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

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2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, 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		B Telephone number (see 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: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <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		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 4,369,699.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
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 III Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (attach schedule)	44,317.			
2 <input type="checkbox"/> If the foundn is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	115,880.	104,655.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	138,344.			
b Gross sales price for all assets on line 6a	756,459.			
7 Capital gain net income (from Part IV, line 2)		138,344.		
8 Net short-term capital gain			203.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
OTHER INCOME	27.			
12 Total. Add lines 1 through 11.	298,568.	242,999.	203.	
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)	3,500.	1,750.		1,750.
c Other prof. fees (attach sch)	27,409.	27,409.		
17 Interest				
18 Taxes (attach schedule)(see instrs)	6,635.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	37,544.	29,159.		1,750.
25 Contributions, gifts, grants paid	243,227.			243,227.
26 Total expenses and disbursements. Add lines 24 and 25.	280,771.	29,159.		244,977.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	17,797.			
b Net investment income (if negative, enter -0-)		213,840.		
c Adjusted net income (if negative, enter -0-)			203.	

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		183,079.	326,033.	326,033.
	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				
	10a	Investments — U.S. and state government obligations (attach schedule)	ATTM. 5	638,637.	510,769.	522,779.
	b	Investments — corporate stock (attach schedule)	ATTM. 6	2,348,655.	2,460,847.	3,055,958.
	c	Investments — corporate bonds (attach schedule)	ATTM. 7	539,385.	429,050.	463,706.
	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 <u>L-15 Stmt</u> <u>ATTM. 4</u>)		369.	1,223.	1,223.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		3,710,125.	3,727,922.	4,369,699.	
LIABILITIES	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 <u> </u>)				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		3,710,125.	3,727,922.	
	30	Total net assets or fund balances (see instructions)		3,710,125.	3,727,922.	
	31	Total liabilities and net assets/fund balances (see instructions)		3,710,125.	3,727,922.	

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	3,710,125.
2	Enter amount from Part I, line 27a	2	17,797.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,727,922.
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	3,727,922.

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 65 SH NOW INC	P	09/06/13	06/18/14
b 205 SH AETNA INC	P	10/08/09	04/04/14
c 295 SH AMERICAN EXPRESS CO	D	08/17/04	04/11/14
d 95 SH CATERPILLAR INC	P	07/02/10	04/11/14
e See Columns (a) thru (d) ATTM. Z			

(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 2,199.		1,996.	203.
b 15,216.		5,244.	9,972.
c 24,889.		13,012.	11,877.
d 9,608.		5,729.	3,879.
e See Columns (e) thru (h) ATTM. Z		592,134.	112,413.

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			203.
b			9,972.
c			11,877.
d			3,879.
e See Columns (i) thru (l)			ATTM. Z 112,413.

2 Capital gain net income or (net capital loss).	2	138,344.
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	203.

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.

(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))
2013	272,757.	4,268,824.	0.063895
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

2 Total of line 1, column (d)	2	0.333947
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	0.066789
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,354,437.
5 Multiply line 4 by line 3	5	290,828.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,138.
7 Add lines 5 and 6.	7	292,966.
8 Enter qualifying distributions from Part XII, line 4	8	244,977.

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	4,277.
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	4,277.
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	4,277.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	4,000.	
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	4,000.	
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	277.	
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 2015 estimated tax 0. Refunded	11		

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
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? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, 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 2014 or the taxable year beginning in 2014 (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 ▶ MIKE CARROLL, HERITAGE TRUST COMPANY Telephone no. ▶ (405) 848-8899 Located at ▶ P.O. BOX 21708 OKLAHOMA CITY OK ZIP + 4 ▶ 71356-1708			
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 2014, 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 FinCEN Form 114, (formerly 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		
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<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 2014 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 2014.)	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 2014?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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**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
MIKE CARROLL HERITAGE TRUST CO., P.O. BOX 21708 OKLAHOMA CITY OK 73156	TRUSTEE	2.00 - 5.0 0. 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 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 4,232,750.
b	Average of monthly cash balances	1 b 187,998.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 4,420,748.
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 4,420,748.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 66,311.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,354,437.
6	Minimum investment return. Enter 5% of line 5	6 217,722.

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	1 217,722.
2 a	Tax on investment income for 2014 from Part VI, line 5	2 a 4,277.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2 b
c	Add lines 2a and 2b	2 c 4,277.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 213,445.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 213,445.
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	7 213,445.

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 244,977.
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	4 244,977.
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	6 244,977.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				213,445.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2014:				
a From 2009	0.			
b From 2010	166,418.			
c From 2011	86,078.			
d From 2012	152,690.			
e From 2013	62,951.			
f Total of lines 3a through e	468,137.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 244,977.				
a Applied to 2013, 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 2014 distributable amount				213,445.
e Remaining amount distributed out of corpus	31,532.			
5 Excess distributions carryover applied to 2014 (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	499,669.			
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 2013 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	499,669.			
10 Analysis of line 9:				
a Excess from 2010	166,418.			
b Excess from 2011	86,078.			
c Excess from 2012	152,690.			
d Excess from 2013	62,951.			
e Excess from 2014	31,532.			

BAA

Form 990-PF (2014)

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 2014, enter the date of the ruling. ▶**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or



4942(j)(5)

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

Tax year

Prior 3 years

(a) 2014

(b) 2013

(c) 2012

(d) 2011

(e) Total

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 address of the person to whom applications should be addressed:

HERITAGE TRUST COMPANY ATTN: MIKE CARROLL (SEE ATTM. 8)

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. 8

c Any submission deadlines:

SEE ATTM. 8

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

SEE ATTM. 8

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	150,000.
THE CENTRAL OKLAHOMA HUMANE SOCIETY 7500 N. WESTERN OKLAHOMA CITY OK 73116	NONE	N/A	GENERAL	1,500.
FREE TO LIVE P.O. BOX 5884 EDMOND OK 73083	NONE	N/A	GENERAL	10,000.
BEST FRIENDS OF PETS 720 W. WILSHIRE BLVD. SUITE 101-G OKLAHOMA CITY OK 73101	NONE	N/A	GENERAL	23,100.
NEW LEASH COMPANION ANIMAL CENTER 7949 S. I-35 SERVICE ROAD OKLAHOMA CITY OK 73149	NONE	N/A	GENERAL	50,000.
TINY PAWS KITTEN RESCUE 901 S. LOWRY STREET STILLWATER OK 74074	NONE	N/A	GENERAL	8,627.
Total			3 a	243,227.
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	115,880.	
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	138,344.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue:					
a	OTHER INCOME			1	27.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				254,251.	
13	Total. Add line 12, columns (b), (d), and (e)					13
						254,251.

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

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

LOCKHART FOUNDATION

Employer identification number

26-2134446

Organization type (check one):**Filers of:**

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

LOCKHART FOUNDATION

26-2134446

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARION S. LOCKHART IRREVOCABLE TRUST P.O. BOX 21708 OKLAHOMA CITY OK 73156	\$ 44,317	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2014

Name

Employer Identification Number

LOCKHART FOUNDATION

26-2134446

Asset Information:

Description of Property: 65 SH NOW INC

Date Acquired: . 09/06/13 How Acquired: . . . Purchased

Date Sold: . . . 06/18/14 Name of Buyer: . . .

Sales Price: . . 2,199. Cost or other basis (do not reduce by depreciation) . . . 1,996.

Sales Expense: . . Valuation Method: . . .

Total Gain (Loss): . . 203. Accumulation Depreciation: . . .

Description of Property: 205 SH AETNA INC

Date Acquired: . 10/08/09 How Acquired: . . . Purchased

Date Sold: . . . 04/04/14 Name of Buyer: . . .

Sales Price: . . 15,216. Cost or other basis (do not reduce by depreciation) . . . 5,244.

Sales Expense: . . Valuation Method: . . .

Total Gain (Loss): . . 9,972. Accumulation Depreciation: . . .

Description of Property: 295 SH AMERICAN EXPRESS CO

Date Acquired: . 08/17/04 How Acquired: . . . Donated

Date Sold: . . . 04/11/14 Name of Buyer: . . .

Sales Price: . . 24,889. Cost or other basis (do not reduce by depreciation) . . . 13,012.

Sales Expense: . . Valuation Method: . . .

Total Gain (Loss): . . 11,877. Accumulation Depreciation: . . .

Description of Property: 95 SH CATERPILLAR INC

Date Acquired: . 07/02/10 How Acquired: . . . Purchased

Date Sold: . . . 04/11/14 Name of Buyer: . . .

Sales Price: . . 9,608. Cost or other basis (do not reduce by depreciation) . . . 5,729.

Sales Expense: . . Valuation Method: . . .

Total Gain (Loss): . . 3,879. Accumulation Depreciation: . . .

Description of Property: 75,000 SH FEDERAL HOME LOAN BANKS

Date Acquired: . 10/08/09 How Acquired: . . . Purchased

Date Sold: . . . 09/12/14 Name of Buyer: . . .

Sales Price: . . 75,000. Cost or other basis (do not reduce by depreciation) . . . 77,670.

Sales Expense: . . Valuation Method: . . .

Total Gain (Loss): . . -2,670. Accumulation Depreciation: . . .

Description of Property: 375 SH FISERV INC

Date Acquired: . 08/17/04 How Acquired: . . . Donated

Date Sold: . . . 04/11/14 Name of Buyer: . . .

Sales Price: . . 20,635. Cost or other basis (do not reduce by depreciation) . . . 6,815.

Sales Expense: . . Valuation Method: . . .

Total Gain (Loss): . . 13,820. Accumulation Depreciation: . . .

Description of Property: 225 SH ILLINOIS TOOL WKS INC

Date Acquired: . 08/17/14 How Acquired: . . . Donated

Date Sold: . . . 04/11/14 Name of Buyer: . . .

Sales Price: . . 18,230. Cost or other basis (do not reduce by depreciation) . . . 10,365.

Sales Expense: . . Valuation Method: . . .

Total Gain (Loss): . . 7,865. 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	1,807,522 SH LKCM FUND SMALL CAP EQUITY PORTFOLIO
Business Code	Exclusion Code.18
Date Acquired	07/18/06 How AcquiredDonated
Date Sold	04/11/14 Name of Buyer.
Check Box, if Buyer is a Business.	<input type="checkbox"/>
Sales Price	47,574. Cost or other basis (do not reduce by depreciation)40,341.
Sales Expense	Valuation Method
Total Gain (Loss)	7,233. Accumulated Depreciation
Description of Property	472,113 SH LKCM FUND SMALL CAP EQUITY PORTFOLIO
Business Code	Exclusion Code.18
Date Acquired	10/07/09 How AcquiredPurchased
Date Sold	04/11/14 Name of Buyer.
Check Box, if Buyer is a Business.	<input type="checkbox"/>
Sales Price	12,426. Cost or other basis (do not reduce by depreciation)7,285.
Sales Expense	Valuation Method
Total Gain (Loss)	5,141. Accumulated Depreciation
Description of Property	50,000 SH MUSKOGEE CNTY OK
Business Code	Exclusion Code.18
Date Acquired	04/23/99 How AcquiredDonated
Date Sold	04/01/14 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)50,198.
Sales Expense	Valuation Method
Total Gain (Loss)	-198. Accumulated Depreciation
Description of Property	2,511 SH VANGUARD INTL EQUITY INDEX F MSCI EMR MKT
Business Code	Exclusion Code.18
Date Acquired	10/08/09 How AcquiredPurchased
Date Sold	04/11/14 Name of Buyer.
Check Box, if Buyer is a Business.	<input type="checkbox"/>
Sales Price	103,401. Cost or other basis (do not reduce by depreciation)99,586.
Sales Expense	Valuation Method
Total Gain (Loss)	3,815. Accumulated Depreciation
Description of Property	2,199 SH VANGUARD INTL EQUITY INDEX F MSCI EMR MKT
Business Code	Exclusion Code.18
Date Acquired	03/03/10 How AcquiredPurchased
Date Sold	04/11/14 Name of Buyer.
Check Box, if Buyer is a Business.	<input type="checkbox"/>
Sales Price	90,553. Cost or other basis (do not reduce by depreciation)88,571.
Sales Expense	Valuation Method
Total Gain (Loss)	1,982. Accumulated Depreciation
Description of Property	1,830.810 SH VANGUARD SMALL CAP INDEX SIGNAL
Business Code	Exclusion Code.18
Date Acquired	07/18/06 How AcquiredDonated
Date Sold	04/11/14 Name of Buyer.
Check Box, if Buyer is a Business.	<input type="checkbox"/>
Sales Price	85,261. Cost or other basis (do not reduce by depreciation)49,432.
Sales Expense	Valuation Method
Total Gain (Loss)	35,829. Accumulated Depreciation

Form 990-PF, Part I, Lines 6a

Continued

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property	25,344 SH VANGUARD SMALL CAP INDEX SIGNAL	-----
Business Code	Exclusion Code	18
Date Acquired	10/07/09	How Acquired . Purchased
Date Sold	04/11/14	Name of Buyer .
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	1,180.	Cost or other basis (do not reduce by depreciation) 607.
Sales Expense		Valuation Method
Total Gain (Loss)	573.	Accumulated Depreciation
Description of Property	613,247 SH VANGUARD SMALL CAP INDEX SIGNAL	-----
Business Code	Exclusion Code	18
Date Acquired	05/05/10	How Acquired . Purchased
Date Sold	04/11/14	Name of Buyer .
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	28,559.	Cost or other basis (do not reduce by depreciation) 17,146.
Sales Expense		Valuation Method
Total Gain (Loss)	11,413.	Accumulated Depreciation
Description of Property	361,272 SH VANGUARD S&P 500 INDEX SIGNAL	-----
Business Code	Exclusion Code	18
Date Acquired	08/05/05	How Acquired . Donated
Date Sold	04/11/14	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) 33,784.
Sales Expense		Valuation Method
Total Gain (Loss)	16,216.	Accumulated Depreciation
Description of Property	100,000 SH VERIZON COMMUNICATIONS INC	-----
Business Code	Exclusion Code	18
Date Acquired	06/02/10	How Acquired . Purchased
Date Sold	11/24/14	Name of Buyer .
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	106,299.	Cost or other basis (do not reduce by depreciation) 110,334.
Sales Expense		Valuation Method
Total Gain (Loss)	-4,035.	Accumulated Depreciation
Description of Property	CAPITAL GAIN DISTRIBUTIONS	-----
Business Code	Exclusion Code	18
Date Acquired	Various	How Acquired . Purchased
Date Sold	12/31/14	Name of Buyer .
Check Box, if Buyer is a Business	<input type="checkbox"/>	
Sales Price	15,429.	Cost or other basis (do not reduce by depreciation)
Sales Expense		Valuation Method
Total Gain (Loss)	15,429.	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)
75,000 SH FEDERAL HOME LOAN BANKS	P	10/08/09	09/12/14
375 SH FISERV INC	D	08/17/04	04/11/14
225 SH ILLINOIS TOOL WKS INC	D	08/17/04	04/11/14
1807.522 SH LKCM FUND SMALL CAP EQUITY PORTFOLIO	D	07/18/06	04/11/14
472.113 SH LKCM FUND SMALL CAP EQUITY PORTFOLIO	P	10/07/09	04/11/14
50,000 SH MUSKOGEE CNTY OK GO SER A 5.15%	D	04/23/99	04/01/14
2,511 SH VANGUARD INTL EQUITY INDEX F MSCI	P	10/08/09	04/11/14
2,199 SH VANGUARD INTL EQUITY INDEX F MSCI	P	03/03/10	04/11/14
1,830.810 SH VANGUARD SMALL CAP INDEX SIGNAL	D	07/18/06	04/11/14
25.344 SH VANGUARD SMALL CAP INDEX SIGNAL	P	10/07/09	04/11/14
613.247 SH VANGUARD SMALL CAP INDEX SIGNAL	P	05/05/10	04/11/14
361.272 SH VANGUARD S&P 500 INDEX SIGNAL	D	08/05/05	04/11/14
100,000 SH VERIZON COMMUNICATIONS INC. NOTE 5.55%	P	06/02/10	11/24/14
CAPITAL GAIN DISTRIBUTIONS	P	01/01/13	12/31/14

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

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
75,000.		77,670.	-2,670.
20,635.		6,815.	13,820.
18,230.		10,365.	7,865.
47,574.		40,341.	7,233.
12,426.		7,285.	5,141.
50,000.		50,198.	-198.
103,401.		99,586.	3,815.
90,553.		88,571.	1,982.
85,261.		49,432.	35,829.
1,180.		607.	573.
28,559.		17,146.	11,413.
50,000.		33,784.	16,216.
106,299.		110,334.	-4,035.
15,429.		0.	15,429.
Total		592,134.	112,413.

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

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-2,670.
			13,820.
			7,865.
			7,233.
			5,141.
			-198.
			3,815.
			1,982.
			35,829.
			573.
			11,413.
			16,216.
			-4,035.
			15,429.
Total			<u>112,413.</u>

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	3,500.	1,750.		1,750.
Total		<u>3,500.</u>	<u>1,750.</u>		<u>1,750.</u>

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	27,409.	27,409.		
Total		<u>27,409.</u>	<u>27,409.</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	369.	1,223.	1,223.
Total	<u>369.</u>	<u>1,223.</u>	<u>1,223.</u>

	(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 DEB 4.73% 10/21/19	52,844	52,844	56,462
75,000 FEDERAL FARM CR BKS DEB 4 410% 1/18/18	78,025	78,025	82,397
75,000 FEDERAL HOME LOAN BANKS DEB 3.875% 12/11/15	78,622	78,622	77,489
75,000 FEDERAL HOME LOAN BANKS DEB 3.250% 9/12/14	77,670	0	0
50,000 BRYAN CNTY OK ISD 72 DURANT 5.391% 12/1/19 TXBL	50,000	50,000	55,851
100,000 LOWER VALLEY TX WTR DIST 5.00% 09/15/2020	105,351	105,351	103,166
50,000 MUSKOGEE CNTY OK GO SER A 5.15% 04/01/2014	50,198	0	0
25,000 OKARCHE OK ECON DEV LSE REV 4.261% 9/1/2015 TXBL	25,000	25,000	25,384
50,000 OKLA ST CAPITOL IMPT AUTH AG PROJ E 4.00% 7/1/15	49,842	49,842	50,850
50,000 OKLA ST CAP IMPT ATHST FACS A 3.875% 7/1/2015	49,746	49,746	50,844
20,000 TULSA CNTY OK INDS AUTH CAP IMPT 5.00% 05/15/15	21,339	21,339	20,336
	638,637	510,769	522,779

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
INVESTMENTS - CORPORATE STOCK (LINE 10b):			
980 ABBVIE INC COM	32,825	32,825	64,131
0 AETNA INC COM	5,244	0	0
724 ALTRIA GROUP INC COM	12,505	12,505	35,671
246 AMERICAN EXPRESS CO COM	22,354	9,342	22,888
595 APPLE INC COM	15,189	41,170	65,676
492 BED BATH & BEYOND INC COM	18,331	18,331	37,476
214 CATERPILLAR INC	18,633	12,904	19,587
1,289 COACH INC COM	24,343	51,809	48,415
244 COCA COLA CO COM	6,653	6,653	10,302
354 CONOCOPHILLIPS COM	16,308	16,308	24,447
1,180 CORNING INC COM	15,114	15,114	27,057
463 DANAHER CORP DEL COM	13,166	13,166	39,684
400 DEVON ENERGY CORP NEW COM	25,315	25,315	24,484
215 DISNEY WALT CO COM	10,733	10,733	20,251
1,649 E M C CORP MASS COM	24,118	24,118	49,041
390 EBAY INC COM	0	20,935	21,887
300 EXXON MOBIL CORP COM	20,025	20,025	27,735
4,266 FIRST EAGLE OVERSEAS FUND I	90,000	90,000	94,670
501 FISERV INC COM	18,229	11,415	35,556
717 FRANKLIN RES INC COM	24,860	24,860	39,700
845 GENERAL ELEC CO COM	0	21,564	21,353
670 GILEAD SCIENCES INC COM	11,660	11,660	63,154
304 GOLDMAN SACHS GROUP INC COM	44,506	44,506	58,924
8,741 GOLDMAN SACHS TR INTL SCINS INSTL	0	90,554	84,268
17,730 GOLDMAN SACHS TR N11 EQTY INSTL	0	200,000	188,475
460 HOME DEPOT INC COM	14,787	14,787	48,286
263 ILLINIOS TOOLS WKS INC COM	22,374	12,008	24,906
159 INTERCONTINENTAL XCH IN COM	18,978	18,978	34,867
250 INTERNATIONAL BUSINESS MACHS COM	23,146	23,146	40,110
1,670 ISHARES TR MSCI SMALL CAP	0	83,875	78,006
490 JOHNSON & JOHNSON COM	30,167	30,167	51,239
3,121 LKCM SMALL CAP EQUITY FUND	117,285	69,659	75,063
326 MCDONALDS CORP COM	12,689	12,689	30,546
223 METLIFE INC COM	9,357	9,357	12,062
900 MICROSOFT CORP COM	24,855	24,855	41,805
260 NATIONAL OILWELL VARCO INC COM	20,351	18,355	17,038
275 NEXTERA ENERGY INC COM	8,982	8,982	29,230
322 PFIZER INC COM	5,377	5,377	10,030
284 PHILIP MORRIS INTL INC COM	12,491	12,491	23,132
177 PHILLIPS 66 COM	5,142	5,142	12,691
484 PLUM CREEK TIMBER CO INC COM	15,535	15,535	20,710
390 PROCTER & GAMBLE CO COM	16,584	16,584	35,525
210 QUALCOMM INC COM	11,753	11,753	15,609
285 SCHLUMBERGER LTD COM	17,975	17,975	24,342
105 STATE STREET CORP COM	5,670	5,670	8,243
225 JM SMUCKER CO COM	0	21,221	22,721
338 UNITED PARCEL SERVICES INC CL B	23,091	23,091	37,575
4,827 VANGUARD FTSE DEVELOPED MARKETS ETF	163,289	163,289	182,847
4,201 VANGUARD EMERGIN MARKET ETF	357,364	169,207	168,124
120 VANGUARD WORLD FDS MATERIALS ETF	7,762	7,762	12,887

LOCKHART FOUNDATION
 EIN 26-2134446
 2014 FORM 990-PF
 PAGE 2, PART II, BALANCE SHEETS

ATTM 6 2/2

	(a) Beginning of Year Book Value	(b) End of Year Book Value	(c) Fair Market Value
175 VANGUARD WORLD FDS UTILITIES EFT	10,731	10,731	17,911
368 VANGUARD WORLD FDS TELCOMM ETF	19,662	19,662	31,177
736 VANGUARD SMALL CAP INDEX FD ADMIRAL SH	90,038	22,854	41,142
439 VANGUARD INDEX TR 500 INDEX ADMIR	80,597	46,813	83,279
135 WAL MART STORES INC COM	6,730	6,730	11,594
750 WELLS FARGO & CO NEW COM	21,750	21,750	41,115
106 ZIMMER HLDGS INC COM	5,534	5,534	12,023
1,165 VANGUARD GLOBAL EX-US REAL ESTATE ETF	64,856	64,856	62,351
960 VANGUARD INDEX REIT ETF	63,649	63,649	77,760
23,056 PIMCO COMM REAL REIT	170,424	170,932	103,289
2,100 ISHARES TR INDEX BARCLYS TIPS BD	241,040	241,040	235,221
6,311 PIMCO TOTAL RETURN FUND	68,926	68,926	67,272
8,386 VANGUARD FIXED INCOME SECS F STRM INVGRA AD	89,603	89,603	89,398
	<u>2,348,655</u>	<u>2,460,847</u>	<u>3,055,958</u>

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	53,709
75,000 GENERAL ELEC CAP COPR MTN BE MTNF 4.375% 9/21/15	75,000	75,000	76,900
8,819 GOLDMAN SACHS TR STRG INCM INST	90,000	90,000	90,660
25,000 GOLDMAN SACHS GROUP 2.90% 7/19/2018	25,045	25,045	25,647
75,000 HARTFORD FINL SVCS GROUP INC NOTE 6 000% 1/15/19	63,420	63,420	85,058
75,000 LOCKHEED MARTIN CORP NOTE 3 350% 9/15/21	74,250	74,250	77,690
100,000 VERIZON COMMUNICATIONS INC NOTE 5.55% 2/15/16	110,334	0	0
50,000 XTRA FIN CORP NOTE 5.150% 4/01/17	52,636	52,635	54,043
	539,385	429,050	463,706

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**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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

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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MIKE CARROLL, HERITAGE TRUST COMPANY
Telephone No. ▶ (405) 848-8899 Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until Nov 16, 20 15.
- For calendar year 2014, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension . . . ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See Instructions	8 a \$	4,000.
b If this application is for Forms 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 and any amount paid previously with Form 8868	8 b \$	4,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions	8 c \$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [Signature] Title ▶ CPA Date ▶ 8-13-15
BAA Form 8868 (Rev 1-2014)