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

2008

For calendar year 2008, or tax year beginning JUL 1, 2008 , and ending JUN 30, 2009

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: SAND SPRINGS HOME

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 278

City or town, state, and ZIP code: SAND SPRINGS, OK 74063

A Employer identification number: 73-0579278

B Telephone number: 918-245-1465

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 79,035,058.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	500.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	746,508.	746,508.	746,508.	STATEMENT 2
	4 Dividends and interest from securities	911,843.	911,843.	911,843.	STATEMENT 3
	5a Gross rents	1,915,850.	1,915,850.	1,915,850.	STATEMENT 4
	b Net rental income or (loss) 690,639.				STATEMENT 5
	6a Net gain or (loss) from sale of assets not on line 10	-349,562.			STATEMENT 1
	b Gross sales price for all assets on line 6a 6,960,409.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,060,583.	849,871.	1,060,583.	STATEMENT 6
	12 Total. Add lines 1 through 11	4,285,722.	4,424,072.	4,634,784.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	380,273.	113,969.	113,969.	266,304.
	14 Other employee salaries and wages	872,769.	258,384.	259,968.	612,801.
	15 Pension plans, employee benefits	1,100,023.	519,992.	519,992.	580,031.
	16a Legal fees STMT 7	44,462.	22,051.	22,051.	22,411.
	b Accounting fees STMT 8	33,305.	6,661.	6,661.	26,644.
	c Other professional fees STMT 9	68,687.	52,491.	52,491.	16,196.
	17 Interest				
	18 Taxes STMT 10	192,210.	108,867.	108,867.	83,343.
	19 Depreciation and depletion	766,960.	416,212.	416,212.	
	20 Occupancy	3,991.	3,991.	3,991.	0.
	21 Travel, conferences, and meetings	8,100.	7,563.	7,563.	537.
	22 Printing and publications				
	23 Other expenses STMT 11	1,876,111.	633,899.	633,899.	1,175,952.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,346,891.	2,144,080.	2,145,664.	2,784,219.
	25 Contributions, gifts, grants paid	2,520.			2,520.
	26 Total expenses and disbursements Add lines 24 and 25	5,349,411.	2,144,080.	2,145,664.	2,786,739.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,063,689.			
	b Net investment income (if negative, enter -0-)		2,279,992.		
	c Adjusted net income (if negative, enter -0-)			2,489,120.	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	764,688.	508,438.	508,438.
	2	Savings and temporary cash investments	8,785,809.	8,712,534.	8,712,534.
	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			
	7	Other notes and loans receivable ▶ 173,454.			
		Less: allowance for doubtful accounts ▶	603,568.	173,454.	173,454.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	374,207.	317,901.	317,901.
	10a	Investments - U.S. and state government obligations STMT 12	4,824,254.	3,071,785.	2,745,125.
	b	Investments - corporate stock STMT 13	20,982,910.	16,177,066.	16,243,287.
	c	Investments - corporate bonds STMT 14	5,114,002.	5,382,316.	5,756,586.
	11	Investments - land, buildings, and equipment basis ▶ 23,986,058.			
		Less accumulated depreciation ▶ 7,205,583.	15,827,809.	16,780,475.	27,452,980.
	12	Investments - mortgage loans STMT 15	1,331,383.	1,398,255.	1,398,255.
	13	Investments - other STMT 16	7,076,639.	6,526,907.	8,087,006.
	14	Land, buildings, and equipment: basis ▶ 10,590,249.			
		Less accumulated depreciation ▶ 5,546,762.	5,269,923.	5,043,487.	5,003,962.
	15	Other assets (describe ▶ STATEMENT 17)	2,358,456.	2,635,530.	2,635,530.
	16	**Total assets** (to be completed by all filers)	73,313,648.	66,728,148.	79,035,058.
Liabilities	17	Accounts payable and accrued expenses	492,388.	351,428.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ DEFERRED PROFIT)	419,844.	377,648.	
	23	**Total liabilities** (add lines 17 through 22)	912,232.	729,076.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	72,401,416.	65,999,072.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	72,401,416.	65,999,072.	
	31	**Total liabilities and net assets/fund balances**	73,313,648.	66,728,148.	

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	72,401,416.
2	Enter amount from Part I, line 27a	2	-1,063,689.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	71,337,727.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES	5	5,338,655.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,999,072.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,960,409.		7,370,227.	-349,562.

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

	(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-349,562.

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	-349,562.
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). If (loss), enter -0- in Part I, line 8	3	-57,314.

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))
2007	3,039,267.	78,996,367.	.038474
2006	2,886,262.	74,296,260.	.038848
2005	2,385,365.	72,288,626.	.032998
2004	2,476,498.	71,839,286.	.034473
2003	2,573,374.	71,192,002.	.036147

2 Total of line 1, column (d)	2	.180940
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	.036188
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	73,040,802.
5 Multiply line 4 by line 3	5	2,643,201.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,800.
7 Add lines 5 and 6	7	2,666,001.
8 Enter qualifying distributions from Part XII, line 4	8	2,856,416.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ______ (attach copy of ruling letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	22,800.
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	22,800.
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	22,800.
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	101,724.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	101,724.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	78,924.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶		78,924. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.SANDSPRINGSHOME.COM

14 The books are in care of ▶ SAND SPRINGS HOME Telephone no. ▶ 918-245-1465

Located at ▶ 15 W. SECOND STREET, SAND SPRINGS, OK ZIP+4 ▶ 74063

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

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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 page 20 of the instructions)?		1b		X
	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008.)*	N/A	3b		
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 2008?		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)? ☐ 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)? N/A | 5b |

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? N/A ☐ 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 you answered "Yes" to 6b, also 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? N/A | 7b |

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.

(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
JOE A. WILLIAMS P.O. BOX 278 SAND SPRINGS, OK 74063	TRUSTEE 40.00	121,251.	9,612.	5,345.
RONNIE WEESE P.O. BOX 278 SAND SPRINGS, OK 74063	TRUSTEE 40.00	121,251.	17,776.	5,699.
ERIK STUCKEY P.O. BOX 278 SAND SPRINGS, OK 74063	TRUSTEE 40.00	121,251.	21,984.	5,475.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
ROBERTA TILLMAN P.O. BOX 278, SAND SPRINGS, OK 74063	ACCOUNTANT 40.00	50,226.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MERRILL LYNCH 6100 SOUTH YALE AVENUE, TULSA, OK 74136	INVESTMENT MANAGEMENT FEES	53,334.

Total number of others receiving over $50,000 for professional services ▶ 0

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 CHILDREN'S HOME - CONTAINS 20 BEDS AND PROVIDES ALL NECESSITIES FOR AN AVERAGE OF 17 TO 18 CHILDREN ON A DAILY BASIS.	1,725,557.
2 CHARLES PAGE FAMILY VILLAGE - PROVIDES 108 HOUSING UNITS FOR SINGLE MOTHERS AND CHILDREN, RENT AND UTILITY FREE, MEETS THE NEEDS OF APPROXIMATELY 270 CHILDREN.	762,375.
3 CAMP CHARLES - RECREATION FACILITY IN GROVE, OK, WHICH HOUSES 40 PEOPLE. FACILITY USED FOR APPROXIMATELY 225 CHILDREN OF HOME AND FAMILY VILLAGE FOR RECREATION & CRAFT ACTIVITIES.	89,850.
4 RECREATIONAL CENTER - RECREATION FACILITY IN SAND SPRINGS, OK WHICH IS AVAILABLE TO THE RESIDENTS OF THE ORGANIZATION'S OTHER PROGRAMS FOR RECREATION AND ACTIVITY.	206,437.

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	31,278,109.
b	Average of monthly cash balances	1b	10,253,614.
c	Fair market value of all other assets	1c	32,621,375.
d	**Total** (add lines 1a, b, and c)	1d	74,153,098.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	74,153,098.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,112,296.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,040,802.
6	**Minimum investment return.** Enter 5% of line 5	6	3,652,040.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a:		
b	Income tax for 2008. (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	2,786,739.
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	69,677.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,856,416.
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	5	22,800.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,833,616.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ N/A				
a Applied to 2007, but not more than line 2a			0.	
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 2008 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

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 2008, 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 [X] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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					N/A
b 85% of line 2a					N/A
c Qualifying distributions from Part XII, line 4 for each year listed	2,856,416.	3,108,296.	2,886,262.	2,385,365.	11,236,339.
d Amounts included in line 2c not used directly for active conduct of exempt activities	2,520.	14,250.	6,330.	4,400.	27,500.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,853,896.	3,094,046.	2,879,932.	2,380,965.	11,208,839.
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					N/A
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,434,693.	2,633,212.	2,476,542.	2,409,621.	9,954,068.
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)					N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
(3) Largest amount of support from an exempt organization					N/A
(4) Gross investment income					N/A

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 the 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 ▶ [X] 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:

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 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				
SEE STATEMENT 18				
Total			▶ 3a	2,520.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	746,508.	
4 Dividends and interest from securities			14	911,843.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	690,639.	
6 Net rental income or (loss) from personal property					
7 Other investment income	541200	1,584.	01	1,058,999.	
8 Gain or (loss) from sales of assets other than inventory			18	-349,562.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,584.		3,058,427.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 3,060,011.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)	X	
	(5) Loans or loan guarantees	1b(5)	X	
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X	

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1B4	23,878.	SAND SPRINGS TOWNSITE	SEE STATEMENT 19
1B5	303,246.	SAND SPRINGS TOWNSITE	
1C	2,100.	SAND SPRINGS TOWNSITE	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [X] Yes [ ] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SAND SPRINGS TOWNSITE	501(C)(2)	SEE STATEMENT 20

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 25 Feb 10 Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature: [signature] Date: 2/15/2010 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: HOGANTAYLOR LLP 2200 S. UTICA PL., SUITE 400 TULSA, OK 74114-7000

EIN ▶

Phone no. (918) 745-2333

823622
01-02-09

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	LAND	P	VARIOUS	07/06/08
b	LAND	P	VARIOUS	VARIOUS
c	SURFACE DAMAGES	P	VARIOUS	VARIOUS
d	INSTALLMENT SALES (SEE ATTACHED)	P	VARIOUS	VARIOUS
e	SEE STATEMENT	P	VARIOUS	VARIOUS
f	SHORT TERM PORTION FROM ABOVE	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	360,224.	0.	15,649.	344,575.
b	111,396.	0.	285.	111,111.
c	4,500.			4,500.
d				60,256.
e	6,484,289.		7,354,293.	-812,690.
f				-57,314.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				344,575.
b				111,111.
c				4,500.
d				60,256.
e				-812,690.
f				** -57,314.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-349,562.
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). If (loss), enter "-0-" in Part I, line 8	3	-57,314.

823591
04-25-08

** (SHORT-TERM)

SAND SPRINGS HOME - 73-0579278
FYE 6/30/09
SALES OF SECURITIES

DESCRIPTION	# OF SHARES	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	EXPENSES OF SALE	GAIN (LOSS)
STOCK								
Abb LTD	498	P	VARIOUS	12/3/08	5,889 91	8,009 09	-	(2,119 18)
Abercrombie & Fitch	24	P	VARIOUS	1/2/09	565 34	477 81	-	87 53
Abercrombie & Fitch	34	P	VARIOUS	1/12/09	722 89	676 89	-	46 00
Accenture LTD	112	P	VARIOUS	5/11/09	3,297 84	4,061 12	-	(763 28)
Acco Brands Corp	235	P	VARIOUS	6/25/09	676 34	17,343 00	-	(16,666 66)
Actuant Corp	44	P	VARIOUS	12/9/08	710 48	1,213 93	-	(503 45)
Actuant Corp	77	P	VARIOUS	3/3/09	805 05	2,124 38	-	(1,319 33)
Adidas Ag Sponsored	164	P	VARIOUS	10/7/08	3,843 08	6,089 83	-	(2,246 75)
Adidas Ag Sponsored	373	P	VARIOUS	5/6/09	6,078 66	7,760 82	-	(1,682 16)
Adtran Inc	34	P	VARIOUS	3/30/09	558 03	667 97	-	(109 94)
Adtran Inc	25	P	VARIOUS	5/29/09	516 08	491 13	-	24 95
Agnico Eagle Mines	42	P	VARIOUS	7/2/08	3,053 40	2,247 00	-	806 40
Agnico Eagle Mines	69	P	VARIOUS	9/3/08	3,549 20	3,801 80	-	(252 60)
Agnico Eagle Mines	57	P	VARIOUS	12/19/08	2,709 07	3,140 61	-	(431 54)
Agnico Eagle Mines	123	P	VARIOUS	2/5/09	6,663 29	6,762 54	-	(99 25)
Airgas Inc	34	P	VARIOUS	11/28/08	1,085 89	1,223 47	-	(137 58)
Alcated Asthom	390	P	VARIOUS	6/25/09	967 98	110,065 24	-	(109,097 26)
Alcoa Inc	1000	P	VARIOUS	6/25/09	10,210 61	40,000 00	-	(29,789 39)
Allinaz Se Spd	274	P	VARIOUS	9/15/08	3,969 85	4,887 91	-	(918 06)
Allinaz Se Spd	342	P	VARIOUS	12/19/08	3,627 43	4,537 31	-	(909 88)
Allinaz Se Spd	643	P	VARIOUS	1/15/09	5,340 02	8,530 67	-	(3,190 65)
American Cap	150	P	VARIOUS	6/25/09	445 55	6,424 19	-	(5,978 64)
American Cap	2850	P	VARIOUS	6/25/09	8,450 45	122,059 41	-	(113,608 96)
American Int'l Group	1000	P	VARIOUS	6/4/09	1,650 00	25,636 00	-	(23,986 00)
Anheuser Busch	1000	P	VARIOUS	11/18/08	70,000 00	52,395 00	-	17,605 00
Anixter Intl	38	P	VARIOUS	6/23/09	1,414 19	1,101 29	-	312 90
Aqua America Inc	37	P	VARIOUS	12/10/08	721 77	719 47	-	2 30
Aqua America Inc	32	P	VARIOUS	12/11/08	617 95	622 24	-	(4 29)
Aqua America Inc	3300	P	VARIOUS	3/25/09	57,750 00	40,920 80	-	16,829 20
Astoria Financial	109	P	VARIOUS	2/5/09	821 47	1,793 77	-	(972 30)
AT & T Corp New	5000	P	VARIOUS	12/24/08	140,000 00	146,950 00	-	(6,950 00)
ATMI Inc	53	P	VARIOUS	10/8/08	772 77	1,574 90	-	(802 13)
Axa	1240	P	VARIOUS	2/20/09	12,911 42	51,041 60	-	(38,130 18)
Axis Capita	96	P	VARIOUS	7/16/08	2,754 33	3,017 00	-	(262 67)
BAE Sys Plc	337	P	VARIOUS	5/12/09	7,313 75	9,351 75	-	(2,038 00)
BAE Sys Plc	933	P	VARIOUS	6/16/09	19,801 11	25,896 62	-	(6,095 51)
BAE Sys Plc	275	P	VARIOUS	6/25/09	6,187 15	9,405 19	-	(3,218 04)
BAE Sys Plc	27	P	VARIOUS	6/25/09	607 46	923 42	-	(315 96)
Baker Hughes	1000	P	VARIOUS	7/23/08	80,000 00	80,520 00	-	(520 00)
Banco Santander	1458	P	VARIOUS	11/25/08	9,507 61	29,105 47	-	(19,597 86)
Banco Santander	1332	P	VARIOUS	1/26/09	9,718 48	26,345 09	-	(16,626 61)
Banco Santander	1381	P	VARIOUS	1/20/09	9,622 75	22,032 83	-	(12,410 08)
Bank of American Corp	1500	P	VARIOUS	6/4/09	17,099 65	41,625 00	-	(24,525 35)
Barclays PLC	126	P	VARIOUS	5/15/09	1,953 65	1,406 16	-	547 49
Barrett Bill Corp	39	P	VARIOUS	3/11/09	721 93	1,463 67	-	(741 74)
Barrett Bill Corp	19	P	VARIOUS	3/30/09	454 27	712 98	-	(258 71)
Beckman Coulter Inc	4	P	VARIOUS	10/15/08	241 16	243 33	-	(2 17)
BHP Billiton LTD	202	P	VARIOUS	9/12/08	12,201 32	5,860 15	-	6,341 17
BHP Billiton LTD	287	P	VARIOUS	10/16/08	10,215 02	20,375 08	-	(10,160 06)
BHP Billiton LTD	277	P	VARIOUS	2/9/09	12,616 97	11,429 87	-	1,187 10
BNP Paribas	421	P	VARIOUS	11/25/08	8,944 17	15,850 53	-	(6,906 36)
BNP Paribas	190	P	VARIOUS	4/13/09	4,425 32	3,900 38	-	524 94
Bristol Myers Quibb	5000	P	VARIOUS	7/1/08	99,050 20	200,853 50	-	(101,803 30)
Brocade Comm	188	P	VARIOUS	7/29/08	1,239 85	1,260 16	-	(20 31)
Brocade Comm	173	P	VARIOUS	7/30/08	1,113 14	1,159 57	-	(46 43)
Brocade Comm	301	P	VARIOUS	8/1/08	2,004 76	2,017 48	-	(12 72)
Burlintn N Snta	1000	P	VARIOUS	7/23/08	90,000 00	78,942 00	-	11,058 00
Centene Corp	86	P	VARIOUS	11/20/08	1,542 33	1,914 69	-	(372 36)
Centennial Comm	251	P	VARIOUS	2/5/09	2,063 12	1,508 51	-	554 61
Centennial Comm	290	P	VARIOUS	4/13/09	2,399 36	1,741 59	-	657 77
Century Alluminum	116	P	VARIOUS	10/15/08	1,405 11	4,184 85	-	(2,779 74)
Cheesecake Factory	36	P	VARIOUS	10/15/08	367 21	721 80	-	(354 59)
Cheesecake Factory	59	P	VARIOUS	3/30/09	700 97	1,074 22	-	(373 25)
Cheesecake Factory	31	P	VARIOUS	4/24/09	536 85	564 42	-	(27 57)
Cheesecake Factory	43	P	VARIOUS	6/8/09	731 46	782 91	-	(51 45)
Chicago Brdg & Iron	154	P	VARIOUS	3/3/09	823 58	3,418 68	-	(2,595 10)
Chicago Brdg & Iron	169	P	VARIOUS	3/30/09	1,184 93	3,751 67	-	(2,566 74)
China Nepstar Chain	144	P	VARIOUS	9/9/08	721 43	2,423 52	-	(1,702 09)
China Nepstar Chain	222	P	VARIOUS	9/10/08	1,114 74	3,736 26	-	(2,621 52)
China Nepstar Chain	240	P	VARIOUS	9/12/08	1,200 13	4,039 20	-	(2,839 07)
China Nepstar Chain	160	P	VARIOUS	9/17/08	715 81	2,692 80	-	(1,976 99)
China Nepstar Chain	479	P	VARIOUS	9/25/08	2,108 10	8,057 25	-	(5,949 15)
Cia Vale Do Rio Doce Ad	783	P	VARIOUS	10/6/08	13,366 12	16,596 78	-	(3,230 66)
Coca Cola Hellenic	7	P	VARIOUS	7/1/08	187 49	327 39	-	(139 90)

SAND SPRINGS HOME - 73-0579278
FYE 6/30/09
SALES OF SEÇURITIES

DESCRIPTION	# OF SHARES	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	EXPENSES OF SALE	GAIN (LOSS)
Coca Cola Hellenic	177	P	VARIOUS	7/2/08	4,656 08	8,278 07	-	(3,621 99)
Commscope Inc	36	P	VARIOUS	5/11/09	885 14	852 12	-	33 02
Conexant Sys	100	P	VARIOUS	6/25/09	117 24	48,702 52	-	(48,585 28)
Copa Holdings	121	P	VARIOUS	7/22/08	3,915 43	4,466 11	-	(550 68)
Copa Holdings	128	P	VARIOUS	2/19/09	3,941 52	4,590 88	-	(649 36)
Copa Holdings	52	P	VARIOUS	4/23/09	1,708 89	1,904 17	-	(195 28)
Credicorp LTD	278	P	VARIOUS	2/11/09	11,148 93	20,354 12	-	(9,205 19)
CRH Plc	295	P	VARIOUS	9/17/08	7,416 78	11,103 63	-	(3,686 85)
Daimler Chrysler	129	P	VARIOUS	7/29/08	7,686 36	8,063 91	-	(377 55)
DBS Group Hldgs	286	P	VARIOUS	10/17/08	10,430 25	14,797 04	-	(4,366 79)
Dean Foods	84	P	VARIOUS	3/11/09	1,610 36	1,842 29	-	(231 93)
Dean Foods	34	P	VARIOUS	3/30/09	665 36	745 69	-	(80 33)
Desarrolladora Homex	237	P	VARIOUS	2/20/09	3,785 74	14,900 19	-	(11,114 45)
Desarrolladora Homex	313	P	VARIOUS	2/27/09	4,719 11	19,675 58	-	(14,956 47)
Diageo PLC	129	P	VARIOUS	11/13/08	7,553 79	7,159 48	-	394 31
Diageo PLC	50	P	VARIOUS	2/18/09	2,525 32	2,775 00	-	(249 68)
Diageo PLC	112	P	VARIOUS	3/25/09	4,720 80	6,215 98	-	(1,495 18)
Diageo PLC	154	P	VARIOUS	3/31/09	6,758 05	8,546 98	-	(1,788 93)
Domtar Corp	242	P	VARIOUS	11/14/08	484 47	1,565 47	-	(1,081 00)
Domtar Corp	243	P	VARIOUS	12/2/08	339 12	1,571 93	-	(1,232 81)
Du Pont E I - Merrill Lynch	1000	P	VARIOUS	9/24/08	45,000 00	42,576 00	-	2,424 00
E Con AG	50	P	VARIOUS	7/14/08	3,331 54	3,611 50	-	(279 96)
E Con AG	189	P	VARIOUS	5/12/09	6,287 20	13,137 39	-	(6,850 19)
Eaton Vance	33	P	VARIOUS	12/22/08	629 64	976 10	-	(346 46)
Emulex Corp New	96	P	VARIOUS	7/29/08	1,106 34	1,422 72	-	(316 38)
Emulex Corp New	162	P	VARIOUS	8/4/08	1,831 70	2,400 45	-	(568 75)
Encore Acquisition	21	P	VARIOUS	4/2/09	476 45	622 54	-	(146 09)
Energizer Hldgs	1000	P	VARIOUS	8/20/08	80,000 00	77,587 00	-	2,413 00
Eni S P A	141	P	VARIOUS	12/19/08	7,202 15	7,345 88	-	(143 73)
Eni S P A	100	P	VARIOUS	3/11/09	3,174 10	5,209 85	-	(2,035 75)
Equinix Inc	25	P	VARIOUS	3/30/09	1,413 10	1,267 53	-	145 57
Ericsson LM TEL	742	P	VARIOUS	4/15/09	6,667 14	7,031 49	-	(364 35)
Ericsson LM TEL	679	P	VARIOUS	12/12/08	5,186 99	6,441 93	-	(1,254 94)
Ericsson LM TEL	369	P	VARIOUS	4/29/09	3,520 82	3,498 12	-	22 70
Ev3 Inc	90	P	VARIOUS	10/8/08	807 52	773 58	-	33 94
Ev3 Inc	121	P	VARIOUS	11/14/08	715 89	1,040 04	-	(324 15)
Ev3 Inc	92	P	VARIOUS	12/9/08	607 70	790 77	-	(183 07)
Ev3 Inc	113	P	VARIOUS	1/2/09	701 11	971 27	-	(270 16)
Fairpoint Comm	752	P	VARIOUS	3/12/09	323 73	7,466 76	-	(7,143 03)
Fluor Corp	1000	P	VARIOUS	12/24/08	40,000 00	35,275 50	-	4,724 50
Foundry Networks	171	P	VARIOUS	7/29/08	2,970 23	2,421 36	-	548 87
Foundry Networks	171	P	VARIOUS	8/14/08	3,080 22	2,421 86	-	658 36
FPL Group Inc	2000	P	VARIOUS	6/24/09	110,000 00	59,100 00	-	50,900 00
GDF Suez	24	P	VARIOUS	8/7/08	3,304 23	3,304 23	-	-
Genentech Inc	2000	P	VARIOUS	12/24/08	160,000 00	154,794 00	-	5,206 00
General Mills	1000	P	VARIOUS	7/23/08	60,000 00	56,355 00	-	3,645 00
Genworth Finl	4000	P	VARIOUS	7/1/08	72,243 20	97,920 00	-	(25,676 80)
Graco Inc	67	P	VARIOUS	10/7/08	2,012 81	2,301 76	-	(288 95)
Graco Inc	17	P	VARIOUS	10/24/08	383 12	584 03	-	(200 91)
Graco Inc	87	P	VARIOUS	11/3/08	2,012 87	2,988 84	-	(975 97)
Graco Inc	29	P	VARIOUS	7/31/08	1,064 10	962 22	-	101 88
Groupe Danone	544	P	VARIOUS	9/4/08	7,310 49	9,324 31	-	(2,013 82)
Groupe Danone	361	P	VARIOUS	11/12/08	3,792 56	6,187 64	-	(2,395 08)
Groupe Danone	703	P	VARIOUS	3/25/09	6,394 94	12,049 61	-	(5,654 67)
GSI Commerce	44	P	VARIOUS	7/3/08	615 99	750 64	-	(134 65)
Harley Davidson Inc	1000	P	VARIOUS	8/20/08	42,500 00	36,170 00	-	6,330 00
Helmerich & Payne Inc	2000	P	VARIOUS	1/22/09	42,500 00	38,680 00	-	3,820 00
Helmerich & Payne Inc	1000	P	VARIOUS	6/24/09	25,000 00	20,470 00	-	4,530 00
Himax Tech	6	P	VARIOUS	9/3/08	21 00	30 40	-	(9 40)
Himax Tech	238	P	VARIOUS	3/31/09	695 33	1,205 76	-	(510 43)
Himax Tech	357	P	VARIOUS	4/2/09	1,055 35	1,808 64	-	(753 29)
Himax Tech	101	P	VARIOUS	4/13/09	293 25	511 68	-	(218 43)
Himax Tech	22	P	VARIOUS	4/14/09	63 84	111 46	-	(47 62)
Himax Tech	67	P	VARIOUS	5/8/09	194 59	339 69	-	(145 10)
Himax Tech	16	P	VARIOUS	5/19/09	46 40	81 12	-	(34 72)
Horizon Lines	63	P	VARIOUS	8/4/08	729 26	958 86	-	(229 60)
Horizon Lines	67	P	VARIOUS	9/12/08	829 87	1,019 57	-	(189 70)
Horizon Lines	32	P	VARIOUS	9/15/08	391 09	486 96	-	(95 87)
Horizon Lines	124	P	VARIOUS	9/23/08	1,370 93	1,886 96	-	(516 03)
Horizon Lines	40	P	VARIOUS	10/3/08	380 21	608 70	-	(228 49)
HSBC Hldg	142	P	VARIOUS	1/14/09	5,940 63	10,579 00	-	(4,638 37)
Idex Corp	61	P	VARIOUS	4/13/09	1,370 47	2,002 71	-	(632 24)
Idex Corp	41	P	VARIOUS	4/21/09	851 96	1,346 08	-	(494 12)
Idex Corp	53	P	VARIOUS	2/5/09	1,094 05	1,739 39	-	(645 34)
Illinois Tool Works	2000	P	VARIOUS	7/1/08	94,025 00	113,714 50	-	(19,689 50)

DESCRIPTION	# OF SHARES	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	EXPENSES OF SALE	GAIN (LOSS)
Immucor Inc	9	P	VARIOUS	10/15/08	222 08	258 12	-	(36 04)
Immucor Inc	18	P	VARIOUS	11/6/08	481 89	516 25	-	(34 36)
Insight Etnerprises	114	P	VARIOUS	10/3/08	1,474 99	1,833 47	-	(358 48)
Insight Etnerprises	110	P	VARIOUS	11/4/08	948 34	1,769 14	-	(820 80)
Insight Etnerprises	88	P	VARIOUS	1/20/09	542 26	1,415 31	-	(873 05)
Insight Etnerprises	199	P	VARIOUS	2/5/09	1,069 97	3,200 54	-	(2,130 57)
Interline Brands Inc	101	P	VARIOUS	7/10/08	1,518 39	1,578 63	-	(60 24)
Interline Brands Inc	24	P	VARIOUS	7/11/08	360 37	375 33	-	(14 96)
Intersil Corp	63	P	VARIOUS	5/29/09	788 65	1,703 09	-	(914 44)
Intesa Sanpaolo Spon	253	P	VARIOUS	10/24/08	5,700 73	5,775 76	-	(75 03)
Iowa Telecommctns	66	P	VARIOUS	7/3/08	1,162 59	1,092 96	-	69 63
Iowa Telecommctns	115	P	VARIOUS	7/16/08	1,994 37	1,904 91	-	89 46
Ishares MSCI Eafe Index	4	P	VARIOUS	9/3/08	44 83	54 13	-	(9 30)
Ishares MSCI Eafe Index	3040	P	VARIOUS	9/17/08	32,066 04	41,137 91	-	(9,071 87)
Itau Unibanco Banco	1202	P	VARIOUS	10/27/08	10,226 14	9,395 50	-	830 64
Knight Trnsprtn Inc	59	P	VARIOUS	7/28/08	1,191 34	925 71	-	265 63
Knight Trnsprtn Inc	55	P	VARIOUS	11/21/08	772 14	862 76	-	(90 62)
Knight Trnsprtn Inc	76	P	VARIOUS	1/13/09	1,006 16	1,192 18	-	(186 02)
Knight Trnsprtn Inc	28	P	VARIOUS	3/11/09	358 53	439 22	-	(80 69)
Knight Trnsprtn Inc	66	P	VARIOUS	6/16/09	1,134 73	1,035 31	-	99 42
Knoll Inc	41	P	VARIOUS	9/15/08	704 51	684 90	-	19 61
Knoll Inc	39	P	VARIOUS	1/13/09	340 34	651 49	-	(311 15)
Knoll Inc	189	P	VARIOUS	6/12/09	1,343 31	3,157 20	-	(1,813 89)
KV Pharmaceutical	35	P	VARIOUS	12/10/08	175 77	909 05	-	(733 28)
KV Pharmaceutical	42	P	VARIOUS	12/10/08	205 97	1,090 86	-	(884 89)
KV Pharmaceutical	99	P	VARIOUS	12/11/08	497 34	2,571 31	-	(2,073 97)
Landstar Sys Inc	20	P	VARIOUS	11/28/08	609 02	838 31	-	(229 29)
Landstar Sys Inc	20	P	VARIOUS	3/11/09	568 34	804 08	-	(235 74)
LSI Logic Corp	112	P	VARIOUS	6/25/09	505 34	16,191 28	-	(15,685 94)
McDonalds Corp	2000	P	VARIOUS	6/8/09	115,000 00	116,077 60	-	(1,077 60)
Medco Health Solut	1000	P	VARIOUS	6/24/09	45,000 00	29,676 57	-	15,323 43
Medtronic Inc	2500	P	VARIOUS	8/20/08	125,000 00	57,250 00	-	67,750 00
Microsemi Corp	106	P	VARIOUS	12/22/09	1,244 42	2,754 82	-	(1,510 40)
Mindspeed Tech	333	P	VARIOUS	6/25/09	139 93	3,027 83	-	(2,887 90)
Mirant Corpe Escrow	1000	P	VARIOUS	10/30/08	0 01	35,854 37	-	(35,854 36)
Mitsubishi Cp (Estate)	318	P	VARIOUS	9/24/08	16,038 27	22,555 42	-	(6,517 15)
Mitsubishi Cp (Estate)	811	P	VARIOUS	11/7/08	26,891 38	42,947 45	-	(16,056 07)
Mitsubishi Cp (Estate)	128	P	VARIOUS	6/18/09	4,740 76	3,752 24	-	988 52
Mitsuli Co	105	P	VARIOUS	8/8/08	36,321 50	40,959 70	-	(4,638 20)
Mobile Mini Inc	33	P	VARIOUS	10/7/08	571 45	552 26	-	19 19
Natl Bk Greece	2174	P	VARIOUS	7/8/08	18,493 46	10,948 94	-	7,544 52
Nestle S A Rep	234	P	VARIOUS	7/15/08	9,847 58	9,340 91	-	506 67
Nestle S A Rep	150	P	VARIOUS	2/13/09	4,842 00	3,708 00	-	1,134 00
Nestle S A Rep	250	P	VARIOUS	5/11/09	8,851 67	9,615 00	-	(763 33)
Nordson Corp	12	P	VARIOUS	7/31/08	871 17	620 40	-	250 77
Nordson Corp	70	P	VARIOUS	9/17/08	3,329 20	3,676 98	-	(347 78)
Novartis Adr	140	P	VARIOUS	3/25/09	5,230 99	7,345 66	-	(2,114 67)
Novartis Adr	325	P	VARIOUS	4/21/09	11,530 60	17,052 43	-	(5,521 83)
Novo Nordisk	107	P	VARIOUS	4/14/09	4,512 87	6,540 03	-	(2,027 16)
Novo Nordisk	77	P	VARIOUS	4/14/09	3,247 58	4,706 38	-	(1,458 80)
Novo Nordisk	144	P	VARIOUS	4/23/09	6,939 19	8,801 53	-	(1,862 34)
Ntelos Hldgs	36	P	VARIOUS	7/1/08	903 53	957 96	-	(54 43)
NTT Docomo Inc	1010	P	VARIOUS	4/3/09	14,035 39	17,055 68	-	(3,020 29)
NTT Docomo Inc	1003	P	VARIOUS	5/5/09	13,945 31	16,937 47	-	(2,992 16)
Orix Corp	376	P	VARIOUS	7/2/08	27,185 13	34,914 34	-	(7,729 21)
Oshkosh Corp	352	P	VARIOUS	11/28/08	2,206 04	8,430 62	-	(6,224 58)
Pentair Inc	28	P	VARIOUS	7/31/08	985 44	865 48	-	119 96
Pentair Inc	13	P	VARIOUS	10/15/08	364 11	401 90	-	(37 79)
Pentair Inc	13	P	VARIOUS	10/24/08	327 69	401 90	-	(74 21)
Pentair Inc	85	P	VARIOUS	4/21/09	1,887 04	2,627 79	-	(740 75)
Petrleo Bras VTG	248	P	VARIOUS	9/12/08	11,127 62	3,496 83	-	7,630 79
Petroquest Energy	299	P	VARIOUS	3/12/09	281 20	2,213 17	-	(1,931 97)
Phillips Van Heusen	22	P	VARIOUS	10/7/08	727 16	756 14	-	(28 98)
Piedmont Natural Gas	2000	P	VARIOUS	12/24/08	60,000 00	32,956 00	-	27,044 00
PMC Sierra Inc	165	P	VARIOUS	5/29/09	1,227 92	1,207 37	-	20 55
Potash Corp	105	P	VARIOUS	9/4/08	15,495 52	21,532 28	-	(6,036 76)
Potash Corp	109	P	VARIOUS	4/23/09	8,815 60	9,493 37	-	(677 77)
Protective Life Corp	170	P	VARIOUS	3/12/09	547 85	5,078 90	-	(4,531 05)
Prudential PLC	290	P	VARIOUS	7/30/08	5,951 31	9,500 40	-	(3,549 09)
Prudential PLC	292	P	VARIOUS	1/13/09	3,131 04	6,435 71	-	(3,304 67)
Prudential PLC	253	P	VARIOUS	3/5/09	1,977 28	5,576 15	-	(3,598 87)
Prudential PLC	368	P	VARIOUS	5/22/09	5,160 99	6,307 52	-	(1,146 53)
PSS World Medical	50	P	VARIOUS	11/25/08	850 70	911 45	-	(60 75)
Qiagen NV	207	P	VARIOUS	11/26/08	3,230 70	2,979 09	-	251 61
Qiagen NV	79	P	VARIOUS	11/26/08	1,233 61	1,136 95	-	96 66

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DESCRIPTION	# OF SHARES	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	EXPENSES OF SALE	GAIN (LOSS)
Quest Software	210	P	VARIOUS	12/23/08	2,624 98	3,199 08	-	(574 10)
Quiksliver Inc	131	P	VARIOUS	10/8/08	1,385 79	1,713 48	-	(327 69)
Quiksliver Inc	133	P	VARIOUS	10/10/08	1,207 51	1,740 26	-	(532 75)
Rescources Connection	85	P	VARIOUS	11/4/08	1,343 13	1,908 17	-	(565 04)
Research In Motion LTD	31	P	VARIOUS	4/3/09	1,856 26	2,179 28	-	(323 02)
Research In Motion LTD	76	P	VARIOUS	4/3/09	4,550 85	5,342 75	-	(791 90)
Research In Motion LTD	26	P	VARIOUS	4/3/09	1,554 30	1,827 78	-	(273 48)
Research In Motion LTD	40	P	VARIOUS	4/23/09	2,747 43	2,811 97	-	(64 54)
Resmed Inc	45	P	VARIOUS	7/3/08	1,627 99	1,989 00	-	(361 01)
Resmed Inc	57	P	VARIOUS	7/16/08	2,127 49	2,519 23	-	(391 74)
Ritchie Bros	15	P	VARIOUS	2/20/09	305 91	234 00	-	71 91
Ritchie Bros	163	P	VARIOUS	2/20/09	3,324 30	2,542 80	-	781 50
Ritchie Bros	123	P	VARIOUS	5/8/09	2,946 53	1,918 80	-	1,027 73
Ritchie Bros	11	P	VARIOUS	5/11/09	256 56	171 60	-	84 96
RLI Corp Illinois	39	P	VARIOUS	8/21/08	2,162 39	2,018 64	-	143 75
RLI Corp Illinois	12	P	VARIOUS	1/13/09	676 08	621 12	-	54 96
Roche Hldg LTD	66	P	VARIOUS	8/5/08	6,071 20	5,036 53	-	1,034 67
Roche Hldg LTD	101	P	VARIOUS	4/14/09	3,248 15	3,861 97	-	(613 82)
Roche Hldg LTD	140	P	VARIOUS	4/14/09	4,502 39	5,353 23	-	(850 84)
Roche Hldg LTD	96	P	VARIOUS	6/17/09	3,156 02	3,967 56	-	(811 54)
Roche Hldg LTD	110	P	VARIOUS	6/17/09	3,616 27	4,546 17	-	(929 90)
Royal Dutch Shell	143	P	VARIOUS	12/22/08	7,876 79	9,031 08	-	(1,154 29)
Royal Dutch Shell	202	P	VARIOUS	3/30/09	9,138 22	12,757 18	-	(3,618 96)
Royal Dutch Shell	145	P	VARIOUS	5/5/09	6,676 39	9,157 39	-	(2,481 00)
RSC Hldgs	44	P	VARIOUS	12/9/08	345 43	503 35	-	(157 92)
RSC Hldgs	372	P	VARIOUS	3/28/09	1,859 40	4,255 55	-	(2,396 15)
Ryanair Hldgs	531	P	VARIOUS	7/23/08	13,159 43	12,260 83	-	898 60
Ryanair Hldgs	192	P	VARIOUS	11/3/08	4,135 69	6,085 74	-	(1,950 05)
Ryanair Hldgs	130	P	VARIOUS	1/2/09	3,904 31	4,120 55	-	(216 24)
Ryanair Hldgs	177	P	VARIOUS	4/23/09	4,943 07	5,610 29	-	(667 22)
Sanderson Farms	16	P	VARIOUS	4/20/09	624 76	449 90	-	174 86
Sanderson Farms	22	P	VARIOUS	5/21/09	912 44	618 64	-	293 80
Sanderson Farms	34	P	VARIOUS	6/3/09	1,562 65	956 02	-	606 63
Sara Lee Corp	2000	P	VARIOUS	6/25/09	17,980 40	47,963 76	-	(29,983 36)
Savvis Inc	66	P	VARIOUS	6/9/09	863 79	1,023 00	-	(159 21)
SBC Communications	42	P	VARIOUS	3/3/09	861 93	1,014 25	-	(152 32)
Schein (Henry) Inc	44	P	VARIOUS	3/11/09	1,503 88	2,163 48	-	(659 60)
Siemens AG	59	P	VARIOUS	9/17/08	5,536 01	4,940 47	-	595 54
Siemens AG	142	P	VARIOUS	10/16/08	9,289 68	11,890 61	-	(2,600 93)
Singapore Telecommm	342	P	VARIOUS	10/17/08	5,958 52	7,094 64	-	(1,136 12)
Skyworks Solutions	351	P	VARIOUS	6/25/09	3,257 63	1,755 00	-	1,502 63
St Mary LD & Expl Co	112	P	VARIOUS	3/12/09	1,304 57	5,815 45	-	(4,510 88)
Stancorp Financl	25	P	VARIOUS	8/4/08	1,219 61	1,229 00	-	(9 39)
Stancorp Financl	15	P	VARIOUS	1/13/09	492 65	737 48	-	(244 83)
Stericycle Inc	45	P	VARIOUS	1/12/09	2,192 58	1,831 62	-	360 96
Sumitomo Mitsu	1276	P	VARIOUS	10/17/08	6,534 61	15,863 29	-	(9,328 68)
Suncor Energy Inc	624	P	VARIOUS	10/14/08	13,060 30	23,889 47	-	(10,829 17)
Sunrise Senior Living	244	P	VARIOUS	11/4/08	852 79	6,516 39	-	(5,663 60)
Sunstone Hotel Invs	287	P	VARIOUS	4/29/09	1,242 61	3,271 80	-	(2,029 19)
Sunstone Hotel Invs	247	P	VARIOUS	5/11/09	1,567 46	2,817 79	-	(1,250 33)
Telus Corp	337	P	VARIOUS	5/7/09	8,598 34	15,282 95	-	(6,684 61)
Tenaris SA	145	P	VARIOUS	5/14/09	3,823 22	3,414 75	-	408 47
Teva Pharmactcl	151	P	VARIOUS	3/4/09	6,690 57	6,743 46	-	(52 89)
Teva Pharmactcl	71	P	VARIOUS	3/23/09	3,177 99	3,170 77	-	7 22
Teva Pharmactcl	50	P	VARIOUS	4/13/09	2,296 92	2,232 94	-	63 98
Texas Roadhouse	78	P	VARIOUS	10/24/08	570 68	778 69	-	(208 01)
Texas Roadhouse	38	P	VARIOUS	12/9/08	262 29	379 36	-	(117 07)
Texas Roadhouse	60	P	VARIOUS	1/2/09	477 76	598 99	-	(121 23)
Texas Roadhouse	49	P	VARIOUS	4/24/09	557 11	489 18	-	67 93
TNT N V	495	P	VARIOUS	7/17/08	18,375 43	16,393 63	-	1,981 80
Total S A	81	P	VARIOUS	6/17/09	4,382 63	4,228 79	-	153 84
TW Telecom	93	P	VARIOUS	10/27/08	457 34	611 91	-	(154 57)
UBS AG NEW	979	P	VARIOUS	7/30/08	17,997 92	23,495 80	-	(5,497 88)
Unilever Plc	101	P	VARIOUS	7/15/08	2,855 91	2,788 61	-	67 30
United Nat Foods	93	P	VARIOUS	9/12/08	2,146 15	2,333 70	-	(187 55)
United Nat Foods	100	P	VARIOUS	10/27/08	1,889 82	2,509 35	-	(619 53)
Universal Health Svcs	35	P	VARIOUS	8/21/08	2,184 80	1,740 90	-	443 90
UST Inc	4000	P	VARIOUS	9/15/08	220,000 00	220,749 00	-	(749 00)
V F Corp	2000	P	VARIOUS	8/20/08	150,000 00	132,084 00	-	17,916 00
Veolia Environnement	163	P	VARIOUS	4/30/09	4,486 07	10,531 43	-	(6,045 36)
Vestas Wind Systems	512	P	VARIOUS	11/28/08	6,872 54	20,775 07	-	(13,902 53)
Vestas Wind Systems	276	P	VARIOUS	12/5/08	4,298 06	11,199 06	-	(6,901 00)
Vodafone Group New	344	P	VARIOUS	1/9/09	7,193 51	9,652 84	-	(2,459 33)
Vodafone Group New	432	P	VARIOUS	3/18/09	7,049 29	11,188 08	-	(4,138 79)
Vodafone Group New	378	P	VARIOUS	4/23/09	6,788 25	10,606 90	-	(3,818 65)

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DESCRIPTION	# OF SHARES	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	EXPENSES OF SALE	GAIN (LOSS)
Vodafone Group New	615	P	VARIOUS	5/13/09	11,530 83	15,927 48	-	(4,396 65)
Volcom Inc	60	P	VARIOUS	1/12/09	601 57	1,391 30	-	(789 73)
Volcom Inc	105	P	VARIOUS	1/22/09	922 47	2,434 78	-	(1,512 31)
Volcom Inc	22	P	VARIOUS	1/23/09	186 99	510 15	-	(323 16)
Vornado Realty	1000	P	VARIOUS	7/1/08	89,443 44	108,774 00	-	(19,330 56)
Wachovia Corp	9010	P	VARIOUS	10/1/08	90,280 20	93,348 00	-	(3,067 80)
Wachovia Corp	1000	P	VARIOUS	JV 11/08	-	75,652 00	-	(75,652 00)
Walgreen Co	2000	P	VARIOUS	1/22/09	50,000 00	16,820 00	-	33,180 00
Walgreen Co	2000	P	VARIOUS	4/21/09	55,000 00	16,805 00	-	38,195 00
Wamaco Group	28	P	VARIOUS	10/15/08	840 35	1,077 04	-	(236 69)
Washington Mutual	2000	P	VARIOUS	6/25/09	228 00	80,040 00	-	(79,812 00)
Waste Connections	20	P	VARIOUS	11/28/08	653 17	528 87	-	124 30
WGL Holding	1000	P	VARIOUS	4/9/09	30,000 00	23,740 00	-	6,260 00
Whole Foods Mkt	120	P	VARIOUS	5/13/09	2,549 97	2,157 54	-	392 43
Zurich Fin	113	P	VARIOUS	3/10/09	1,365 60	2,380 12	-	(1,014 52)
Zurich Fin	800	P	VARIOUS	3/13/09	9,303 76	16,850 39	-	(7,546 63)
								-
SUBTOTAL STOCK SALES					**3,452,693.42**	**4,356,207.49**	-	**(903,514 07)**
BONDS								
Caterpillar 5 000% 09/15/08		P	9/21/06	9/28/08	100,000 00	100,000 00	-	-
Duke Energy 5 375% 01/01/09		P	7/31/01	1/2/09	100,000 00	100,000 00	-	-
FHLB 5 100% 11/19/14		P	11/19/07	11/19/08	250,000 00	250,000 00	-	-
Ford Mtr Credit 5 800% 01/12/09		P	9/10/01	1/12/09	100,000 00	100,000 00	-	-
Ford Mtr Credit 4 750% 04/20/09		P	4/28/04	4/21/09	100,000 00	100,000 00	-	-
NM Boeing Cap 6 000% 04/15/09		P	4/4/02	4/15/09	100,000 00	100,000 00	-	-
NM Household Fin 4 000% 03/10/09		P	3/18/04	3/10/09	100,000 00	100,000 00	-	-
Toyota Motor Credit 5 000% 07/28/08		P	4/27/05	7/28/08	250,000 00	250,000 00	-	-
United Parcel Service 5 000% 10/15/13		P	10/31/07	10/31/08	100,000 00	100,000 00	-	-
SUBTOTAL BONDS					**1,200,000 00**	**1,200,000 00**	-	-
GNMA								
GNMA POOL		P	VARIOUS	VARIOUS	313,085 47	313,085 47	-	-
SUBTOTAL: GNMA					**313,085 47**	**313,085 47**	-	-
MUTUAL FUNDS								
					-	-	-	-
SUBTOTAL MUTUAL FUNDS					-	-	-	-
FHLM								
FHLMC 5 130% 10/15/08		P	2/7/2008	10/31/2008	25,000 00	25,000 00	-	-
FHLMC 5 130% 10/15/08		P	11/28/2007	10/31/2008	75,000 00	75,000 00	-	-
SUBTOTAL FHLM					**100,000 00**	**100,000 00**	-	-
U S GOVERNMENT SECURITIES								
U S TREASURY INFLATION NOTES		P	VARIOUS	VARIOUS	1,418,510 06	1,385,000 00	-	33,510 06
SUBTOTAL FHLM					**1,418,510.06**	**1,385,000 00**	-	**33,510.06**
GRAND TOTAL					**6,484,288.95**	**7,354,292 96**	-	**(870,004 01)**

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION:	COMMERCIAL BUILDING - NEILSON
DATE SOLD:	April 5, 2002
SELLING PRICE.	$91,000.00
BASIS OF PROPERTY SOLD:	$24,138.22
DEPRECIATION ALLOWED:	$19,405 43
ADJUSTED BASIS:	$4,732.79
EXPENSES OF SALE:	$945 50
GROSS PROFIT·	$85,321 71
CONTRACT PRICE·	$91,000 00
GROSS PROFIT PERCENTAGE:	93 759341%
PAYMENTS RECEIVED DURING YEAR·	$10,047.16
INSTALLMENT SALE INCOME.	$9,420 15

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION	BUILDING - EVENT I
DATE SOLD:	December 5, 2006
SELLING PRICE·	$770,000.00
BASIS OF PROPERTY SOLD·	$592,399.71
DEPRECIATION ALLOWED:	$50,592.49
ADJUSTED BASIS·	$541,807 22
EXPENSES OF SALE·	$200,790.00
GROSS PROFIT·	$27,402.78
CONTRACT PRICE.	$770,000 00
GROSS PROFIT PERCENTAGE.	3.558803%
PAYMENTS RECEIVED DURING YEAR.	$46,791 36
INSTALLMENT SALE INCOME:	$1,665.21

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION	LAND - DICKSON
DATE SOLD	October 27, 2004
SELLING PRICE	$44,970.00
BASIS OF PROPERTY SOLD:	$40,665.95
DEPRECIATION ALLOWED:	$0.00
ADJUSTED BASIS.	$40,665.95
EXPENSES OF SALE	$3,993.53
GROSS PROFIT	$310 52
CONTRACT PRICE·	$44,970 00
GROSS PROFIT PERCENTAGE	0 690505%
PAYMENTS RECEIVED DURING YEAR	$1,442 14
INSTALLMENT SALE INCOME.	$9 96

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION·	LAND - WOODROW
DATE SOLD.	March 15, 2002
SELLING PRICE·	$19,127 20
BASIS OF PROPERTY SOLD.	$166 45
DEPRECIATION ALLOWED	$0.00
ADJUSTED BASIS.	$166.45
EXPENSES OF SALE·	$0.00
GROSS PROFIT·	$18,960 75
CONTRACT PRICE.	$19,127 20
GROSS PROFIT PERCENTAGE	99 129773%
PAYMENTS RECEIVED DURING YEAR.	$1,823.24
INSTALLMENT SALE INCOME·	$1,807 37

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION.	LAND - BRESETT
DATE SOLD·	October 5, 2003
SELLING PRICE:	$75,000 00
BASIS OF PROPERTY SOLD	$21,332 21
DEPRECIATION ALLOWED.	$0 00
ADJUSTED BASIS.	$21,332 21
EXPENSES OF SALE·	$226 50
GROSS PROFIT	$53,441.29
CONTRACT PRICE:	$75,000 00
GROSS PROFIT PERCENTAGE.	71 255053%
PAYMENTS RECEIVED DURING YEAR:	$52,861.79
INSTALLMENT SALE INCOME.	$37,666.70

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION	BUILDING - EDGEPATH-KACHEL
DATE SOLD:	November 2, 2005
SELLING PRICE.	$320,000.00
BASIS OF PROPERTY SOLD.	$145,057 50
DEPRECIATION ALLOWED.	$122,273.93
ADJUSTED BASIS·	$22,783 57
EXPENSES OF SALE·	$5,237.93
GROSS PROFIT·	$291,978 50
CONTRACT PRICE	$320,000 00
GROSS PROFIT PERCENTAGE	91 243281%
PAYMENTS RECEIVED DURING YEAR.	$2,709 68
INSTALLMENT SALE INCOME·	$2,472 40

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION.	BUILDING - HOWARD
DATE SOLD·	April 27, 2006
SELLING PRICE:	$125,000 00
BASIS OF PROPERTY SOLD:	$11,114 64
DEPRECIATION ALLOWED·	$1,057 32
ADJUSTED BASIS	$10,057.32
EXPENSES OF SALE.	$2,225.33
GROSS PROFIT·	$112,717.35
CONTRACT PRICE.	$125,000 00
GROSS PROFIT PERCENTAGE:	90.173880%
PAYMENTS RECEIVED DURING YEAR	$4,131 49
INSTALLMENT SALE INCOME·	$3,725.52

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

INSTALLMENT SALE INCOME

DESCRIPTION·	BUILDING - WHITE
DATE SOLD.	August 5th, 2006
SELLING PRICE·	$106,000 00
BASIS OF PROPERTY SOLD.	$49,971.04
DEPRECIATION ALLOWED.	$42,032 64
ADJUSTED BASIS	$7,938.40
EXPENSES OF SALE.	$2,197.00
GROSS PROFIT	$95,864.60
CONTRACT PRICE:	$106,000 00
GROSS PROFIT PERCENTAGE.	90 438302%
PAYMENTS RECEIVED DURING YEAR.	$3,858 06
INSTALLMENT SALE INCOME·	$3,489.16

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LAND	PURCHASED	VARIOUS	07/06/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
360,224.	0.	15,649.	0.	344,575.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LAND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
111,396.	0.	285.	0.	111,111.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SURFACE DAMAGES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,500.	0.	0.	0.	4,500.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INSTALLMENT SALES (SEE ATTACHED)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	60,256.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,484,289.	7,354,293.	0.	0.	-812,690.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT TERM PORTION FROM ABOVE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-57,314.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-349,562.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
VARIOUS	746,508.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	746,508.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	911,843.	0.	911,843.
TOTAL TO FM 990-PF, PART I, LN 4	911,843.	0.	911,843.

FORM 990-PF	RENTAL INCOME	STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
VARIOUS	1	1,915,850.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,915,850.

FORM 990-PF	RENTAL EXPENSES	STATEMENT 5

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
VARIOUS		1,225,211.	
- SUBTOTAL -	1		1,225,211.
TOTAL RENTAL EXPENSES			1,225,211.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			690,639.

FORM 990-PF	OTHER INCOME	STATEMENT 6

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	72,121.	72,121.	72,121.
OPTION INCOME	665,868.	665,868.	665,868.
INTEREST INCOME FROM MORTGAGES	92,886.	92,886.	92,886.
OTHER INCOME	18,996.	18,996.	18,996.
BOOKKEEPING INCOME	1,584.	0.	1,584.
OTHER INCOME	209,128.	0.	209,128.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,060,583.	849,871.	1,060,583.

FORM 990-PF LEGAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	44,462.	22,051.	22,051.	22,411.
TO FM 990-PF, PG 1, LN 16A	44,462.	22,051.	22,051.	22,411.

FORM 990-PF ACCOUNTING FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,305.	6,661.	6,661.	26,644.
TO FORM 990-PF, PG 1, LN 16B	33,305.	6,661.	6,661.	26,644.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PSYCHOLOGICAL FEES	7,100.	0.	0.	7,100.
COMPUTER CONSULTATION FEES	8,843.	4,080.	4,080.	4,763.
BENEFITS CONSULTATION FEES	3,889.	1,836.	1,836.	2,053.
SURVEYOR FEES	1,025.	1,025.	1,025.	0.
ENVIRONMENTAL CONSULTATION FEES	2,280.	0.	0.	2,280.
OTHER PROFESSIONAL FEES	550.	550.	550.	0.
APPRAISAL FEES	45,000.	45,000.	45,000.	0.
TO FORM 990-PF, PG 1, LN 16C	68,687.	52,491.	52,491.	16,196.

FORM 990-PF TAXES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM	64,973.	63,267.	63,267.	1,706.
PRODUCTION	4,749.	4,749.	4,749.	0.
PAYROLL	95,373.	29,560.	29,560.	65,813.
FEDERAL EXCISE TAX	15,000.	0.	0.	15,000.
FOREIGN	9,626.	9,626.	9,626.	0.
OTHER	2,489.	1,665.	1,665.	824.
TO FORM 990-PF, PG 1, LN 18	192,210.	108,867.	108,867.	83,343.

FORM 990-PF OTHER EXPENSES STATEMENT 11

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	61,988.	17,503.	17,503.	44,485.
RECREATION	55,370.	0.	0.	55,370.
GIFTS & HOLIDAYS	13,010.	0.	0.	13,010.
HEALTH & BEAUTY AIDS	6,442.	0.	0.	6,442.
MEDICAL & DENTAL	6,404.	0.	0.	6,404.
SMALL TOOLS & HOUSEHOLD ITEMS	14,726.	737.	737.	13,989.
INSURANCE	273,117.	124,603.	124,603.	148,514.
UTILITIES	360,231.	66,908.	66,908.	293,323.
TELEPHONE	25,604.	7,937.	7,937.	17,667.
EPA EXPENSE	20,369.	20,369.	20,369.	0.
DUES & SUBSCRIPTIONS	25,086.	11,219.	11,219.	13,867.
CONTINUING EDUCATION & SEMINARS	3,142.	224.	224.	2,918.
AUTOMOBILE	51,037.	15,519.	15,519.	35,518.
TRACTORS & MOWERS	32,082.	7,579.	7,579.	24,503.
MEALS - 50% DEDUCTIBLE	8,826.	1,444.	1,444.	7,133.
MEALS - 100% DEDUCTIBLE	2,245.	0.	0.	2,245.
MAINTENANCE & REPAIRS	628,720.	290,960.	290,960.	337,760.
FEES	94,845.	48,793.	48,793.	46,052.
PRIOR PERIOD ADJUSTMENTS	10,812.	10,812.	10,812.	0.
MISCELLANEOUS	19,955.	9,292.	9,292.	10,663.
CLOTHING	14,343.	0.	0.	14,343.
FOOD	55,392.	0.	0.	55,392.
EDUCATION	22,659.	0.	0.	22,659.
BAD DEBTS	3,695.	0.	0.	3,695.
REPAYMENT OF PRIOR YEAR CP TRUST DISTRIBUTION PAID IN ERROR	66,011.	0.	0.	0.
	1,876,111.	633,899.	633,899.	1,175,952.

TO FORM 990-PF, PG 1, LN 23

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. & STATE GOVERNMENT OBLIGATIONS	X		3,071,785.	2,745,125.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,071,785.	2,745,125.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,071,785.	2,745,125.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	16,177,066.	16,243,287.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,177,066.	16,243,287.

FORM 990-PF CORPORATE BONDS STATEMENT 14

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,382,316.	5,756,586.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,382,316.	5,756,586.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 15

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	1,398,255.	1,398,255.
TOTAL TO FORM 990-PF, PART II, LINE 12	1,398,255.	1,398,255.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 16

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SUBSIDIARY	COST	303,246.	1,863,333.
MUTUAL FUNDS	COST	6,223,661.	6,223,673.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,526,907.	8,087,006.

FORM 990-PF	OTHER ASSETS	STATEMENT 17

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TENANT RECEIVABLES	15,200.	82,733.	82,733.
EMPLOYEE LOANS	494.	434.	434.
DEPOSITS	418.	418.	418.
KEY MAN LIFE INSURANCE	2,342,344.	2,512,431.	2,512,431.
FEDERAL EXCISE TAX REFUND	0.	39,514.	39,514.
TO FORM 990-PF, PART II, LINE 15	2,358,456.	2,635,530.	2,635,530.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 18

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOY SCOUTS OF AMERICA 4295 SOUTH GARNETT, TULSA, OK 74146	NONE GENERAL OPERATING FUND	EXEMPT	300.
ROTARY CLUB OF SAND SPRINGS P.O. BOX 819, SAND SPRINGS, OK 74063	NONE HOLE SPONSORSHIP	EXEMPT	150.
SAND SPRINGS AMERICA DOWNTOWN PARTNERS 220 SOUTH ADAMS ROAD, SAND SPRINGS, OK 74063	NONE HOLIDAY TREE	EXEMPT	100.
SAND SPRINGS AREA CHAMBER 121 NORTH MAIN, SAND SPRINGS, OK 74063	NONE HOLE SPONSORSHIP	EXEMPT	150.
SAND SPRINGS EDUCATION FOUNDATION P.O. BOX 1541, SAND SPRINGS, OK 74063	NONE HALL OF FAME TABLE	EXEMPT	250.
SAND SPRINGS HERBAL AFFAIR 305 EAST BROADWAY, SAND SPRINGS, OK 74063	NONE GENERAL OPERATING FUND	EXEMPT	400.
SANDITE SENIOR CELEBRATION P.O.B. 1193, SAND SPRINGS, OK 74063	NONE GENERAL OPERATING FUND	EXEMPT	500.
SANDITE VARSITY CENTER P.O. BOX 974, SAND SPRINGS, OK 74063	NONE GOLF TOURNAMENT	EXEMPT	500.
SOUTHWESTERN ASSOCIATION OF EXECUTIVES OF HOMES FOR CHILDREN 1270 EAST 76TH STREET NORTH, OWASSO, OK 74055	NONE WORKSHOP	EXEMPT	170.

TOTAL TO FORM 990-PF, PART XV, LINE 3A	2,520.

990-PF INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS STATEMENT 19
PART XVII, LINE 1, COLUMN (D)

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

SAND SPRINGS TOWNSITE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

REIMBURSEMENT OF TRUSTEE'S SALARY

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

SAND SPRINGS TOWNSITE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

LOAN

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

SAND SPRINGS TOWNSITE

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

FMV OF RENT IF PAID BY TOWNSITE

990-PF AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS STATEMENT 20
PART XVII, LINE 2, COLUMN (C)

NAME OF AFFILIATED OR RELATED ORGANIZATION

SAND SPRINGS TOWNSITE

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

WHOLLY OWNED SUBSIDIARY

US GOV.:

FHLM	10.75%	2009	100.00	13,848.35	13,848.35
FHLM	8.85%	1/15/2021	100.04	500.00	500.20
FHLMC	8.85%	10/15/2007	100.05	500.00	500.25
FHLMC - 343205	5.50%	2037	103.37	180,701.90	186,791.55
				$ 195,550.25	$ 201,640.35
GNMA - P#151114	9%	6/15/2016	105.50	10,961.05	11,563.91
GNMA - P#174380	9.50%	9/15/2016	105.25	1,873.94	1,972.32
GNMA - P#174380	9.50%	9/15/2016	105.25	1,875.85	1,974.33
GNMA - P#187944	9%	10/15/2016	105.50	3,426.76	3,615.23
GNMA - P#225403	9.50%	5/15/2018	105.25	3,908.27	4,113.45
GNMA P#0000380M	11%	8/20/2015	110.13	9.17	10.10
GNMA P#0001308M	9%	12/20/2019	107.82	231.74	249.86
GNMA P#0001380M	9%	4/20/2020	108.04	37.90	40.95
GNMA P#0001526M	10%	12/20/2020	107.90	164.66	177.67
GNMA P#0001649M	8.50%	7/20/2021	107.99	45.95	49.62
GNMA P#0228260X	8%	10/15/2021	109.57	163.53	179.18
GNMA P#0248396	9.50%	7/15/2018	109.59	80.39	88.10
GNMA P#652706	6%	2036	104.32	131,270.84	136,941.74
GNMA P#657304	6%	2036	104.32	111,654.52	116,478.00
GNMA P#658057	5.50%	2036	103.57	159,114.43	164,794.82
GNMA P#661527	6%	2036	104.32	155,641.50	162,365.21
GNMA P#663823	6%	2037	104.31	163,948.27	171,014.44
GNMA-P#031763	9.50%	9/15/2009	105.26	80.06	84.27
GNMA-P#177517	8%	2017	109.56	2,481.54	2,718.78
GNMA-P#213742	8.50%	2021	108.39	1,719.20	1,863.44
GNMA-P#221352	9.50%	2017	109.44	8,291.08	9,073.76
GNMA-P#298026	9%	2020	108.44	466.23	505.58
GNMA-P#412201	7%	2026	108.98	2,020.57	2,202.02
GNMA-P#424717	7%	2026	108.98	11,360.59	12,380.77
GNMA-P#426907	7%	2026	108.98	2,536.29	2,764.05
GNMA-P#442642	7%	2026	108.98	1,316.99	1,435.26
GNMA-P#444751	7.50%	2027	109.66	2,038.22	2,235.11
GNMA-P#531729	8%	2030	113.15	358.43	405.56
GNMA-P#549885	7%	2031	109.29	4,921.37	5,378.57
GNMA-P#559620	7%	2031	109.29	7,705.25	8,421.07
GNMA-P#781132	7.50%	2030	109.67	3,993.75	4,379.95
				$ 793,698.34	$ 829,477.10

US GOV.

FNMA	3.88%	2/15/2010	98.59	30,000.00	29,577.00
FNMA	8.50%	3/25/2021	108.75	1,388.27	1,509.74
FNMA P190391	6%	2038	104.64	147,771.67	154,628.28
FNMA P735580	5%	2035	102.23	167,386.91	171,119.64
FNMA P745275	5%	2036	102.17	30,443.31	31,103.93
FNMA P889579	6%	2038	104.66	326,937.04	342,172.31
FNMA P889982	5.50%	2038	103.37	14,126.90	14,602.98
FNMA P889982	5.50%	2038	103.37	10,000.00	10,337.00
FNMA P930071	6%	2038	104.64	46,510.70	48,668.80
FNMA P992033	6%	2038	104.64	38,394.20	40,175.69
FNMA P995018	5.50%	2038	103.44	9,733.34	10,068.17
FNMA P995069	6%	2038	104.64	29,605.88	30,979.59
				$ 852,298.22	$ 884,943.12
U.S.TREA INFLATIN NT	2.38%	4/15/2011	102.97	120,000.00	123,564.00
U.S.TREA.INFLTN NOTE	0.88%	4/15/2010	100.00	500,000.00	500,000.00
U.S.TREA.NOTE	1.63%	1/15/2015	99.56	100,000.00	99,560.00
US TREA.INFL.NOTE	3%	7/15/2012	105.94	25,000.00	26,485.00
US.TREA. INFLTN NOTE	3%	7/15/2012	105.94	75,000.00	79,455.00
				$ 820,000.00	$ 829,064.00
					$ 2,745,124

STOCK:

3M CO.	1000	60.10	77,516.00	60,100.00
ABB LTD	1161	15.78	18,671.81	18,320.58
ACCENTURE LTD	551	33.46	19,981.82	18,436.46
ADMINISTAFF	155	23.27	4,141.01	3,606.85
ADTRAN INC.	208	21.47	4,086.46	4,465.76
AGL RESOURCES	2000	31.55	69,904.00	63,100.00
AGNICO EAGLE MINES	165	52.48	8,829.64	8,659.20
AGNICO EAGLE MINES	57	52.48	2,260.91	2,991.36
AIR METHODS CRP.	160	27.36	5,551.87	4,377.60
ALLIANCE DATA	70	41.19	2,780.39	2,883.30
ALLIANZ SE	2655	9.21	28,087.38	24,452.55
ALTRIA GROUP	3000	16.39	111,799.00	49,170.00
AMEREN CORP.	4000	24.89	186,634.00	99,560.00
AMERICAN ELEC. PW.	1000	28.89	40,900.00	28,890.00
AMERIGROUP CORP	95	26.85	2,678.42	2,550.75
AMGEN INC.	2000	52.94	109,886.00	105,880.00
AMGEN INC.	1000	52.94	72,360.00	52,940.00
ANIXTER INTL	75	37.59	2,173.60	2,819.25
APACHE CORP.	1000	72.15	70,070.00	72,150.00
APPLE INC	1000	142.43	88,941.90	142,430.00
APPLIED MATERIAL INC	2000	11.01	15,468.75	22,020.00
AQUA AMERICA	195	17.90	3,791.81	3,490.50
AQUA AMERICA	33	17.03	409.20	561.99
ASPEN INS. HLDGS	133	22.34	3,271.93	2,971.22
AT&T	255	24.82	8,668.37	6,329.10
AT&T INC	12000	24.84	335,048.06	298,080.00
ATMI INC	162	15.53	4,813.86	2,515.86
ATMOS ENERGY	2000	25.10	43,578.00	50,200.00
AVERY DENNISON	1000	25.68	59,185.00	25,680.00
BAE SYS PLC	1042	22.45	35,637.13	23,392.90
BAKER HUGHES	2000	36.44	164,119.50	72,880.00
BANCO SANTANDER	6000	12.10	98,726.98	72,600.00
BK. OF AMERICA-EJ	1000	12.75	49,828.30	12,750.00
BK. OF AMERICA-ML	3000	13.20	41,620.81	39,600.00
BANK OF THE OZARKS	67	21.63	1,443.03	1,449.21
BARCLAYS PLC	729	18.44	12,416.47	13,442.76
BARCLAYS PLC	1158	18.44	12,923.86	21,353.52
BARRETT BILL CORP	64	27.46	2,401.41	1,757.44
BARRICK GOLD	359	33.55	13,789.99	12,044.45
BB&T CORP	2000	22.67	85,080.00	45,340.00
BECKMAN COULTER	96	57.14	5,839.85	5,485.44
BG GROUP	402	84.35	13,122.20	33,908.70
BG GROUP PLC	135	84.35	14,894.65	11,387.25
BHP BILLITON LTD	206	54.73	11,496.94	11,274.38
BIG LOTS INC	96	210.03	2,190.14	20,162.88
BIO REFERNCE LABASO	69	31.61	1,499.60	2,181.09

BNP PARIBAS	180	32.43	5,710.86	5,837.40
BNP PARIBAS	449	32.43	9,217.20	14,561.07
BOEING CO	2000	42.50	148,132.00	85,000.00
BOK	78273	37.67	665,366.89	2,948,543.91
BP PLC	525	47.68	30,712.07	25,032.00
BRISTOL MYERS SQUIBB	4000	20.31	88,719.60	81,240.00
BRITISH AMN TOBACO	502	55.80	31,472.79	28,011.60
BRITISH SKY BDCT	650	30.02	17,319.63	19,513.00
BROOKFIELD ASSET	1071	17.07	40,304.05	18,281.97
BURLNGTN N SNTA	1000	73.54	72,506.80	73,540.00
CA. WATER SVC	2000	36.34	52,348.00	72,680.00
CAMPBELL SOUP CO	1000	29.53	48,250.00	29,530.00
CANADIAN NATL. RR.	627	42.96	21,325.21	26,935.92
CANON INC.	871	32.53	34,680.47	28,333.63
CARDINAL HEALTH INC.	2000	30.55	117,907.00	61,100.00
CATERPILLAR INC.	1000	33.04	68,509.00	33,040.00
CAVIUM NETWORKS	355	16.81	5,039.07	5,967.55
CENTENE CORP.	166	19.98	3,695.80	3,316.68
CENTENNIAL COMM	328	8.38	1,969.79	2,748.64
CHEESECAKE FRACTORY	137	17.30	2,494.38	2,370.10
CHEVRON CORP	1000	66.25	82,799.85	66,250.00
CHICAGO BRDG&IRON	105	12.40	1,261.62	1,302.00
CHIMERA INVESTMENT	1245	3.49	3,385.73	4,345.05
CHINA LIFE INS	363	55.44	17,669.08	20,124.72
CHINA MOBILE	254	50.08	11,048.82	12,720.32
CLEAN HARBORS INC	54	53.99	2,876.95	2,915.46
CNOOC LTD	214	123.03	31,091.18	26,328.42
COCA COLA	3000	47.99	148,713.20	143,970.00
COMCAST	484	14.22	22,509.49	6,882.48
COMCAST CORP.	3000	14.46	62,464.61	43,380.00
COMMSCOPE INC.	274	26.26	6,484.94	7,195.24
COMMVAULT SYS.	289	16.59	4,692.58	4,794.51
CONAGRA FOODS	5000	19.06	108,752.00	95,300.00
CONAGRA FOODS INC	1000	19.34	33,625.00	19,340.00
CONCHO RESCOURCES	97	28.69	2,036.96	2,782.93
CONNECTICUT WATER	14625	21.69	137,250.00	317,216.25
CONOCOPHILLIPS	2000	42.06	154,654.00	84,120.00
CONSOLIDATED COM.	278	11.71	2,990.56	3,255.38
COPA HOLDINGS	445	40.82	16,295.28	18,164.90
CORE LAB N.V.	43	87.15	4,625.39	3,747.45
CREDIT SUISSE	455	45.73	17,358.03	20,807.15
CREDIT SUISSE GP	758	45.73	27,918.98	34,663.34
CVS CAREMARK CORP	2400	31.87	69,138.92	76,488.00
DEAN FOODS CO.	243	19.19	5,329.46	4,663.17
DEERE CO	2000	39.95	79,480.00	79,900.00
DELL INC.	3000	13.68	117,187.50	41,040.00
DENBURY RES.	285	14.73	3,148.73	4,198.05

DEUTSCHE BK AG REG	133	61.00	8,052.43	8,113.00
DEVON ENERGY	4000	54.50	234,666.20	218,000.00
DIAGEO PLC SPSD	1000	57.25	57,231.90	57,250.00
DIGITAL RIVER	133	36.32	4,925.82	4,830.56
DOMINION RES.INC.	2000	33.42	86,940.00	66,840.00
DOW CHEMICAL CO.	4000	16.14	158,478.00	64,560.00
DUKE ENERGY CO	1000	14.41	25,875.00	14,410.00
DUKE REALTY CORP	2000	8.77	58,950.02	17,540.00
DUPONT E I	1000	25.38	61,500.00	25,380.00
E.ON AG	543	35.42	35,610.70	19,233.06
E.ON AG -	490	35.42	34,058.13	17,355.80
EATON VANCE	220	26.75	6,507.30	5,885.00
ELCTRO A.DYNAMICS	55	-	228.69	228.69
ELI LILLY & CO	1000	35.28	62,780.00	35,280.00
EMERSON ELEC CO	1000	32.40	31,746.00	32,400.00
EMPIRE DISTRICT ELC	10000	16.52	197,187.50	165,200.00
ENCORE ACQUISITION	128	30.85	3,794.54	3,948.80
ENI S P A	277	47.41	14,431.27	13,132.57
EQUITY RESIDENTIAL	1000	22.23	29,130.00	22,230.00
ERICSSON LM TEL	717	9.78	6,793.33	7,012.26
ESPRIT HOLDINGS	578	11.40	6,823.64	6,589.20
EXXON MOBIL CORP	1000	69.91	77,350.00	69,910.00
F5 NETWORKS - 63	106	34.61	3,117.04	3,668.66
FAMILY DOLLAR STORE	1000	22.98	29,970.00	22,980.00
FANUC LTD	287	39.75	11,755.17	11,408.25
FIRSTENERGY CORP	1000	38.75	46,080.00	38,750.00
FISERV INC.	2000	45.71	106,817.00	91,420.00
FLUOR CORP NEW	1000	51.29	42,810.50	51,290.00
FOREST LABS INC.	1000	25.11	39,430.00	25,110.00
FREEPRT-MCMRAN CPR	3000	50.11	104,499.00	150,330.00
GENERAL ELECTRIC	7000	11.72	182,915.00	82,040.00
GENERAL ELECTRIC CO.	1000	11.75	12,460.00	11,750.00
GENUINE PARTS CO	2000	33.56	85,408.00	67,120.00
GLAXOSMITHKLINE	621	35.34	26,536.23	21,946.14
GOLDCORP INC.	224	34.75	7,150.84	7,784.00
GOOGLE INC.	1000	421.59	503,059.90	421,590.00
GSI COMMERCE	320	14.25	4,865.29	4,560.00
HANESBRANDS	250	15.50	8,536.24	3,875.00
HARLEY DAVIDSON	1000	16.21	37,453.25	16,210.00
HDFC BANK LTD	62	103.13	5,674.48	6,394.06
HEINEKEN NV	689	18.55	10,545.47	12,780.95
HELMERICH & PAYNE	1000	30.87	22,800.00	30,870.00
HELMERICH PAYNE INC	3000	30.87	40,951.20	92,610.00
HEWLETT PACKARD	3200	38.65	131,203.71	123,680.00
HEWLETT PACKARD CO.	13	37.61	509.73	488.93
HIMAX TECH.	2853	3.75	14,453.64	10,698.75
HOME DEPOT INC	2000	23.63	54,092.50	47,260.00

HONDA MOTOR	515	27.37	15,589.31	14,095.55
HONEYWELL INTL.	1000	31.40	36,625.00	31,400.00
HOYA CORP	722	20.10	18,020.65	14,512.20
HSBC HLDG PLC	414	41.77	14,594.66	17,292.78
HSBC HLDG PLC	456	41.77	19,726.51	19,047.12
HURON CNSLT GROUP	54	46.23	2,236.82	2,496.42
HUTCHISN WHAMPOA	2200	32.55	84,174.00	71,610.00
IBM	5000	104.42	147,894.23	522,100.00
IDEX CORP	146	24.57	4,297.65	3,587.22
IMMUCOR INC.	157	13.76	4,502.83	2,160.32
IMPERIAL TOB GRP	534	51.95	35,918.83	27,741.30
INDUSTRIES OF TULSA	1	-	100.00	100.00
INFOSYS TECH LTD	618	36.78	24,210.05	22,730.04
INTEGRA HLDGS	103	26.51	4,472.58	2,730.53
INTEGREYS ENERGY	2000	29.99	68,650.40	59,980.00
INTERSIL CORP	92	12.57	2,487.05	1,156.44
ITAU UBBM	768	15.83	9,095.73	12,157.44
JACK IN THE BOX, INC.	180	22.45	4,237.44	4,041.00
JOHNSON & JOHNSON	3000	56.80	189,630.00	170,400.00
KELLOGG CO.	2000	46.57	104,377.00	93,140.00
KENDLE INTL.	162	12.24	5,919.52	1,982.88
KOHLS CORP	1000	42.75	53,930.00	42,750.00
KRAFT FOODS INC	4000	25.34	92,556.13	101,360.00
LACLEDE GROUP INC	1000	33.13	26,800.00	33,130.00
LANDSTAR SYS	53	35.98	2,130.83	1,906.94
LEGGETT & PLATT INC,	5000	15.23	79,937.50	76,150.00
LLOYDS TSB GROUP	1025	4.77	29,502.44	4,889.25
LOCKHEED MARTIN	1000	80.65	105,444.30	80,650.00
LOWE'S CO.	4000	19.41	109,130.00	77,640.00
LVMH MOET HENESY.	721	15.27	11,606.72	11,009.67
MARATHON OIL	2000	30.13	85,396.80	60,260.00
MCCORMICK & CO.	1000	32.53	33,530.00	32,530.00
MDU RESOURCES	50	18.53	649.00	926.50
MDU RESOURCES	2200	18.97	28,551.00	41,734.00
MEDTRONIC INC	2500	34.89	57,260.00	87,225.00
MERCK & CO	3000	27.96	171,470.00	83,880.00
MERCK & CO	2000	27.00	90,449.57	54,000.00
MERCK KGAA	247	33.65	6,039.20	8,311.55
MFA MTG INVTS	499	6.92	3,053.32	3,453.08
MGE ENERGY INC.	1000	33.36	31,850.00	33,360.00
MICROSOFT CORP	4000	23.77	81,062.50	95,080.00
MIDDLESEX WATER CO.	2000	14.93	39,600.00	29,860.00
MITSUBISHI ESTATE	54	166.95	7,173.91	9,015.30
MITSUBISHI CP	476	36.60	13,953.66	17,421.60
MOBILE MINI	228	14.67	3,594.27	3,344.76
MOOG INC	105	25.81	3,958.20	2,710.05
MWI VETERINARY SUP	141	34.86	5,507.00	4,915.26

NASPERS LTD	832	25.95	21,280.30	21,590.40
NESTLE A REP	568	37.62	21,848.72	21,368.16
NESTLE S A REP	431	37.62	10,651.54	16,214.22
NIKE INC	2000	51.78	111,416.80	103,560.00
NINTENDO LTD	765	34.47	29,467.76	26,369.55
NOKIA CORP	4000	14.82	182,875.00	59,280.00
NOKIA CORP.	1920	14.58	30,649.51	27,993.60
NORTHROP GRUMMAN	2000	45.68	147,618.00	91,360.00
NOVARTIS ADR	374	40.79	19,623.41	15,255.46
NOVO NORDISK	451	54.46	27,565.91	24,561.46
NOVO NORDISK	224	54.46	10,386.84	12,199.04
NSTAR	2000	32.11	43,750.00	64,220.00
NTELOS HLDGS	330	18.42	7,690.44	6,078.60
NW NATURAL GAS	2000	44.32	62,000.00	88,640.00
OCEANEERING INTL	56	45.20	1,679.74	2,531.20
ONEOK PARTNERS	3000	45.80	171,673.80	137,400.00
ORACLE CORP	10000	21.42	52,310.00	214,200.00
PATTERSON COS INC	161	21.70	3,292.02	3,493.70
PENTAIR INC.	112	25.62	3,462.51	2,869.44
PEPSICO INC.	2000	54.96	154,407.00	109,920.00
PETRLEO BRAS VTG	744	40.98	18,486.63	30,489.12
PFIZER INC.	5000	15.00	91,450.00	75,000.00
PHILLIPS VAN HEUSEN	139	28.69	4,488.66	3,987.91
PMC SIERRA	298	7.96	2,180.57	2,372.08
POWER INTEGRATIONS	226	23.79	6,532.15	5,376.54
PRIDE INTL INC	161	25.06	5,052.39	4,034.66
PROCTER & GAMBLE	2000	51.10	117,580.50	102,200.00
PRUDENTIAL PLC	2230	13.68	38,213.19	30,506.40
PSS WORLD MEDICAL	362	18.51	6,520.41	6,700.62
QIAGEN	1232	18.59	17,730.59	22,902.88
QUEST SOFTWARE	281	13.94	3,885.68	3,917.14
RECKITT BENCKISER G.	1684	9.10	13,290.32	15,324.40
REGAL ENTMT GROUP	540	13.29	8,523.54	7,176.60
RESEARCH IN MOTION	239	71.09	16,801.56	16,990.51
RITCHIE BROS AUCTION	560	23.45	8,737.66	13,132.00
RLI CORP	45	44.80	2,329.22	2,016.00
ROCHE HLDG	831	34.11	34,344.19	28,345.41
ROCHE HLDG LTD	905	34.11	34,604.79	30,869.55
ROYAL DUTCH SHELL	1000	50.19	73,664.74	50,190.00
RUDDICK CORP	158	23.43	4,167.75	3,701.94
RYANAIR HLDGS	773	28.39	20,646.40	21,945.47
SANOFI AVENTIS	990	29.49	36,634.56	29,195.10
SAP AKGSLTT	291	40.19	10,703.07	11,695.29
SAVVIS INC.	227	11.46	3,518.57	2,601.42
SBA COMMUNICATIONS	426	24.54	10,287.34	10,454.04
SCANA CORP.	1000	32.47	36,050.00	32,470.00
SCHEIN (HENRY) INC.	67	47.95	3,136.22	3,212.65

SCHOOL SPECIALITY	169	20.21	5,640.68	3,415.49
SINGAPORE TELE	1240	20.30	24,318.58	25,172.00
SOUTHERN CO	4000	31.16	104,659.00	124,640.00
SPECTRA ENERGY	500	16.71	12,875.00	8,355.00
STANCORP FINANCIAL	179	28.68	8,012.89	5,133.72
STAPLES INC.	4000	20.18	93,348.00	80,720.00
SUEZ	587	37.45	25,402.52	21,983.15
SUMITOMO MITSU	4130	4.01	17,534.59	16,561.30
SUN HG KAI PPTY SPSD	655	12.45	8,166.93	8,154.75
SUPERVALUE INC.	136	13.41	3,975.28	1,823.76
SW AIRLINES	2000	6.56	37,240.00	13,120.00
SWITCH & DATA FCILTY	338	11.73	4,742.93	3,964.74
SYNGENTA AG ADR	245	46.52	12,023.91	11,397.40
SYSCO CORP.	1000	22.80	35,000.00	22,800.00
TAIWAN S MANF	1245	9.41	14,178.68	11,715.45
TAIWAN S. MFG.	3119	9.41	29,705.00	29,349.79
TELEFONICA SA SPAIN	352	67.89	20,443.16	23,897.28
TELUS CORP.	297	25.80	13,468.03	7,662.60
TENARIS S A	441	27.04	10,386.19	11,924.64
TESCO PLC SPNRD	947	17.42	14,844.54	16,496.74
TEVA PHARMACTCL	720	49.34	32,154.26	35,524.80
TEXAS INSTRUMENTS	9000	21.30	254,518.75	191,700.00
TEXAS ROADHOUSE	190	10.91	1,896.80	2,072.90
TIM HORTONS INC.	357	24.54	8,601.46	8,760.78
TIME WARNER CABLE	167	31.67	1,319.30	5,288.89
TIME WARNER INC	666	54.23	31,880.00	36,117.18
TOTAL S.A.	359	54.23	18,742.44	19,468.57
TOTAL S.A.	1000	54.23	50,289.10	54,230.00
TREEHOUSE FOODS	105	28.77	2,865.00	3,020.85
TW TELECOM	397	10.28	6,950.45	4,081.16
UNILEVER PLC NEW	1196	23.50	30,203.81	28,106.00
UNITED NAT. FOODS	323	26.25	8,105.21	8,478.75
UNITED PARCEL SVC	2000	49.99	138,518.80	99,980.00
UNITED TECHS CORP	2000	51.96	136,625.00	103,920.00
UNITEDEALTH GROUP	1000	50.30	50,300.00	50,300.00
UNIVERSAL HEALTH	79	48.85	3,663.34	3,859.15
URS CORP NEW	64	49.52	2,381.84	3,169.28
US BANCORP	1000	17.92	31,120.00	17,920.00
UTI WORLDWIDE	275	11.40	4,763.97	3,135.00
VECTREN CORP	3000	23.56	73,797.00	70,680.00
VEOLIA ENVIRO	534	29.54	34,498.50	15,774.36
VERIZON COMM.	4000	30.73	146,080.00	122,920.00
VESTAS WIND SYTS	373	23.85	7,888.47	8,896.05
VK CENTRAL EQ.	29000	10.86	292,240.03	314,940.00
VK FOCUS PTF	8155	6.88	63,335.07	56,106.40
VODAFONE GROUP	75	19.30	621.75	1,447.50
VODAFONE GROUP	8300	19.49	157,948.25	161,767.00

VODAFONE GRP.	1102	19.49	30,922.75	21,477.98
WAL-MART STORES	35000	48.44	146,786.65	1,695,400.00
WALGREEN CO.	2000	29.40	16,805.00	58,800.00
WARNACO GROUP	133	32.40	4,573.17	4,309.20
WASTE CONNECTIONS	167	25.91	4,413.36	4,326.97
WASTE MANAGEMENT	2000	28.16	70,760.00	56,320.00
WEINGARTEN REALTY	1575	14.35	30,177.00	22,601.25
WEINGARTEN RLTY	4800	14.51	113,698.00	69,648.00
WELLS FARGO & CO	4000	24.26	90,775.05	97,040.00
WELLS FARGO & CO	199	23.87	47,456.80	4,750.13
WILEY JOHN & SONS	162	33.25	6,536.11	5,386.50
WSFS FINANCIAL CORP	31	27.31	836.76	846.61
YAHOO INC	3000	15.66	79,529.70	46,980.00
ZURICH FINL	1595	17.66	36,485.51	28,167.70
ZURICH FINL SVCS	868	17.66	14,336.53	15,328.88
			$ 13,840,617.69	$ 16,243,286.73

BONDS:	INTEREST RATE	Maturity Date	# of Shares	MARKET VALUE	Principal Balance	VALUE
ALCOA INC	6.50%	6/1/2011		101.95	100,000.00	101,950.00
AM.GEN.FIN	4%	11/15/2009		83.98	100,000.00	83,980.00
BEAR STEARNS	4.50%	10/28/2010		102.28	100,000.00	102,280.00
BEAR STEARNS	6.95%	8/10/2012		108.69	100,000.00	108,690.00
BK OF AMERICA	5%	12/15/2013		97.84	100,000.00	97,840.00
CATERPILLAR FINCL SE	5.40%	12/15/2010		103.41	100,000.00	103,410.00
CATERPILLAR FINCL SE	4.50%	2/15/2011		102.25	100,000.00	102,250.00
CIT GROUP	4.45%	5/15/2010		85.91	100,000.00	85,910.00
CITIGROUP GMHM	5%	11/15/2013		85.99	100,000.00	85,990.00
CITIGROUP INC	4.13%	2/22/2010		100.03	100,000.00	100,030.00
CITIGROUP INC	5%	9/15/2014		85.65	100,000.00	85,650.00
CITIGROUP INC.	6.88%	3/5/2038		88.01	100,000.00	88,010.00
DOW CHEMICAL	6.13%	2/1/2011		102.14	100,000.00	102,140.00
FNMA, 1991-144	8.50%	10/25/2021		109.50	3,937.65	4,311.73
FNMA, 1991-144	8.50%	10/25/2021		109.50	3,937.97	4,312.08
FNMA, 1991-90	9%	7/25/2021		110.00	2,000.00	2,200.00
FNMA, 1991-G32	8%	10/25/2021		110.00	3,340.65	3,674.72
FNMA, 1992-173	7.30%	9/25/2022		107.38	8,000.00	8,590.40
FNMA, 1993-02	7.50%	1/25/2023		110.00	6,373.84	7,011.22
GE CAPITAL CORP	6.10%	9/15/2026		95.29	100,000.00	95,290.00
GEN ELEC. CAP	6%	5/30/2018		98.45	100,000.00	98,450.00
GEN. ELEC CAP	5.55%	11/15/2019		92.72	100,000.00	92,720.00
GEN.ELEC CAP	5.88%	2/15/2012		104.45	250,000.00	261,125.00
GEN.ELECTRIC CAP.	4%	2/15/2012		99.61	250,000.00	249,025.00
GENERAL ELEC CAP	5.40%	2/15/2017		96.82	250,000.00	242,050.00
GENERAL ELECT.CAP	4.00%	4/15/2012		97.31	150,000.00	145,965.00
GENWORTH GLOBAL	5.55%	2/15/2018		82.68	100,000.00	82,680.00
GMAC	7.25%	3/2/2011		92.71	100,000.00	92,710.00
GOLDMAN SACHS	5.25%	4/1/2013		102.27	250,000.00	255,675.00
GOLDMAN SACHS GR.	6.60%	1/15/2012		106.47	100,000.00	106,470.00
HARTFORD INS	5.25%	11/15/2011		94.48	100,000.00	94,480.00
HARTFORD LIFE INS.	5.50%	8/15/2013		87.66	100,000.00	87,660.00
HSBC FIN CORP	4.85%	7/15/2010		99.79	100,000.00	99,790.00
HSBC FIN.	5%	2/15/2013		95.07	100,000.00	95,070.00
HSBC FINANCE	5.20%	11/15/2012		96.29	250,000.00	240,725.00
HSBC FINANCE	5.30%	9/15/2010		99.94	100,000.00	99,940.00
HSBC FINANCE	5.65%	9/15/2012		97.76	100,000.00	97,760.00
HSBC FINANCE	4%	1/15/2010		99.69	100,000.00	99,690.00
HSBC FINANCE CORP	5.45%	9/15/2011		99.93	100,000.00	99,930.00
JOHN DEERE CAP.	3.75%	10/15/2010		99.78	100,000.00	99,780.00
JP MORGAN CHASE	5.15%	10/1/2015		98.57	100,000.00	98,570.00
LEHMAN BROS HLDG.	4.80%	3/13/2014		14.75	100,000.00	14,750.00
MERRILL LYNCH &CO	5%	1/15/2015		91.34	125,000.00	114,175.00
MORGAN STANLEY	5.05%	1/21/2011		101.97	250,000.00	254,925.00
MORGAN STANLEY	4.75%	4/1/2014		94.46	100,000.00	94,460.00

NAT.RURAL UTILITIES	4.35%	4/15/2011	100.64	100,000.00	100,640.00
NM GMAC	2.93%	10/15/2010	80.20	100,000.00	80,200.00
NM HOUSEHOLD	4.49%	2/10/2011	91.61	100,000.00	91,610.00
NM HOUSEHOLD FIN.	2.20%	11/10/2013	87.67	250,000.00	219,175.00
NM SLM CORP	2.15%	1/1/2014	61.88	100,000.00	61,880.00
PRINCIPAL LIFE	5.50%	9/15/2015	94.32	100,000.00	94,320.00
PRUDENTIAL FIN. INC	5.70%	8/15/2013	98.22	100,000.00	98,220.00
PUB.SVC.CO.OK	6%	12/31/1932	100.91	24,010.00	24,228.49
STRUCTURED MTG.	7.75%	12/25/2023	92.94	2,000.00	1,858.80
VECTREN UTIL HLDGS	6.25%	4/1/1939	94.81	100,000.00	94,810.00
WELLS FARGO & CO	5%	11/15/2014	107.95	92,620.00	99,983.29
WELLS FARGO (DE)	4.63%	4/15/2014	100.50	97,080.00	97,565.40
				$ 6,068,300.11	$ 5,756,586.12

MUTUAL FUNDS:

AIM CHARTER CLASS A	14793.474	12.50		139,076.04	184,918.43
AIM CONSTELL	6700.132	17.27		107,308.42	115,711.28
AIM INTL - EQUITY	4371.039	20.62		59,701.65	90,130.82
ALIANCE/BER.GLO.GOV	46956.889	7.33		332,578.83	344,194.00
ALLIANCE/BERST. V	26379.11	6.87		292,706.61	181,224.49
CAPITAL WORLD GRO.	1515.31	27.62		59,971.66	41,852.86
DREYFUS S&P STARS	6383.923	19.92		187,993.95	127,167.75
E.V. TR. WWHS	10939.133	8.13		117,247.15	88,935.15
EATON VANCE G T	15048.802	8.20		145,692.09	123,400.18
EATON VANCE WWHS	212.723	8.46		4,150.44	1,799.64
FEDERATED MDT LCG	7630.295	7.17		109,252.60	54,709.22
FEDERATED MKT.	93807.12	11.47		1,220,940.78	1,075,967.67
FIDELITY AD. EM	25023.102	11.50		265,663.92	287,765.67
FIDELITY AD. GR.	12077.855	22.13		376,465.71	267,282.93
FUNDAMENTAL INVTS.	1481.033	26.91		56,907.21	39,854.60
GOLDMAN SACHS C	3011.977	15.77		65,187.89	47,498.88
GOLDMAN SACHS G	8596.353	15.91		188,883.51	136,767.98
GOLDMAN SACHS I	5052.398	13.16		94,136.02	66,489.56
INC FUND AMER	34189.27	13.10		560,592.24	447,879.44
LORD ABBETT DELV	5044.931	12.96		86,201.88	65,382.31
LORD ABBOTT INTL	5422.802	9.10		75,252.46	49,347.50
LORD ABBOTT INV	75405.202	2.49		256,956.21	187,758.95
NATIXIS GATEWAY	22785.392	23.67		614,202.40	539,330.23
NEW PERSPECTIVE	26996.152	20.77		517,437.55	560,710.08
PIMCO SERIES C	35330	12.23		438,201.45	432,085.90
PIMCO-M SERIES	46654	9.04		501,862.44	421,752.16
PUTNAM AMERICAN	15528	9.49		200,000.64	147,360.72
RYDEX JUNO FUND	5939.188	13.84		117,552.71	82,198.36
VAN KAMPEN EQTY	3496.503	4.06		100,000.00	14,195.80
			$	7,292,124.46	$ 6,223,672.52

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

PART II; BALANCE SHEET
LINE 11 - LAND, BUILDINGS, AND EQUIPMENT HELD FOR INVESTMENT

	FYE 6/30/08	FYE 6/30/09
BASIS		
AUTOS	$ 250,099.27	$ 258,545.11
LAND & LAND IMPROVEMENTS	6,631,322.54	7,044,588.25
BUILDINGS	12,358,553.73	14,645,103 17
FURNITURE & FIXTURES	201,985 73	212,280.30
MACHINERY & EQUIPMENT	178,371.52	181,249.69
OTHER	799,432.96	806,827 96
WORK IN PROCESS	2,110,522.94	721,445 01
ART & ANTIQUES	-	-
OIL & GAS LEASEHOLD	106,089.76	106,089.76
SUPPLIES	9,929 08	9,929 08
SUB-TOTAL BASIS	$ 22,646,307.53	$ 23,986,058 33
ACCUMULATED DEPRECIATION		
A/D - AUTOS	$ (130,228 83)	$ (127,118 48)
A/D - LAND & LAND IMPROVEMENTS	-	-
A/D - BUILDINGS	(5,895,003.41)	(6,233,244 44)
A/D - FURNITURE & FIXTURES	(159,192 85)	(166,199 86)
A/D - MACHINERY & EQUIPMENT	(85,038 36)	(90,569 23)
A/D - OTHER	(494,798 05)	(534,161.54)
A/D - WORK IN PROCESS	-	-
A/D - ART & ANTIQUES	-	-
A/D - OIL & GAS LEASEHOLD	(54,237 12)	(54,289.82)
SUB-TOTAL ACCUMULATED DEPRECIATION	$ (6,818,498.62)	$ (7,205,583 37)
TOTAL NET BOOK VALUE	$ 15,827,808.91	$ 16,780,474 96

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2009

PART II; BALANCE SHEET
LINE 14 - LAND, BUILDINGS, AND EQUIPMENT

	FYE 6/30/08	FYE 6/30/09
BASIS		
AUTOS	$ 427,418 81	$ 428,224 82
LAND & LAND IMPROVEMENTS	26,508.48	26,508.48
BUILDINGS	8,789,634 77	8,818,070.03
FURNITURE & FIXTURES	621,050 61	653,606.79
MACHINERY & EQUIPMENT	312,481 64	302,719 27
OTHER	241,579.05	256,879.62
WORK IN PROCESS	8,785.99	11,092.56
ART & ANTIQUES	93,147 57	93,147.57
SUB-TOTAL BASIS	$ 10,520,606.92	$ 10,590,249.14
ACCUMULATED DEPRECIATION		
A/D - AUTOS	$ (327,991 58)	$ (334,203.35)
A/D - LAND & LAND IMPROVEMENTS	(6,220 68)	(6,220 68)
A/D - BUILDINGS	(3,941,669 63)	(4,186,739 99)
A/D - FURNITURE & FIXTURES	(537,421 12)	(561,270 26)
A/D - MACHINERY & EQUIPMENT	(219,887.52)	(235,613 69)
A/D - OTHER	(217,493.44)	(222,714.46)
A/D - WORK IN PROCESS	-	-
A/D - ART & ANTIQUES	-	-
SUB-TOTAL ACCUMULATED DEPRECIATION	$ (5,250,683 97)	$ (5,546,762 43)
TOTAL NET BOOK VALUE	$ 5,269,922 95	$ 5,043,486 71

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

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

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

Part I — Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	SAND SPRINGS HOME	73-0579278
	Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 278	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. SAND SPRINGS, OK 74063	

Check type of return to be filed(file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ SAND SPRINGS HOME 15 W. SECOND STREET - SAND SPRINGS, OK 74063

Telephone No. ▶ 918-245-1465 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year ______ or

▶ [X] tax year beginning JUL 1, 2008 , and ending JUN 30, 2009 .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 24,138.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 102,284.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

● 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).

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

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization SAND SPRINGS HOME	**Employer identification number** 73-0579278
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 278	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAND SPRINGS, OK 74063	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

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 ▶ SAND SPRINGS HOME

Telephone No. ▶ 918-245-1465 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

4 I request an additional 3-month extension of time until MAY 15, 2010 .

5 For calendar year ____ , or other tax year beginning JUL 1, 2008 , and ending JUN 30, 2009 .

6 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS RESPECTFULLY REQUESTED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ 24,138.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 101,724.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0.

Signature and Verification

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 ▶ Angela B. Moore Title ▶ CPA Date ▶ 2-15-10

823832
05-26-09