

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

| | | | |
|--|------------|--|--|
| Name of foundation LT OPERATING FOUNDATION | | A Employer identification number 82-1728733 | |
| % ELIZABETH FRAME ELLISON | | | |
| Number and street (or P O box number if mail is not delivered to street address) 1124 SOUTH LEWIS AVENUE | Room/suite | B Telephone number (see instructions) (918) 583-2955 | |
| City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74104 | | | |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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, col (c), line 16) ▶ \$ <u>8,531,945</u> | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i> | |
| | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |

| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i> | | (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) | 6,974,053 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | | | 0 | |
| | 5a Gross rents | 53,016 | | 0 | 53,016 |
| | b Net rental income or (loss) | 36,663 | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,073,819 | | | |
| | b Gross sales price for all assets on line 6a | 1,663,962 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | 1,073,819 | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | 139,313 | | | |
| b Less Cost of goods sold | 50,683 | | | | |
| c Gross profit or (loss) (attach schedule) | 88,630 | | | 88,630 | |
| 11 Other income (attach schedule) | 6,239 | | 0 | 6,239 | |
| 12 Total. Add lines 1 through 11 | 8,195,757 | | 1,073,819 | 147,885 | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0 | | | |
| | 14 Other employee salaries and wages | 99,593 | | 0 | 95,570 |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 33,804 | | 0 | 24,944 |
| | b Accounting fees (attach schedule) | 23,358 | | 0 | 23,358 |
| | c Other professional fees (attach schedule) | 73,954 | | 0 | 72,944 |
| | 17 Interest | 78,138 | | 0 | 12,851 |
| | 18 Taxes (attach schedule) (see instructions) | 10,055 | | 0 | 7,580 |
| | 19 Depreciation (attach schedule) and depletion | 23,777 | | 0 | 0 |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 569,992 | | 0 | 198,190 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 912,671 | | 0 | 343,890 |
| | 25 Contributions, gifts, grants paid | 0 | | | 0 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 912,671 | | 0 | 343,890 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 7,283,086 | | | | |
| b Net investment income (if negative, enter -0-) | | | 1,073,819 | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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 | 42,561 | 1,706,332 | 1,706,332 |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ <u>58,078</u> | | | |
| | Less allowance for doubtful accounts ▶ _____ | 0 | 58,078 | 58,078 |
| | 4 Pledges receivable ▶ _____ | | | |
| | Less allowance for doubtful accounts ▶ _____ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ <u>215,922</u> | | | |
| | Less allowance for doubtful accounts ▶ _____ | 0 | 215,922 | 215,922 |
| | 8 Inventories for sale or use | 0 | 7,178 | 7,178 |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | | | |
| | b Investments—corporate stock (attach schedule) | | | |
| | c Investments—corporate bonds (attach schedule) | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ <u>416,226</u> | | | |
| Less accumulated depreciation (attach schedule) ▶ <u>2,654</u> | 730,924 | 413,572 | 774,684 | |
| 12 Investments—mortgage loans | | | | |
| 13 Investments—other (attach schedule) | | | | |
| 14 Land, buildings, and equipment basis ▶ <u>4,748,744</u> | | | | |
| Less accumulated depreciation (attach schedule) ▶ <u>21,573</u> | 46,135 | 4,727,171 | 5,765,694 | |
| 15 Other assets (describe ▶ _____) | 1,546 | 4,057 | 4,057 | |
| 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 821,166 | 7,132,310 | 8,531,945 | |
| Liabilities | 17 Accounts payable and accrued expenses | 0 | 394,091 | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | 308,827 | 0 | |
| | 22 Other liabilities (describe ▶ _____) | 1,200 | 16,000 | |
| | 23 Total liabilities (add lines 17 through 22) | 310,027 | 410,091 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 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 | 511,139 | 6,722,219 | | |
| 30 Total net assets or fund balances (see instructions) | 511,139 | 6,722,219 | | |
| 31 Total liabilities and net assets/fund balances (see instructions) . | 821,166 | 7,132,310 | | |

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 | 511,139 |
| 2 Enter amount from Part I, line 27a | 2 | 7,283,086 |
| 3 Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 7,794,225 |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | 5 | 1,072,006 |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | 6 | 6,722,219 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|---|---|--|---|-----------------------------------|
| 1 a COMMON STOCK, 38252 SHARES, SONIC CORP | | D | | 2018-12-03 |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a 1,663,962 | | 590,143 | 1,073,819 | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| a | | | 1,073,819 | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | 2 | 1,073,819 |
| 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 | |

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 instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2017 | 172,403 | 327,020 | 0.527194 |
| 2016 | | | |
| 2015 | | | |
| 2014 | | | |
| 2013 | | | |
| 2 Total of line 1, column (d) | | | 2 0.527194 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.263597 |
| 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 | | | 4 0 |
| 5 Multiply line 4 by line 3 | | | 5 0 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 10,738 |
| 7 Add lines 5 and 6 | | | 7 10,738 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 545,004 |

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)

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due. Total tax due is 11,180.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, distribution to donor advised funds, and public inspection requirements.

14 The books are in care of ELIZABETH FRAME ELLISON Telephone no (918) 583-2955

Located at 1124 SOUTH LEWIS AVENUE TULSA OK ZIP+4 74104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here and enter the amount of tax-exempt interest received or accrued during the year 15

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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 |
|--|---------------------|------------------|
| Force Model LLC 110 W 7th Street Suite 900 TULSA, OK 74119 | Architecture | 67,500 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. ▶ | | |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|----------|
| 1 MOTHER ROAD MARKET WAS FORMED TO PROVIDE FOOD ENTREPRENEURS WITH THE OPPORTUNITY TO PILOT TEST THEIR LATEST CONCEPTS WITHOUT FINANCIAL INVESTMENTS OF OPENING A FULL SCALE SHOP | 872,939 |
| 2 THE TULSA STARTUP SERIES WAS FORMED TO SUPPORT INNOVATION, GROWTH, AND CREATIVITY AMONG TULSA'S ENTERPRENEURIAL COMMUNITY | 36,768 |
| 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 _____ | |
| 2 _____ | |
| All other program-related investments See instructions | |
| 3 _____ | |
| Total. Add lines 1 through 3 ▶ | |

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

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

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 | |
| 2a | Tax on investment income for 2018 from Part VI, line 5. | 2a | |
| b | Income tax for 2018 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | |
| 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 | |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|--|-----------|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. | 1a | 545,004 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. | 2 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4. | 4 | 545,004 |
| 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 | 10,738 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 534,266 |

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 2017 | (c) 2017 | (d) 2018 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2018 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2018 | | | | |
| a Enter amount for 2017 only. | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2018 | | | | |
| a From 2013. | | | | |
| b From 2014. | | | | |
| c From 2015. | | | | |
| d From 2016. | | | | |
| e From 2017. | | | | |
| f Total of lines 3a through e. | | | | |
| 4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ _____ | | | | |
| a Applied to 2017, 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 2018 distributable amount. | | | | |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | | | |
| e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions | | | | |
| f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 | | | | |
| 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 2013 not applied on line 5 or line 7 (see instructions). | | | | |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2014. | | | | |
| b Excess from 2015. | | | | |
| c Excess from 2016. | | | | |
| d Excess from 2017. | | | | |
| e Excess from 2018. | | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. 2017-05-16

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | Prior 3 years | | (e) Total |
|--|-----------|-----------|---------------|----------|------------|
| | (a) 2018 | (b) 2017 | (c) 2016 | (d) 2015 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 0 | 5,094 | | | 5,094 |
| b 85% of line 2a | 0 | 4,330 | | | 4,330 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 545,004 | 172,403 | | | 717,407 |
| 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 | 545,004 | 172,403 | | | 717,407 |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | 8,531,945 | 2,206,107 | | | 10,738,052 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | 7,757,261 | | | | 7,757,261 |
| 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) | | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | 0 |
| (3) Largest amount of support from an exempt organization | | | | | 0 |
| (4) Gross investment income | | | | | 0 |

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))
 See Additional Data Table

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

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

c Any submission deadlines

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

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| Total ▶ 3a | | | | |
| b <i>Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | |

Form 990PF Part XV Line 1a - 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).

WILLIAM E LOBECK JR

KATHY TAYLOR

TY 2018 Accounting Fees Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| ACCOUNTING FEES | 23,358 | | 23,358 | |

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

TY 2018 Depreciation Schedule

Name: LT OPERATING FOUNDATION

EIN: 82-1728733

Depreciation Schedule

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| POS SYSTEM | 2018-11-01 | 37,809 | | M5 | | 1,890 | | | |
| BUILDING IMPROVEME | 2018-11-01 | 6,000 | | M39 | | 19 | | | |
| ARCHITECTURAL DESI | 2018-11-01 | 18,006 | | M39 | | 58 | | | |
| BUILDING SIGNS | 2018-11-01 | 93,810 | | M39 | | 301 | | | |
| CONSTRUCTION | 2018-11-01 | 3,827,796 | | M39 | | 12,287 | | | |
| SOLIDED DISH TABLE | 2018-11-01 | 5,965 | | M5 | | 298 | | | |
| CONVECTION OVEN | 2018-11-01 | 15,750 | | M5 | | 788 | | | |
| PANETARY MIXER | 2018-11-01 | 9,818 | | M5 | | 491 | | | |
| WALK IN US COOLER | 2018-11-01 | 22,194 | | M5 | | 1,110 | | | |
| WALK IN US COOLER | 2018-11-01 | 16,017 | | M5 | | 801 | | | |
| DISHMACHINE | 2018-11-01 | 6,511 | | M5 | | 326 | | | |
| 3 SECTION SOFAS | 2018-11-01 | 25,320 | | M5 | | 1,266 | | | |
| ESPRESSO MACHINE | 2018-11-01 | 5,000 | | M5 | | 250 | | | |
| DUCTWORK & STAINLE | 2018-11-01 | 53,716 | | M39 | | 172 | | | |
| MRM FIXTURE AND FI | 2018-11-01 | 162,833 | | M39 | | 523 | | | |
| KOLD LOCKER - INDO | 2018-11-01 | 7,273 | | M5 | | 364 | | | |
| FREEZER | 2018-11-01 | 6,441 | | M5 | | 322 | | | |
| UNDERBAR GLASSWASH | 2018-11-01 | 6,622 | | M5 | | 331 | | | |
| OPEN AIR MERCHANDI | 2018-11-01 | 5,496 | | M5 | | 275 | | | |
| PRODUCE OPEN MERCH | 2018-11-01 | 5,303 | | M5 | | 265 | | | |

Depreciation Schedule

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| RECTANGULAR TABLE | 2018-11-01 | 372 | | M5 | | 19 | | | |
| CONVECTION OVEN | 2018-11-01 | 5,743 | | M5 | | 287 | | | |
| TI ALLOWANCE | 2018-11-01 | 43,666 | | M39 | | 140 | | | |
| 1102 S LEWIS BUILD | 2017-08-23 | 46,584 | 449 | M39 | 39 | 1,194 | | | |

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As Filed Data -

DLN: 93491317028529

TY 2018 Investments - Land Schedule

Name: LT OPERATING FOUNDATION

EIN: 82-1728733

**TY 2018 Land, Etc.
Schedule**

Name: LT OPERATING FOUNDATION

EIN: 82-1728733

| Category / Item | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|--------------------|--------------------|--------------------------|------------|-------------------------------|
| POS SYSTEM | 37,809 | 1,890 | 35,919 | |
| BUILDING IMPROVEME | 6,000 | 19 | 5,981 | |
| ARCHITECTURAL DESI | 18,006 | 58 | 17,948 | |
| BUILDING SIGNS | 93,810 | 301 | 93,509 | |
| CONSTRUCTION | 3,827,796 | 12,287 | 3,815,509 | |
| SOLIDED DISH TABLE | 5,965 | 298 | 5,667 | |
| CONVECTION OVEN | 15,750 | 788 | 14,962 | |
| PANETARY MIXER | 9,818 | 491 | 9,327 | |
| WALK IN US COOLER | 22,194 | 1,110 | 21,084 | |
| WALK IN US COOLER | 16,017 | 801 | 15,216 | |
| DISHMACHINE | 6,511 | 326 | 6,185 | |
| 3 SECTION SOFAS | 25,320 | 1,266 | 24,054 | |
| ESPRESSO MACHINE | 5,000 | 250 | 4,750 | |
| DUCTWORK & STAINLE | 53,716 | 172 | 53,544 | |
| MRM FIXTURE AND FI | 162,833 | 523 | 162,310 | |
| KOLD LOCKER - INDO | 7,273 | 364 | 6,909 | |
| FREEZER | 6,441 | 322 | 6,119 | |
| UNDERBAR GLASSWASH | 6,622 | 331 | 6,291 | |
| OPEN AIR MERCHANDI | 5,496 | 275 | 5,221 | |
| PRODUCE OPEN MERCH | 5,303 | 265 | 5,038 | |
| RECTANGULAR TABLE | 372 | 19 | 353 | |
| CONVECTION OVEN | 5,743 | 287 | 5,456 | |
| TI ALLOWANCE | 43,666 | 140 | 43,526 | |
| 1102 S LEWIS BUILD | 46,584 | 1,643 | 44,941 | |

TY 2018 Legal Fees Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| LEGAL FEES | 33,804 | 0 | 24,944 | 8,860 |

TY 2018 Mortgages and Notes Payable Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733**Total Mortgage Amount:****Mortgages and Notes Payable Schedule**

| | |
|--|---------------------------------------|
| Item No. | 1 |
| Lender's Name | VALLEY NATIONAL BANK |
| Lender's Title | |
| Relationship to Insider | |
| Original Amount of Loan | 308,827 |
| Balance Due | 0 |
| Date of Note | 2017-09 |
| Maturity Date | |
| Repayment Terms | CONSTRUCTION LOAN |
| Interest Rate | 4.75 |
| Security Provided by Borrower | |
| Purpose of Loan | CONSTRUCTION OF BUILDING FOR PROGRAMS |
| Description of Lender Consideration | |
| Consideration FMV | |

TY 2018 Other Assets Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733**Other Assets Schedule**

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|------------------|-----------------------------------|-----------------------------|------------------------------------|
| SECURITY DEPOSIT | 1,546 | 4,057 | 4,057 |

TY 2018 Other Decreases Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733

| Description | Amount |
|---------------------------------|---------------|
| UNREALIZED GAIN ON CONTRIBUTION | 1,072,006 |

TY 2018 Other Expenses Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| OFFICE EXPENSES | 8,188 | 0 | 95 | 8,093 |
| INSURANCE EXPENSES | 24,183 | 0 | 3,672 | 20,511 |
| TRAINING | 540 | 0 | 540 | 0 |
| ADVERTISING EXPENSE | 24,604 | 0 | 3,132 | 21,472 |
| START-UP SERIES | 36,768 | 0 | 28,073 | 8,695 |
| PERMIT/INSPECTION FEES | 16,483 | 0 | 12,215 | 4,268 |
| UTILITIES EXPENSE | 28,589 | 0 | 21,609 | 6,980 |
| BACKGROUND CHECKS | 999 | 0 | 55 | 944 |
| BANK CHARGES | 6,855 | 0 | 531 | 6,324 |
| COMPUTER EQUIPMENT | 3,136 | 0 | 1,804 | 1,332 |

Other Expenses Schedule

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------------|---------------------------------------|------------------------------|----------------------------|--|
| DESIGN | 463 | 0 | 463 | 0 |
| DIRECT OPERATING EXPENSES | 30,489 | 0 | 22,153 | 8,336 |
| EQUIPMENT | 172,819 | 0 | 38,450 | 134,369 |
| EQUIPMENT RENTAL | 315 | 0 | 0 | 315 |
| EVENT EXPENSES | 13,605 | 0 | 9,702 | 3,903 |
| FACILITY EXPENSES | 3,428 | 0 | 430 | 2,998 |
| JANITORIAL EXPENSES | 18,964 | 0 | 6,404 | 12,560 |
| MISCELLANEOUS EXPENSES | 1,774 | 0 | 3 | 1,771 |
| MINI GOLF EXPENSES | 3,523 | 0 | 2,717 | 806 |
| FURNITURE & FIXTURES | 123,112 | 0 | 25,842 | 97,270 |

Other Expenses Schedule

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------|---------------------------------------|------------------------------|----------------------------|--|
| UNIFORMS | 1,906 | 0 | 941 | 965 |
| MEALS AND ENTERTAINMENT | 407 | 0 | 80 | 327 |
| POS SYSTEM | 560 | 0 | 0 | 560 |
| PRINTING | 1,560 | 0 | 0 | 1,560 |
| REPAIRS AND MAINTENANCE | 1,484 | 0 | 0 | 1,484 |
| SIGNAGE | 2,971 | 0 | 0 | 2,971 |
| STORAGE AND DELIVERY | 19,279 | 0 | 19,279 | 0 |
| TELEPHONE | 7,829 | 0 | 0 | 7,829 |
| Rent and Royalty Expense | 15,159 | | | |

TY 2018 Other Income Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733**Other Income Schedule**

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-----------------|--------------------------------|-----------------------|---------------------|
| EVENT INCOME | 300 | 0 | 300 |
| INTEREST INCOME | 5,939 | 0 | 5,939 |

TY 2018 Other Liabilities Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|---------------------------------|---|-------------------------------------|
| RENTAL DEPOSITS - 1124 S LEWIS | 1,200 | 0 |
| RENTAL DEPOSITS - MARKET 66 LLC | 0 | 16,000 |

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

**TY 2018 Other
Notes/Loans Receivable
Long Schedule**

Name: LT OPERATING FOUNDATION

EIN: 82-1728733

| Borrower's Name | Relationship to Insider | Original Amount of Loan | Balance Due | Date of Note | Maturity Date | Repayment Terms | Interest Rate | Security Provided by Borrower | Purpose of Loan | Description of Lender Consideration | Consideration FMV |
|--------------------|-------------------------|-------------------------|-------------|--------------|---------------|-----------------|---------------|-------------------------------|-----------------|-------------------------------------|-------------------|
| ANDOLINI'S | | 160,000 | 164,827 | 2018-07 | 2025-04 | | 675 % | | | | |
| CHICKEN & THE WOLF | | 49,984 | 51,095 | 2018-07 | 2023-06 | | 675 % | | | | |

TY 2018 Other Professional Fees Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------------|---------------|----------------------------------|--------------------------------|--|
| DEVELOPER FEES | 67,500 | 0 | 67,500 | 0 |
| OTHER PROFESSIONAL FEES | 6,454 | 0 | 5,444 | 1,010 |

TY 2018 Sales Of Inventory Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733

| Category | Gross Sales | Cost of Goods Sold | Net (Gross Sales Minus Cost of Goods Sold) |
|-----------------|--------------------|---------------------------|---|
| SALES | 139,313 | | 139,313 |

TY 2018 Taxes Schedule**Name:** LT OPERATING FOUNDATION**EIN:** 82-1728733

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| EMPLOYER TAXES | 10,055 | 0 | 0 | 10,055 |
| PROPERTY TAXES | 0 | 0 | 7,580 | 7,579 |

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

Name of the organization
LT OPERATING FOUNDATION

Employer identification number
82-1728733

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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 other 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 33¹ 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| | |
|--|---|
| Name of organization LT OPERATING FOUNDATION | Employer identification number 82-1728733 |
|--|---|

| Part I | | | |
|---|--|----------------------------|---|
| Contributors (See instructions) Use duplicate copies of Part I if additional space is needed | | | |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| 1 | LOBECK TAYLOR FAMILY FOUNDATION 1124 South Lewis Ave tulsa, OK 74104 | \$ 5,289,858 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | BILL LOBECK AND KATHY TAYLOR 1124 South Lewis Ave Tulsa, OK 74104 | \$ 1,662,149 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| 3 | ELIZABETH FRAME ELLISON 1124 SOUTH LEWIS AVE TULSA, OK 74104 | \$ 6,000 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions) |
| 4 | GREENHECK 400 ROSS AVE SCHOFIELD, WI 54476 | \$ 10,000 | 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) |

| | |
|--|---|
| Name of organization LT OPERATING FOUNDATION | Employer identification number 82-1728733 |
|--|---|

Part II **Noncash Property**

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) <small>(See instructions)</small> | (d) Date received |
|--------------------------------------|--|---|------------------------------------|
| 2 | 38252 SONIC CORP SHARES | \$ 1,662,149 | 2018-11-20 |
| 3 | MRM MURAL | \$ 6,000 | 2018-09-24 |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |

| | |
|--|---|
| Name of organization LT OPERATING FOUNDATION | Employer identification number 82-1728733 |
|--|---|

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| | |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| | |
| | |