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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation LOCKHART FOUNDATION		A Employer identification number 26-2134446
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 21708	Room/suite	B Telephone number (see the instructions) (405) 848-8899
City or town, state or province, country, and ZIP or foreign postal code OKLAHOMA CITY OK 73156		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	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, column (c), line 16) \$ 4,449,738.	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 (att sch)				
	2 Check <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities	117,814.	103,718.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	110,780.	110,780.		
	b Gross sales price for all assets on line 6a	657,026.			
	7 Capital gain net income (from Part IV, line 2)		110,780.		
	8 Net short-term capital gain			0.	
	9 Income modifications.				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	230,005.	214,498.	0.		
ADMINISTRATIVE EXPENSES	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). L-16b Stmt.	7,250.	5,625.		1,625.
	c Other prof fees (attach sch). L-16c Stmt.	26,966.	26,966.		
	17 Interest.				
	18 Taxes (attach schedule) (see Instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy.				
	21 Travel, conferences, and meetings				
	22 Printing and publications	344.	172.		172.
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	34,560.	32,763.		1,797.
	25 Contributions, gifts, grants paid	270,960.			270,960.
26 Total expenses and disbursements. Add lines 24 and 25	305,520.	32,763.		272,757.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-75,515.				
b Net investment income (if negative, enter -0-).		181,735.			
c Adjusted net income (if negative, enter -0-).			0.		

PM

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	52,393.	183,079.	183,079.
	2 Savings and temporary cash investments			
	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			
	10 a Investments — U.S. and state government obligations (attach schedule)	700,748.	638,637.	658,677.
	b Investments — corporate stock (attach schedule)	2,443,219.	2,348,655.	3,028,734.
	c Investments — corporate bonds (attach schedule)	578,395.	539,385.	578,879.
	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 L-15 Stmt Attm. 5)	10,885.	369.	369.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	3,785,640.	3,710,125.	4,449,738.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	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)				
F U N D A S S E T A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	3,785,640.	3,710,125.	
	30 Total net assets or fund balances (see instructions)	3,785,640.	3,710,125.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,785,640.	3,710,125.	

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	3,785,640.
2 Enter amount from Part I, line 27a	2	-75,515.
3 Other Increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,710,125.
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	3,710,125.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	860 VANGUARD INDEX FDSREIT ETF	P	08/16/12	01/22/13
b	107 ABBOTT LABSCOM	P	10/08/09	04/10/13
c	500 ABBOTT LABSCOM	D	12/20/05	04/10/13
d	150 ABBVIE INCCOM	D	12/20/05	08/28/13
e	See Columns (a) thru (d) <i>Attm. 2</i>			

(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 58,771.		57,019.	1,752.
b 3,958.		2,581.	1,377.
c 18,495.		9,607.	8,888.
d 6,392.		3,125.	3,267.
e See Columns (e) thru (h) <i>Attm. 2+3</i>		473,915.	95,496.

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			1,752.
b			1,377.
c			8,888.
d			3,267.
e See Columns (i) thru (l) <i>Attm. 3+4</i>			95,496.

2 Capital gain net income or (net capital loss).	2	110,780.
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		1,752.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	360,267.	4,191,107.	0.085960
2011	302,889.	4,403,983.	0.068776
2010	396,387.	4,418,093.	0.089719
2009	28,822.	1,126,011.	0.025597
2008	17,929.	91,069.	0.196873

2 Total of line 1, column (d)	2	0.466925
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	0.093385
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,268,824.
5 Multiply line 4 by line 3	5	398,644.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,817.
7 Add lines 5 and 6	7	400,461.
8 Enter qualifying distributions from Part XII, line 4	8	272,757.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	3,635.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,635.
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	3,635.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,000.	
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	1,000.	
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	2,635.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax	0.	Refunded	11

Part VII-A Statements Regarding Activities

	Yes	No	
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X	
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?		X	
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?		X	
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		X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X	
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?	X		
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.	X		
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)			
OK - Oklahoma			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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 2013 or the taxable year beginning in 2013 (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 ▶ BRIAN HILL, HERITAGE TRUST COMPANY Telephone no. ▶ (405) 848-8899 Located at ▶ P.O. BOX 21708 OKLAHOMA CITY OK ZIP + 4 ▶ 73156			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, 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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)–3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A
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 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __ .		
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 2013 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 2013.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐

5 b N/A

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).

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

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

6 b X

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

7 b N/A

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
BRIAN HILL HERITAGE TRUST CO., P.O. BOX 21708 OKLAHOMA CITY OK 73156	TRUSTEE 2.00	-5.00 hrs. per month	0.	0.

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

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

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

None

Part 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		None

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	
	0.
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 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

BAA

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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	1 a	4,218,526.
b	Average of monthly cash balances	1 b	115,305.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	4,333,831.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,333,831.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	65,007.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,268,824.
6	Minimum investment return. Enter 5% of line 5	6	213,441.

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	213,441.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	3,635.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	3,635.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	209,806.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	209,806.
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	209,806.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	272,757.
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	272,757.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	272,757.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				209,806.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	0.			
b From 2009	0.			
c From 2010	166,418.			
d From 2011	86,078.			
e From 2012	152,690.			
f Total of lines 3a through e	405,186.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 272,757.				
a Applied to 2012, but not more than line 2a				
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 2013 distributable amount				209,806.
e Remaining amount distributed out of corpus	62,951.			
5 Excess distributions carryover applied to 2013 (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	468,137.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	468,137.			
10 Analysis of line 9:				
a Excess from 2009	0.			
b Excess from 2010	166,418.			
c Excess from 2011	86,078.			
d Excess from 2012	152,690.			
e Excess from 2013	62,951.			

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 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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:

HERITAGE TRUST COMPANY ATTN: BRIAN HILL (SEE ATTM. 9)

P.O. BOX 21708

OKLAHOMA CITY OK 73156-1708 (405) 848-8899

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

SEE ATTM. 9

c Any submission deadlines:

SEE ATTM. 9

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

SEE ATTM. 9

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANIMAL RESOURCE CENTER INC 7949 S I-35 SERVICE RD OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	200,000.
THE CENTRAL OKLAHOMA HUMANE SOCIETY 7500 N. WESTERN OKLAHOMA CITY OK 73116	NONE	N/A	GENERAL	30,000.
FREE TO LIVE P.O. BOX 5884 EDMOND OK 73083	NONE	N/A	GENERAL	10,000.
THE BELLA FOUNDATION P.O. BOX 20035 OKLAHOMA CITY OK 73156	NONE	N/A	GENERAL	10,000.
HAPPY PAWS 2282 N. BROADWAY CHECOTAH OK 74426	NONE	N/A	GENERAL	20,000.
OK FOX TERRIER RESCUE 396 MEADOW LANE CHOCTAW OK 73020	NONE	N/A	GENERAL	960.
Total			3 a	270,960.
b Approved for future payment				
N/A				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	117,814.	
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	110,780.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a TAX REFUNDS			1	1,411.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				230,005.	
13 Total. Add line 12, columns (b), (d), and (e)					230,005.

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

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

[illegible]

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

Attm. 1/7
2013

Name LOCKHART FOUNDATION	Employer Identification Number 26-2134446
------------------------------------	---

Asset Information:

Description of Property: 860 VANGUARD INDEX FDSREIT	
Date Acquired: . 08/16/12	How Acquired: . . . Purchased
Date Sold: . . . 01/22/13	Name of Buyer: . . . _____
Sales Price: . . . 58,771.	Cost or other basis (do not reduce by depreciation) . . . 57,019.
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . 1,752. Accumulation Depreciation: . . . _____	
Description of Property: 107 ABBOTT LABSCOM	
Date Acquired: . 10/08/09	How Acquired: . . . Purchased
Date Sold: . . . 04/10/13	Name of Buyer: . . . _____
Sales Price: . . . 3,958.	Cost or other basis (do not reduce by depreciation) . . . 2,581.
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . 1,377. Accumulation Depreciation: . . . _____	
Description of Property: 500 ABBOTT LABSCOM	
Date Acquired: . 12/20/05	How Acquired: . . . Donated
Date Sold: . . . 04/10/13	Name of Buyer: . . . _____
Sales Price: . . . 18,495.	Cost or other basis (do not reduce by depreciation) . . . 9,607.
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . 8,888. Accumulation Depreciation: . . . _____	
Description of Property: 150 ABBVIE INCCOM	
Date Acquired: . 12/20/05	How Acquired: . . . Donated
Date Sold: . . . 08/28/13	Name of Buyer: . . . _____
Sales Price: . . . 6,392.	Cost or other basis (do not reduce by depreciation) . . . 3,125.
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . 3,267. Accumulation Depreciation: . . . _____	
Description of Property: 334 ANALOG DEVICES INCCOM	
Date Acquired: . 10/08/09	How Acquired: . . . Purchased
Date Sold: . . . 03/01/13	Name of Buyer: . . . _____
Sales Price: . . . 15,119.	Cost or other basis (do not reduce by depreciation) . . . 8,824.
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . 6,295. Accumulation Depreciation: . . . _____	
Description of Property: 105 BEAM INCCOM	
Date Acquired: . 10/08/09	How Acquired: . . . Purchased
Date Sold: . . . 11/20/13	Name of Buyer: . . . _____
Sales Price: . . . 7,092.	Cost or other basis (do not reduce by depreciation) . . . 3,468.
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . 3,624. Accumulation Depreciation: . . . _____	
Description of Property: 200 BEAM INCCOM	
Date Acquired: . 02/28/05	How Acquired: . . . Donated
Date Sold: . . . 11/20/13	Name of Buyer: . . . _____
Sales Price: . . . 13,509.	Cost or other basis (do not reduce by depreciation) . . . 11,728.
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . 1,781. Accumulation Depreciation: . . . _____	
Description of Property: See Net Gain or Loss from Sale of Assets	
Date Acquired: . _____	How Acquired: . . . _____
Date Sold: . . . _____	Name of Buyer: . . . _____
Sales Price: . . . _____	Cost or other basis (do not reduce by depreciation) . . . _____
Sales Expense: . . . _____	Valuation Method: _____
Total Gain (Loss): . . . _____ Accumulation Depreciation: . . . _____	

Form 990-PF, Part I, Lines 6a

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property	75	BED BATH & BEYOND
Business Code		Exclusion Code 18
Date Acquired	02/15/06	How Acquired Donated
Date Sold	08/28/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	5,571	Cost or other basis (do not reduce by depreciation) 2,788
Sales Expense		Valuation Method
Total Gain (Loss)	2,783	Accumulated Depreciation
Description of Property	134	CARNIVAL CORPPAIED CTF
Business Code		Exclusion Code 18
Date Acquired	10/08/09	How Acquired Purchased
Date Sold	03/15/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	4,697	Cost or other basis (do not reduce by depreciation) 4,492
Sales Expense		Valuation Method
Total Gain (Loss)	205	Accumulated Depreciation
Description of Property	350	CARNIVAL CORPPAIED CTF
Business Code		Exclusion Code 18
Date Acquired	02/16/06	How Acquired Donated
Date Sold	03/15/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	12,267	Cost or other basis (do not reduce by depreciation) 18,713
Sales Expense		Valuation Method
Total Gain (Loss)	-6,446	Accumulated Depreciation
Description of Property	50,000	CITICORP INCNOTE
Business Code		Exclusion Code 18
Date Acquired	10/07/09	How Acquired Purchased
Date Sold	04/11/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	50,000	Cost or other basis (do not reduce by depreciation) 51,845
Sales Expense		Valuation Method
Total Gain (Loss)	-1,845	Accumulated Depreciation
Description of Property	100	DANAHER CORP DELCOM
Business Code		Exclusion Code 18
Date Acquired	02/15/06	How Acquired Donated
Date Sold	08/28/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	6,531	Cost or other basis (do not reduce by depreciation) 2,614
Sales Expense		Valuation Method
Total Gain (Loss)	3,917	Accumulated Depreciation
Description of Property	100	DEVON ENERGY CORP NEWCOM
Business Code		Exclusion Code 18
Date Acquired	10/04/10	How Acquired Purchased
Date Sold	08/28/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	5,809	Cost or other basis (do not reduce by depreciation) 6,429
Sales Expense		Valuation Method
Total Gain (Loss)	-620	Accumulated Depreciation

Form 990-PF, Part I, Lines 6a

Continued

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property	100,000 DISNEY WALT CONOTE
Business Code	Exclusion Code 18
Date Acquired	01/08/09 How Acquired Purchased
Date Sold	10/01/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	100,818. Cost or other basis (do not reduce by depreciation) 102,210.
Sales Expense	Valuation Method
Total Gain (Loss)	-1,392. Accumulated Depreciation
Description of Property	250 EMC CORP MASSCOM
Business Code	Exclusion Code 18
Date Acquired	12/15/06 How Acquired Donated
Date Sold	08/28/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	6,450. Cost or other basis (do not reduce by depreciation) 3,304.
Sales Expense	Valuation Method
Total Gain (Loss)	3,146. Accumulated Depreciation
Description of Property	100 EXXON MOBIL CORPCOM
Business Code	Exclusion Code 18
Date Acquired	03/02/05 How Acquired Donated
Date Sold	08/28/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	8,853. Cost or other basis (do not reduce by depreciation) 6,259.
Sales Expense	Valuation Method
Total Gain (Loss)	2,594. Accumulated Depreciation
Description of Property	150 FISERV INCCOM
Business Code	Exclusion Code 18
Date Acquired	08/17/04 How Acquired Donated
Date Sold	08/28/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	14,482. Cost or other basis (do not reduce by depreciation) 5,451.
Sales Expense	Valuation Method
Total Gain (Loss)	9,031. Accumulated Depreciation
Description of Property	50 GILEAD SCIENCES INCCOM
Business Code	Exclusion Code 18
Date Acquired	07/15/10 How Acquired Purchased
Date Sold	08/28/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	3,000. Cost or other basis (do not reduce by depreciation) 870.
Sales Expense	Valuation Method
Total Gain (Loss)	2,130. Accumulated Depreciation
Description of Property	50,000 GRAND RIVER DAM AUTH OK
Business Code	Exclusion Code 18
Date Acquired	03/05/97 How Acquired Donated
Date Sold	06/01/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	50,000. Cost or other basis (do not reduce by depreciation) 52,186.
Sales Expense	Valuation Method
Total Gain (Loss)	-2,186. Accumulated Depreciation

Form 990-PF, Part I, Lines 6a

Continued

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property	169 HEINZ HJ COCOM
Business Code	Exclusion Code 18
Date Acquired	10/08/09 How Acquired Purchased
Date Sold	06/10/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	12,253 Cost or other basis (do not reduce by depreciation) 6,711
Sales Expense	Valuation Method
Total Gain (Loss)	5,542 Accumulated Depreciation
Description of Property	125 HOME DEPOT INCCOM
Business Code	Exclusion Code 18
Date Acquired	06/16/10 How Acquired Purchased
Date Sold	07/31/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	9,947 Cost or other basis (do not reduce by depreciation) 4,018
Sales Expense	Valuation Method
Total Gain (Loss)	5,929 Accumulated Depreciation
Description of Property	100 HOME DEPOT INCCOM
Business Code	Exclusion Code 18
Date Acquired	06/16/10 How Acquired Purchased
Date Sold	08/28/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	7,489 Cost or other basis (do not reduce by depreciation) 3,215
Sales Expense	Valuation Method
Total Gain (Loss)	4,274 Accumulated Depreciation
Description of Property	125 ILLINOIS TOOL WKS INCCOM
Business Code	Exclusion Code 18
Date Acquired	08/17/04 How Acquired Donated
Date Sold	08/28/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	8,947 Cost or other basis (do not reduce by depreciation) 5,759
Sales Expense	Valuation Method
Total Gain (Loss)	3,188 Accumulated Depreciation
Description of Property	2 INTEL CORPCOM
Business Code	Exclusion Code 18
Date Acquired	10/08/09 How Acquired Purchased
Date Sold	03/05/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	42 Cost or other basis (do not reduce by depreciation) 39
Sales Expense	Valuation Method
Total Gain (Loss)	3 Accumulated Depreciation
Description of Property	150 NEXTERA ENERGY INCCOM
Business Code	Exclusion Code 18
Date Acquired	08/17/04 How Acquired Donated
Date Sold	07/31/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	13,044 Cost or other basis (do not reduce by depreciation) 4,899
Sales Expense	Valuation Method
Total Gain (Loss)	8,145 Accumulated Depreciation

Form 990-PF, Part I, Lines 6a

Continued

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property	75	NEXTERA ENERGY INCCOM
Business Code		Exclusion Code 18
Date Acquired	08/17/04	How Acquired Donated
Date Sold	08/28/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	6,075.	Cost or other basis (do not reduce by depreciation) 2,449.
Sales Expense		Valuation Method
Total Gain (Loss)	3,626.	Accumulated Depreciation
Description of Property	10,000	OKLA CNTY FIN AUTH EPWRTH
Business Code		Exclusion Code 18
Date Acquired	06/09/00	How Acquired Donated
Date Sold	01/18/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	10,000.	Cost or other basis (do not reduce by depreciation) 9,925.
Sales Expense		Valuation Method
Total Gain (Loss)	75.	Accumulated Depreciation
Description of Property	159	ST JUDE MED INCCOM
Business Code		Exclusion Code 18
Date Acquired	10/08/09	How Acquired Purchased
Date Sold	04/10/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	6,662.	Cost or other basis (do not reduce by depreciation) 5,223.
Sales Expense		Valuation Method
Total Gain (Loss)	1,439.	Accumulated Depreciation
Description of Property	340	ST JUDE MED INCCOM
Business Code		Exclusion Code 18
Date Acquired	11/02/06	How Acquired Donated
Date Sold	04/10/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	14,247.	Cost or other basis (do not reduce by depreciation) 11,458.
Sales Expense		Valuation Method
Total Gain (Loss)	2,789.	Accumulated Depreciation
Description of Property	253	US BANCORP DELCOM NEW
Business Code		Exclusion Code 18
Date Acquired	10/08/09	How Acquired Purchased
Date Sold	03/15/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	8,636.	Cost or other basis (do not reduce by depreciation)
Sales Expense	5,693.	Valuation Method
Total Gain (Loss)	2,943.	Accumulated Depreciation
Description of Property	450	US BANCORP DELCOM NEW
Business Code		Exclusion Code 18
Date Acquired	02/28/05	How Acquired Donated
Date Sold	03/15/13	Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	15,360.	Cost or other basis (do not reduce by depreciation) 13,258.
Sales Expense		Valuation Method
Total Gain (Loss)	2,102.	Accumulated Depreciation

Form 990-PF, Part I, Lines 6a

Continued

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property	150 VANGUARD WORLD FDSTELCOMM ETF
Business Code	Exclusion Code 18
Date Acquired	10/08/09 How Acquired Purchased
Date Sold	08/28/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	11,761 Cost or other basis (do not reduce by depreciation) 8,145
Sales Expense	Valuation Method
Total Gain (Loss)	3,616 Accumulated Depreciation
Description of Property	580.45 VANGUARD SMALL CAP INDEX SIGNAL
Business Code	Exclusion Code 18
Date Acquired	10/07/09 How Acquired Purchased
Date Sold	07/30/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	25,000 Cost or other basis (do not reduce by depreciation) 13,902
Sales Expense	Valuation Method
Total Gain (Loss)	11,098 Accumulated Depreciation
Description of Property	288.80 VANGUARD S&P 500 INDEX SIGNAL
Business Code	Exclusion Code 18
Date Acquired	04/08/08 How Acquired Purchased
Date Sold	01/22/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	32,824 Cost or other basis (do not reduce by depreciation) 30,000
Sales Expense	Valuation Method
Total Gain (Loss)	2,824 Accumulated Depreciation
Description of Property	410.66 VANGUARD S&P 500 INDEX SIGNAL
Business Code	Exclusion Code 18
Date Acquired	08/05/05 How Acquired Donated
Date Sold	01/22/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	46,676 Cost or other basis (do not reduce by depreciation) 38,403
Sales Expense	Valuation Method
Total Gain (Loss)	8,273 Accumulated Depreciation
Description of Property	245 NABORS INDUSTRIES LTD SHS
Business Code	Exclusion Code 18
Date Acquired	10/08/09 How Acquired Purchased
Date Sold	09/06/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	3,918 Cost or other basis (do not reduce by depreciation) 5,331
Sales Expense	Valuation Method
Total Gain (Loss)	-1,413 Accumulated Depreciation
Description of Property	400 NABORS INDUSTRIES LTD SHS
Business Code	Exclusion Code 18
Date Acquired	02/15/06 How Acquired Donated
Date Sold	09/06/13 Name of Buyer
Check Box, if Buyer is a Business	<input type="checkbox"/>
Sales Price	6,397 Cost or other basis (do not reduce by depreciation) 14,034
Sales Expense	Valuation Method
Total Gain (Loss)	-7,637 Accumulated Depreciation

Form 990-PF, Part I, Lines 6a

Continued

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

Description of Property 600 NABORS INDUSTRIES
Business Code Exclusion Code. 18
Date Acquired 09/12/11 How Acquired Purchased
Date Sold 09/06/13 Name of Buyer.
Check Box, if Buyer is a Business. ☐
Sales Price 9,596. Cost or other basis (do not reduce by depreciation) 10,271.
Sales Expense Valuation Method
Total Gain (Loss) -675. Accumulated Depreciation
Description of Property CAPITAL GAIN DISTRIBUTIONS
Business Code Exclusion Code. 18
Date Acquired Various How Acquired Purchased
Date Sold 12/31/13 Name of Buyer.
Check Box, if Buyer is a Business. ☐
Sales Price 16,338. Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method
Total Gain (Loss) 16,338. Accumulated Depreciation

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

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
334 ANALOG DEVICES INCCOM	P	10/08/09	03/01/13
105 BEAM INCCOM	P	10/08/09	11/20/13
200 BEAM INCCOM	D	02/28/05	11/20/13
75 BED BATH & BEYOND INCCOM	D	02/15/06	08/28/13
134 CARNIVAL CORPAIRED CTF	P	10/08/09	03/15/13
350 CARNIVAL CORPAIRED CTF	D	02/16/06	03/15/13
50,000 CITIGROUP INCNOTE	P	10/07/09	04/11/13
100 DANAHER CORP DELCOM	D	02/15/06	08/28/13
100 DEVON ENERGY CORP NEWCOM	P	10/04/10	08/28/13
100,000 DISNEY WALT CONOTE	P	01/08/09	10/01/13
250 EMC CORP MASSCOM	D	12/15/06	08/28/13
100 EXXON MOBIL CORPCOM	D	03/02/05	08/28/13
150 FISERV INCCOM	D	08/17/04	08/28/13
50 GILEAD SCIENCES INCCOM	P	07/15/10	08/28/13
50,000 GRAND RIVER DAM AUTH OK	D	03/05/97	06/01/13
169 HEINZ HJ COCOM	P	10/08/09	06/10/13
125 HOME DEPOT INCCOM	P	06/16/10	07/31/13
100 HOME DEPOT INCCOM	P	06/16/10	08/28/13
125 ILLINOIS TOOL WKS INCCOM	D	08/17/04	08/28/13
2 INTEL CORPCOM	P	10/08/09	03/05/13
150 NEXTERA ENERGY INCCOM	D	08/17/04	07/31/13
75 NEXTERA ENERGY INCCOM	D	08/17/04	08/28/13
10,000 OKLA CNTY FIN AUTH	D	06/09/00	01/18/13
159 ST JUDE MED INCCOM	P	10/08/09	04/10/13
340 ST JUDE MED INCCOM	D	11/02/06	04/10/13
253 US BANCORP DELCOM NEW	P	10/08/09	03/15/13
450 US BANCORP DELCOM NEW	D	02/28/05	03/15/13
150 VANGUARD WORLD FDSTELCOM	P	10/08/09	08/28/13
580.45 VANGUARD SMALL CAP INDEX SIGNAL	P	10/07/09	07/30/13
288.80 VANGUARD S&P 500 INDEX SIGNAL	P	04/08/08	01/22/13
410.66 VANGUARD S&P 500 INDEX SIGNAL	D	08/05/05	01/22/13
245 NABORS INDUSTRIES LTD SHS	P	10/08/09	09/06/13
400 NABORS INDUSTRIES LTD SHS	D	02/15/06	09/06/13
600 NABORS INDUSTRIES LTD SHS	P	09/12/11	09/06/13
CAPITAL GAIN DISTRIBUTIONS	P	01/01/12	12/31/13

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

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
15,119.		8,824.	6,295.
7,092.		3,468.	3,624.
13,509.		11,728.	1,781.
5,572.		2,788.	2,784.
4,697.		4,492.	205.
12,267.		18,713.	-6,446.

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

Continued

(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)
50,000.		51,845.	-1,845.
6,531.		2,614.	3,917.
5,809.		6,429.	-620.
100,818.		102,210.	-1,392.
6,450.		3,304.	3,146.
8,853.		6,259.	2,594.
14,482.		5,452.	9,030.
3,000.		870.	2,130.
50,000.		52,186.	-2,186.
12,253.		6,711.	5,542.
9,947.		4,018.	5,929.
7,489.		3,215.	4,274.
8,947.		5,759.	3,188.
42.		39.	3.
13,044.		4,899.	8,145.
6,075.		2,449.	3,626.
10,000.		9,925.	75.
6,662.		5,223.	1,439.
14,247.		11,458.	2,789.
8,636.		5,693.	2,943.
15,360.		13,258.	2,102.
11,761.		8,145.	3,616.
25,000.		13,902.	11,098.
32,824.		30,000.	2,824.
46,676.		38,403.	8,273.
3,918.		5,331.	-1,413.
6,397.		14,034.	-7,637.
9,596.		10,271.	-675.
16,338.		0.	16,338.
Total		473,915.	95,496.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			6,295.
			3,624.
			1,781.
			2,784.
			205.
			-6,446.
			-1,845.
			3,917.

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

Continued

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))
			-620.
			-1,392.
			3,146.
			2,594.
			9,030.
			2,130.
			-2,186.
			5,542.
			5,929.
			4,274.
			3,188.
			3.
			8,145.
			3,626.
			75.
			1,439.
			2,789.
			2,943.
			2,102.
			3,616.
			11,098.
			2,824.
			8,273.
			-1,413.
			-7,637.
			-675.
			16,338.
Total			95,496.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HSPG & ASSOCIATES, PC	TAX RETURN PREP	7,250.	5,625.		1,625.
Total		7,250.	5,625.		1,625.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HERITAGE TRUST COMPANY	FIDUCIARY FEES	26,966.	26,966.		
Total		<u>26,966.</u>	<u>26,966.</u>		

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

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
DIVIDENDS RECEIVABLE	10,885.	369.	369.
Total	<u>10,885.</u>	<u>369.</u>	<u>369.</u>

LOCKHART FOUNDATION
 EIN 26-2134446
 2013 FORM 990-PF
 PAGE 2, PART II, BALANCE SHEETS

ATTM. 6

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS (LINE 10a):			
50,000 FEDERAL FARM CR BKS CONS SYS DEB 4.73% 10/21/19	52,844	52,844	56,316
75,000 FEDERAL FARM CR BKS CONS DEB 4.410% 1/18/18	78,025	78,025	83,306
75,000 FEDERAL HOME LOAN BANKS DEB 3.875% 12/11/15	78,622	78,622	79,830
75,000 FEDERAL HOME LOAN BANKS DEB 3.250% 9/12/14	77,670	77,670	76,606
50,000 BRYAN CNTY OK ISD 72 DURANT 5.391% 12/1/19 TXBL	50,000	50,000	53,714
50,000 GRAND RIVER DAM AUTH OK REV 5.50% 06/01/2013	52,186	0	0
100,000 LOWER VALLEY TX WTR DIST 5.00% 09/15/2020	105,351	105,351	106,444
50,000 MUSKOGEE CNTY OK GO SER A 5.15% 04/01/2014	50,198	50,198	50,410
25,000 OKARCHE OK ECON DEV LSE REV 4.261% 9/1/2015 TXBL	25,000	25,000	25,927
10,000 OKLA CNTY FIN AUTH EPWRTH 7.00% 04/01/2025	9,925	0	0
50,000 OKLA ST CAPITOL IMPT AUTH AG PROJ E 4.00% 7/1/15	49,842	49,842	52,424
50,000 OKLA ST CAP IMPT ATHST FACS A 3.875% 7/1/2015	49,746	49,746	52,446
20,000 TULSA CNTY OK INDS AUTH CAP IMPT 5.00% 05/15/15	21,339	21,339	21,256
	700,748	638,637	658,677

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 PAGE 2, PART II, BALANCE SHEETS

ATTM. 71/2

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - CORPORATE STOCK (LINE 10b):			
607 ABBOT LABS COM	25,404	0	0
980 ABBVIE INC COM	0	32,825	51,754
205 AETNA INC COM	5,244	5,244	14,061
724 ALTRIA GROUP INC COM	12,505	12,505	27,794
541 AMERICAN EXPRESS CO COM	22,354	22,354	49,085
334 ANALOG DEVICES INC COM	8,824	0	0
35 APPLE INC COM	0	15,189	19,636
305 BEAM INC	15,196	0	0
492 BED BATH & BEYOND INC COM	21,120	18,331	39,508
484 CARNIVAL CORP PAIRED CTF	23,205	0	0
309 CATERPILLAR INC	18,633	18,633	28,060
484 COACH INC COM	0	24,343	27,167
244 COCA COLA CO COM	6,653	6,653	10,080
354 CONOCOPHILLIPS COM	16,308	16,308	25,010
1,180 CORNING INC COM	15,114	15,114	21,028
463 DANAHER CORP DEL COM	15,781	13,166	35,744
400 DEVON ENERGY CORP NEW COM	31,745	25,315	24,748
215 DISNEY WALT CO COM	10,733	10,733	16,426
1,649 E M C CORP MASS COM	27,421	24,118	41,472
300 EXXON MOBIL CORP COM	26,284	20,025	30,360
4,266 FIRST EAGLE OVERSEAS FUND I	90,000	90,000	100,259
876 FISERV INC COM	23,681	18,229	51,728
717 FRANKLIN RES INC COM	24,860	24,860	41,392
670 GILEAD SCIENCES INC COM	12,530	11,660	50,317
304 GOLDMAN SACHS GROUP INC COM	23,770	44,506	53,887
169 HEINZ H J CO COM	6,711	0	0
460 HOME DEPOT INC COM	22,019	14,787	37,876
488 ILLINIOS TOOLS WKS INC COM	28,132	22,374	41,031
2 INTEL CORP COM	40	0	0
159 INTERCONTINENTAL XCH	18,978	18,978	35,762
250 INTERNATIONAL BUSINESS MACHS COM	23,146	23,146	46,893
490 JOHNSON & JOHNSON COM	30,167	30,167	44,879
5,401 LKCM SMALL CAP EQUITY FUND	117,285	117,285	153,003
326 MCDONALDS CORP COM	12,690	12,689	31,632
223 METLIFE INC COM	5,665	9,357	12,024
900 MICROSOFT CORP COM	24,854	24,855	33,669
260 NATIONAL OILWELL VARCO INC COM	0	20,351	20,678
275 NEXTERA ENERGY INC COM	16,330	8,982	23,546
322 PFIZER INC COM	5,378	5,377	9,863
284 PHILIP MORRIS INTL INC COM	12,491	12,491	24,745
177 PHILLIPS 66 COM	5,142	5,142	13,652
484 PLUM CREEK TIMBER CO INC COM	15,535	15,535	22,511
390 PROCTER & GAMBLE CO COM	16,584	16,584	31,750
210 QUALCOMM INC COM	11,753	11,753	15,593
499 ST JUDE MED INC COM	16,681	0	0
285 SCHLUMBERGER LTD COM	17,975	17,975	25,681
105 STATE STREET CORP COM	5,670	5,670	7,706
703 US BANCORP DEL COM NEW	18,951	0	0
338 UNITED PARCEL SERVICES INC CL B	23,091	23,091	35,517
4,827 VANGUARD EURO PAC	163,289	163,289	201,189

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 PAGE 2, PART II, BALANCE SHEETS

ATTM. 7/2

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
8,911 VANGUARD EMERGING MARKET ETF	357,364	357,364	366,599
120 VANGUARD WORLD FDS MATERIALS ETF	7,762	7,762	12,390
175 VANGUARD WORLD FDS UTILITIES EFT	10,731	10,731	14,573
368 VANGUARD WORLD FDS TELCOMM ETF	27,807	19,662	30,787
135 WAL MART STORES INC COM	6,730	6,730	10,623
750 WELLS FARGO & CO NEW COM	21,750	21,750	34,050
106 ZIMMER HLDGS INC COM	5,534	5,534	9,878
1,245 NABORS INDUSTRIES LTD SHS	29,636	0	0
4,995 GS STRATEGIC INCOME FUND	50,000	0	0
3,287 VANGUARD SMALL CAP SIGNAL FUND	103,940	90,038	156,089
892 VANGUARD 500 IND SIGNAL FUND	149,000	80,597	125,547
1,165 VANGUARD GLOBAL EX-US REAL ESTATE ETF	0	64,856	63,469
1,820 VANGUARD ETF REIT	120,669	63,649	61,978
22,960 PIMCO COMM REAL REIT	141,805	170,424	126,052
2,100 ISHARES TR INDEX BARCLYS TIPS BD	241,040	241,040	230,790
6,311 PIMCO TOTAL RETURN FUND	23,926	68,926	67,461
8,386 VANGUARD FIXED INCOME SECS F STRM INVGRA AD	49,603	89,603	89,733
	<u>2,443,219</u>	<u>2,348,655</u>	<u>3,028,734</u>

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ATTM. 8

INVESTMENTS - CORPORATE BONDS (LINE 10c):

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
50,000 BANK AMER CHRLT NC MTN MTNF 5.300% 3/15/17	48,700	48,700	55,111
50,000 CITIGROUP INC NOTE 5.500% 4/11/13	51,845	0	0
100,000 DISNEY WALT CO NOTE 4.500% 12/15/13	102,210	0	0
75,000 GENERAL ELEC CAP COPR MTN BE MTNF 4 375% 9/21/15	75,000	75,000	79,490
8,819 GOLDMAN SACHS TR STRG INCM INST	0	90,000	94,012
25,000 GOLDMAN SACHS GROUP 2.90% 7/19/2018	0	25,045	25,442
75,000 HARTFORD FINL SVCS GROUP INC NOTE 6.000% 1/15/19	63,420	63,420	86,019
75,000 LOCKHEED MARTIN CORP NOTE 3.350% 9/15/21	74,250	74,250	74,415
100,000 VERIZON COMMUNICATIONS INC NOTE 5.55% 2/15/16	110,334	110,334	109,362
50,000 XTRA FIN CORP NOTE 5.150% 4/01/17	52,636	52,636	55,028
	<u>578,395</u>	<u>539,385</u>	<u>578,879</u>

The Lockhart Foundation Trust

Oklahoma City, OK

Grant Proposal submitted by: _____
Dated: _____

BACKGROUND

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

GUIDELINES

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

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

TRUSTEE

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

*Send Grant Request to Trustee only

ADVISORY COMMITTEE

Barbara Lewis

Patricia White

INSTITUTIONAL PROFILE

Name of institution/organization: _____

Address: _____

Telephone: _____ Website/email: _____

Person completing profile: _____

(Name)

(Title)

Chief Executive Officer: _____

(Name)

(Title)

Chief source of primary institutional support: _____

Governing Board Members (name and city of residence):

Overall mission of institution/organization:

Short historical sketch:

What other similar services are available in your area:

Why is this program unique?

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

Amount of endowment: _____

Market value: _____

Value of facilities: _____

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

Are any animals put in foster care?

Work alone or what type of support system?

How long has the rescue group been active?

Are all animals spayed/neutered before placement?

Do you have a contract with a veterinarian?

Do you do follow-up checks after placement?

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

Does the adoption contract request references?

Do you rescue from animal shelters?

Do you accept animals from owners?

Do you test the animal's temperament?

Do you accept abused animals?

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

SOURCES OF PRIVATE GIFT INCOME

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

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

Administration:

Programs:

Projected Programs:

Income:

Total Private Gifts:

Services:

Other Memberships:

PROPOSAL SUMMARY

Organization: _____

Mailing Address: _____

Telephone Number: _____

Contact Person: _____

Funds Requested From Lockhart Foundation Trust: _____

Total Cost of Project: _____

Purpose of Funds Requested: _____

Who Will Benefit From this Project: _____

How Many Will Benefit: _____

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

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