

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2011**For calendar year 2011 or tax year beginning , and ending**

Name of foundation J Lyndall McCrory, Robert Fulton McCrory and Montie Ray McCrory Foundation		A Employer identification number 73-1439304
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
C/O J. Larry Wilkes 303 E Street N.W.		
City or town, state, and ZIP code Ardmore OK 73401		C If exemption application is pending, check here <input type="checkbox"/>
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) \$ 12,052,500	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	267,560	267,560		
	5 a Gross rents	38	38		
	b Net rental income or (loss)	38			
	6 a Net gain or (loss) from sale of assets not on line 10	39,516			
	b Gross sales price for all assets on line 6a	787,939			
	7 Capital gain net income (from Part IV, line 2)		39,516		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	664,297	664,297	0		
12 Total. Add lines 1 through 11	971,411	971,411	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	85,800	11,535		74,265
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	4,720	3,209	0	1,511
	b Accounting fees (attach schedule)	1,500	0	0	1,500
	c Other professional fees (attach schedule)	9,940	9,940	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	24,747	3,689	0	0
	19 Depreciation (attach schedule) and depletion	1,138	1,138	0	
	20 Occupancy	8,744	2,915		5,830
	21 Travel, conferences, and meetings	4,823			4,823
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,169	0	0	27,169
	24 Total operating and administrative expenses. Add lines 13 through 23	168,581	32,426	0	115,098
	25 Contributions, gifts, grants paid	363,123			363,123
26 Total expenses and disbursements. Add lines 24 and 25	531,704	32,426	0	478,221	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	439,707				
b Net investment income (if negative, enter -0-)		938,985			
c Adjusted net income (if negative, enter -0-)			0		

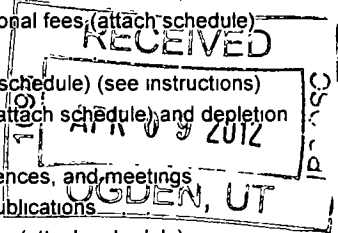
For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	53,254	133,038	133,038
	2 Savings and temporary cash investments	425,425	4,591	4,591
	3 Accounts receivable ▶ 420			
	Less: allowance for doubtful accounts ▶ 0	255	420	420
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S. and state government obligations (attach schedule)	310,820	310,820	326,343
	b Investments—corporate stock (attach schedule)	10,249,492	11,031,292	10,359,108
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ▶ 580,267			
	Less: accumulated depreciation (attach schedule) ▶ 382,241	145,422	119,941	1,004,066
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ 224,934			
	Less: accumulated depreciation (attach schedule) ▶ 0	224,934	224,934	224,934
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	11,409,602	11,825,036	12,052,500
Net Assets or Fund Balances	17 Accounts payable and accrued expenses	25	95	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	25	95	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,409,577	11,824,941	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	11,409,577	11,824,941	
	31 Total liabilities and net assets/fund balances (see instructions)	11,409,602	11,825,036	

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	11,409,577
2 Enter amount from Part I, line 27a	2	439,707
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	11,849,284
5 Decreases not included in line 2 (itemize) ▶ Corrected overstatement of land costs	5	24,343
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,824,941

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a Publicly Traded Securities				
b Mutual Fund Capital Gain Dist				
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 720,000	0	748,423	-28,423	
b 67,939	0	0	67,939	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a 0	0	0	-28,423	
b 0	0	0	67,939	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	39,516
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	341,228	10,619,527	0.032132
2009	469,878	8,944,428	0.052533
2008	510,220	10,048,679	0.050775
2007	640,541	10,929,161	0.058608
2006	444,471	10,140,509	0.043831
2 Total of line 1, column (d)			2 0.237879
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 0.047576
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 11,577,873
5 Multiply line 4 by line 3			5 550,829
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,390
7 Add lines 5 and 6			7 560,219
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 478,221

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 instructions)				
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	18,780	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	18,780	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,780	
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	13,000		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	13,000		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	73		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,853		
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 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 0	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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? Website address ► NA	13	X	
14	The books are in care of ► Larry Wilkes, CPA Telephone no ► 580-223-0112 Located at ► 303 E Street NW Ardmore OK ZIP+4 ► 73401			
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			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

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)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** X**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
See Attached Schedule	.00	85,800	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	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



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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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 Maintain two houses in which the Mercy Memorial Health Center manages a Ronald McDonald type house in connection with the hospital. During 2011, a total of 1,448 occupant nights were provided to families of hospital patients.	16,816
2 Provided accounting services at no charge to Gloria Ainsworth Day Care Center, and Naomi House, 501(c)(3) organizations, in Ardmore, Oklahoma.	10,353
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 none	
2	
All other program-related investments See instructions	
3	0
Total. Add lines 1 through 3	0

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	10,648,696
b	Average of monthly cash balances	1b	73,827
c	Fair market value of all other assets (see instructions)	1c	1,031,663
d	Total (add lines 1a, b, and c)	1d	11,754,186
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,754,186
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	176,313
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,577,873
6	Minimum investment return. Enter 5% of line 5	6	578,894

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	578,894
2a	Tax on investment income for 2011 from Part VI, line 5	2a	18,780
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	18,780
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	560,114
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	560,114
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	560,114

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	478,221
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	478,221
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	478,221

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				560,114
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			476,513	
b Total for prior years: 20 07, 20 08, 20 09				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 478,221				
a Applied to 2010, but not more than line 2a			476,513	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				1,708
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				558,406
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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 2011, enter the date of the ruling

not applicable

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0	0	0	0	0
0	0	0	0	0
0	0	0	0	0
				0
0	0	0	0	0
0	0	0	0	0
				0
				0
				0
				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).)

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 of the person to whom applications should be addressed.

Mary Strawn PO Box 70 Graham OK 73437 (580) 561-6297

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

Brief introductory letter

c Any submission deadlines

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

Carter County Oklahoma 501(c)(3) organizations

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 <i>Paid during the year</i> See attached schedule				363,123
Total			▶ 3a	363,123
b <i>Approved for future payment</i> None				
Total			▶ 3b	0

Line 11 (990-PF) - Other Income

		664,297	664,297	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Oil & Gas Royalty Income	664,297	664,297	
2				
3				

Line 16a (990-PF) - Legal Fees

		4,720	3,209	0	1,511
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	McAfee Taft	1,511			1,511
2	David Blankenship	3,209	3,209		

Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Larry A. Pulliam, CPA	1,500			1,500
2					
3					

Line 16c (990-PF) - Other Fees

		9,940	9,940	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Ellwood Associates	4,000	4,000		
2	Tom Dunlap	5,940	5,940		
3					

Line 18 (990-PF) - Taxes

		24,747	3,689	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Property Tax	3,689	3,689		
3	4940 Excise Tax	21,058			
4					
5					
6					
7					
8					
9					
10					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		310,820	310,820	337,444	326,343		
	Description	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	Check "X" if Federal Obligation	Check "X" if State/ Local Obligation
1							
2							
3							
4							
5	FHLB 11-15-12	310,820	310,820	337,444	326,343	X	
6							

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		580,267	382,241	145,422	119,941	1,004,066
	Item or Category	Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Ranch Land	176,262		122,519	98,177	98,177
2	Ranch Buildings	41,058	22,381	19,757	18,677	18,677
3	Ranch Equipment	8,673	8,562	111	111	111
4	Ranch Office Equipment	4,337	4,309	87	28	28
5	Mineral Interests-Producing	346,989	346,989	0	0	793,658
6	Mineral Interests - Non Producing	2,948		2,948	2,948	93,415
7				0	0	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			10,249,492	11,031,292	9,707,184	10,359,108
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1						
2	Vanguard S&P 500		737,632	755,476	858,179	876,071
3	Vanguard Windsor II		831,730	686,485	816,627	676,685
4	Cadence Mid-Cap			1,084,332		839,458
5	Growth Fund of America		1,744,423	1,521,694	1,558,366	1,284,644
6	Investment Company of America		972,980	800,463	846,753	672,246
7	Vanguard Emerging Markets			315,861		252,742
8	Hartford Global Real Estate Fund			312,316		265,879
9	Dodge & Cox International Stock Fund		1,166,514	1,185,832	908,901	763,749
10	Vanguard Intermediate Term Bond Index		3,640,496	4,368,833	3,808,398	4,727,634
11	Vanguard Allianz CCM Mid Cap Fund		1,155,717		909,960	
12						

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		224,934	0	0	224,934	224,934	224,934
	Item or Category	Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Mercy House 1708 Cherokee	76,685			76,685	76,685	76,685
2	Mercy House 1710 Cherokee	148,249			148,249	148,249	148,249
3					0	0	
4					0	0	
5					0	0	
6					0	0	
7					0	0	
8					0	0	
9					0	0	
10					0	0	
11					0	0	
12					0	0	
13					0	0	
14					0	0	
15					0	0	
16					0	0	
17					0	0	

Amount of depreciation included in cost of goods sold _____

Line 19 (990-PF) - Depreciation and Depletion

							1,138	1,138	0
	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1						0			
2	Office Equipment Depreciation						1,138	1,138	
3						0			
4						0			
5						0			
6						0			
7						0			
8						0			
9						0			
10						0			

Line 23 (990-PF) - Other Expenses

		27,169	0	0	27,169
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Fund Raising				
2	Maintenance and Repair on Houses held	16,816			16,816
3	for charitable purposes - use by Mercy Hospital for				
4	"Ronald McDonald" type house				
5					
6	Paid employee-bookkeeper to provide free				
7	bookkeeping services for two 501(c)(3) organization	10,353			10,353
8					
9					

PART VIII LINE 1

Name Address	Title Average hrs/wk.	Compensation	Employee Benefit Plans	Expense Account
J Larry Wilkes, CPA 303 E Street NW Ardmore, OK	Co-Trustee 4.7 hrs/week	37,500	0	-
	Accountant	10,800	0	

1 hour/week by Mr. Wilkes, approximately 3.6 hours/week by his staff

Co-Trustee duties consist of making investment decisions, evaluating grant applications, making granting decisions, doing follow-up on grants awarded, and general management matters.

Mary Strawn PO Box 70 Graham OK	Co-Trustee 38.5 hrs/week	37,500	0	-
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Co-Trustee duties consist of evaluating grant applications, making granting decisions, and doing follow-up on grants awarded.

In addition, Mrs. Strawn manages the foundation's office, responding to telephone and mail inquiries regarding grants and the foundation's oil and gas properties. She processes the payments received by the foundation from its oil and gas properties.

TOTAL		85,800	0	-
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J. LYNDALE MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
 2010 FORM 990PF

73-1439304

PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
	PC=Public Charity I=Instrumentality		
Adult Day Services of Southern Oklahoma 1902 Shenandoah Ardmore, OK	PC	Client Transportation	10,000.00
Arbuckle Area Council Boy Scouts of America 411 W. Highway 142 Ardmore, OK	PC	Summer Camp	10,000.00
Ardmore Family YMCA 920 15th Street, NW Ardmore, OK	PC	Building Renovation Aerobic Program Support	27,300.00 7,200.00
Ardmore Soup Kitchen B Street, NW Ardmore, OK	PC	Operating Funds	15,000.00
The Boy's and Girl's Club of Wilson, Inc 323 E. Birch Wilson, OK	PC	Operating Funds for Summer Camp	30,000.00
Broadway House, Inc. 221 2nd Avenue, NW Ardmore, OK	PC	Operating Funds	20,000.00
Carter County Free Fair 600 S Lake Murray Drive Ardmore, OK	I	Operating Funds	7,500.00
Carter County Health Department 405 South Washington Ardmore, OK	I	Blankets for needy	2,000.00
Court Appointed Special Advocates 200 B Street, SW Ardmore, OK	PC	Operating Funds	20,000.00
Charles B. Goddard Art Center 401 First Avenue, SW Ardmore, OK	PC	Art Education and Outreach Art Workshop	10,000.00 5,000.00

J. LYNDALL MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status PC=Public Charity I=Instrumentality	Purpose of Grant	Amount
Cameron University 2800 West Gore Blvd Lawton, OK	I	KCCU Public Radio Support	5,000.00
Carter County Commissioners 107 First Avenue, SW Ardmore, OK	I	Newport Cemetery Pavilion	6,698.00
Community Activities, Inc. of Ardmore 333 West Main, Suite 241 Ardmore, OK	PC	City Park Maintenance	5,000.00
Family Shelter of Southern Oklahoma 117 B Street, SW Ardmore, OK	PC	Children's Trauma Counseling	10,000.00
Fox High School 100 School Street Fox, Oklahoma	I	Van for School Band	5,400.00
Good Shepherd Community Clinic 20 12th Avenue, NW Ardmore, OK	PC	Dental Clinic	15,000.00
Grace Center of Southern Oklahoma 27 West Broadway Ardmore, OK	PC	Operating Funds Purchase Fans	30,000.00 1,700.00
Hardy Murphy Coliseum 600 South Lake Murray Drive Ardmore, OK	I	Repair Doors	15,000.00
Mercy Memorial Health Center Foundation 1011 14th Avenue, NW Ardmore, OK	PC	Washers/Dryers for Mercy House	325.06
Oak Hall Episcopal School Veterans Blvd Ardmore, OK	PC	Operating Expenses	20,000.00

J LYNDALL MCCRORY, ROBERT FULTON MCCRORY AND MONTIE RAY MCCRORY FOUNDATION
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PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status PC=Public Charity I=Instrumentality	Purpose of Grant	Amount
Regional Food Bank of Oklahoma 3355 S. Purdue Street Oklahoma City, OK	PC	Food 4 Kids Program	40,000.00
So. Ok. Higher Education Center Foundation 611 Veterans Blvd. Ardmore, OK	PC	Scholarships	20,000.00
United Way of South Central Oklahoma 1232 Merrick Drive Ardmore, OK	PC	Fall Campaign	15,000 00
Wilson Historical Museum 1270 8th Street Wilson, OK	PC	Museum Microfilm Project	5,000 00
Wilson Police Department 1065 US HWY 70A Wilson, OK	I	Replace Radar Units	5,000.00
TOTAL			<u>363,123.06</u>