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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation

LESLIE POWELL TRUST

Number and street (or P.O. box number if mail is not delivered to street address)

C/O LISA SUMMERS, CPA-1525 MAGNOLIA

City or town

NORMAN

State

OK

ZIP code

73072

G Check all that apply.

Initial return

Final return

Address change

Initial Return of a former public charity

Amended return

Name change

A Employer identification number

73-6206326

B Telephone number (see the instructions)

(405) 321-2152C If exemption application is pending, check here ▶ D 1 Foreign organizations, check here ▶ 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

J Accounting method: Cash Accrual Other (specify)**\$ 1,410,789.**

(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)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)			
	2 Ck ▶ <input checked="" type="checkbox"/> If the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	15.	15.	15.
	4 Dividends and interest from securities	59,374.	59,374.	59,374.
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain/(loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)		28,670.	
	8 Net short-term capital gain			1,664.
	9 Income modifications			
	10a Gross sales less returns and allowances			
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	b Less Cost of goods sold			
	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule)			
	See Line 11 Stmt	-7,358.	-7,315.	-7,315.
	12 Total. Add lines 1 through 11	52,031.	80,744.	53,738.
	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach sch)	2,832.	2,832.	2,832.
	c Other prof fees (attach sch)			
	17 Interest			
	18 Taxes (attach schedule see instrs) See Line 18 Stmt	1,471.	1,471.	659.
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	See Line 23 Stmt	1,013.	13,363.	1,197.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,316.	17,666.	4,688.
	25 Contributions, gifts, grants paid	78,000.		78,000.
	26 Total expenses and disbursements. Add lines 24 and 25.	83,316.	17,666.	4,688.
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	-31,285.		
	b Net investment income (if negative, enter -0-)		63,078.	
	c Adjusted net income (if negative, enter -0-)			49,050.

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		13,403.	2,638.	2,638.
	2 Savings and temporary cash investments		36,883.	27,754.	27,754.
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach sch)				
	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)				
	b Investments – corporate stock (attach schedule)		1,115,822.	1,120,678.	1,166,812.
	c Investments – corporate bonds (attach schedule)		214,394.	214,394.	211,782.
LIABILITIES	11 Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)		0.		
	14 Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
	15 Other assets (describe)		1,803.	1,803.	1,803.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		1,382,305.	1,367,267.	1,410,789.
	17 Accounts payable and accrued expenses		117.	0.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)		117.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
NET FUNDS	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				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		1,382,188.	1,367,267.	
	30 Total net assets or fund balances (see instructions)		1,382,188.	1,367,267.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,382,305.	1,367,267.	

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	1,382,188.
2 Enter amount from Part I, line 27a	2	-31,285.
3 Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	28,713.
4 Add lines 1, 2, and 3	4	1,379,616.
5 Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	12,349.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,367,267.

Part V Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE LIST ATTACHED	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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
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	28,670.	
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	1,664.	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	66,000.	1,296,935.	0.050889
2010	78,807.	1,304,017.	0.060434
2009	71,482.	1,183,883.	0.060379
2008	71,429.	1,391,201.	0.051343
2007	86,001.	1,775,166.	0.048447

2 Total of line 1, column (d)	2	0.271492
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	0.054298
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,370,091.
5 Multiply line 4 by line 3	5	74,393.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	631.
7 Add lines 5 and 6	7	75,024.
8 Enter qualifying distributions from Part XII, line 4	8	78,000.

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 instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: <input type="checkbox"/> (attach copy of letter if necessary – see instrs)	1	631.
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	2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	3	631.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3 Add lines 1 and 2	5	631.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments.		
a 2012 estimated tax pmnts and 2011 overpayment credited to 2012	6 a	812.
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	812.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	181.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for 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

c Did the foundation file Form 1120-POL for this year?

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see instructions)

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

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

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

	Yes	No
1 a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1 b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1 c	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4 a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4 b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8 b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Part VII-A: Statements Regarding Activities (continued)

11		<input checked="" type="checkbox"/>
12		<input checked="" type="checkbox"/>
13		<input checked="" type="checkbox"/>
Website address	► <u>N/A</u>	
14	Telephone no.	► (405) 321-2152
Located at	<u>1525 MAGNOLIA</u>	<u>NORMAN</u> <u>OK</u> ZIP + 4 ► <u>73072</u>
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 ► <u>15</u>	
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 ►		

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.		
1 a	During the year did the foundation (either directly or indirectly).	
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<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)?	
1 b	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? ► <input type="checkbox"/>	
1 c	<input checked="" type="checkbox"/>	
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	
b	If 'Yes,' list the years ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>	
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.)	
2 b	<input type="checkbox"/>	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20 ___, 20 ___, 20 ___, 20 ___</u>	
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	
3 b	<input type="checkbox"/>	
4 a	<input type="checkbox"/>	
b	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
4 b	<input checked="" type="checkbox"/>	

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.

1	NONE	
2		0.
3		
4		

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	NONE	0.
2		

All other program-related investments See instructions.

3 _____

Total. Add lines 1 through 3

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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	1,358,636.
b Average of monthly cash balances	1b	32,319.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,390,955.
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	1,390,955.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	20,864.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,370,091.
6 Minimum investment return. Enter 5% of line 5	6	68,505.

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	68,505.
2a Tax on investment income for 2012 from Part VI, line 5	2a	631.
b Income tax for 2012. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	631.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	67,874.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	67,874.
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	67,874.

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	78,000.
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	
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	78,000.
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	631.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	77,369.

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				67,874.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				24,728.
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 78,000.				
a Applied to 2011, but not more than line 2a			24,728.	
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				53,272.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 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				14,602.
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)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

BAA

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

N/A

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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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)(ii)				
(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))

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:

N/A

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

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
LESLIE POWELL FOUNDATION 716 "D" AVENUE LAWTON	OK 73501	PRIVATE OPERATING FOUNDATION	REQUIRED BY THE GOVERNING INSTRUMENT	78,000.
Total			► 3a	78,000.
<i>b Approved for future payment</i>				
LESLIE POWELL FOUNDATION 706 "D" AVENUE LAWTON	OK 73501	NONE	PRIVATE OPERATING FOUNDATION	AS REQUIRED BY GOVERNING INSTRUMENT ALL DISTRIBUTABLE 2012 INCOME WILL BE DISTRIBUTED
Total			► 3b	78,000.

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) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	15.	
4 Dividends and interest from securities			14	59,374.	
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			14	-7,358.	
8 Gain or (loss) from sales of assets other than inventory					
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)				52,031.	
13 Total. Add line 12, columns (b), (d), and (e)				13	52,031.
(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)
N/A	

Part XVIII 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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	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

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Paid Preparer Use Only	Print/Type preparer's name Lisa D. Summers, CPA	Preparer's signature <i>Lisa D. Summers CPA</i>	Date 05/11/13	Check <input checked="" type="checkbox"/> if self employed	PTIN P01393192
	Firm's name ► Lisa D. Summers CPA	Firm's EIN ► 73-1453467			
	Firm's address ► 1525 Magnolia St.	Phone no (405) 321-2152			
	Norman	OK 73072			

BAA

Form 990-PF (2012)

LESLIE POWELL TRUST
FORM 990-PF 2012- FED ID #73-6206326

ATTACHMENT 2

GROSS PROCEEDS FROM DISPOSITIONS OF SECURITIES #9695
CAPITAL GAINS AND LOSSES FROM DISPOSITIONS

FOR THE YEAR ENDING 12-31-12

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN/(LOSS)	ST/LT	DISALLOWED AMOUNT
TELEFONOS DE MEXICO	PURCHASED	07/16/01	03/26/12	\$ 1,127.53	\$ 678.14	\$ 449.39	LT	
AMAZON	PURCHASED	VAR 08 &10	06/29/12	\$ 11,508.20	\$ 2,860.97	\$ 8,647.23	LT	
CANNON	PURCHASED	VAR 2009	06/29/12	\$ 2,879.19	\$ 2,038.59	\$ 840.60	LT	
CENTRAIS ELETR BRAS	PURCHASED	06/29/98	06/29/12	\$ 527.19	\$ 1,461.21	\$ (934.02)	LT	
CENTRAIS ELECTR BRAS	PURCHASED	06/29/98	06/29/12	\$ 644.13	\$ 1,826.52	\$ (1,182.39)	LT	
DISNEY WALT CO	PURCHASED	VAR 08 & 10	06/29/12	\$ 757.90	\$ 556.31	\$ 201.59	LT	
DISNEY WALT CO	PURCHASED	VAR 08 & 10	06/29/12	\$ 14,196.58	\$ 8,542.11	\$ 5,654.47	LT	
GOOGLE	PURCHASED	VAR 07 - 10	06/29/12	\$ 7,320.47	\$ 8,760.30	\$ (1,439.83)	LT	
INTUITIVE SURGICAL INC	PURCHASED	VAR 09-10	06/29/12	\$ 14,677.67	\$ 8,204.47	\$ 6,473.20	LT	
MITSUBISHI	PURCHASED	VAR 2007	06/29/12	\$ 877.28	\$ 2,279.01	\$ (1,401.73)	LT	
MITSUBISHI	PURCHASED	VAR 2007	06/29/12	\$ 914.54	\$ 1,921.87	\$ (1,007.33)	LT	
NOKIA OYJ	PURCHASED	VAR 08-09	06/29/12	\$ 401.47	\$ 2,840.36	\$ (2,438.89)	LT	
PORTUGAL TELECOM SGPS SA	PURCHASED	VAR 02-04	06/29/12	\$ 935.15	\$ 2,599.38	\$ (1,664.23)	LT	
PRICELINE COM	PURCHASED	VAR 09-10	06/29/12	\$ 13,792.61	\$ 4,787.21	\$ 9,005.40	LT	
SCHLUMBERGER LIMITED COM	PURCHASED	05/06/09	06/29/12	\$ 3,691.27	\$ 3,385.34	\$ 305.93	LT	
SEVEN & I HOLDINGS	PURCHASED	VAR 10-11	06/29/12	\$ 3,425.56	\$ 2,933.79	\$ 491.77	LT	
TELEFONICA SA ADR EA	PURCHASED	VAR 99-01	06/29/12	\$ 382.64	\$ 482.87	\$ (100.23)	LT	
UNION PACIFIC	PURCHASED	VAR 08-10	06/29/12	\$ 12,342.95	\$ 7,121.35	\$ 5,221.60	LT	
WELLS FARGO & CO	PURCHASED	VAR 08-10	06/29/12	\$ 291.86	\$ 1,172.92	\$ (881.06)	LT	
WELLS FARGO & CO	PURCHASED	VAR 08-10	06/29/12	\$ 19,436.56	\$ 18,671.51	\$ 765.05	LT	
TOTAL LONG TERM				\$ 110,130.75	\$ 83,124.23	\$ 27,006.52		
OI SA SPON ADR ORD SH	PURCHASED	04/12/12	06/29/12	\$ 64.72	\$ -	\$ 64.72	ST	
IUSA SOIB ADR OFD SG	PURCHASED	04/12/12	06/29/12	\$ 702.58	\$ -	\$ 702.58	ST	
PHILLIPS 6	PURCHASED	03/15/12	06/29/12	\$ 896.37	\$ -	\$ 896.37	ST	
TOTAL SHORT TERM				\$ 1,663.67	\$ -	\$ 1,663.67		
TOTAL CAPITAL GAINS				\$ 111,794.42	\$ 83,124.23	\$ 28,670.19		

LESLIE POWELL TRUST
 BOOK VALUE OF INVESTMENTS
 1ST GLOBAL CAPITAL CORP.
 ATTACHMENT 1 FORM 990-PF
 73-6206326

DESCRIPTION	BOOK VALUE	MARKET VALUE
	12/31/2012	12/31/2012
<u>ACCRUED INTEREST</u>	\$ 1,803.46	\$ 1,803.46

EQUITIES

ABBOTT LABORATORIES	\$ 13,837.72	\$ 17,095.50
ALTERIA GROUP INC	\$ 18,866.86	\$ 23,580.00
AMAZON.COM	\$ -	
APACHE CORP	\$ -	
APPLE INC	\$ 4,443.34	\$ 19,690.40
ARM HOLDINGS	\$ -	
ASTRAZENECA	\$ 3,458.31	\$ 3,308.90
AT&T	\$ 2,896.17	\$ 3,944.07
BANK NEW YORK MELLON CORP	\$ 5,277.42	\$ 2,955.50
BANK OF AMERICA CORP	\$ -	
BOARDWALK PIPELINE PTNRS	\$ 26,338.63	\$ 24,900.00
BOSTON SCIENTIFIC CORP	\$ -	
CAMERON INTL CORP	\$ -	
CANON INC	\$ -	
CARREFOUR SA	\$ 3,956.93	\$ 2,334.15
CENTRAIS ELETRO BRAS	\$ -	
CHEVRON CORP NEW	\$ 2,615.77	\$ 3,784.90
CHUBB CORP	\$ 4,903.70	\$ 7,607.32
CITI GROUP	\$ -	
COHEN & STEERS QUAL INC	\$ 27,082.87	\$ 30,480.00
COMCAST CORP NEW	\$ 4,646.63	\$ 6,986.32
CONOCOPHILLIPS	\$ 2,906.78	\$ 3,247.44
CORE LABORATORIES NV	\$ -	
COVIDIEN PLC	\$ -	
CUSHING MLP TOTAL RETURN FD	\$ -	
CVR PARTNERS LP COM	\$ 17,146.71	\$ 25,240.00
CVS CAREMARK CORP	\$ -	
DCP MIDSTREAM PARTNERS LP	\$ 17,095.11	\$ 20,875.00
DEERE & COMPANY	\$ 6,597.85	\$ 7,086.44
DELL INC	\$ -	
DENTSPLY INTL INC	\$ -	

DEUTSCHE TELEKOM AG	\$	5,831.79	\$	3,569.58
DISNEY WALT CO	\$	-		
EMERSON ELECTRIC	\$	5,302.53	\$	8,102.88
ENI ADR EACH REP 2	\$	4,649.68	\$	4,914.00
ERICSSON	\$	2,162.54	\$	2,070.50
EXPEDITORS INTL WASH INC	\$	7,489.72	\$	6,802.60
EXXON MOBIL CORP	\$	5,501.12	\$	5,279.55
FEDEX CORP	\$	-		
FRANCE TELECOM ADR EACH	\$	4,434.02	\$	2,342.60
FUJI FILM HOLDING CORP	\$	-		
GENERAL ELECTRIC	\$	12,629.46	\$	16,687.05
GENERAL MILLS INC	\$	-		
GLAXOSMITHKLINE	\$	5,322.61	\$	4,999.05
GOLDMAN SACHS GROUP	\$	-		
GOOGLE INCL	\$	-		
HEWITT-PACKARD CO	\$	-		
HONDA MOTOR CO	\$	-		
ILLINOIS TOOL WORKS	\$	4,444.43	\$	5,047.23
ILLUMINA INC.	\$	4,411.64	\$	4,891.92
INERGY LP	\$	34,401.90	\$	23,647.00
INTEL CORP	\$	2,685.21	\$	3,505.40
INTL BUSINESS MACH	\$	-		
INTUITIVE SURGICAL INC.	\$	-		
I SHARES TR MSCI EAFE INDEX FD	\$	82,738.16	\$	79,604.00
ISHARES TR MSCI EMERGING MKTS	\$	24,390.30	\$	22,618.50
JOHNSON & JOHNSON	\$	14,764.14	\$	16,333.30
JOHNSON CTLS INC	\$	9,230.73	\$	8,158.22
JP MORGAN CHASE & CO	\$	5,642.47	\$	6,111.69
KONINKLUKE AHOOLD NVE NEW ADR	\$	1,802.23	\$	3,527.57
KRAFT FOODS INC CL A	\$	1,687.85	\$	2,500.85
KROGER CO	\$	-		
LILLY ELI & CO	\$	1,206.40	\$	1,726.20
LOWES COMPANIES	\$	2,654.60	\$	4,440.00
LVMH MOET-HENNESSY LOUIS VUTTO	\$	-		
MARKS & SPENCER GROUP SPON ADR	\$	3,304.99	\$	3,169.40
MASCO CORP	\$	2,489.23	\$	2,582.30
MCDONALDS CORP	\$	2,393.43	\$	5,027.97
MERCK & CO INC NEW COM	\$	1,616.31	\$	2,579.22
METLIFE INC COM	\$	7,084.71	\$	4,051.62
MICROSOFT CORP	\$	10,537.25	\$	11,992.79
MITSUBISHI UF J FINANCIAL GROUP	\$	-		
MIZUHO FINANCIAL GROUP ADR	\$	4,872.16	\$	1,518.90
MONDELEZ INTL	\$	3,141.31	\$	4,225.20
MS&AD INS GP HLDGS ADR	\$	4,164.89	\$	2,070.60
MYLAN INC	\$	-		
NATIONAL GRID NEW ADR EACH REPR	\$	33,523.42	\$	40,208.00
NIPPON TEL & TEL CORP SPONS	\$	5,102.61	\$	4,731.75

NOKIA OYJ ADR EACH REPR 1 ORD	\$	-	
OI SA ORD SHARES	\$	-	
OISA 3 PREF SH	\$	-	
PAYCHEX	\$	10,091.75	\$ 10,574.00
PEPSICO INC	\$	4,261.26	\$ 4,174.23
PFIZER INC.	\$	11,260.60	\$ 13,016.00
PG & E CORP	\$	5,717.86	\$ 5,424.30
PIMCO CORPORATE OPPORTUNITY FU	\$	29,214.25	\$ 29,115.00
PNC FINL SVCS GROUP	\$	6,492.97	\$ 5,481.14
PORTUGAL TELECOM SPGS SA SPON	\$	-	
PRICELINE COM INC COM	\$	-	
PROCTER & GAMBLE CO	\$	14,801.79	\$ 15,411.03
QUALCOMM INC.	\$	4,853.61	\$ 7,608.78
SAFEWAY INC COM NE FML SAFEWAY	\$	3,910.02	\$ 3,075.30
SAINSBURY (J) ADR EA REP	\$	2,368.57	\$ 2,243.80
SANOFI SPONSORED ADR	\$	5,153.24	\$ 5,685.60
SCHLUMBERGER LIMITED COM STK	\$	-	
SCHWAB CHARLES CORP NEW	\$	12,576.81	\$ 9,262.20
SEVEN & I HOLDING CO LTD	\$	-	
SMUCKER JM CO NEW	\$	4,383.24	\$ 6,209.28
SONY CORP ADR-EACH CNV INTO	\$	-	
SOUTHWEST CAP TR II GTD TR PFD	\$	13,712.20	\$ 12,755.00
SPDR SER TR BARKLAYS CAP HIGH	\$	58,282.99	\$ 61,065.00
STMICROELECTRONICS NY SHS-EACH	\$	3,699.69	\$ 1,665.20
SUMITOMO MITSUI FINANCIAL GROU	\$	4,303.59	\$ 2,106.58
SUNCOR ENERGY COM NPV NEW ISIN	\$	-	
SUNTRUST BANKS INC	\$	-	
SUPERVALU INC	\$	2,154.96	\$ 177.84
SUBURBAN PROPANE PTNRS	\$	9,139.24	\$ 5,440.40
SYSCO CORP	\$	32,988.18	\$ 36,092.40
T ROWE PRICE GROUP	\$	6,866.58	\$ 9,181.50
TAKEDA PHARMACEUTICAL CO LTD	\$	2,067.46	\$ 1,894.82
TARGET CORP	\$	5,444.34	\$ 5,739.49
TE CONNECTIVITY LTD COM	\$	733.28	\$ 3,155.20
TELE NORTE (MGR 4/2012 TO OI SA PI	\$	-	
TELECOM ITALIA SPA SPONS ADR	\$	9,230.96	\$ 3,212.75
TELEFONICA SA ADR EACH REPR	\$	-	
TELEFONOS DE MEXICO SAB DE CV	\$	-	
TEVA PHARMACEUTICAL INDUSTRIES	\$	4,093.49	\$ 2,725.82
THERMO FISHER SCIENTIFIC INC	\$	-	
TOKIO MARINE HOLDINGS INC ADR	\$	1,692.44	\$ 2,631.50
TOTAL ADR EACH REP	\$	4,617.15	\$ 4,420.85
TOYOTA MOTOR CORP ADR	\$	3,913.17	\$ 4,662.50
US CONCRETE INC	\$	19,702.97	\$ 7,918.75
UNILEVER NV EURO 16	\$	2,914.48	\$ 4,787.50
UNION PACIFIC CORP	\$	-	
UNITED TECHNOLOGIES CORP	\$	5,778.93	\$ 6,888.84

VALE S.A. SPONS ADR REPR	\$ 6,957.25	\$ 5,051.36
VISA INC COM	\$ -	
WELLS FARGO & CO NEW	\$ -	
WESTERN DIGITAL CORP	\$ 2,458.06	\$ 3,824.10
WILLIAMS PARTNERS LP COM	\$ 7,650.59	\$ 9,732.00
XEROX	\$ 2,265.72	\$ 1,636.80
	\$ -	
SUBTOTAL EQUITIES	\$ 809,438.33	\$ 836,200.24
	\$ -	
	\$ -	
FIXED INCOME	\$ -	
	\$ -	
AMERENERGY GENERATING CO	\$ 42,445.01	\$ 29,000.00
GENWORTH FINANCIAL INC	\$ 50,159.10	\$ 53,582.50
GENERAL MOTORS ACCEPTANCE CORI	\$ 49,172.95	\$ 49,559.00
HANESBRANDS INC. SR 6.375%	\$ 51,389.76	\$ 55,000.00
LLOYDS TSB BANK PLC NOTE	\$ 21,227.37	\$ 24,640.80
	\$ -	
SUBTOTAL FIXED INCOME	\$ 214,394.19	\$ 211,782.30
	\$ -	
MUTUAL FUNDS	\$ -	
	\$ -	
BERWYN FD INC DISCRETION	\$ 20,015.00	\$ 21,976.67
BROWN CAPITAL MGT SMALL CO	\$ 20,015.00	\$ 21,806.01
COLUMBIA ACORN INTL	\$ 28,000.00	\$ 33,801.96
HARBOR INTERNATIONAL INSTL FD	\$ 7,015.00	\$ 8,167.54
ING REAL ESTATE FUND	\$ 33,045.00	\$ 36,899.30
OPPENHEIMER DEV MARKETS FD	\$ 30,030.00	\$ 34,397.80
PIMCO COMMODITY REAL RETURN	\$ 36,045.00	\$ 30,831.12
PIMCO EMERGING MKTS BOND	\$ 45,030.00	\$ 49,877.01
PIMCO LOW DURATION INSTITUTION/	\$ -	
TEMPLETON GLOBAL BOND ADVISOR	\$ 62,030.00	\$ 60,867.67
VANGUARD EQUITY INC INVESTOR	\$ 30,015.00	\$ 31,986.75
	\$ -	
SUBTOTAL MUTUAL FUNDS	\$ 311,240.00	\$ 330,611.83
	\$ -	
	\$ -	
TOTAL BOOK VALUE OF INVESTMENTS	\$ 1,336,875.98	\$ 1,380,397.83

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
SALE OF FRAC SH		43.	43.
Total	<u>-7,358.</u>	<u>-7,315.</u>	<u>-7,315.</u>

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FED EXCISE TAX	812.	812.		
FOREIGN TAX PAID	659.	659.	659.	
Total	<u>1,471.</u>	<u>1,471.</u>	<u>659.</u>	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BROKER CHARGES		12,350.	184.	
INSURANCE	1,013.	1,013.	1,013.	
MISC	0.			
ADJUSTMENT DUE TO ROUNDING				
Total	<u>1,013.</u>	<u>13,363.</u>	<u>1,197.</u>	

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

CAPITAL GAINS NOT INCL IN COL A	28,670.
SALE OF FRAC SHARES	43.
Total	<u>28,713.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

CAPITAL LOSS NOT INCLUDED COL A	0.
BROKER CHARGES	12,350.
ADJUSTMENT FOR ROUNDING	-1.
Total	<u>12,349.</u>

Supporting Statement of:**Form 990-PF, p12/Line 4 Column (d)**

Description	Amount
INTEREST-BROKER ACCOUNT	14,909.
DIVIDENDS	41,294.
DIV TYPE CAP GAINS	3,171.
Total	<u>59,374.</u>

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► *All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions LESLIE POWELL TRUST	Employer identification number (EIN) or 73-6206326
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions C/O LISA SUMMERS, CPA-1525 MAGNOLIA,	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NORMAN	
		OK 73072

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

04

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

- The books are in the care of ► **LISA SUMMERS, CPA** -----

Telephone No. ► **(405) 321-2152** FAX No. ► -----

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time

until **Aug 15**, 20**13**, to file the exempt organization return for the organization named above

The extension is for the organization's return for:

► calendar year 20**12** or► tax year beginning _____, 20_____, and ending _____, 20_____2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 631.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ 812.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ 0.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

FIFZ0501 01/21/13

Filed Electronically
5-12-13

Form 8868 (Rev 1-2013)