 74105	N/A PRIVATE CHARITY	GENERAL OPERATIONS	2,000
TULSA C A R E S 3507 E ADMIRAL PL TULSA, OK 74115	N/A PUBLIC CHARITY	GENERAL OPERATIONS	4,200
TCC FOUNDATION - STARTUP CUP 6111 EAST SRELLY DRIVE TULSA, OK 74135	N/A PRIVATE CHARITY	GENERAL OPERATIONS	47,500
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE TULSA, OK 74136	N/A PRIVATE CHARITY	GENERAL OPERATIONS	315,990
TULSA PUBLIC SCHOOLS TULSA, OK TULSA, OK 74105	N/A EDUCATIONAL	GENERAL OPERATIONS	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNITED STATES HOLOCAUST MEMORIAL MUSEUM

N/A

GENERAL OPERATIONS

5,000

TULSA, OK

PUBLIC CHARITY

TULSA, OK 74105

TOTAL CONTRIBUTIONS PAID

1,911,218