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Form 990-PF

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

OMB No 1545-0052  
  
2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change













Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Samuel Roberts Noble Foundation Inc		A Employer identification number 73-0606209	
	Number and street (or P O box number if mail is not delivered to street address) P O Box 2180		Room/suite	B Telephone number (see page 10 of the instructions)  (580) 224-6227
	City or town, state, and ZIP code Ardmore, OK 734022180		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/>  2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 928,531,577		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	900			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	3 Interest on savings and temporary cash investments	6,364,721	6,766,205	0	
	4 Dividends and interest from securities. . . . .	8,873,197	10,420,131	0	
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-15,581,673			
	b Gross sales price for all assets on line 6a 1,556,076,309				
	7 Capital gain net income (from Part IV, line 2) . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	8,346,316	304,854	7,371,625	
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	8,003,461	17,491,190	7,371,625	
	13 Compensation of officers, directors, trustees, etc	2,168,439	113,960		2,054,479
	14 Other employee salaries and wages . . . . .	17,787,649	36,396		17,767,003
	15 Pension plans, employee benefits . . . . .	6,622,335	30,658		8,840,714
	16a Legal fees (attach schedule) . . . . .	344,185	1,678	0	328,970
	b Accounting fees (attach schedule) . . . . .	101,235	10,124	0	91,111
	c Other professional fees (attach schedule) . . . . .	3,496,743	3,126,730	0	219,347
	17 Interest . . . . .	1,594,409	0	0	1,671,274
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,380	159,099	0	3,380
	19 Depreciation (attach schedule) and depletion . . .	6,823,740			
	20 Occupancy . . . . .	1,868,460			1,805,478
	21 Travel, conferences, and meetings . . . . .	864,506	3,788		855,525
	22 Printing and publications . . . . .	160,616			145,759
	23 Other expenses (attach schedule) . . . . .	12,319,656	361,076	7,371,625	2,867,711
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	54,155,353	3,843,509	7,371,625	36,650,751
	25 Contributions, gifts, grants paid . . . . .	994,587			6,526,670
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	55,149,940	3,843,509	7,371,625	43,177,421
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-47,146,479			
	b <b>Net investment income</b> (if negative, enter -0-)		13,647,681		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II


Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1Cash—non-interest-bearing . . . . .	1,600	1,300	1,300
	2Savings and temporary cash investments . . . . .	10,743,597	20,994,038	20,994,038
	3Accounts receivable ▶ <u>1,631,029</u>			
	Less allowance for doubtful accounts ▶ _____	37,128,503	1,631,029	1,631,029
	4Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5Grants receivable . . . . .	2,171,022	2,352,963	2,352,963
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use . . . . .	246,427	317,211	317,211
	9Prepaid expenses and deferred charges . . . . .	242,300	302,556	302,556
	10aInvestments—U S and state government obligations (attach schedule)	59,917,010	 20,056,876	20,056,876
	bInvestments—corporate stock (attach schedule) . . . . .	564,935,515	 710,069,491	710,070,491
	cInvestments—corporate bonds (attach schedule). . . . .	99,301,559	 80,350,082	80,350,082
	11Investments—land, buildings, and equipment basis ▶ <u>54,160</u>			
	Less accumulated depreciation (attach schedule) ▶ <u>44,936</u>	9,224	 9,224	1,371,527
	12Investments—mortgage loans . . . . .			
	13Investments—other (attach schedule) . . . . .	57,093,247	 87,958,089	87,958,089
	14Land, buildings, and equipment basis ▶ <u>193,333,637</u>			
	Less accumulated depreciation (attach schedule) ▶ <u>51,352,483</u>	144,636,777	 141,981,154	
	15Other assets (describe ▶ _____)	 -21,625,637	 3,125,415	 3,125,415
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	954,801,144	1,069,149,428	928,531,577
Liabilities	17Accounts payable and accrued expenses . . . . .	96,285,965	25,551,290	
	18Grants payable . . . . .	14,061,251	8,529,168	
	19Deferred revenue . . . . .			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule) . . . . .	153,001	 0	
	22Other liabilities (describe ▶ _____)	 40,119,393	 30,392,510	
	23Total liabilities (add lines 17 through 22) . . . . .	150,619,610	64,472,968	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted . . . . .	803,490,481	1,003,985,407	
	25Temporarily restricted . . . . .			
	26Permanently restricted . . . . .	691,053	691,053	
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds . . . . .			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds			
	30Total net assets or fund balances (see page 17 of the instructions) . . . . .	804,181,534	1,004,676,460	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	954,801,144	1,069,149,428	

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	804,181,534
2	Enter amount from Part I, line 27a . . . . .	2	-47,146,479
3	Other increases not included in line 2 (itemize) ▶ 	3	247,641,405
4	Add lines 1, 2, and 3 . . . . .	4	1,004,676,460
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,004,676,460

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 a	REALIZED LOSS	P		
b	PARTNERSHIP K-1 GAIN/LOSS			
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			-15,031,147
b		12,486,253	-12,486,253
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			-12,486,253
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-27,517,400
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	60,453,120	1,016,200,804	0 059489
2007	53,584,102	1,174,468,024	0 045624
2006	58,392,016	1,058,516,620	0 055164
2005	63,422,451	983,836,977	0 064464
2004	52,936,111	896,621,004	0 05904

2	Total of line 1, column (d). . . . .	2	0 283781
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0 056756
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5. . . . .	4	800,029,775
5	Multiply line 4 by line 3. . . . .	5	45,406,490
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	136,477
7	Add lines 5 and 6. . . . .	7	45,542,967
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	49,473,301









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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1136,477
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
3 Add lines 1 and 2. . . . .		3136,477
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5136,477
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a1,000,000	
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. . . . .		71,000,000
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10863,523
11 Enter the amount of line 10 to be Credited to 2010 estimated tax  200,000 Refunded		11663,523

Part VII-A Statements Regarding Activities				
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?		Yes	No	
	1a	Yes		
	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		No
c Did the foundation file Form 1120-POL for this year?. . . . .		1c		No
		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	Yes
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	Yes	
	4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
	b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No	
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	Yes		
	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	Yes	
	8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		No	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No	




















Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  www.noble.org	13	Yes	
14	The books are in care of  A JILL WALLACE Telephone no  (580) 224-6227 Located at  2510 SAM NOBLE PARKWAY ARDMORE OK ZIP+4  73401			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here   and enter the amount of tax-exempt interest received or accrued during the year.		15	

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  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? ( <b>Exception.</b> 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 <b>any</b> 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)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . 	1b		No
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 2009?. . . . .	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. . . . .  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ). . . . .	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  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . .  Yes  No			
b	If "Yes," did it have excess business holdings in 2009 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

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

Yes 

No

(2)

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

Yes 

No

(3)

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

Yes 

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

Yes 

No

(5)

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

Yes 

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.

Yes 

No

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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).

Yes 

No

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? If "Yes" to 6b, file Form 8870.

Yes 

No

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?

Yes 

No

5b

No

6b

No

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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICK NELSON PO BOX 2180 ARDMORE, OK 73402	PROFESSOR 0	138,082	45,895	972
TEAL PEMBERTON PO BOX 2180 ARDMORE, OK 73402	DIR HUMAN RESOURCES 0	155,852	28,720	1,274
KEVIN STAGGS PO BOX 2180 ARDMORE, OK 73402	DIR INFORMATION SYS 0	160,392	38,189	2,614
MARILYN ROOSSINCK PO BOX 2180 ARDMORE, OK 73402	PROFESSOR 0	143,876	50,061	
MICHAEL UDVARDI PO BOX 2180 ARDMORE, OK 73402	PROFESSOR 0	138,266	30,104	216
Total number of other employees paid over \$50,000.				114

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CALAMOS ADVISORS LLC	INVESTMENT MANAGER	354,259
PO BOX 2631 CAROL STREAM,IL 601322631		
LUTHER KING CAPITAL MANAGEMENT INC	INVESTMENT MANAGER	329,235
301 COMMERCE ST STE 1600 FORT WORTH,TX 76102		
JP MORGAN	INVESTMENT MANAGER	325,146
PO BOX 27169 NEW YORK,NY 100877169		
SONNENSCHN NATH & ROSENTHAL LLP	Attorney	268,877
DEPT 3078 CAROL STREAM,IL 601323078		
HAMMOND ASSOCIATES	INVESTMENT ADVISOR	287,301
101 S HANLEY STE 300 ST LOUIS,MO 63105		
Total number of others receiving over \$50,000 for professional services. . . . .		15

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 AGRICULTURAL-ASSISTS 1750 FARMERS/RANCHERS IN REACHING THEIR FINANCIAL, PRODUCTION, STEWARDSHIP AND QUALITY OF LIFE GOALS THROUGH CONSULTATION, EDUCATION SERVICES AND RESEARCH	12,317,872
2 FORAGE IMPROVEMENT- SERVES AS LINK BETWEEN TRANSLATING BASIC PLANT SCIENCE RESEARCH INTO TANGIBLE VARIETIES FOR USE BY AGRICULTURAL PRODUCERS THRU VARIETY DEVELOPMENT/IMPROVEMENT	14,313,891
3 PLANT BIOLOGY-CONDUCTS BASIC BIOCHEMICAL, GENETIC GENOMIC PLANT RESEARCH FOR CROP IMPROVEMENT & PRODUCTION OF VIABLE QUANTITIES OF PLANT NATURAL PRODUCTS TO ENHANCE HEALTH	14,497,686
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NO PROGRAM RELATED INVESTMENTS WERE MADE IN 2009 SEE GENERAL EXPLANATION ATTACHMENT FOR INFORMATION REGARDING EXPENDITURE RESPONSIBILITY FOR PRIOR YEAR ACTIVITY	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . .	



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	810,687,573
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	88,020
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	1,437,377
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	812,212,970
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	812,212,970
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	12,183,195
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	800,029,775
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	40,001,489

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	40,001,489
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5. . . . .	<b>2a</b>	136,477
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	136,477
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	39,865,012
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	26,677
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	39,891,689
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	39,891,689

Part XII

Qualifying Distributions (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	43,177,421
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	6,295,880
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	49,473,301
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	<b>5</b>	136,477
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	49,336,824
<b>Note:</b> 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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				39,891,689
2	Undistributed income, if any, as of the end of 2008				
a	Enter amount for 2008 only. . . . .			0	
b	Total for prior years 2007 , 2006 , 2005				
3	Excess distributions carryover, if any, to 2009				
a	From 2004. . . . .	10,101,410			
b	From 2005. . . . .	10,406,259			
c	From 2006. . . . .	6,772,777			
d	From 2007. . . . .				
e	From 2008. . . . .	10,158,554			
f	Total of lines 3a through e. . . . .	37,439,000			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 49,473,301				
a	Applied to 2008, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2009 distributable amount. . . . .				39,891,689
e	Remaining amount distributed out of corpus	9,581,612			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,020,612			
b	Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	10,101,410			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	36,919,202			
10	Analysis of line 9				
a	Excess from 2005. . . .	10,406,259			
b	Excess from 2006. . . .	6,772,777			
c	Excess from 2007. . . .				
d	Excess from 2008. . . .	10,158,554			
e	Excess from 2009. . . .	9,581,612			

## Part XIV

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. . . .

**b** Check box to indicate whether the organization is a private operating foundation described in section 1361(c)(2)(B)(i).

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets . . . . .		1,000,625,454			1,000,625,454
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

## Part XV

## 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) )

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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

See Additional Data Table

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

See Additional Data Table

**c** Any submission deadlines

See Additional Data Table

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

See Additional Data Table

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	6,526,670
b Approved for future payment See Additional Data Table				
Total . . . . .			3b	8,529,168

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> CATTLE, PECAN AND OTHER FARM SALES					343,047
<b>b</b> EDUCATIONAL SEMINARS					87,866
<b>c</b> PASTURE AND HUNTING LEASES					9,057
<b>d</b> OTHER PROGRAM REVENUE					6,931,655
<b>e</b> SECTION 4940 EXCISE TAX REFUND					361,388
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments			14	6,364,721	
<b>4</b> Dividends and interest from securities. . . .			14	8,873,197	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-15,581,673	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> ROYALTY INCOME			15	57,073	
<b>b</b> CLASS ACTION SETTLEMENTS			01	550,526	
<b>c</b> GAIN ON SALE OF EXEMPT ASSETS				5,704	
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .				269,548	7,733,013
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .					8,002,561

[illegible]

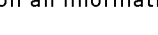

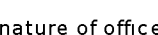

## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

<b>1</b>	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?		<b>Yes</b>	<b>No</b>
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of			
	<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
	<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b>	Other transactions			
	<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
	<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
	<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
	<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
	<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
	<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

**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? . . . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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		<u>2010-08-06</u> Date	 Title
	Paid Preparer's Use Only	Preparer's  Signature		Date
Firm's name (or yours if self-employed), address, and ZIP code		KPMG LLC 210 Park Avenue Suite 2850 Oklahoma City, OK 73102		EIN 
				Phone no (405) 239-6411

Additional Data



























Software ID: 09000054

Software Version: 09-7.1

EIN: 73-0606209

Name: The Samuel Roberts Noble Foundation Inc

Form 990PF Part VIII Line 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
Michael A Cawley  P O Box 2180 Ardmore, OK 734022180	President 40 0	461,647	97,158	14,665
Richard A Dixon  P O Box 2180 Ardmore, OK 734022180	Sr VP & Division Director 40 0	277,010	70,021	4,502
Joseph H Bouton  P O Box 2180 Ardmore, OK 734022180	Sr VP & Division Director 40 0	239,985	90,370	12,441
Wadell Altom  P O Box 2180 Ardmore, OK 734022180	Sr VP & Division Director 40 0	131,509	17,237	24,035
Steven P Rhines  P O Box 2180 Ardmore, OK 734022180	VP & General Counsel 40 0	220,642	31,622	6,219
A Jill Wallace  P O Box 2180 Ardmore, OK 734022180	VP & Chief Financial Officer 40 0	141,284	23,356	5,813
Elizabeth Aldridge  P O Box 2180 Ardmore, OK 734022180	Secretary 40 0	81,672	28,634	1,630
Robert S Geunn  P O Box 2180 Ardmore, OK 734022180	Asst Secretary/Asst Treasurer 6 0	81,668	30,577	5,081
Ann Noble Brown  P O Box 2180 Ardmore, OK 734022180	Trustee Emeritus 6 0	10,000		
D Randolph Brown Jr  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	28,500		
David R Brown  P O Box 2180 Ardmore, OK 734022180	Trustee Emeritus 6 0	10,000		
Susan Brown  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	29,000		
James C Day  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	27,500		
Sam DuBose  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	27,000		
Vivian Noble DuBose  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	33,000		
Bill Goddard  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	32,500		
Shelley Dru Mullins  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	27,500		
Cody Noble  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	30,500		
Russell Noble  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	46,750		
Mananne Rooney  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	29,500		
John F Snodgrass  P O Box 2180 Ardmore, OK 734022180	Trustee Emeritus 6 0	10,000		
William G Thuman  P O Box 2180 Ardmore, OK 734022180	Trustee 0	21,000		
Jessie Nance  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	25,000		
Stephen Young  P O Box 2180 Ardmore, OK 734022180	Trustee 6 0	27,000		
E E Noble  P O Box 2180 Ardmore, OK 734022180	Trustee Emeritus 0	0		
Billy Cook  P O Box 2180 Ardmore, OK 734022180	Sr VP & Div Director Ag 0	118,272	24,848	9,222


**Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

<b>a</b>	The name, address, and telephone number of the person to whom applications should be addressed  The Samuel Roberts Noble Foundation PO Box 2180 Ardmore, OK 73402 (580) 223-5810
<b>b</b>	The form in which applications should be submitted and information and materials they should include  AN INTRODUCTION LETTER DESCRIBING THE ORGANIZATION AND PROJECT
<b>c</b>	Any submission deadlines  DECEMBER 1, MARCH 1, JUNE 1 AND SEPTEMBER 1
<b>d</b>	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  GENERALLY RESTRICTED TO SOUTHWESTERN UNITED STATES 501(C)(3) ORGANIZATIONS

<b>a</b>	The name, address, and telephone number of the person to whom applications should be addressed  Attn Mr Michael A Cawley
<b>b</b>	The form in which applications should be submitted and information and materials they should include  AN INTRODUCTION LETTER DESCRIBING THE ORGANIZATION AND PROJECT
<b>c</b>	Any submission deadlines  DECEMBER 1, MARCH 1, JUNE 1 AND SEPTEMBER 1
<b>d</b>	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  GENERALLY RESTRICTED TO SOUTHWESTERN UNITED STATES 501(C)(3) ORGANIZATIONS



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
A Chance To Change Foundation5228 Classen Circle Oklahoma City, OK 73118		Public Charity	Support for the Chance to Succeed program and a Community Education Series	50,000
American Red Cross of South Central OklahomaPost Office Box 1582 Ardmore, OK 73402		Public Charity	Support for Carter County tornado disaster relief	25,000
American Red Cross of South Central OklahomaPost Office Box 1582 Ardmore, OK 73402		Public Charity	Match employee contributions to the Carter County tornado disaster relief	3,965
AOPA Air Safety Foundation412 Aviation Way Frederick, MD 21701		Public Charity	Instrument flying course	50,000
Arbuckle Life Solutions IncNine 10th Avenue NW Ardmore, OK 73401		Public Charity	Annual operating support	30,000
Association of Professional Oklahoma Educators FouPO Box 713 Norman, OK 73070		Public Charity	Annual operating support	20,000
Atlanta Union Mission CorporationP O Box 1807 Atlanta, GA 30301		Public Charity	Annual operating support for Village Atlanta	5,000
Atlanta Union Mission CorporationP O Box 1807 Atlanta, GA 30301		Public Charity	Operating support for the men's program	5,000
Cameron University2800 West Gore Boulevard Lawton, OK 735056377		Public Charity	KCCU Fall '08 campaign	5,000
Cameron University2800 West Gore Boulevard Lawton, OK 735056377		Public Charity	KCCU Fall '09 campaign	2,000
Charles B Goddard Center for Visual and PerforminP O Box 1624 Ardmore, OK 73402		Public Charity	Annual operating support	20,000
Chisholm Trail Heritage Center Association1000 Chisholm Trail Parkway Duncan, OK 73533		Public Charity	Support for the education program	25,000
Colonial Williamsburg FoundationP O Box 1776 Williamsburg, VA 231871776		Public Charity	Oklahoma Teachers Institute	10,000
Diabetes Solutions - OK Inc4005 NW Expressway Suite 600 Oklahoma City, OK 73116		Public Charity	Support for Camp Endres	7,500
Eastern New Mexico University FoundationENMU Station 8 1500 South Avenue K Portales, NM 88130		Public Charity	Myrtle Moore Women in Business Scholarships Fall 2008 and Spring 2009	26,472
<b>Total . . . . .</b>  <b>3a</b>				6,526,670


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Education and Employment Ministry Inc14 NE 13th Street Oklahoma City, OK 73104		Public Charity	Annual operating support	10,000
Faith Works of the Inner CityPO Box 95106 Oklahoma City, OK 73143		Public Charity	Outdoor benches and equipment and installation of two garden areas	10,924
George West Mental Health Foundation Inc1903 North Druid Hills Road Atlanta, GA 30319		Public Charity	Skyland Trail capital campaign	200,000
Gloria S Ainsworth Day Care Center Inc1220 L Street NE Ardmore, OK 73401		Public Charity	New facility construction	500,000
Good Shepherd Medical and Dental Clinic Foundation802 16th Avenue NW Ardmore, OK 73401		Public Charity	Operating support	275,000
Great Expectations Foundation717 North Grand Avenue Tahlequah, OK 744642399		Public Charity	Annual operating support	10,000
Greater Ardmore Scholarship Foundation Inc301 W Main Suite 210 Ardmore, OK 73401		Public Charity	Distribution from the Pettitt Educational Fund	58,459
Hardy Murphy Coliseum AuthorityP O Box 621 Ardmore, OK 73402		Public Charity	Capital improvements	100,000
Leadership Institute1101 North Highland Street Steven PJ Wood Building Arlington, VA 22201		Public Charity	Operating support	5,000
Leadership Oklahoma Inc5500 North Western Suite 142 Oklahoma City, OK 73118		Public Charity	Program support	10,000
Mercy Memorial Health Center Foundation1011 14th Ave NW Ardmore, OK 73401		Public Charity	Construction of a new patient tower	3,000,000
Murray State College Foundation Inc One Murray Campus Tishomingo, OK 73460		Public Charity	2009/2010 agriculture scholarships	5,000
Oklahoma Arts Institute2600 Van Buren Suite 2606 Norman, OK 73072		Public Charity	Support for the Summer Arts Institute	7,500
Oklahoma Christian University IncP O Box 11000 Oklahoma City, OK 731361100		Public Charity	Renovation of the science facilities	200,000
Oklahoma City National Memorial FoundationPO Box 323 Oklahoma City, OK 73101		Public Charity	Second Decade Campaign - endowment	100,000
<b>Total . . . . .</b>  <b>3a</b>				6,526,670

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
<b>a</b> Paid during the year				
Oklahoma Council of Public Affairs Inc1401 N Lincoln Blvd Oklahoma City, OK 73104		Public Charity	Operating Support	100,000
Oklahoma Foundation for the Education of Deaf ChilPO Box 1211 Sulphur, OK 73086		Public Charity	Funds to assist with the cost of hosting the 2009 national convention for parents of deaf children	50,000
Oklahoma Garden Clubs500 Stanley St SW Ardmore, OK 73401		Public Charity	Improvements to the Ardmore Garden Club	8,325
Oklahoma State University FoundationPost Office Box 1749 Stillwater, OK 740761749		Public Charity	2009/2010 agriculture scholarship	10,000
Panhandle State FoundationPost Office Box 430 Goodwell, OK 73939		Public Charity	2009/2010 agriculture scholarships	8,000
Philanthropy Roundtable1150 - 17th Street NW Suite 503 Washington, DC 20036		Public Charity	Annual operating support	10,000
Reading Room IncPost Office Box 1807 Ardmore, OK 73402		Public Charity	Reading therapists' salaries	25,000
Southern Oklahoma Technology Center2610 Sam Noble Parkway Ardmore, OK 734012100		Public Charity	Scholarship support	4,600
Southwestern Diabetic Foundation Inc P O Box 918 101 S Culberson Gainesville, TX 76241		Public Charity	Purchase 10 medical terminals	10,000
United Fund of Ardmore IncP O Box 323 Ardmore, OK 73402		Public Charity	Match for employees contribution for 2009	33,014
University of Oklahoma Foundation Inc100 Timberdell Road Norman, OK 73019		Public Charity	Construction of the Cancer Institute building	833,333
Washington Legal Foundation2009 Massachusetts Avenue NW Washington, DC 20036		Public Charity	Annual operating support	5,000
YMCA of Ardmore920 Fifteenth Avenue NW Ardmore, OK 73401		Public Charity	Annual operating support	30,000
Annunciation Orthodox School3600 Yoakum Boulevard Houston, TX 77006		Public Charity	General support	2,500
Antioch Christian Academy3616 SW 119th Street Oklahoma City, OK 73170		Public Charity	General support	1,000
<b>Total . . . . .</b>  <b>3a</b>				6,526,670


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Ardmore City SchoolsPO Box 1709 Ardmore,OK 73402		Public Charity	AHS Project Graduation	100
Ardmore City SchoolsPO Box 1709 Ardmore,OK 73402		Public Charity	Ardmore Athletic Program	100
Ardmore City SchoolsPO Box 1709 Ardmore,OK 73402		Public Charity	Holiday Festival Tournament	100
Ardmore City Schools Enrichment FoundationPO Box 1709 Ardmore,OK 73402		Public Charity	General support	200
Ardmore City Schools Enrichment FoundationPO Box 1709 Ardmore,OK 73402		Public Charity	General support	150
Avila University11901 Wornall Road Kansas City,MO 64145		Public Charity	General support	100
Baylor UniversityOne Bear Place 97096 Waco,TX 76798		Public Charity	Baylor Bear Foundation	1,200
Cameron University Foundation Inc 2800 W Gore Boulevard Lawton,OK 73505		Public Charity	KCCU-FM Program	2,370
Carney Public SchoolsPO Box 240 Carney,OK 74832		Public Charity	Carney FFA	600
Chamber of Commerce Foundation IncPO Box 1585 Ardmore,OK 73402		Public Charity	Cornerstone Education Program	4,600
Clemson UniversityPO Box 1889 Clemson,SC 29633		Public Charity	Mechanical Engineering Department	300
Coleman City SchoolsPO Box 188 Coleman,OK 73432		Public Charity	Elementary Academic Team	1,000
Coleman City SchoolsPO Box 188 Coleman,OK 73432		Public Charity	Kindergarten Classroom	1,000
Coleman City SchoolsPO Box 188 Coleman,OK 73432		Public Charity	Academic Support Fund	700
Colorado State University Foundation CSU College of Business-Rockwell Ha Fort Collins,CO 80523		Public Charity	Student's First Business Scholarship	2,000
<b>Total . . . . .</b>  <b>3a</b>				6,526,670


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Cookson Hills Christian SchoolIRR 3 Box 200 Kansas, OK 74347		Public Charity	General support	1,500
Covenant Christian School4503 IH 45 North Conroe, TX 77304		Public Charity	General support	2,500
Creighton University2500 California Plaza Omaha, NE 68178		Public Charity	School of Law	2,500
Dewar Public School FoundationPO Box 390 Dewar, OK 74431		Public Charity	General support	500
Dickson Foundation For Excellence in Education InPO Box 994 Ardmore, OK 73402		Public Charity	General support	740
Douglas County School District8898 Maplewood Drive Highlands Ranch, CO 80126		Public Charity	Sand Creek Elementary School	200
Duke UniversityPO Box 90581 Durham, NC 27708		Public Charity	Wrestling Program	20,000
Duke UniversityPO 90581 Durham, NC 27708		Public Charity	Annual Fund Drive	100
Eden Theological Seminary475 East Lockwood Avenue Saint Louis, MO 63119		Public Charity	General support	200
Episcopal School of Dallas4100 Merrell Road Dallas, TX 75229		Public Charity	Wellness for Life Initiative	20,000
Graceland University1 University Place Lamoni, IA 50140		Public Charity	Women's Soccer Fund	2,000
Graceland University1 University Place Lamoni, IA 50140		Public Charity	Men's Volleyball program	1,000
Graceland University1 University Place Lamoni, IA 50140		Public Charity	General support	1,000
Greater Ardmore Scholarship Foundation301 West Main St Suite 210 Ardmore, OK 73401		Public Charity	Endowment Fund	500
Houston Christian High School2700 Sam Houston Parkway North Houston, TX 77043		Public Charity	Building Excellence Shaping Generations Capital Campaign	8,333
<b>Total . . . . .</b>  <b>3a</b>				6,526,670


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Humboldt State University1 Harpst Street Arcata, CA 95521		Public Charity	General support	200
Humboldt State University1 Harpst Street Arcata, CA 95521		Public Charity	Gregory Mark Jennings Botany Award Endowment	500
Jesuit High School4133 Banks Street New Orleans, LA 70119		Public Charity	LEF Drive	100
John Brown University2000 West University Silosam Springs, AR 72761		Public Charity	JBU Scholarship Fund	300
John Cooper SchoolOne John Cooper Drive The Woodlands, TX 77381		Public Charity	Annual Fund	1,250
John Cooper SchoolOne John Cooper Drive The Woodlands, TX 77381		Public Charity	Capital Campaign	3,000
John Paul II Catholic School1400 Parkway Plaza Drive Houston, TX 77077		Public Charity	2008 Annual Fund Drive	600
John Paul II Catholic School1400 Parkway Plaza Drive Houston, TX 77077		Public Charity	Building on the Success Capital Campaign	5,000
Kanakuk InstitutePO Box 1153 Branson, MO 65615		Public Charity	General support	1,350
Lafayette College307 Markle Hall Easton, PA 18042		Public Charity	Maroon Club/general	50
Lafayette College307 Markle Hall Easton, PA 18042		Public Charity	Maroon Club/swimming	300
Lafayette College307 Markle Hall Easton, PA 18042		Public Charity	Friends of Skillman Library	250
Lafayette College307 Markle Hall Easton, PA 18042		Public Charity	Annual Fund	300
Lafayette College307 Markle Hall Easton, PA 18042		Public Charity	Geology-Divisional /gift fund	100
Logos Preparatory AcademyPO Box 16104 Sugar Land, TX 77496		Public Charity	General support	500
<b>Total . . . . .</b>  <b>3a</b>				6,526,670

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Lutheran High School18104 Babcock Road San Antonio, TX 78255		Public Charity	General support	1,000
Mayville State University Foundation 330 Third Street NE Mayville, ND 58257		Public Charity	Alma Stenvik Hefta-Northwest Fund	2,017
Mid-America Christian University 3500 SW 119th Street Oklahoma City, OK 73170		Public Charity	General support	150
Missouri University of Science & Technology112 Campus Support Facility Rolla, MO 65409		Public Charity	Petroleum Phonathon	200
Missouri University of Science & Technology112 Campus Support Facility Rolla, MO 65409		Public Charity	Minor Phonathon	1,000
Montana State University1501 South 11th Avenue Bozeman, MT 59717		Public Charity	Parent/Family Association	100
Newport School District Charitable Foundation IncPO Box 166 Newport, AR 72112		Public Charity	Class of 1970 Memorial of Mrs Helen Shoffner	100
Norman Public Schools2000 West Brooks Norman, OK 73069		Public Charity	Whittier Middle School PTA	100
Northland Christian School4363 Sylvonfield Drive Houston, TX 77014		Public Charity	General support	750
Northwest Foundation Inc800 University Drive Maryville, MO 64468		Public Charity	NW Missouri State Adopt-A-Bear Scholarship	2,500
Oak Hall Episcopal SchoolPO Box 1807 Ardmore, OK 73402		Public Charity	General support	500
Oak Hall Episcopal SchoolPO Box 1807 Ardmore, OK 73402		Public Charity	Scholarship Fund	7,490
Oak Hall Episcopal SchoolPO Box 1807 Ardmore, OK 73402		Public Charity	Mrs Simmon's Classroom	200
Oak Hall Episcopal SchoolPO Box 1807 Ardmore, OK 73402		Public Charity	the Meeks Tuition Scholarship	6,000
Oak Hall Episcopal SchoolPO Box 1807 Ardmore, OK 73402		Public Charity	Annual Giving Campaign	750
<b>Total . . . . .</b>  <b>3a</b>				6,526,670

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Oak Hall Episcopal SchoolP O Box 1807 Ardmore,OK 73402		Public Charity	General support	200
Oak Hall Episcopal SchoolP O Box 1807 Ardmore,OK 73402		Public Charity	Annual Giving Campaign	120
Oak Hall Episcopal SchoolPO Box 1807 Ardmore,OK 73402		Public Charity	Mrs Wallis' classroom Smartboard	50
Ohio University FoundationCutler Hall 108 Athens,OH 45701		Public Charity	General support	110
Oklahoma Baptist University500 West University Shawnee,OK 74804		Public Charity	Herrian Scholarship Fund	500
Oklahoma Christian Schools IncorporatedPO Box 509 Edmond,OK 73083		Public Charity	Scholarship Fund	1,000
Oklahoma Christian UniversityPO Box 11000 Oklahoma City,OK 73136		Public Charity	Jose Freede Centennial Tower	20,000
Oklahoma Educational Television Authority FoundatiPO Box 14190 Oklahoma City,OK 73113		Public Charity	General support	455
Oklahoma State University FoundationPO Box 1749 Stillwater,OK 74076		Public Charity	The College of Agricultural Sciences and Natural Resources	200
Oklahoma State University FoundationPO Box 1749 Stillwater,OK 74076		Public Charity	Sam W & Willie Bess Hunsaker Scholar Leader Scholar Leader Scholarship	100
Oklahoma State University FoundationPO Box 1749 Stillwater,OK 74079		Public Charity	Memorial for Leo Roberts	100
Oklahoma State University FoundationPO Box 1749 Stillwater,OK 74076		Public Charity	Dan and Junita Childs Ag Economic Endowment Fund	6,000
Oklahoma State University FoundationPO Box 1749 Stillwater,OK 74076		Public Charity	Varsity Athletics Fund	100
Oklahoma State University FoundationPO Box 1749 Stillwater,OK 74076		Public Charity	Football Seating Fund	1,920
Oklahoma State University FoundationPO Box 1749 Stillwater,OK 74076		Public Charity	Electrical Engineering Fund	100
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Oklahoma State University FoundationPO Box 1749 Stillwater, OK 74076		Public Charity	Phase II Club Seats	2,080
Oklahoma State University FoundationPO Box 1749 Stillwater, OK 74079		Public Charity	College of Agriculture Fund	100
Oklahoma State University FoundationPO Box 1749 Stillwater, OK 74076		Public Charity	Research Facilities Fund	100
Oklahoma State University FoundationPO Box 1749 Stillwater, OK 74076		Public Charity	C E Mason Aggie X Memorial Scholarship	750
Oklahoma State University FoundationPO Box 1749 Stillwater, OK 74076		Public Charity	Football Seating Fund	640
Oregon State University850 SW 35th Street Coravallis, OR 97333		Public Charity	Geology Field Camp Program Fund	1,050
Portsmouth Abbey School285 Corys Lane Portsmouth, RI 02871		Public Charity	General support	1,000
Purdue University403 West Wood Street West Lafayette, IN 47907		Public Charity	School of Chemical Engineering	5,000
Reformed Theological Seminary3585 Northside Parkway NW Atlanta, GA 30327		Public Charity	Atlanta Ministry Operation & Expansion	1,000
Rock Solid High School6570-B South Broadway Littleton, CO 80121		Public Charity	General support	1,000
Rockhurst University1100 Rockhurst Road Kansas City, MO 64110		Public Charity	Rockhurst Fund	100
South Dakota School of Mines and Technology Founda501 East Saint Joseph Street Rapid City, SD 57701		Public Charity	Tim Anderson Scholarship Fund	1,000
Southeast Missouri University FoundationOne University Plaza Cape Girardeau, MO 63701		Public Charity	General support	100
Southern Methodist UniversityPO Box 750402 Dallas, TX 75275		Public Charity	Parent Fund	250
Southern Methodist UniversityPO Box 750402 Dallas, TX 75275		Public Charity	Ed Noble Endowed MBA Scholarship	10,000
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Southern Methodist UniversityPO Box 750402 Dallas, TX 75275		Public Charity	SMU Fund	5,000
Stanford University326 Galvez Street Stanford, CA 94305		Public Charity	The Hoover Institute	5,000
St Anne Catholic School1111 S Cherry Street Tomball, TX 77375		Public Charity	General support	10,000
St Anthony of Padua Catholic School7901 Bay Branch Drive The Woodlands, TX 77382		Public Charity	Spring fundraiser	300
St Anthony of Padua Catholic School7901 Bay Branch Drive The Woodlands, TX 77382		Public Charity	General support	250
St Mary's Catholic School2351 22nd Ave Greeley, CO 80631		Public Charity	General support/fundraising	790
St Vrain Valley School District600 E Mountain View Longmont, CO 80501		Public Charity	Skyline High School After Prom Program	700
St Vrain Valley School District600 E Mountain View Longmont, CO 80501		Public Charity	Skyline Track Team	250
Stephen F Austin State University Foundation IncPO Box 6096 Nacogdoches, TX 75962		Public Charity	Thurman and Hazel Crawford Scholarship Fund	10,000
Texas A&M University Development Foundation401 George Bush Drive College Station, TX 77840		Public Charity	Association of Former Students	1,090
Texas A&M University Development Foundation401 George Bush Drive College Station, TX 77840		Public Charity	DVM Endowed Scholarship in Honor of H Phil Hobson, DVM	1,000
Texas A&M University Development Foundation401 George Bush Drive College Station, TX 77840		Public Charity	Robert L Whiting Technology Fund	5,000
Texas A&M University Development Foundation401 George Bush Drive College Station, TX 77840		Public Charity	Graduate Grant-Geology	2,500
Texas Lutheran University1000 West Court Street Sequin, TX 78155		Public Charity	TLU Annual Fund	250
Texas Tech University SystemPO Box 45025 Lubbock, TX 79409		Public Charity	Board of Editors Writing Award	325
<b>Total . . . . . ▶ 3a</b>				6,526,670

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Texas Tech University SystemPO Box 45025 Lubbock, TX 79409		Public Charity	Chancellor's Council Fund	525
Texas Tech University SystemPO Box 45025 Lubbock, TX 79409		Public Charity	General support	100
University of Dallas1845 East Northgate Drive Irving, TX 75062		Public Charity	General support	500
University of Hawaii FoundationPO Box 11270 Honolulu, HI 96828		Public Charity	Geology and Geophysics Field Trip Fund	6,500
University of Houston Foundation306 McElhinney Hall Houston, TX 77204		Public Charity	College of Education-Learning Leading Fund	250
University of Houston Foundation306 McElhinney Hall Houston, TX 77204		Public Charity	College of Natural Sciences and Mathematics-Geology Department Learning Leading Fund	250
University of Houston Foundation306 McElhinney Hall Houston, TX 77204		Public Charity	College of Architecture	2,500
University of Houston FoundationPO Box 318 Houston, TX 77058		Public Charity	Todd Davis Memorial Scholarship Fund	100
University of Idaho Foundation IncP O Box 443147 Moscow, ID 83844		Public Charity	College of Natural Resources Excellence Fund	118
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	LAS Annual Development Fund-Plant Biology	295
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	Biology Enhancement Fund	35
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	College of Agricultural, Consumer and Environmental Sciences Fund	25
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	Dept of Crop and Sciences Unrestricted Fund	305
University of Minnesota Foundation 200 Oak St SE Suite 500 Minneapolis, MN 55455		Public Charity	the UMM Morris Scholarships Fund	130
University of Montana Tech Foundation1300 W Park Street Butte, MT 59701		Public Charity	Natural Resource Building	100
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University of Nebraska Foundation 1010 Lincoln Mall Suite 300 Lincoln, NE 68508		Public Charity	College of Fine Arts and Humanities	2,500
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	President's Associates	6,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	2009 U S Amateur Public Links Championship	3,500
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	OU Golf Course	1,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Donald Reynolds Performing Arts Center	5,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	OU Reforestation Campaign	1,250
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	OU Associates	3,670
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Chip-in- Club	100
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Sooner Club	2,240
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	OU Women's Basketball Program	1,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Sam Noble Oklahoma Museum of Natural History	270
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Ann Sumners Bratton Endowment	250
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Friends of the Museum	500
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	OU Women's Basketball Program	200
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	General support	50
<b>Total . . . . .</b>  <b>3a</b>				6,526,670

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University of Oklahoma Foundation Inc100 Timberdell Road Norman, OK 73019		Public Charity	Pride of Oklahoma Annual Giving Program	50
University of Oklahoma Foundation Inc100 Timberdell Road Norman, OK 73019		Public Charity	Parent's Annual Giving fund	45
University of Oklahoma Foundation Inc100 Timberdell Road Norman, OK 73019		Public Charity	Botany and Microbiology Centennial Legacy fund	50
University of Texas at Dallas800 West Campbell Road Richardson, TX 75080		Public Charity	Loyalty Fund	5,000
University of Texas at El Paso500 West University El Paso, TX 79968		Public Charity	President's Gift Fund for Greatest Needs	300
University of Tulsa600 South College Ave Tulsa, OK 74104		Public Charity	Annual Fund for Excellence-College of Engineering	1,250
University of Wyoming Foundation 1200 East Invinson Ave Larmie, WY 82070		Public Charity	College of Arts and Sciences	200
Velma-Alma Public SchoolsP O Box 8 Velma, OK 73491		Public Charity	J'Ann Clower Memorial Scholarship Fund	10,000
Vernon College4400 College Drive Vernon, TX 76384		Public Charity	Joyce and A Q Johnson Scholarship Fund	5,000
Washington UniversityOne Brookings Drive Box 1210 St Louis, MO 63130		Public Charity	the Department of Biology in Arts & Sciences	670
Washington UniversityOne Brookings Drive Box 1210 St Louis, MO 63130		Public Charity	Program in Physical Therapy in the School of Medicine	335
Washington UniversityOne Brookings Drive Box 1210 St Louis, MO 63130		Public Charity	Stephen Rose Scholarship in Physical Therapy	335
The Westminster Schools1424 W Paces Ferry Road NW Atlanta, GA 30327		Public Charity	2008-2009 Westminster Fund	750
The Woodlands Christian Academy 5800 Academy Way The Woodlands, TX 77384		Public Charity	Answering the Call Campaign	10,000
The Yorkshire Foundation14120 Memorial Drive Houston, TX 77079		Public Charity	Annual Fund Drive	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,526,670

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Acosta-Torres StefanyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Aljoe JessicaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Altman MeganPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Anderson EricPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Anderson KellyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Anderson StephaniePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Arceneaux KyliePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Bernero LauraPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Chen ZijunPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Chronister LindseyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Chu PhilipPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Coffey AaronPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Cunningham JenniferPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Davis MichellePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Donica MadisonPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
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Feldkamp CaraPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Fu ChangPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Garren RobertPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Garvey KristinPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Gee KelseyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Greene JamesPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Grotte StephaniePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Hebert ValeriePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Hein HavenPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Hendricks JenniferPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Holmes ElliotPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Hunter KobyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Ledlow CarolynPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Lewis Shelby HandPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Li YunfeiPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
<b>Total . . . . .</b>			<b>3a</b>	6,526,670

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Mays SarahPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
McCrite AliaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
McFarling SamanthaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Murphy KristenPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Nazarian NeginPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Nedelka ClayPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Nichols JacobPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Nock EllenPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Pack WesleyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Pigott MelissaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Porter MaryPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Seely TaraPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Sledge JenniferPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Stolfa VictortiaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Sun WilliamPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
<b>Total . . . . .</b>			<b>3a</b>	6,526,670



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Upson CoryPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Wang JiePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Williams RachelPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Zhang ShaopeiPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	5,000
Zhang YichengPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Austin Dustin RaynePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Barlow Jarrod SwintPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Butler Barrett BoonePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Campbell Jaclyn DaniellePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Coffey Aaron JamesPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Cook Carol AngelaPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Craige Charles CPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Craige Clairissa AnnPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Donica Madison JanePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Donica Samuel QPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
<b>Total . . . . .</b>			<b>3a</b>	6,526,670


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
Farris Dell AllenPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Gregory Kate McNaePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Herrin Brian HalePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Hollarn Emily MikelePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Lockwood Cole YoungerPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Lollis Jeri DPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Lowe Jinna MaePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
McDonald Bryan DrewPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
McLemore Richard DavePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	1,250
Midgley Taber LeonPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Nay Kara APO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Owen David ChancePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	3,125
Pogue Adam KentPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Price Jess PatrickPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Reed Brodie DwaynePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
<b>Total . . . . .</b>			<b>3a</b>	6,526,670


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
Reed Jace CliftonPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Robertson Scott GallupPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	3,125
Rogers Kelsey LainePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Smith Brent LeePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Sparks John DillonPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Temple Seth DavidPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Wallis Brody DonovanPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
White Erin RPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Williams Brett TaylorPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Willingham Michael BrianPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Zachary Dakota KentPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
<b>Total . . . . .</b> ▶ <b>3a</b>				6,526,670

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
A Chance To Change Foundation5228 Classen Circle Oklahoma City,OK 73118		Public Charity	Support for the Chance to Succeed program and a Community Education Series	50,000
Chamber of Commerce Foundation Inc 410 West Main Street Ardmore,OK 73401		Public Charity	Cornerstone education improvement program	125,000
Good Shepherd Medical and Dental Clinic Foundation802 16th Avenue NW Ardmore,OK 73401		Public Charity	Operating support	275,000
Leadership Oklahoma Inc5500 North Western Suite 142 Oklahoma City,OK 73118		Public Charity	Program support	10,000
Mercy Memorial Health Center Foundation1011 14th Ave NW Ardmore,OK 73401		Public Charity	Construction of a new patient tower	1,500,000
Oklahoma Council of Public Affairs Inc 1401 N Lincoln Blvd Oklahoma City,OK 73104		Public Charity	Operating Support	200,000
Oklahoma Medical Research Foundation825 NE 13th Street Oklahoma City,OK 73104		Public Charity	Research tower construction	4,000,000
Reading Room IncPost Office Box 1807 Ardmore,OK 73402		Public Charity	Reading therapists' salaries	25,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman,OK 73019		Public Charity	Construction of the Cancer Institute building	833,334
University of Oklahoma Foundation Inc 100 Timberdell Road Norman,OK 73019		Public Charity	Cancer Institute Endowed Chair	833,334
Acosta-Torres StefanyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Aljoe JessicaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Altman MeganPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Anderson EricPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
Anderson KellyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
<b>Total . . . . .</b>  <b>3b</b>				8,529,168

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
Anderson StephaniePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Arceneaux KyliePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Bernero LauraPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Chen ZijunPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
Chu PhilipPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Coffey AaronPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Donica MadisonPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Feldkamp CaraPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Fu ChangPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Garren RobertPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Garvey KristinPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
Gee KelseyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Greene JamesPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Grotte StephaniePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Hein HavenPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
<b>Total . . . . .</b>  <b>3b</b>				8,529,168


Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
Hendricks JenniferPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Holmes EliotPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Hunter KobyPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Ledlow CarolynPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Li YunfeiPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Mays SarahPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
McCrite AliaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
McFarling SamanthaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Murphy KristenPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Nedelka ClayPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Nichols JacobPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	2,500
Nock EllenPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
Pigott MelissaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Porter MaryPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	7,500
Seely TaraPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
<b>Total . . . . .</b>				8,529,168

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
Stolfa VictortiaPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
Sun WilliamPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	10,000
Wang JiePO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
Zhang ShaopeiPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	12,500
Zhang YichengPO Box 2180 Ardmore,OK 73401	None		Noble Educational Fund	17,500
Austin Dustin RaynePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
Butler Barrett BoonePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
Campbell Jaclyn DaniellePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	12,500
Coffey Aaron JamesPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
Craige Charles CPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
Craige Clairissa AnnPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
Donica Madison JanePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
Donica Samuel QPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Farris Dell AllenPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Gregory Kate McNaePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
<b>Total . . . . .</b>				8,529,168

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
Hollarn Emily MikelePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
Lockwood Cole YoungerPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
Lollis Jeri DPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
Lowe Jinna MaePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
McDonald Bryan DrewPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
McLemore Richard DavePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Midgley Taber LeonPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Nay Kara APO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Pogue Adam KentPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Price Jess PatrickPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	12,500
Reed Jace CliftonPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	5,000
Rogers Kelsey LainePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	12,500
Smith Brent LeePO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
Sparks John DillonPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
Temple Seth DavidPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	12,500
<b>Total . . . . .</b>  <b>3b</b>				8,529,168



Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
Wallis Brody DonovanPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	2,500
White Erin RPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
Willingham Michael BrianPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	7,500
Zachary Dakota KentPO Box 2180 Ardmore,OK 73401	None		Sam Noble Scholarship	17,500
<b>Total . . . . . ▶ 3b</b>				8,529,168

**TY 2009 Accounting Fees Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT AND TAX SERVICES	101,235			101,235
NET INVESTMENT INCOME ADJ		10,124		-10,124

**TY 2009 Activities not Previously Reported Explanation**

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

**Explanation:** SEE 1A ABOVE.

TY 2009 Compensation Explanation

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Person Name	Explanation
Russell Noble	INCLUDES COMPENSATION FOR SERVICES RENDERED IN ADDITION TO BOARD OF TRUSTEE SERVICES

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

TY 2009 Depreciation Schedule

Name: The Samuel Roberts Noble Foundation Inc  
EIN: 73-0606209

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
AIRCRAFT	2005-07-07	10,681,565	3,738,548	SL	10	1,068,157			
EQUIPMENT		14,170,225	9,416,869	SL	10	1,218,750			
FENCE	2007-12-31	73,217	3,661	SL	20	3,661			
FINE ARTS		1,531,683	745,406	SL	25	60,490			
ROADS	2005-12-31	191,942	28,791	SL	20	9,597			
CAPITALIZED INT	2002-12-31	8,901,329	735,825	SL	35	233,277			
USC EQUIPMENT	2004-12-31	14,761	3,936	SL	15	984			
BUILDINGS		131,854,045	27,677,324	SL	35	3,775,428			
LAND		7,283,103	0						
FURNITURE	2008-01-01	30,909	514	SL	10	3,091			
BUILDING ADDITIONS	2008-12-31	1,920,403	0	SL	35	54,869			
EQUIP ADDITIONS	2008-12-31	2,460,842	0	SL	10	246,084			
BLDG ADDITIONS 09	2009-12-31	6,411,302		SL	35				
EQUIP ADDITIONS 09	2009-12-31	899,660		SL	10				
AUTOMOBILES 09	2009-12-31	118,167		SL	5				
COMPUTERS 09	2009-12-31	435,572		SL	5				
CONST IN PROGRESS	2008-12-31	1,731,709	0						
CONST IN PROGRESS	2008-12-31	4,208,176	0						
COMPUTERS	2008-12-31	1,627,144	411,691	SL	5	57,589			
AUTOMOBILES	2008-12-31	97,741	97,741	SL	5				
AUTOMOBILES	2008-12-31	2,319,990	1,601,701	SL	5	256,241			
CONST IN PROG 09	2009-12-31	2,407,778							
NONPRD O&G ROYALTY	2001-05-01	54,160	44,936						

## TY 2009 Employee Compensation Explanation

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Employee	Explanation
RICK NELSON	
TEAL PEMBERTON	
KEVIN STAGGS	
MARILYN ROOSSINCK	
MICHAEL UDVARDI	

**TY 2009 ExplanOfLegisPoliticalActvts**

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

**Explanation:** The Foundation seeks to amend the U.S. Tax Code to create a new tax-exempt organization for the active conduct of agricultural research. It is expected that the Foundation will be able to satisfy the requirements for such an organization and thereby qualify as a public charity rather than a private foundation under Section 509 (a). The proposed charitable organization would facilitate the movement of private wealth into the charitable (agriculture) research sector; create new domestic research capacity; complement public agricultural funding and research; and create new development and collaboration opportunities with affiliated public land-grant colleges and universities and/or non-land grant universities of agriculture. To achieve this goal, the Foundation has and continues to lobby the U.S. Congress for the narrow purpose of enacting this legislation. Pursuant to the well-recognized self-defense exception of IRC 4945(e), the proposed legislation, if enacted, would impact both the powers and duties of the Foundation and the deductibility of contributions to the Foundation, thus qualifying the Foundation for this exception. The Foundation's lobbying efforts have not and will not constitute a substantial activity compared to its overall activities in any year. Before engaging in these lobbying activities, the Foundation consulted with and obtained an opinion from outside counsel regarding the proposed activities, including the proposed legislation, and IRC 4945. This legal opinion concluded that the costs incurred by the Foundation to lobby for the enactment of this specific legislation should not be considered taxable expenditures pursuant to the self-defense exception.

TY 2009 General Explanation Attachment

**Name:** The Samuel Roberts Noble Foundation Inc  
**EIN:** 73-0606209

Identifier	Return Reference	Explanation
Overview of Direct Charitable Activities	Part IX-A	<p>The Samuel Roberts Noble Foundation, headquartered in Ardmore, Okla , is an independent, nonprofit institute conducting plant science research and agricultural programs to enhance agricultural productivity, w hich influences agriculture regionally, nationally and internationally Founded in 1945, the Noble Foundation continues the vision of its founder, Lloyd Noble, to influence agriculture by exploring and improving production agriculture techniques and advancing plant science through research and discovery The Noble Foundation has become a leading plant and agricultural research institute that (a) conducts fundamental research for plant gene/trait discovery, (b) conducts fundamental research to produce critical, publicly available genomic/genetic resources for researchers w orldw ide, (c) performs translational and developmental research to incorporate innovations and discoveries into plants, (d) performs cultivar development, and (e) maintains established resources to place improved crops in the production agricultural environment for evaluation and performance and value assessment These research operations complement the Noble Foundation's agricultural programs, w hich involve long-term, personal interactions w ith regional agricultural producers to assist them in achieving their individual production, financial and quality-of-life goals The Noble Foundation's operations are conducted through three operating divisions Agricultural, Plant Biology and Forage Improvement The Noble Foundation employs about 370 staff members in these operating divisions and their supporting groups, representing 25 or more countries Among these employees, more than 115 hold doctorate level degrees These operations are based on an 800 acre campus w hich includes more than 500,000 square feet of research and administration space and a complementary 12,000 acres of farms In 2009, Noble Foundation agricultural specialists and scientists published more than 114 peer-review ed articles in scientifically respected journals, published more than 575 agricultural features or educational pieces in the popular press, received six (6) issued U S patents, and filed thirteen (13) U S and international patent applications In furtherance of its charitable mission and its commitment to advance the fields of plant science and production agriculture, Noble Foundation agricultural specialists and scientists formally collaborate w ith a broad base of academic and government institutions, including participating as a founding institution to the Oklahoma Bioenergy Center, participating as a collaborating institution in the U S Department of Energy's BioEnergy Science Center at the Oak Ridge National Laboratory, and collaborating w ith institutions such as Texas A&amp;M University, Mississippi State University, Oklahoma State University, Oklahoma Cooperative Extension Services, Texas' AgriLife Extension Service, Natural Resources Conservation Service, Boyce Thompson Institute for Plant Research (Ithaca, NY), Grasslanz Technology Limited/AgResearch Ltd (New Zealand), Oak Ridge National Laboratory (Oak Ridge, TN), Texas Tech University, University of Georgia-Athens, University of Oklahoma, the John Innes Centre (UK), low a State University, The Salk Institute for Biological Studies (La Jolla, CA), University of Chicago, University of Minnesota, Cornell University, University of Idaho, University of Kentucky and Mount Sinai School of Medicine In support of its research, the Noble Foundation receives public support from the National Science Foundation, the U S Department of Energy, the U S Department of Agriculture, the Oklahoma Center for the Advancement of Science and Technology, the National Institute of Health and the State of Oklahoma Support for operations causes our funds spent for operating and administrative costs, as reported on Part 1, to be higher than an exclusively granting foundation The calculation below shows how our administrative and operating costs are allocated into the operating groups Operating and Administrative Costs (Part I-Line 24) \$36,650,751 Amounts Paid to Acquire Assets (Part XII-Line 2) \$6,295,880 and Grants Paid (Part I-Line 25) \$6,526,670 equal the total Amounts Paid for Charitable Purposes of \$49,473,301 Direct Charitable Activities and Administrative Expenses for Charitable Purposes (Part IX-A) Agricultural Division \$12,317,872, Forage Improvement Division \$14,313,891 and Plant Biology Division \$14,497,686 equal the Total Direct Charitable Activities of \$41,129,449 plus Contributions, Gifts, Grants Paid of \$6,526,670 equal Total Direct Charitable Activities and Grants Paid of \$47,656,119 Administrative Expenses not Related to Direct Operations are \$1,817,182, Administrative Expenses as a Percentage of Funds spent for Charitable Purposes equals 3 7%</p>
OKLAHOMA LIFE SCIENCES FUND	PART VII-B, LINE 5(C), PAGE 6 AND PART IX-B-LINE 1	<p>During the tax years 2002-2004 and 2006, the Foundation made grants to an organization other than a charitable organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2) Those grants totaling \$1,502,539 90 were for program related investment in the Oklahoma Life Sciences Fund, LLC Follow ing is the required expenditure responsibility report Name/address of Grantee Oklahoma Life Sciences Fund, LLC, 800 Research Pkw y STE 385, Oklahoma City, OK 73102 No grant funds were paid during the reporting period of 2009 The purpose of the grant (program-related investment) was to accomplish the charitable purpose of advancing research and development of technology in the life sciences The Foundation considers such an investment critical to advancing developments in the life-sciences field, so as to advance agricultural and medical research in Oklahoma, consistent w ith its exempt purpose The grantee expended the amounts as it received them from the Foundation to advance research in life sciences as discussed above To the know ledge of the Foundation, the grantee has not diverted any portion of the funds from the purpose of the grant The grantee provided the Foundation w ith reports and other information on the use of funds that enabled the Foundation to verify compliance w ith the terms of the grant, and the progress made by the grantee tow ard achieving the purposes for w hich the grant was made The Foundation believes that OLSF has complied w ith the terms of the grant, w ithout exception At this point, all original capital of OLSF has been invested and it is a mature fund Reports and Information/Dates 2009 Annual Report Pursuant to Regulation 53 4945 received 6/09/10, 2009 OLSF I Compilation received 6/09/10 The Foundation's Vice President and General Counsel review ed the reports upon receipt No additional verification was considered necessary</p>
Depreciation, Amortization & Accretion Schedule	Part I, Line 19	<p>The Samuel Roberts Noble Foundation, Inc 73-0606209 Depreciation, Amortization, and Accretion Schedule Depreciable Assets Section Description CONST IN PROGRESS Date in Service VARIOUS Cost Basis 2,407,778 Beginning Accumulated NONE Ending Accumulated NONE Method SL Life Current Depr Expense NONE Description AIRCRAFT Date in Service 07/07/2005 Cost Basis 10,681,565 Beginning Accumulated 3,738,548 Ending Accumulated 4,806,705 Method SL Life 10 Current Depr Expense 1,068,157 Description EQUIPMENT Date in Service VARIOUS Cost Basis 16,631,067 Beginning Accumulated 9,416,869 Ending Accumulated 10,881,703 Method SL Life 10 Current Depr Expense 1,464,834 Description AUTOMOBILES Date in Service VARIOUS Cost Basis 2,438,157 Beginning Accumulated 1,601,701 Ending Accumulated 1,857,942 Method SL Life 5 Current Depr Expense 256,241 Description COMPUTERS Date in Service VARIOUS Cost Basis 2,062,716 Beginning Accumulated 411,691 Ending Accumulated 469,280 Method SL Life 5 Current Depr Expense 57,589 Description FENCE Date in Service 12/31/2007 Cost Basis 73,217 Beginning Accumulated 3,661 Ending Accumulated 7,322 Method SL Life 20 Current Depr Expense 3,661 Description FURNITURE Date in Service 10/01/2008 Cost Basis 30,909 Beginning Accumulated 514 Ending Accumulated 3,605 Method SL Life 10 Current Depr Expense 3,091 Description FINE ARTS Date in Service VARIOUS Cost Basis 1,531,683 Beginning Accumulated 745,406 Ending Accumulated 805,896 Method SL Life 25 Current Depr Expense 60,490 Description ROADS Date in Service 12/31/2005 Cost Basis 191,942 Beginning Accumulated 28,791 Ending Accumulated 38,388 Method SL Life 20 Current Depr Expense 9,597 Description CAPITALIZED INT Date in Service 12/31/2002 Cost Basis 8,901,329 Beginning Accumulated 735,825 Ending Accumulated 969,102 Method SL Life 35 Current Depr Expense 233,277 Description USC EQUIPMENT Date in Service 12/31/2004 Cost Basis 14,761 Beginning Accumulated 3,936 Ending Accumulated 4,920 Method SL Life 15 Current Depr Expense 984 Description BUILDINGS Date in Service VARIOUS Cost Basis 140,185,750 Beginning Accumulated 27,677,324 Ending Accumulated 31,507,621 Method SL Life 35 Current Depr Expense 3,830,297 Description LAND Date in Service VARIOUS Cost Basis 7,283,103 Beginning Accumulated NONE Ending Accumulated NONE Method SL Life Current Depr Expense NONE Description NON PRODUCING PROP Date in Service VARIOUS Cost Basis 54,160 Beginning Accumulated 44,936 Ending Accumulated 44,936 Method SL Life Current Depr Expense NONE Description LESS RETIRED ASSETS Date in Service VARIOUS Cost Basis -97,741 Beginning Accumulated -97,741 Ending Accumulated N/A Method SL Life Current Depr Expense NONE Depr Cost Basis Total 193,333,637 Beginning Accumulated Total 44,462,007 Ending Accumulated Total 51,352,483 Current Depr Expense Total 6,988,217 Amortization and Accretion Section Description AMORTIZATION Date in Service 05/01/2001 Cost Basis 1,289,477 Amortization Code Section 171 Ending Accumulated Amort 1,371,252 Method SL Life 10 Current Amort Expense 81,776 Description ACCRETION Date in Service 05/01/2001 Cost Basis 4,522,454 Amortization Code Section 171 Ending Accumulated Amort -4,768,706 Method SL Life 10 Current Amort Expense -246,252 Amort Cost Basis Total 3,232,977 Ending Accumulated Amort Total -3,397,454 Current Amort Expense Total -164,476</p>
GRANTS AND CONTRIBUTIONS	PART I LINE 25 AND PART XV	<p>No grants were made to organizations classified as Internal Revenue Code Section 509(a)(3) organizations INTEREST EXPENSE PART I LINE 17 Interest expense of \$1,594,409 reported in Part I, Line 17 relates to the tax-exempt bonds and note payable described in statements 125 and 126 The proceeds from the tax exempt bonds and the note payable were used by the Noble Foundation for its exempt purpose As such, no debt-financed income was generated from the use of the proceeds</p>



TY 2009 Investments Corporate  
Bonds Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TOTAL BEGINNING BOOK VALUE		
AVIS BUD RENTAL FDG 2009-2 200	516,286	516,286
NISSAN AUTO RECEIVABLES OWNER	489,996	489,996
WORLD OMNI AUTO RECEIVABLES TR	1,328,359	1,328,359
SOUTHWEST AIRLINES CO SER'A' 6	140,382	140,382
DB MASTER FINANCE 2006-1 A2 5.	573,669	573,669
GE DEALER FLRPLN 2009-2 A 20/O	1,000,000	1,000,000
SLM PRIVATE CR STUDENT LN TR S	305,691	305,691
SLM STUDENT LOAN TRUST FRN 15/	289,861	289,861
SLM PRIVATE CREDIT STUDENT LOA	181,950	181,950
SMALL BUS ADMIN GTD DEV PTC DB	1,740,755	1,740,755
SMALL BUSINESS ADMINISTRATION	1,490,735	1,490,735
SMALL BUSINESS ADMINISTRATION	2,012,900	2,012,900
1345 AVENUE OF THE AMERICAS TR	1,327,389	1,327,389
BANC OF AMERICA COMMERCIAL MOR	609,024	609,024
BEAR STEARNS COM MTG SECS INC	1,028,997	1,028,997
CREDIT SUISSE MORTGAGE CAPITAL	1,008,200	1,008,200
CREDIT SUISSE FIRST BOSTON MTG	959,262	959,262
GE CAPITAL COMMERCIAL MTG CORP	976,592	976,592
GCCFC 2005-GG5 A2 5.117% 10/AP	316,228	316,228
GREENWICH CAPITAL COMMERCIAL F	918,794	918,794
JP MORGAN CHASE COMMERCIAL MOR	1,070,904	1,070,904
MORGNA STANLEY CAPITAL I 4.882	722,885	722,885
BANC OF AMERCIA COMMERCIAL MOR	1,073,224	1,073,224
BANC AMERICA COMMERCIAL MORTGA	871,791	871,791
BEAR STEARNS COM MTG SECS INC	2,455,508	2,455,508
CREDIT SUISSE FIRST BOSTON MTG	240,147	240,147
GE CAPITAL COMMERCIAL MORTGAGE	526,759	526,759
GREENWICH CAPITAL COMMERCIAL F	1,384,821	1,384,821
JP MORGAN CAHE COMM MTG SEC 20	501,949	501,949
LB-UBS COMMERCIAL MORTGAGE TRU	617,095	617,095
MERRILL LYNCH MTG TR 05-MCP1 A	499,013	499,013
MERRILL LYNCH MTGE TRUST 2005-	2,475,455	2,475,455
BANC OF AMERICA MORTGAGE SECUR	202,076	202,076
BANC OF AMERICA MORTGAGE TRUST	477,500	477,500
BEAR STEARNS ARM TRUST 2007-5	617,675	617,675
INDYMAC INDX MORTGAGE LOAN TRU	308,196	308,196
JP MORGAN MORTGAGE TRUST 2006-	447,321	447,321
PROVIDENT FUNDING MORTGAGE LOA	233,247	233,247
PROVIDENT FUNDING MORTGAGE LOA	157,757	157,757
WAMU MTG CERT 2002-AR2 A 25/FE	53,131	53,131
WELLS FARGO MORTGAGE BACKED SE	225,758	225,758
WASHINGTON MUTUAL ASSET SECURI	132,455	132,455
FANNIE MAE 2009-M2 A1 2.387% 2	396,807	396,807
CWALT INC 6.5% BDS 25/JUL/2037	708,031	708,031
ALTERNATIVE LOAN TRUST 2006-36	471,526	471,526
COUNTRYWIDE ALTERNATIVE LOAN T	531,927	531,927
BANC OF AMERICA ALTERNATIVE LO	396,326	396,326
JP MORGAN ALTERNATIVE LN TR 20	351,778	351,778
JP MORGAN MORTGAGE TRUST 2006-	462,084	462,084
RALI SERIES 2005-QS17 TRUST 20	234,678	234,678
WMALT MORTGAGE PASS-THROUGH CE	408,093	408,093
WASHINGTON MUTUAL MORTGAGE PAS	118,932	118,932
COUNTRYWIDE ALTERNATIVE LOAN T	452,899	452,899
AMERICAN HOUSING TRUST IV IV I	303,682	303,682
PROLOGIS 2.625% CNV BDS 15/MAY	291,281	291,281
FIDELITY INVESTMENTS INC 7.57%	395,775	395,775
WACHOVIA CORP 6.824% BDS 01/AU	147,527	147,527
FMR CORP 4.75% 144A 01MAR01/MA	748,948	748,948
GENERAL ELECTRIC CAPITAL CORP	329,258	329,258
HOUSEHOLD FINANCE CORP 7% 15/M	379,489	379,489
AOL TIME WARNER INC 7.625% BDS	403,086	403,086
BRISTOL-MYERS SQUIBB CO 6.875%	216,792	216,792
KEYSPAN CORP 7.625% NTS 15/NOV	458,703	458,703
NEWS AMER INC SR NT 6.75% 09/J	940,849	940,849
NSTAR COM 8% BDS 15/FEB/2010 U	388,068	388,068
SCHLUMBERGER TECHNOLOGY CORP 6	375,989	375,989
AMERICAN EXPRESS CO 8.15% SNR	400,371	400,371
BOSTON PROPERTIES INC 5.875% B	180,563	180,563
CITIGROUP INC 6.875% SNR NTS 0	400,206	400,206
DOMINION RESOURCES INC(VIRGINI	332,738	332,738
GENERAL ELECTRIC CAPITAL CORP	370,352	370,352
HARTFORD FINANCIAL SERVICES GR	433,786	433,786
ISPAT INLAND ULC 9.75% BDS 01/	311,850	311,850
JEFFERIES GROUP INC 8.5% LN ST	426,321	426,321
MARKEL CORP SR NT 7.125% 30/SE	402,698	402,698
NEWS AMERICA HLDGS INC 7.9% NT	317,429	317,429
NORFOLK SOUTHERN CORP 6% 15/MA	311,530	311,530
RAYMOND JAMES FINANCIAL INC 8.	195,817	195,817
SEACOR HOLDINGS INC SR NT 7.37	394,813	394,813
XLLIAC GLOBAL FUNDING 4.80 10/	384,219	384,219
AMERICAN EXPR CENTURION 5.2% 2	751,105	751,105
AMERICAN HONDA FINANCE CORP 4.	1,274,038	1,274,038
AMGEN INC 4.85% NTS 18/NOV/201	1,308,045	1,308,045
BANK OF AMERICA CORP 5.65% BDS	663,193	663,193
BANK OF NEW YORK MELLON CORP 5	1,036,349	1,036,349
BEAR STEARNS CO INC 5.70% DUE	704,211	704,211
BOEING CO 7.95% BDS 15/AUG/202	1,281,830	1,281,830
BOTTLING GROUP 6.95% SNR NTS 1	605,221	605,221
CITIGROUP INC 6.5% SR NT 19/AU	317,427	317,427
CITIGROUP INC 6.375% BDS 12/AU	939,078	939,078
CONOCOPHILLIPS 4.6% BDS 15/JAN	887,824	887,824
CREDIT SUISSE NEW YORK 5.0% 15	354,055	354,055
DEUTSCHE BANK AG LONDON 4.875%	469,572	469,572
DOMINION RESOURCES INC(VIRGINI	1,132,805	1,132,805
DU PONT(E.I.)DE NEMOURS & CO 5	257,381	257,381
1ST UN NATL BK CHARLOTTE MTNBE	1,504,971	1,504,971
GMAC INC 1.75% BDS GTD 30/OCT/	833,538	833,538
GENERAL ELECTRIC CAP CORPORATI	773,239	773,239
GOLDMAN SACHS GROUP INC 6.0% B	551,260	551,260
GOLDMAN SACHS GROUP INC 5.25%	241,076	241,076
HANCOCK JOHN GLOBAL FDG II MED	1,133,328	1,133,328
INTERNATIONAL BUS MACH CORP 5.	1,224,507	1,224,507
JPMORGAN CHASE & CO SR NT 6%15	536,420	536,420
JACKSON NATL LIFE GLOBAL 5.375	268,097	268,097
LEHMAN BROS HLDGS INC 5.75% MT	161,850	161,850
LOCKHEED MARTIN CORP 4.121% NT	882,839	882,839
MERRILL LYNCH & CO INC 5.45% M	477,731	477,731
MORGAN STANLEY 6.6250% 01/APR/	329,757	329,757
MORGAN STANLEY FR 5.95%28/DEC/	860,221	860,221
NYSE EURONEXT INC 4.8% BDS 28/	932,677	932,677
SIMON PROPERTY GROUP INC 5.375	427,685	427,685
SIMON PROPERTY GROUP INC NTS 0	526,107	526,107
TIME WARNER CABLE INC 8.75% BD	442,414	442,414
TIME WARNER CABLE 8.25% SNR NT	359,709	359,709
VERIZON COMMUNICATIONS INC 5.5	1,095,749	1,095,749
VODAFONE GROUP 5.75% BDS 15/MA	960,511	960,511
WAL-MART STORES INC 5.8% NTS 1	760,179	760,179
YALE UNIVERSITY SER'B' 2.9% MT	516,083	516,083
BELLSOUTH TELECOMMUNICATIONS I	302,885	302,885
DAYTON POWER & LIGHT CO 5.125%	1,238,625	1,238,625
BLACKSTONE HOLDINGS FINANCE CO	292,652	292,652
CVS LEASE PASS THROUGH 7.507%	514,318	514,318
CANTOR FITZGERALD 7.875% BDS 1	229,983	229,983
WEA FINANCE LLC/WCI FINANCE LL	381,707	381,707
METROPOLITAN LIFE GLOBAL FUNDI	1,240,546	1,240,546
ROCHE HLDGS INC 6.0% BDS 01/MA	376,906	376,906
WEA FINANCE LLC/WCI FINANCE LL	705,420	705,420

TY 2009 Investments Corporate  
Stock Schedule

**Name:** The Samuel Roberts Noble Foundation Inc  
**EIN:** 73-0606209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TOTAL BEGINNING BOOK VALUE		
CEMEX S.A.B. DE C.V. ADR EACH	236,223	236,223
CREDIT SUISSE GROUP ADR-EACH R	172,060	172,060
ROYAL DUTCH SHELL ADR EACH REP	661,210	661,210
SANOFI-AVENTIS ADR ECH REP 1/2	942,480	942,480
SONY CORP ADR EACH REPR 1 ORD	812,000	812,000
VODAFONE GROUP SPON ADR REP 10	346,350	346,350
EMBRAER-EMPRESA BRAS DE AERONA	298,485	298,485
ABB LTD ADR EACH REPR I CHF2.5	362,900	362,900
BAIDU INC ADS EACH REPR 1 ORD	997,233	997,233
MINDRAY MEDICAL IN SPON ADR EA	447,744	447,744
NEW ORIENTAL EDUCATION & TECHN	415,855	415,855
PERFECT WORLD CO ADR EACH REPR	394,400	394,400
STERLITE INDUSTRIES ADS EACH R	583,040	583,040
HITACHI ADR-EACH CNV INTO 10 N	214,760	214,760
KONINKLIJKE PHILIPS ELECTRONIC	206,080	206,080
PANASONIC CORP ADR-EACH CNV IN	645,750	645,750
IMPERIAL TOBACCO GROUP ADR EAC	2,088,966	2,088,966
DIAGEO ADR EACH REPR 4 ORD GBP	187,407	187,407
GLAXOSMITHKLINE ADR EACH REPR	1,373,125	1,373,125
NOVARTIS AG ADR EACH REPR 1 CH	1,360,750	1,360,750
ENSCO INTERNATIONAL PLC ADS EA	1,218,170	1,218,170
HSBC HLDGS ADR EACH REPR 5 USD	516,094	516,094
AEGON NV AMER REGD CERT(1 SH E	192,479	192,479
ANGLO AMERICAN ADR EACH REPR 1	788,004	788,004
NOKIA CORP ADR EACH REPR 1 EUR	557,690	557,690
ERICSSON(LM) TEL ADR EACH REP	316,136	316,136
NOKIA CORP ADR EACH REPR 1 EUR	192,750	192,750
AMERICA MOVIL SAB DE CV ADR EA	858,560	858,560
DUKE ENERGY CORP COM STK NPV	1,317,391	1,317,391

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTERNATIONAL INC CO	1,509,200	1,509,200
NORTHROP GRUMMAN CORP COM STK	541,745	541,745
RAYTHEON CO COM STK USD0.01	1,071,616	1,071,616
RAYTHEON CO COM STK USD0.01	1,391,040	1,391,040
ROCKWELL COLLINS INC COM STK U	1,051,840	1,051,840
TRIMBLE NAVIGATION COM STK NPV	352,800	352,800
MIRANT CORP COM STK USD0.01 (W	164,916	164,916
PORTLAND GENERAL ELECTRIC CO C	344,929	344,929
WESTAR ENERGY INC COM USD5	251,952	251,952
AECOM TECHNOLOGY CORP COM STK	44,000	44,000
BRINK'S COMPANY BRINKS GROUP C	80,322	80,322
BRINK'S HOME SECURITY HOLDINGS	127,296	127,296
CALPINE CORP COM STK USD0.001	2,200	2,200
CAREER EDUCATION CORP COM STK	11,655	11,655
DPL INC COM STK USD0.01	8,280	8,280
FTI CONSULTING INC COM STK USD	18,864	18,864
GOODRICH CORP COM STK USD5	648,925	648,925
HONEYWELL INTERNATIONAL INC CO	309,680	309,680
ITC HLDGS CORP COM STK NPV	26,045	26,045
LOCKHEED MARTIN CORP COM STK U	15,070	15,070
NORTHROP GRUMMAN CORP COM STK	11,170	11,170
ROCKWELL COLLINS INC COM STK U	193,760	193,760
SALESFORCE.COM INC COM STK USD	110,655	110,655
SPIRIT AEROSYSTEMS HOLDINGS IN	31,776	31,776
TRANSDIGM INC USD0.01	23,745	23,745
UNITED TECHNOLOGIES CORP COM S	55,528	55,528
FTI CONSULTING INC COM STK USD	320,688	320,688
HONEYWELL INTERNATIONAL INC CO	705,600	705,600
MERCADOLIBRE INC COM STK USD0.	570,570	570,570
TRIMBLE NAVIGATION COM STK NPV	403,200	403,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED TECHNOLOGIES CORP COM S	1,061,973	1,061,973
ADMINISTAFF INC COM STK USD0.0	204,054	204,054
CAPELLA EDUCATION CO COM STK U	165,660	165,660
K12 INC USD0.0001	219,930	219,930
MANTECH INTERNATIONAL CORP COM	168,980	168,980
MERCADOLIBRE INC COM STK USD0.	165,984	165,984
PAREXEL INTERNATIONAL CORP COM	220,665	220,665
RESOURCES CONNECTION INC COM S	195,224	195,224
TRIMBLE NAVIGATION COM STK NPV	165,060	165,060
SIGNET JEWELERS LTD COM STK US	150,968	150,968
APOLLO GROUP INC CLASS'A'COM S	854,178	854,178
STRAYER EDUCATION INC COM STK	906,270	906,270
STANLEY WORKS COM STK USD2.50	1,406,223	1,406,223
CORRECTIONS CORPORATIONS OF AM	9,820	9,820
CRANE CO COM STK USD1	36,744	36,744
EAGLE MATERIALS INC COM STK US	31,260	31,260
SHERWIN-WILLIAMS CO COM STK US	12,330	12,330
AOL INC USD0.01	36,596	36,596
INTERNATIONAL BUS MACH CORP CO	1,610,070	1,610,070
PAYCHEX INC COM STK USD0.01	481,048	481,048
GOOGLE INC COM STK USD0.001 CL	427,786	427,786
INTERNATIONAL BUS MACH CORP CO	1,570,800	1,570,800
ORACLE CORP COM STK USD0.01	1,472,400	1,472,400
AOL INC USD0.01	163,798	163,798
CADENCE DESIGN SYSTEMS INC COM	89,850	89,850
COMPUTER SCIENCES CORP COM STK	546,535	546,535
SUN MICROSYSTEMS INC COM STK U	213,636	213,636
ACTIVISION BLIZZARD INC COM ST	43,329	43,329
AFFILIATED COMPUTER SERVICES I	29,845	29,845
AUTOMATIC DATA PROCESSING INC	308,304	308,304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROADRIDGE FINANCIAL SOL COM S	164,688	164,688
CADENCE DESIGN SYSTEMS INC COM	13,777	13,777
CERNER CORP COM STK USD0.01	156,636	156,636
COGNIZANT TECHNOLOGY SOLUTIONS	253,680	253,680
DUN & BRADSTREET CORP(DELAWARE	8,437	8,437
GOOGLE INC COM STK USD0.001 CL	1,115,964	1,115,964
INTERNATIONAL BUS MACH CORP CO	2,421,650	2,421,650
INTUIT INC COM STK USD0.01	119,769	119,769
MCAFEE INC COM STK USD0.01	12,171	12,171
ORACLE CORP COM STK USD0.01	1,057,625	1,057,625
PAYCHEX INC COM STK USD0.01	6,128	6,128
PRICELINE.COM INC COM STK USD0	152,950	152,950
SAIC INC COM STK USD0.0001	3,788	3,788
VERISIGN COM STK USD0.001	36,360	36,360
VMWARE INC CLS'A'COM STK USD0.	25,428	25,428
YAHOO INC COM STK USD0.001	280,226	280,226
ANSYS INC COM STK USD0.01	582,364	582,364
COGNIZANT TECHNOLOGY SOLUTIONS	645,525	645,525
GOOGLE INC COM STK USD0.001 CL	2,706,213	2,706,213
JUNIPER NETWORKS COM STK USD0.	466,725	466,725
ORACLE CORP COM STK USD0.01	711,660	711,660
PRICELINE.COM INC COM STK USD0	404,225	404,225
ANSYS INC COM STK USD0.01	197,743	197,743
BROCADE COMM USD0.001	133,144	133,144
ITRON INC COM STK NPV	179,061	179,061
MEDASSETS USD0.01	154,833	154,833
SOLARWINDS INC USD0.001	164,522	164,522
INTERNATIONAL BUS MACH CORP CO	1,165,010	1,165,010
MCAFEE INC COM STK USD0.01	990,517	990,517
SAIC INC COM STK USD0.0001	1,193,220	1,193,220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMINION RESOURCES INC(VIRGINI	556,556	556,556
NATIONAL INSTRUMENTS CORP COM	382,850	382,850
THERMO FISHER SCIENTIFIC INC C	1,354,396	1,354,396
DISH NETWORK CORP CLASS'A'COM	155,775	155,775
EBAY INC COM STK USD0.001	741,510	741,510
MAXIM INTEGRATED PRODUCTS COM	548,100	548,100
MOLEX INC CLASS'A'N.VTG COM ST	286,950	286,950
MOTOROLA INC USD0.01	1,280,400	1,280,400
SYNOPSYS INC COM STK USD0.01	178,240	178,240
THERMO FISHER SCIENTIFIC INC C	81,073	81,073
CA INC COM STK USD0.10	813,995	813,995
EDISON INTERNATIONAL COM STK N	351,278	351,278
NATIONAL SEMICONDUCTOR CORP CO	278,016	278,016
AES CORP COM STK USD0.01	129,107	129,107
AGILENT TECHNOLOGIES INC COM S	83,889	83,889
AMPHENOL CORP CLASS'A'COM STK	96,978	96,978
ANALOG DEVICES INC COM STK USD	180,006	180,006
ARROW ELECTRONICS INC COM STK	115,479	115,479
AVNET INC COM STK USD1	126,672	126,672
CA INC COM STK USD0.10	17,968	17,968
EBAY INC COM STK USD0.001	153,010	153,010
GENTEX CORP COM STK USD0.06	24,990	24,990
LINEAR TECHNOLOGY CORP COM STK	30,540	30,540
MAXIM INTEGRATED PRODUCTS COM	32,480	32,480
MOTOROLA INC USD0.01	39,576	39,576
NATIONAL SEMICONDUCTOR CORP CO	50,688	50,688
NETAPP INC COM	237,291	237,291
SYNOPSYS INC COM STK USD0.01	133,680	133,680
THERMO FISHER SCIENTIFIC INC C	19,076	19,076
WESTERN DIGITAL CORP COM STK U	39,735	39,735

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMPHENOL CORP CLASS'A'COM STK	507,980	507,980
EBAY INC COM STK USD0.001	470,800	470,800
LSI CORPORATION COM STK USD0.0	450,750	450,750
LINEAR TECHNOLOGY CORP COM STK	354,264	354,264
NETAPP INC COM	790,970	790,970
RESEARCH IN MOTION COM NPV	685,531	685,531
ELECTRONICS FOR IMAGING INC CO	72,856	72,856
NATIONAL INSTRUMENTS CORP COM	225,293	225,293
RAVEN INDUSTRIES INC COM STK U	144,554	144,554
TIBCO SOFTWARE INC COM STK USD	240,750	240,750
THOMAS & BETTS CORP COM STK US	1,123,806	1,123,806
WESTERN DIGITAL CORP COM STK U	1,443,705	1,443,705
HEWLETT-PACKARD CO COM STK USD	932,331	932,331
INTEL CORP COM STK USD0.001	556,920	556,920
PITNEY BOWES INC COM STK USD1	102,420	102,420
AKAMAI TECHNOLOGIES COM STK US	611,086	611,086
APPLE INC COM STK NPV	653,666	653,666
CISCO SYSTEMS INC COM STK USD0	957,600	957,600
EMC CORP COM STK USD0.01	1,397,600	1,397,600
INTEL CORP COM STK USD0.001	408,000	408,000
NUANCE COMMUNICATIONS INC COM	466,200	466,200
AUTODESK INC COM STK NPV	88,935	88,935
BMC SOFTWARE INC COM STK USD0.	401,000	401,000
COMPUWARE CORP COM STK USD0.01	303,660	303,660
HEWLETT-PACKARD CO COM STK USD	2,965,946	2,965,946
PITNEY BOWES INC COM STK USD1	261,740	261,740
XEROX CORP COM STK USD1	676,800	676,800
NOVELL INC COM STK USD0.10	172,225	172,225
ON SEMICONDUCTOR CORP COM STK	199,106	199,106
ADOBE SYSTEMS INC COM STK USD0	58,848	58,848

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AKAMAI TECHNOLOGIES COM STK US	12,665	12,665
APPLE INC COM STK NPV	1,454,934	1,454,934
BMC SOFTWARE INC COM STK USD0.	657,640	657,640
BROADCOM CORP CLASS'A'COM STK	97,495	97,495
CISCO SYSTEMS INC COM STK USD0	1,400,490	1,400,490
CREE INC COM STK USD0.005	50,733	50,733
DELL INC COM STK USD0.01	74,672	74,672
EMC CORP COM STK USD0.01	8,735	8,735
FISERV INC COM STK USD0.01	218,160	218,160
HEWLETT-PACKARD CO COM STK USD	901,425	901,425
INTEL CORP COM STK USD0.001	491,640	491,640
INTERSIL CORP CLASS'A' COM STK	39,884	39,884
MICROS SYSTEMS INC COM USD0.02	186,180	186,180
MICROCHIP TECHNOLOGY COM STK U	177,266	177,266
MICRON TECHNOLOGY INC COM STK	4,224	4,224
NOVELLUS SYSTEMS INC COM STK N	105,030	105,030
NUANCE COMMUNICATIONS INC COM	9,324	9,324
NVIDIA CORP COM STK USD0.001	192,404	192,404
RED HAT USD0.0001	74,160	74,160
SILICON LABORATORIES COM STK U	14,502	14,502
SYBASE INC COM STK USD0.001	169,260	169,260
TEXAS INSTRUMENTS INC COM STK	271,024	271,024
TOTAL SYSTEM SERVICES INC USD1	172,700	172,700
WATERS CORP COM STK USD0.01	12,392	12,392
XILINX INC COM STK USD0.01	77,686	77,686
MARVELL TECH GROUP COM NPV	39,425	39,425
AKAMAI TECHNOLOGIES COM STK US	396,415	396,415
ALTERA CORP COM STK USD0.001	780,735	780,735
APPLE INC COM STK NPV	2,629,424	2,629,424
BROADCOM CORP CLASS'A'COM STK	597,550	597,550



Name of Stock	End of Year Book Value	End of Year Fair Market Value
CISCO SYSTEMS INC COM STK USD0	902,538	902,538
NUANCE COMMUNICATIONS INC COM	540,015	540,015
NVIDIA CORP COM STK USD0.001	529,578	529,578
PARAMETRIC TECHNOLOGY CORP NEW	506,540	506,540
WATERS CORP COM STK USD0.01	737,324	737,324
MARVELL TECH GROUP COM NPV	830,000	830,000
INTERSIL CORP CLASS'A' COM STK	190,983	190,983
NUANCE COMMUNICATIONS INC COM	219,114	219,114
PACKAGING CORP OF AMERICA COM	201,338	201,338
SYBASE INC COM STK USD0.001	173,600	173,600
APPLE INC COM STK NPV	1,349,504	1,349,504
BMC SOFTWARE INC COM STK USD0.	1,359,390	1,359,390
CISCO SYSTEMS INC COM STK USD0	1,280,790	1,280,790
HEWLETT-PACKARD CO COM STK USD	1,323,807	1,323,807
INTEL CORP COM STK USD0.001	1,303,560	1,303,560
RED HAT USD0.0001	1,286,985	1,286,985
GOODYEAR TIRE&RUBRCOM NPV	267,900	267,900
MAGNA INTERNATIONAL INC CLASS'	263,016	263,016
CARLISLE COS INC COM STK USD1	13,704	13,704
APPLIED MATERIALS INC COM STK	920,040	920,040
EMERSON ELECTRIC CO COM STK US	1,312,080	1,312,080
MOBILE MINI COM STK USD0.01	1,127,200	1,127,200
OYO GEOSPACE CORP COM STK USD0	1,286,700	1,286,700
RENT-A-CENTER INC COM STK USD0	419,964	419,964
DEERE & CO COM STK USD1	221,769	221,769
EMERSON ELECTRIC CO COM STK US	12,780	12,780
EXTERRAN HLDGS INC COM	15,015	15,015
FMC TECHNOLOGIES INC COM STK U	11,568	11,568
PERKINELMER INC COM STK USD1	14,413	14,413
ROCKWELL AUTOMATION INC COM ST	37,584	37,584

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TERADYNE INC COM STK USD0.125	68,672	68,672
ZEBRA TECHNOLOGIES CLASS'A'COM	107,768	107,768
FLIR SYSTEMS INC COM STK USD0.	513,704	513,704
PERKINELMER INC COM STK USD1	351,060	351,060
CIRCOR INTERNATIONAL INC COM S	139,749	139,749
CORE LABORATORIES NV EUR0.01	218,522	218,522
BLACK & DECKER CORP COM STK US	77,796	77,796
HILL-ROM HOLDINGS INC COM STK	11,995	11,995
WILLIAMS-SONOMA INC COM STK US	20,780	20,780
ADVANCE AUTO PARTS INC COM STK	242,880	242,880
CUMMINS INC COM STK USD2.50	431,084	431,084
LKQ CORP COM STK USD0.01	426,083	426,083
COPART INC COM STK NPV	170,330	170,330
LKQ CORP COM STK USD0.01	198,839	198,839
ALTRIA GROUP INC COM STK USD0.	586,937	586,937
PHILIP MORRIS INTERNATIONAL IN	1,730,021	1,730,021
PEPSICO INC CAP STK USD0.0166	790,400	790,400
LOEWS CORP COM STK USD0.01	308,975	308,975
LORILLARD INC USD0.01	385,104	385,104
ALTRIA GROUP INC COM STK USD0.	425,971	425,971
LORILLARD INC USD0.01	192,552	192,552
PEPSI BOTTLING GROUP INC COM S	258,750	258,750
PEPSICO INC CAP STK USD0.0166	662,720	662,720
PHILIP MORRIS INTERNATIONAL IN	872,239	872,239
BROWN-FORMAN CORP COM STK CLAS	1,173,183	1,173,183
CARDINAL HEALTH INC COM STK NP	422,344	422,344
SYSCO CORP COM STK USD1	502,920	502,920
COCA-COLA CO COM STK USD0.25	855,000	855,000
COLGATE-PALMOLIVE CO COM STK U	903,650	903,650
LINDSAY CORP COM STK USD1	876,700	876,700

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONSANTO CO COM STK USD0.01	531,375	531,375
CARDINAL HEALTH INC COM STK NP	93,496	93,496
VULCAN MATERIALS CO COM STK US	210,680	210,680
WAL-MART STORES INC COM STK US	587,950	587,950
SAFEWAY INC COM STK USD0.01	519,476	519,476
ARCHER-DANIELS-MIDLAND CO COM	363,196	363,196
COCA-COLA CO COM STK USD0.25	1,225,500	1,225,500
COCA-COLA ENTERPRISES INC COM	496,080	496,080
COLGATE-PALMOLIVE CO COM STK U	353,245	353,245
DEAN FOODS CO COM STK USD0.01	39,688	39,688
GREEN MOUNTAIN COFFEE ROASTERS	154,793	154,793
HORMEL FOODS CORP COM STK USD0	23,070	23,070
MONSANTO CO COM STK USD0.01	171,675	171,675
SCOTTS MIRACLE-GRO CO CLASS'A'	47,172	47,172
STARBUCKS CORP COM STK NPV	219,070	219,070
SYSCO CORP COM STK USD1	22,352	22,352
VCA ANTECH INC COM STK USD0.01	24,920	24,920
WAL-MART STORES INC COM STK US	1,031,585	1,031,585
WHOLE FOODS MARKET INC COM STK	137,250	137,250
STARBUCKS CORP COM STK NPV	530,380	530,380
CHIQUITA BRANDS INTERNATIONAL	138,006	138,006
TEMPUR PEDIC INTERNATIONAL INC	297,738	297,738
COLGATE-PALMOLIVE CO COM STK U	1,297,970	1,297,970
WAL-MART STORES INC COM STK US	1,085,035	1,085,035
WHOLE FOODS MARKET INC COM STK	1,051,335	1,051,335
BRISTOL-MYERS SQUIBB CO COM ST	2,022,525	2,022,525
JOHNSON & JOHNSON COM STK USD1	483,075	483,075
MEDTRONIC INC COM STK USD0.10	593,730	593,730
PFIZER INC COM STK USD0.05	1,607,032	1,607,032
UNITEDHEALTH GROUP INC COM STK	1,045,464	1,045,464

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES COM STK NP	1,025,810	1,025,810
CALGON CARBON CORP COM STK USD	375,300	375,300
DANAHER CORP COM STK USD0.01	601,600	601,600
DENTSPLY INTERNATIONAL INC COM	1,118,406	1,118,406
EXPRESS SCRIPTS INC COM STK US	410,638	410,638
GILEAD SCIENCES INC COM STK US	296,468	296,468
HAEMONETICS CORP COM STK USD0.	827,250	827,250
KIMBERLY-CLARK CORP COM STK US	1,274,200	1,274,200
PFIZER INC COM STK USD0.05	545,700	545,700
PROCTER & GAMBLE CO COM STK NP	727,560	727,560
ALCON INC CHF0.20	1,314,800	1,314,800
AMGEN INC COM STK USD0.0001	1,357,680	1,357,680
BOSTON SCIENTIFIC CORP COM STK	472,500	472,500
MEDTRONIC INC COM STK USD0.10	303,462	303,462
MERCK & CO INC(NEW) COM STK US	1,742,958	1,742,958
PFIZER INC COM STK USD0.05	1,127,780	1,127,780
UNITEDHEALTH GROUP INC COM STK	877,824	877,824
KING PHARMACEUTICALS INC COM S	428,223	428,223
LIFEPOINT HOSPITALS INC COM ST	91,028	91,028
LINCARE HLDGS INC COM STK USD0	215,296	215,296
MANPOWER INC COM STK USD0.01	409,350	409,350
WEIGHT WATCHERS INTERNATIONAL	46,656	46,656
ZIMMER HOLDINGS INC COM STK US	82,754	82,754
ABBOTT LABORATORIES COM STK NP	583,092	583,092
AEROPOSTALE INC COM STK USD0.0	54,480	54,480
AETNA INC NEW COM STK USD0.001	9,510	9,510
ALLERGAN INC COM STK USD0.01	195,331	195,331
ALLSCRIPTS-MISYS HEALTHCARE SO	20,230	20,230
AMERISOURCEBERGEN CORP COM STK	172,062	172,062
AMGEN INC COM STK USD0.0001	11,314	11,314

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMYLIN PHARMACEUTICALS INC COM	9,933	9,933
AVON PRODUCTS INC COM STK USD0	53,550	53,550
BAXTER INTERNATIONAL INC COM S	88,020	88,020
BECKMAN COULTER INC COM STK US	58,896	58,896
BECTON DICKINSON & CO COM STK	47,316	47,316
BIOGEN IDEC INC COM STK USD0.0	74,900	74,900
BOSTON SCIENTIFIC CORP COM STK	67,500	67,500
BRISTOL-MYERS SQUIBB CO COM ST	608,525	608,525
CVS CAREMARK CORP COM STK USD0	48,605	48,605
CHARLES RIVER LABORATORIES COM	90,963	90,963
COMMUNITY HEALTH SYSTEMS INC(N	35,600	35,600
COVANCE INC COM STK USD0.01	38,199	38,199
COVENTRY HEALTHCARE INC COM ST	58,296	58,296
DENDREON CORP COM STK NPV	99,864	99,864
DOLLAR TREE INC COM STK USD0.0	14,490	14,490
ECOLAB INC COM STK USD1	13,374	13,374
EDWARDS LIFESCIENCES CORP COM	43,425	43,425
EXPRESS SCRIPTS INC COM STK US	8,645	8,645
GILEAD SCIENCES INC COM STK US	194,760	194,760
HOLOGIC INC COM STK USD0.01	14,500	14,500
HUMANA INC COM STK USD0.166	17,556	17,556
IDEXX LABORATORIES INC COM STK	26,720	26,720
INVERNESS MEDICAL INNOVATIONS	112,077	112,077
JOHNSON & JOHNSON COM STK USD1	399,342	399,342
KIMBERLY-CLARK CORP COM STK US	6,371	6,371
LABORATORY CORP OF AMERICA HOL	29,936	29,936
ESTEE LAUDER COMPANIES INC CLA	38,688	38,688
LIFE TECHNOLOGIES CORP COM	271,596	271,596
MEDNAX INC COM STK USD0.01	54,099	54,099
MEDTRONIC INC COM STK USD0.10	79,164	79,164

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO INC(NEW) COM STK US	585,700	585,700
MYLAN INC COM STK USD0.50	313,310	313,310
NBTY INC COM STK USD0.008	78,372	78,372
PROCTER & GAMBLE CO COM STK NP	116,834	116,834
ST.JUDE MEDICAL INC COM STK US	58,848	58,848
HENRY SCHEIN INC COM STK NPV	31,560	31,560
STARWOOD HTLS WRLD PAIRED CERT	29,256	29,256
STRYKER CORP COM STK USD0.10	20,148	20,148
TENET HEALTHCARE CORP COM STK	32,879	32,879
UNIVERSAL HEALTH SERVICES INC	15,250	15,250
ALEXION PHARMACEUTICAL INC COM	380,796	380,796
AVON PRODUCTS INC COM STK USD0	305,550	305,550
VARIAN MEDICAL SYSTEMS INC COM	426,335	426,335
AMERICAN MEDICAL SYSTEMS HLDGS	205,439	205,439
CALGON CARBON CORP COM STK USD	174,445	174,445
CONCEPTUS INC COM STK USD0.003	273,896	273,896
HAEMONETICS CORP COM STK USD0.	181,995	181,995
LUMINEX CORP(DEL) COM STK USD0	75,397	75,397
MERIDIAN BIOSCIENCE INC COM ST	137,920	137,920
PSS WORLD MEDICAL INC COM STK	236,985	236,985
WRIGHT MEDICAL GROUP INC COM S	168,655	168,655
ABBOTT LABORATORIES COM STK NP	1,279,563	1,279,563
BRISTOL-MYERS SQUIBB CO COM ST	1,199,375	1,199,375
CHURCH & DWIGHT COM STK USD1	1,178,775	1,178,775
EXPRESS SCRIPTS INC COM STK US	1,391,845	1,391,845
ENERGIZER HLDGS INC COM STK US	527,008	527,008
PG&E CORP COM STK NPV	178,600	178,600
WISCONSIN ENERGY CORP COM STK	368,742	368,742
BRINKER INTERNATIONAL COM STK	5,968	5,968
DARDEN RESTAURANTS INC COM STK	220,941	220,941

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL GAME TECHNOLOGY	268,411	268,411
IRON MOUNTAIN INC PA COM STK U	293,604	293,604
MATTEL INC COM STK USD1	15,984	15,984
WENDYS/ARBYS GROUP INC CLASS'A	24,388	24,388
YUM BRANDS INC COM STK NPV	297,245	297,245
HALLIBURTON CO COM STK USD2.50	818,448	818,448
BOYD GAMING CORP COM STK USD0.	138,942	138,942
HIBBETT SPORTS INC COM STK USD	183,617	183,617
VF CORP COM STK NPV	622,540	622,540
JONES APPAREL GROUP INC COM ST	250,536	250,536
LIMITED BRANDS INC COM STK USD	327,080	327,080
ABERCROMBIE & FITCH CO CLASS'A	66,215	66,215
CHICO'S FAS INC COM STK USD0.0	2,810	2,810
COACH INC COM STK USD0.01	116,896	116,896
GAP INC COM STK USD0.05	10,475	10,475
LIMITED BRANDS INC COM STK USD	17,316	17,316
NIKE INC CLASS'B'COM STK NPV	19,821	19,821
PHILLIPS VAN HEUSEN CORP COM S	24,408	24,408
POLO RALPH LAUREN CORP CLASS'A	24,294	24,294
URBAN OUTFITTERS INC COM STK U	69,980	69,980
ABERCROMBIE & FITCH CO CLASS'A	322,363	322,363
COACH INC COM STK USD0.01	916,903	916,903
GUESS INC COM STK USD0.01	755,055	755,055
CONOCOPHILLIPS COM STK USD1.25	1,332,927	1,332,927
GENERAL ELECTRIC CO. COM STK U	721,701	721,701
MARATHON OIL CORP COM STK USD1	970,942	970,942
OCCIDENTAL PETROLEUM CORP COM	1,618,865	1,618,865
VALERO ENERGY CORP(NEW) USD0.0	283,075	283,075
CABOT OIL & GAS CO COM USD0.10	2,092,320	2,092,320
ENCORE ACQUISITION CO COM STK	1,920,800	1,920,800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORP COM STK NPV	818,280	818,280
GENERAL ELECTRIC CO. COM STK U	316,217	316,217
KIRBY CORP COM STK USD0.10	870,750	870,750
PEABODY ENERGY CORP COM STK US	908,721	908,721
RANGE RESOURCES CORP COM STK U	997,000	997,000
XTO ENERGY INC COM STK USD0.01	716,562	716,562
BAKER HUGHES INC COM STK USD1	809,600	809,600
CHEVRON CORP COM STK USD0.75	892,083	892,083
GENERAL ELECTRIC CO. COM STK U	1,467,610	1,467,610
OCCIDENTAL PETROLEUM CORP COM	1,342,275	1,342,275
SCHLUMBERGER COM STK USD0.01	1,952,700	1,952,700
FOREST OIL CORP COM STK USD0.1	206,925	206,925
STONE ENERGY CORP COM STK USD0	149,815	149,815
ATWOOD OCEANICS INC COM STK US	10,755	10,755
DIAMOND OFFSHORE DRILLING INC	29,526	29,526
EL PASO CORP COM STK USD3	29,490	29,490
EXXON MOBIL CORP COM STK NPV	804,642	804,642
FRONTIER OIL CORP COM STK NPV	12,040	12,040
HELMERICH & PAYNE INC COM STK	15,952	15,952
KIRBY CORP COM STK USD0.10	10,449	10,449
MASSEY ENERGY COM COM STK USD0	4,201	4,201
NV ENERGY INC COM STK USD0.01	94,088	94,088
PRIDE INTERNATIONAL INC NEW CO	9,573	9,573
RANGE RESOURCES CORP COM STK U	64,805	64,805
SCHLUMBERGER COM STK USD0.01	260,360	260,360
SOUTHWESTERN ENERGY CO COM STK	96,400	96,400
TESORO CORP COM STK USD0.1666	14,905	14,905
APACHE CORP COM STK USD1.25	1,140,029	1,140,029
ATWOOD OCEANICS INC COM STK US	394,350	394,350
DEVON ENERGY CORP(NEW) COM STK	1,473,675	1,473,675



Name of Stock	End of Year Book Value	End of Year Fair Market Value
NATIONAL OILWELL VARCO INC COM	1,366,790	1,366,790
PRIDE INTERNATIONAL INC NEW CO	534,493	534,493
SCHLUMBERGER COM STK USD0.01	699,718	699,718
NOBLE ENERGY INC COM STK USD3.	101,642,763	101,642,763
ATWOOD OCEANICS INC COM STK US	170,288	170,288
CARRIZO OIL & GAS INC COM STK	205,298	205,298
DRIL QUIP INC COM STK USD0.01	251,336	251,336
KIRBY CORP COM STK USD0.10	165,443	165,443
WILLBROS GROUP INC(DELAWARE) U	110,499	110,499
CONOCOPHILLIPS COM STK USD1.25	1,133,754	1,133,754
EXXON MOBIL CORP COM STK NPV	941,022	941,022
NEWFIELD EXPLORATION CO COM ST	1,167,166	1,167,166
ENTERGY CORP COM STK USD0.01	777,480	777,480
GREAT PLAINS ENERGY INC COM ST	335,447	335,447
CONSOL ENERGY INC COM STK USD0	9,960	9,960
CONSTELLATION ENERGY GROUP INC	123,095	123,095
EQT CORP COM STK NPV	509,472	509,472
FPL GROUP INC COM STK USD0.01	248,254	248,254
BANK OF AMERICA CORP COM STK U	960,828	960,828
JPMORGAN CHASE & CO COM STK US	1,212,680	1,212,680
PNC FINANCIAL SERVICES GROUP C	791,850	791,850
SUNTRUST BANKS INC COM STK USD	243,480	243,480
WELLS FARGO & CO COM STK USD1	1,168,667	1,168,667
BOK FINANCIAL CORP COM STK USD	1,188,000	1,188,000
CULLEN FROST BANKERS COM STK U	1,350,000	1,350,000
GLACIER BANCORP COM STK USD0.0	989,335	989,335
SOUTHSIDE BANCSHARES INC COM S	1,081,553	1,081,553
WELLS FARGO & CO COM STK USD1	1,079,600	1,079,600
BB&T CORP COM STK USD5	380,550	380,550
BANK OF NEW YORK MELLON CORP C	615,340	615,340

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SUNTRUST BANKS INC COM STK USD	344,930	344,930
WELLS FARGO & CO COM STK USD1	1,643,475	1,643,475
COMERICA INC COM STK USD5	345,969	345,969
FIFTH THIRD BANCORP COM STK NP	515,775	515,775
KEYCORP COM STK USD1	507,375	507,375
PNC FINANCIAL SERVICES GROUP C	153,936	153,936
REGIONS FINANCIAL CORP (NEW) C	358,133	358,133
SUNTRUST BANKS INC COM STK USD	326,669	326,669
WASHINGTON MUTUAL INC COM STK	7,226	7,226
BANK OF NEW YORK MELLON CORP C	89,504	89,504
NORTHERN TRUST CORP COM STK US	10,480	10,480
WELLS FARGO & CO COM STK USD1	8,097	8,097
FIRST HORIZON NATIONAL CORP CO	218,630	218,630
GLACIER BANCORP COM STK USD0.0	150,234	150,234
PROSPERITY BANCSHARES INC COM	202,350	202,350
TEXAS CAPITAL BANCSHARES INC C	139,600	139,600
PNC FINANCIAL SERVICES GROUP C	1,066,358	1,066,358
AMERICAN EXPRESS CO COM USD0.2	960,324	960,324
CAPITAL ONE FINANCIAL CORP COM	1,460,754	1,460,754
CITIGROUP INC COM STK USD0.01	477,719	477,719
SLM CORP COM STK USD0.20	777,630	777,630
US BANCORP DELAWARE COM STK US	1,350,600	1,350,600
CAPITAL ONE FINANCIAL CORP COM	1,476,090	1,476,090
LEGG MASON INC COM STK USD0.10	196,040	196,040
SLM CORP COM STK USD0.20	338,100	338,100
STATE STREET CORP COM STK USD1	30,478	30,478
US BANCORP DELAWARE COM STK US	225,100	225,100
CAPITAL ONE FINANCIAL CORP COM	276,048	276,048
AMERICAN EXPRESS CO COM USD0.2	32,416	32,416
CAPITAL ONE FINANCIAL CORP COM	34,506	34,506

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FEDERATED INVESTORS INC COM ST	57,750	57,750
FRANKLIN RESOURCES INC COM STK	10,535	10,535
GOLDMAN SACHS GROUP INC COM ST	84,420	84,420
INTERCONTINENTAL EXCHANGE INC	67,380	67,380
PRINCIPAL FINANCIAL GROUP COM	38,464	38,464
SLM CORP COM STK USD0.20	59,731	59,731
STATE STREET CORP COM STK USD1	130,620	130,620
WADDELL & REED FINL INC CL A	24,432	24,432
BLACKROCK INC CLASS'A'COM STK	603,720	603,720
FRANKLIN RESOURCES INC COM STK	447,738	447,738
GOLDMAN SACHS GROUP INC COM ST	590,940	590,940
INTERCONTINENTAL EXCHANGE INC	421,125	421,125
LEGG MASON INC COM STK USD0.10	422,240	422,240
PRICE T ROWE GROUP INC COM STK	661,631	661,631
RAYMOND JAMES FINANCIAL INC CO	249,585	249,585
SYNOVUS FINANCIAL CORP COM STK	98,605	98,605
AMERICAN EXPRESS CO COM USD0.2	1,308,796	1,308,796
CAPITAL ONE FINANCIAL CORP COM	1,161,702	1,161,702
FRANKLIN RESOURCES INC COM STK	1,179,920	1,179,920
GOLDMAN SACHS GROUP INC COM ST	1,164,996	1,164,996
ALLSTATE CORP COM STK USD0.01	754,004	754,004
XL CAPITAL CLASS'A'COM STK USD	317,109	317,109
TRAVELERS COS INC/THE	448,740	448,740
ALLSTATE CORP COM STK USD0.01	120,160	120,160
CNA FINANCIAL CORP COM STK USD	312,000	312,000
XL CAPITAL CLASS'A'COM STK USD	351,936	351,936
AFLAC INC COM STK USD0.10	18,500	18,500
AMERICAN INTERNATIONAL GROUP I	98,934	98,934
BERKLEY(W.R.)CORP COM STK USD0	2,464	2,464
CIGNA CORP COM STK USD0.25	10,581	10,581

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LINCOLN NATIONAL CORP COM STK	29,856	29,856
PRUDENTIAL FINANCIAL INC COM S	24,880	24,880
VERISK ANALYTICS INC NPV	18,168	18,168
ARGO GROUP INTL HLDGS COM STK	142,786	142,786
CB RICHARD ELLIS GROUP INC COM	8,142	8,142
NEWMONT MINING CORP COM STK US	241,281	241,281
ROYAL GOLD INC COM STK USD0.01	9,420	9,420
BARRICK GOLD CORP COM NPV	511,940	511,940
FREEPORT-MCMORAN COPPER & GOLD	1,300,698	1,300,698
ILLINOIS TOOL WORKS INC COM ST	1,454,097	1,454,097
FMC CORP COM STK USD0.10	669,120	669,120
TRACTOR SUPPLY CO COM STK USD0	1,059,200	1,059,200
CATERPILLAR INC COM STK USD1	353,338	353,338
BALL CORP COM STK NPV	237,820	237,820
CAMERON INTERNATIONAL CORP COM	20,900	20,900
CATERPILLAR INC COM STK USD1	22,796	22,796
CROWN HOLDINGS INC	337,656	337,656
DOVER CORP COM STK USD1	8,322	8,322
FLOWERVE CORP COM STK USD1.25	18,906	18,906
GRAINGER(W.W.) INC COM STK USD	87,147	87,147
HARSCO CORP COM STK USD1.25	135,366	135,366
JOHNSON CONTROLS INC COM STK U	38,136	38,136
LENNOX INTERNATIONAL INC COM S	11,712	11,712
MILLIPORE CORP COM STK USD1	43,410	43,410
NAVISTAR INTERNATIONAL CORP CO	3,865	3,865
OCEANEERING INTERNATIONAL INC	35,112	35,112
OWENS-ILLINOIS INC COM STK USD	59,166	59,166
PRECISION CASTPARTS CORP COM N	110,350	110,350
SHAW GROUP INC COM STK NPV	14,375	14,375
WMS INDUSTRIES COM STK USD0.50	60,000	60,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CAMERON INTERNATIONAL CORP COM	856,900	856,900
GRAFTECH INTL LTD COM USD0.01	373,200	373,200
JABIL CIRCUIT INC COM STK USD0	512,415	512,415
PARKER-HANNIFIN CORP COM STK U	498,390	498,390
BALDOR ELECTRIC CO COM STK USD	199,439	199,439
CLARCOR INC COM STK USD1	152,468	152,468
HEXCEL CORP COM STK USD0.01	199,243	199,243
KAYDON CORP COM STK USD0.10	189,528	189,528
MUELLER WATER PRODUCTS INC COM	202,020	202,020
SILGAN HLDGS INC COM STK USD0.	182,322	182,322
TRACTOR SUPPLY CO COM STK USD0	206,544	206,544
AVERY DENNISON CORP COM STK US	1,101,998	1,101,998
GRAFTECH INTL LTD COM USD0.01	1,181,800	1,181,800
ILLINOIS TOOL WORKS INC COM ST	1,228,544	1,228,544
PACTIV CORP COM STK USD0.01	1,112,854	1,112,854
WMS INDUSTRIES COM STK USD0.50	1,036,000	1,036,000
DU PONT(E.I.)DE NEMOURS & CO C	1,060,605	1,060,605
3M CO COM STK USD0.01	438,151	438,151
DU PONT(E.I.)DE NEMOURS & CO C	841,750	841,750
WASTE MANAGEMENT INC COM STK U	1,183,350	1,183,350
DOW CHEMICAL CO COM STK USD2.5	967,934	967,934
CELANESE CORP COM STK USD0.000	86,670	86,670
ENDO PHARMACEUTICAL HLDGS INC	131,264	131,264
PPG INDUSTRIES INC COM STK USD	280,992	280,992
RPM INTERNATIONAL INC COM STK	207,366	207,366
AIR PRODUCTS & CHEMICALS INC C	316,134	316,134
ALBEMARLE CORP COM STK USD0.01	10,911	10,911
ASHLAND INC COM STK USD1	11,886	11,886
CELGENE CORP COM STK USD0.01	5,568	5,568
COMPASS MINERALS INTERNATIONAL	20,157	20,157

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DU PONT(E.I.)DE NEMOURS & CO C	97,643	97,643
LUBRIZOL CORP COM STK NPV	94,835	94,835
PRAXAIR INC COM STK USD0.01	88,341	88,341
RPM INTERNATIONAL INC COM STK	36,594	36,594
TERRA INDUSTRIES COM STK NPV	3,219	3,219
3M CO COM STK USD0.01	107,471	107,471
AGRIUM INC COM NPV	384,375	384,375
CELGENE CORP COM STK USD0.01	456,576	456,576
3M CO COM STK USD0.01	578,690	578,690
CYTEC INDUSTRIES INC COM STK U	174,816	174,816
ENDO PHARMACEUTICAL HLDGS INC	149,723	149,723
SCHULMAN(A.) INC COM STK USD1	203,818	203,818
TECHNE CORP COM STK USD0.01	185,112	185,112
ST JOE CO COM STK NPV	20,223	20,223
ALCOA INC COM STK USD1	625,456	625,456
RELIANCE STEEL & ALUMINIUM COM	864,400	864,400
ALCOA INC COM STK USD1	14,508	14,508
ALPHA NATURAL RESOURCES COM ST	13,014	13,014
CORNING INC COM STK USD0.50	196,962	196,962
SOUTHERN COPPER CORP USD0.01	36,201	36,201
NUCOR CORP COM STK USD0.40	545,805	545,805
CARPENTER TECHNOLOGY CORP COM	225,033	225,033
ELECTRONIC ARTS COM STK USD0.0	177,500	177,500
NEWS CORP CLASS'A'NON VTG COM	1,418,284	1,418,284
VALASSIS COMMUNICATIONS INC CO	628,144	628,144
DONNELLEY(R.R.)& SONS CO COM S	51,221	51,221
ELECTRONIC ARTS COM STK USD0.0	42,600	42,600
MSCI INC COM STK USD0.01 CLS'A	41,340	41,340
MARVEL ENTERTAINMENT INC	10,816	10,816
MCGRAW-HILL COS INC (THE) COM	227,868	227,868

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOODYS CORP COM STK USD1	67,000	67,000
OMNICOM GROUP INC COM STK USD0	160,515	160,515
ROVI CORP COM	140,228	140,228
LAS VEGAS SANDS CORP COM STK U	5,976	5,976
MGM MIRAGE INC COM STK USD0.01	59,280	59,280
BRUNSWICK CORP COM STK USD0.75	162,053	162,053
LIVE NATION ENTERTAINMENT INC	142,117	142,117
WALGREEN CO COM STK USD0.07812	940,032	940,032
MACY'S INC COM STK USD0.01	286,160	286,160
WALGREEN CO COM STK USD0.07812	385,560	385,560
SUPERVALU INC COM STK USD1	101,680	101,680
AMAZON COM INC COM STK USD0.01	147,972	147,972
AMERICAN EAGLE OUTFITTER COM S	159,612	159,612
AUTOZONE INC COM STK USD0.01	379,368	379,368
BED BATH AND BEYOND COM STK US	119,753	119,753
BEST BUY CO INC COM STK USD0.1	327,518	327,518
FAMILY DOLLAR STORES INC COM S	2,783	2,783
FOOT LOCKER INC COM STK USD0.0	25,622	25,622
KOHL'S CORP COM STK USD0.01	318,187	318,187
MCDONALD'S CORP COM STK USD0.0	574,448	574,448
NORDSTROM INC COM STK NPV	18,790	18,790
ROSS STORES INC COM STK USD0.0	307,512	307,512
STAPLES INC COM STK USD0.0006	14,754	14,754
TJX COS INC COM STK USD1	153,510	153,510
TARGET CORP COM STK USD0.0833	53,207	53,207
WALGREEN CO COM STK USD0.07812	205,632	205,632
WESCO INTERNATIONAL INC COM ST	10,804	10,804
AMAZON COM INC COM STK USD0.01	2,300,292	2,300,292
CASH AMERICA INTERNATIONAL COM	239,476	239,476
FOOT LOCKER INC COM STK USD0.0	197,178	197,178

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WESCO INTERNATIONAL INC COM ST	206,627	206,627
MCDONALD'S CORP COM STK USD0.0	1,304,996	1,304,996
ROSS STORES INC COM STK USD0.0	1,016,498	1,016,498
AT&T INC COM STK USD1	1,126,442	1,126,442
GANNETT CO INC COM STK USD1	302,940	302,940
MICROSOFT CORP COM STK USD0.00	911,651	911,651
VERIZON COMMUNICATIONS INC COM	288,231	288,231
COMCAST CORP COM CLS 'A' USD 0	1,686,185	1,686,185
DIRECTV COM USD0.01 CLASS 'A'	166,750	166,750
LIBERTY GLOBAL INC COM STK USD	43,820	43,820
LIBERTY GLOBAL INC COM STK SER	65,550	65,550
LIBERTY MEDIA HOLDING COM STK	460,700	460,700
LIBERTY MEDIA CORP (NEW) SER'A	23,075	23,075
SPRINT NEXTEL CORP FON COM STK	603,900	603,900
SYMANTEC CORP COM STK USD0.01	304,130	304,130
TIME WARNER CABLE INC USD0.01	713,564	713,564
LIBERTY GLOBAL INC COM STK USD	129,269	129,269
SYMANTEC CORP COM STK USD0.01	91,239	91,239
TIME WARNER CABLE INC USD0.01	240,062	240,062
COMCAST CORP COM CLS 'A' USD 0	16,860	16,860
CROWN CASTLE INTERNATIONAL COR	97,600	97,600
DISCOVERY COMMUNICATIONS INC C	304,980	304,980
DIRECTV COM USD0.01 CLASS 'A'	83,375	83,375
METROPCS COMMUNICATIONS INC CO	16,786	16,786
MICROSOFT CORP COM STK USD0.00	2,274,554	2,274,554
MONSTER WORLDWIDE INC COM STK	29,580	29,580
QUALCOMM INC COM STK USD0.0001	744,786	744,786
SBA COMMUNICATIONS COM STK USD	47,824	47,824
SCRIPPS NETWORKS INTERACTIVE I	83,000	83,000
TW TELECOM INC CLS'A'COM STK U	23,996	23,996



Name of Stock	End of Year Book Value	End of Year Fair Market Value
ITT CORP COM STK USD1	373,050	373,050
ARRIS GROUP INC COM STK USD0.0	110,300	110,300
MICROSTRATEGY INC.	263,256	263,256
SBA COMMUNICATIONS COM STK USD	184,464	184,464
RESMED INC COM STK USD0.004	784,050	784,050
FEDEX CORP COM STK USD0.10	1,251,750	1,251,750
RESMED INC COM STK USD0.004	120,221	120,221
BURLINGTON NORTHERN SANTA FE C	1,420,128	1,420,128
EATON CORP COM USD0.50	445,340	445,340
PACCAR INC COM STK USD1	159,588	159,588
BORG-WARNER INC COM STK USD0.0	109,626	109,626
HUNT(J.B.)TRANSPORT SERVICES I	19,362	19,362
KANSAS CITY SOUTHERN COM STK U	9,987	9,987
O'REILLY AUTOMOTIVE INC COM ST	438,380	438,380
PACCAR INC COM STK USD1	7,254	7,254
UNION PACIFIC CORP COM STK USD	6,390	6,390
FORWARD AIR CORPORATION COM ST	206,663	206,663
LANDSTAR SYSTEMS INC COM STK U	180,281	180,281
MONRO MUFFLER BRAKE INC COM ST	95,304	95,304
UTI WORLDWIDE INC ORD NPV	186,160	186,160
CON-WAY INC COM STK USD0.625	457,321	457,321
CON-WAY INC COM STK USD0.625	17,455	17,455
EXPEDITORS INTERN OF WASHINGTO	10,419	10,419
WASTE CONNECTIONS INC COM STK	188,371	188,371
PUBLIC STORAGE COM STK USD0.10	8,145	8,145
CAREFUSION CORP USD0.01	163,816	163,816
CARNIVAL CORP COM STK USD0.01(	1,283,445	1,283,445
HOME DEPOT INC COM STK USD0.05	896,830	896,830
SPECTRA ENERGY CORP COM USD0.0	785,000	785,000
TIME WARNER INC USD0.01	504,122	504,122

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLPOINT INC COM STK USD0.01	1,503,882	1,503,882
CENOVUS ENERGY INC NPV	272,160	272,160
ENCANA CORP COM NPV	349,812	349,812
NEOGEN CORP COM STK USD0.16	400,190	400,190
TIME WARNER INC USD0.01	495,380	495,380
CAREFUSION CORP USD0.01	337,635	337,635
CARMAX INC COM STK USD0.50	145,500	145,500
CITRIX SYSTEMS INC COM STK USD	582,540	582,540
DOMTAR CORPORATION COM STK USD	55,410	55,410
GENWORTH FINANCIAL INC COM STK	90,800	90,800
HOME DEPOT INC COM STK USD0.05	940,225	940,225
INTERPUBLIC GROUP COMPANIES IN	221,400	221,400
TIME WARNER INC USD0.01	1,165,600	1,165,600
WELLPOINT INC COM STK USD0.01	1,043,216	1,043,216
COVIDIEN PLC SHS	516,015	516,015
TYCO INTERNATIONAL LTD. USD0.8	430,836	430,836
TYCO ELECTRONICS LTD SWITZERLD	615,591	615,591
CIT GROUP INC USD0.01	80,069	80,069
COBALT INTERNATIONAL ENERGY IN	257,424	257,424
CONSECO INC COM STK USD0.01	314,000	314,000
GENWORTH FINANCIAL INC COM STK	338,230	338,230
HANOVER INSURANCE GROUP INC CO	168,834	168,834
HYATT HOTELS CORPS 'A'USD0.01	47,696	47,696
INTERPUBLIC GROUP COMPANIES IN	356,454	356,454
KINETIC CONCEPTS INC COM STK U	173,190	173,190
MI DEVELOPMENTS INC CLASS A SU	260,336	260,336
PHH CORP COM STK NPV	241,650	241,650
TYCO INTERNATIONAL LTD. USD0.8	128,448	128,448
TYCO ELECTRONICS LTD SWITZERLD	530,280	530,280
ML BANK DEPOSIT PROGRAM - NOBL	3	3

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NOBLE CORPORATION CHF0.01	71,195,615	71,195,615
CME GROUP INC COM STK USD0.01	33,595	33,595
CARMAX INC COM STK USD0.50	167,325	167,325
CHIPOTLE MEXICAN GRILL COM STK	220,400	220,400
CITRIX SYSTEMS INC COM STK USD	16,644	16,644
DICKS SPORTING GOODS INC COM S	37,305	37,305
DOLBY LABORATORIES INC COM STK	133,644	133,644
DRESSER RAND GROUP COM STK USD	37,932	37,932
EXPEDIA INC COM STK USD0.001	51,420	51,420
FACTSET RESEARCH SYSTEMS INC C	125,153	125,153
F5 NETWORK INC COM STK USD0.01	21,192	21,192
FIDELITY NATIONAL INFO SERVICE	266,278	266,278
FIDELITY NATIONAL FINANCIAL IN	24,228	24,228
FIRST SOLAR INC COM STK USD0.0	27,080	27,080
FLUOR CORP(NEW) COM STK USD0.0	9,008	9,008
GENWORTH FINANCIAL INC COM STK	20,430	20,430
GREENHILL & CO INC COM STK USD	8,024	8,024
HANSEN NATURAL CORP COM STK US	38,400	38,400
HOME DEPOT INC COM STK USD0.05	81,004	81,004
HOSPIRA INC COM STK USD0.01	102,000	102,000
IAC/INTERACTIVE CORP COM STK U	24,576	24,576
IHS INC COM STK USD0.01 CLASS	10,962	10,962
INTUITIVE SURGICAL INC COM STK	30,332	30,332
KINETIC CONCEPTS INC COM STK U	60,240	60,240
LENDER PROCESSING SERVICES INC	69,122	69,122
MARRIOTT INTERNATIONAL INC COM	117,584	117,584
MASTERCARD INC COM STK	307,176	307,176
MCKESSON CORP COM STK USD0.01	50,000	50,000
MEDCO HEALTH SOLUTIONS INC COM	220,745	220,745
NYSE EURONEXT INC COM STK USD0	65,780	65,780

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NALCO HLDG CO COM STK USD0.01	30,612	30,612
NETFLIX COM INC COM STK USD0.0	11,028	11,028
NEUSTAR INC-CLASS COM STK USD0	4,608	4,608
PATTERSON COS INC COM STK USD0	27,980	27,980
PLAINS EXPLORATION & PRODUCTIO	13,830	13,830
TERADATA CORP DEL COM	320,586	320,586
VISA INC USD0.0001 'A'	139,936	139,936
WABCO HOLDINGS INC COM STK USD	38,685	38,685
WALTER ENERGY INC COM STK USD0	7,531	7,531
WEBMD HEALTH CORP USD0.01	28,213	28,213
WELLPOINT INC COM STK USD0.01	87,435	87,435
WESTERN UNION COMPANY (THE) CO	47,125	47,125
HERBALIFE LTD	32,456	32,456
SEAGATE TECHNOLOGY HLDGS COM S	38,199	38,199
VALIDUS HOLDING LTD COM STK US	8,082	8,082
COPA HOLDINGS SA NPV CLASS 'A'	103,493	103,493
ATHEROS COMMUNICATIONS INC COM	547,840	547,840
BUCYRUS INTERNATIONAL INC COM	1,189,407	1,189,407
CME GROUP INC COM STK USD0.01	915,464	915,464
DOLBY LABORATORIES INC COM STK	477,300	477,300
EV3 INC COM STK USD0.01	433,550	433,550
EXPEDIA INC COM STK USD0.001	462,780	462,780
FIRST SOLAR INC COM STK USD0.0	406,200	406,200
GAMESTOP CORPORATION NEW CLASS	597,865	597,865
GEN-PROBE INC COM GEN PROBE IN	334,620	334,620
INTUITIVE SURGICAL INC COM STK	553,559	553,559
MASTERCARD INC COM STK	345,573	345,573
NUVASIVE INC COM STK USD0.001	298,405	298,405
SUNCOR ENERGY INC(NEW) NPV	573,788	573,788
SUNPOWER CORP CLS'A'COM STK US	320,864	320,864

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WABTEC CORPORATIONCOM USD0.01	408,400	408,400
SEAGATE TECHNOLOGY HLDGS COM S	509,320	509,320
TRANSOCEAN LTD CHF15	1,140,818	1,140,818
TAPESTRY PHARMACEUTICALS INC C	29	29
BJS RESTAURANTS INC COM	186,318	186,318
CONCHO RESOURCES INC COM STK U	157,150	157,150
DSW INC COM STK CLASS 'A' NPV	317,030	317,030
EXCO RESOURCES INC COM STK USD	183,640	183,640
EVERCORE PARTNERS INC COM STK	150,480	150,480
F5 NETWORK INC COM STK USD0.01	182,781	182,781
FIRST CASH FINANCIAL SERVICES	201,929	201,929
FORMFACTOR INC COM STK USD0.00	186,048	186,048
JARDEN CORP COM STK NPV	218,101	218,101
LOGMEIN INC NPV	154,613	154,613
MWI VETERINARY SUPPLY INC COM	248,820	248,820
MERIT MEDICAL SYSTEMS INC COM	51,119	51,119
NETEZZA CORP COM STK USD0.001	189,150	189,150
NUVASIVE INC COM STK USD0.001	228,657	228,657
PETMED EXPRESS INC COM STK USD	211,560	211,560
ROFIN-SINAR TECHNOLOGIES INC C	167,631	167,631
ROSETTA RESOURCES INC COM STK	26,906	26,906
3PAR INC COM STK USD0.001	203,820	203,820
ULTA SALON COM STK USD0	203,392	203,392
WARNACO GROUP INC CLS'A'COM ST	242,593	242,593
LENDER PROCESSING SERVICES INC	1,358,044	1,358,044
MCKESSON CORP COM STK USD0.01	1,297,288	1,297,288
VALENT PHARMACEUTICALS INTE CO	1,252,519	1,252,519
GMO EMG MKTS FD II	31,933,878	31,933,878
ACADIAN INT'L SMALL CAP FUND	6,275,227	6,275,227
PYRFORD INTERNATIONAL TRUST	37,074,356	37,074,356

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EVEREST CAPITAL EMERGING MKT	514,877	515,877
VANGUARD/WELLINGTON FD INC ADM	862,855	862,855
VANGUARD/WELLESLEY INCOME FD A	849,554	849,554
DODGE & COX INTERNATIONAL STK	72,032,879	72,032,879
PIMCO FUNDS PACIFIC INV MGMT M	44,527,810	44,527,810
PIMCO FDS PAC INVT MGMT SER EM	664	664
LEHMAN SWAP BANKRUPTCY	4,307	4,307

# **TY 2009 Investments Government Obligations Schedule**

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

**US Government Securities - End of  
Year Book Value:**

18,490,197

**US Government Securities - End of  
Year Fair Market Value:**

18,490,197

**State & Local Government  
Securities - End of Year Book  
Value:**

1,566,679

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

1,566,679

**TY 2009 Investments - Land Schedule**

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
NONPRD O&G ROYALTY	54,160		9,224	



**TY 2009 Investments - Other Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
TOTAL BEGINNING BOOK VALUE	FMV		
ANCHORAGE SHORT CREDIT OFFSHOR	FMV	3,437,376	3,437,376
ELLIOTT INTERNATIONAL	FMV	17,511,790	17,511,790
AURELIUS CAPITAL FUND	FMV	4,349,025	4,349,025
OZ ASIA OVERSEAS FUND LTD	FMV	4,601,080	4,601,080
TIEDEMANN GLOBAL EMERGING MKTS	FMV	3,476,734	3,476,734
SCP OCEAN FUND LTD	FMV	6,424,390	6,424,390
KING STREET CAPITAL LTD	FMV	8,970,867	8,970,867
SHEPHERD INVESTMENTS INTL LTD	FMV	9,588,123	9,588,123
ANCHORAGE CAPITAL PARTNERS LTD	FMV	7,673,794	7,673,794
WEXFORD O/S SPECTRUM FUND	FMV	7,430,279	7,430,279
DAVIDSON KEMPNER INST PARTNERS	FMV	12,240,267	12,240,267
MARK TO MARKET ADJ	FMV	2,254,364	2,254,364

# TY 2009 Land, Etc. Schedule

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
AIRCRAFT	10,681,565	4,806,705	5,874,860	
EQUIPMENT	14,170,225	10,635,619	3,534,606	
FENCE	73,217	7,322	65,895	
FINE ARTS	1,531,683	805,896	725,787	
ROADS	191,942	38,388	153,554	
CAPITALIZED INT	8,901,329	969,102	7,932,227	
USC EQUIPMENT	14,761	4,920	9,841	
BUILDINGS	131,854,045	31,452,752	100,401,293	
LAND	7,283,103	0	7,283,103	
FURNITURE	30,909	3,605	27,304	
BUILDING ADDITIONS	1,920,403	54,869	1,865,534	
EQUIP ADDITIONS	2,460,842	246,084	2,214,758	
BLDG ADDITIONS 09	6,411,302		6,411,302	
EQUIP ADDITIONS 09	899,660		899,660	
AUTOMOBILES 09	118,167		118,167	
COMPUTERS 09	435,572		435,572	
CONST IN PROGRESS		0	0	
CONST IN PROGRESS		0	0	
COMPUTERS	1,627,144	469,280	1,157,864	
AUTOMOBILES				
AUTOMOBILES	2,319,990	1,857,942	462,048	
CONST IN PROG 09	2,407,778		2,407,778	

## TY 2009 Legal Fees Schedule

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EMPLOYEE/BENEFIT PLANS	15,089			15,089
GENERAL MATTERS	16,778			16,778
EMPLOYEE IMMIGRATION SUPPORT	37,391			37,391
INTELLECTUAL PROPERTY/PATENTS	274,927			274,927
NET INVESTMENT INCOME ADJ		1,678		-1,678
ACCRUAL TO CASH ADJUSTMENT				-13,537

**TY 2009 Mortgages and Notes Payable Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209**Total Mortgage Amount:** 0

<b>Item No.</b>	1
<b>Lender's Name</b>	BANCFIRST-ARDMORE 2007
<b>Lender's Title</b>	
<b>Relationship to Insider</b>	
<b>Original Amount of Loan</b>	309421
<b>Balance Due</b>	0
<b>Date of Note</b>	2007-01
<b>Maturity Date</b>	2010-01
<b>Repayment Terms</b>	MONTHLY
<b>Interest Rate</b>	7.59
<b>Security Provided by Borrower</b>	COMPUTER EQUIPMENT
<b>Purpose of Loan</b>	LEASE OF COMPUTER EQUIPMENT
<b>Description of Lender Consideration</b>	CASH - 309421
<b>Consideration FMV</b>	

**TY 2009 Other Assets Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENTS	1,502,540	1,502,540	1,502,540
DEFERRED FINANCING COSTS	142,720	80,314	80,314
INTEREST/DIVIDENDS RECEIVABLE	2,046,980	1,542,561	1,542,561
TOTAL OPTIONS	-6,489,028		
TOTAL SWAPS	-12,425,522		
TOTAL FORWARD CONTRACTS	-6,403,327		

TY 2009 Other Expenses Schedule

Name: The Samuel Roberts Noble Foundation Inc  
EIN: 73-0606209

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS/DUES	124,782	13,551		112,898
PHOTO /GRAPHIC SUPPLIES	13,881			12,769
UNIFORMS/LAUNDRY	67,467			66,152
TRAINING/EMPLOYEE RELATIONS	489,868			463,058
COMMUNITY SUPPORT	126,244	11,555		105,472
PROPERTY INSURANCE	443,634			443,634
OFFICE/POSTAGE/PHOTCOPIER	221,196			218,199
LICENSE/PERMIT/BANK FEES	83,069			69,936
MACHINE HIRE/CONTRACT LABOR	289,255			274,992
EQUIPMENT MAINTENANCE & REPAIR	1,311,526			1,212,745
FACILITY MAINTENANCE & REPAIR	317,670			329,354
ROAD/LAND/FENCE MTC & REPAIR	22,548			20,536
EQUIPMENT LEASE	32,124			31,992
LAWN/SAFETY SUPPLIES	94,626			94,737
MATERIALS & SUPPLIES	2,308,809			2,153,895
FOOD SERVICE	-31,895			-29,760
VEHICLE OPERATIONS	560,359			615,874
LIBRARY SERVICES	71,438			71,449
COMPUTER/TECHNOLOGY	487,327			468,311
RECRUITING	103,584			101,099
FEED/SEED/FERTILIZER	351,496			326,383
VETERINARY	22,061			33,388
TESTING/EVALUATION SERVICES	118,421			121,555
COOPERATIVE RESEARCH PROGRAM	479,154			479,154
NON RESIDENT FELLOWS PROGRAM	137,033			207,647
ADJUSTMENT FOR NII EXPENSES		161,676		
SMALL EQUIPMENT UNDER \$5000	4,017,996			2,176,700
MISC DEDUCTIONS INT'L INVEST		174,294		
LESS EXPENSE ALLOCATED TO PRGM			7,371,625	-7,371,625
CREDIT FACILITY FEES	55,983			57,167

**TY 2009 Other Income Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
Royalty Income	57,073	57,073	
Cattle and Pecan and Other Farm Sales	343,047		343,047
Educational Seminars and Registrations	87,866		87,866
Pasture and Hunting Leases	9,057		9,057
Other Program Revenue	6,931,655		6,931,655
Gain on Sale of Exempt Assets	5,704		
Net Section 988		-275,001	
Section 1256 Gain		7,680	
Class Action Settlements	550,526	550,526	
Ord Business Income K-1		188	
Ordinary Income (loss)		-35,612	
Section 940 Excise Tax Refund	361,388		

TY 2009 Other Increases Schedule

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Description	Amount
CHANGE IN UNREALIZED GAIN/LOSS ON INVEST	247,641,405



TY 2009 Other Liabilities Schedule

**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Description	Beginning of Year - Book Value	End of Year - Book Value
SERIES 2006 BONDS	40,119,393	30,392,510

**TY 2009 Other Professional Fees Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGER FEES	3,126,730	3,126,730	0	
PROFESSIONAL ADVISORY SERVICES	370,013		0	370,013
ACCRUAL TO CASH ADJUSTMENT				-150,666

**TY 2009 Taxes Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES-INT'L INVESTMENT		159,099	0	0
AIR TRANSPORTATION TAX	3,380	0	0	3,380

# Agricultural Research Organization Initiative

## Proposal:

Amend the Internal Revenue Code to create a new charitable organization dedicated to the continuous, active conduct of agricultural research

## Background:

Modern agriculture is faced with growing challenges

- The world's population is climbing toward an estimated 8.3 billion by 2030,
- The United States is losing soil 10 times faster (and China and India are losing soil 30 to 40 times faster) than the natural replenishment rate, wherein erosion over the past 40 years has made 30 percent of the world's arable land unproductive,
- Energy policy is shifting from non-renewable fuels to agricultural-based renewable fuels,
- Rising prosperity of China and India is leading to the consumption of more protein and oil and increasing demand on the world's limited resources, and
- Increasing environmental concerns that seek less pesticides and fertilizer applications

To meet these challenges, a greater investment in the nation's agricultural research capacity is needed. Specifically, private wealth is needed to complement the historically flat public investment in agriculture research.

- From 1970 to 2005, the U.S. population grew by 100 million and the economy grew 293%, but USDA research funding rose by only \$650 million, or just 1.85% a year. In that same period, Congress approved \$22.6 billion in increased research funding at the National Institutes of Health.

As a model, the Internal Revenue Code was amended in the 1950s to create *medical research organizations* (26 IRC § 170(b)(1)(A)(iii)). Medical research organizations are charitable organizations that must actively conduct medical research in conjunction with a non-profit/government hospital. These organizations have successfully moved private wealth into the charitable research sector to benefit human health.

## Objectives/Advantages:

- **Create a new type of charitable organization – agricultural research organization – to**
  - **Provide new research capacity** to benefit agriculture worldwide, for example, improve crop productivity, livestock health, human food supplies and nutrition, natural resources conservation and bioenergy production, and
  - **Complement the role of public agricultural funding and research**, including alignment with the USDA's National Institute of Food and Agriculture and its Agriculture and Food Research Initiative
- **Create new development and collaboration opportunities for the nation's land-grant colleges and universities and non-land grant universities of agriculture** by requiring agricultural research organizations to conduct research in conjunction with these institutions
- **Move private wealth into the charitable research sector** to improve society through enhancement of agriculture productivity, human and animal nutrition, resource conservation and rural economies

**AMENDED AND RESTATED BYLAWS  
OF  
THE SAMUEL ROBERTS NOBLE FOUNDATION, INC.**

The Samuel Roberts Noble Foundation, Inc., an Oklahoma not-for-profit Corporation (the "Corporation"), in accordance with Section 1027 F.I. of the Oklahoma General Corporation Act, does hereby adopt the following as the Amended and Restated Bylaws of the Corporation, to-wit:

**I. NAME AND PURPOSE:**

1. **Name.** The name of the Corporation is The Samuel Roberts Noble Foundation, Inc.

2. **Purpose.** The general purpose of the Corporation is to act as a charitable organization, organized and operated exclusively for religious, charitable, scientific, literary and/or educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States internal revenue law or laws. No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes), and no substantial part of its activities shall be that of carrying on propaganda or otherwise attempting to influence legislation nor shall the Corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate running for public office.

3. **Distribution.** For all taxable years beginning after January 1, 1972, the Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Code; the Corporation shall not engage in any act of self-dealing which would subject it to tax under Section 4941 of the Code; the Corporation shall not retain any excess business holdings which would subject it to tax under Section 4943 of the Code; the Corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the Corporation shall not make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

**II. OFFICES:**

1. **Offices.** The principal and registered office of the Corporation shall be located and maintained at 2510 Sam Noble Parkway, Ardmore, Carter County, Oklahoma. The Corporation may maintain such additional offices at such other places both within and without the State of Oklahoma as the Trustees from time to time may determine expedient or necessary to carry out the purposes of the Corporation.

2. **Seal.** The corporate seal of the Corporation shall be circular in form and shall have inscribed thereon the following:

"The Samuel Roberts Noble Foundation, Inc. - Oklahoma 1952."

### **III. MEMBERSHIP AND VOTING RIGHTS:**

**Membership.** The Corporation shall have no shareholders and no authority to issue capital stock. The members of the Corporation shall consist of the Trustees thereof and the election or appointment of a person as a Trustee shall likewise be an admission to membership in the Corporation, and no person shall continue to be a member after ceasing to be a Trustee. The members of the Corporation shall have no voting rights in their capacities as members. All voting rights with respect to the Corporation shall be vested in the Trustees who shall constitute the governing body of the Corporation.

### **IV. TRUSTEES:**

#### **1. Trustees.**

(a) **Preface.** The Corporation's founder, Lloyd Noble, and his first wife, Vivian Bilby Noble, had three children – Sam, Ed, and Ann. The Trustees have concluded that each of the three families ("family" being hereinafter defined) – the families of Sam, of Ed, and of Ann – shall have the right to nominate up to three persons (who do not have to be family members of Sam, Ed and/or Ann) for election to the Board of Trustees. Such of said nominees who are elected to the Board of Trustees shall be referred to as "family Trustees." The remaining members of the Board of Trustees shall be referred to as "non-family Trustees."

(b) **Family.** The family of any individual shall include, if living, the individual, the individual's spouse, ancestors and descendants, including children, grandchildren, great-grandchildren, and the spouses of children, grandchildren and great-grandchildren.

#### **(c) Nomination/Election Procedures.**

(1) For each family, the senior, family Trustee, based on Board service time, then-serving on the Board shall be responsible for submitting Trustee nominations and Advisory Trustee nominations for his or her family to the Chairman of the Executive Committee for Board election.

(2) Before a new (i.e., not currently serving) nominee for Trustee or Advisory Trustee may stand for election, full and detailed information respecting such nominee (e.g., a resume, CV and/or any other information deemed relevant) should be submitted to the Board of Trustees at least five (5) days prior to the next occurring

regular meeting of the Board of Trustees (herein the "initial discussion meeting"). Said nominee may stand for election at the next regular meeting of the Board of Trustees following the initial discussion meeting.

(d) **Number.** The affairs of the Corporation shall be controlled by the Board of Trustees which shall not be less than five (5) nor more than fifteen (15) in number, as may be determined from time to time by resolution of the Board of Trustees. At any given time, there shall not be more than nine (9) family Trustees. Newly created positions or vacancies on the Board of Trustees may be filled by majority vote of the Board of Trustees then serving. It is intended that a majority of the Board of Trustees shall, at all times, be family Trustees.

(e) **Powers.** The Board of Trustees may exercise all the powers of the Corporation or may delegate so much thereof to committees or to its officers as in the judgment of the Board of Trustees and under law shall be proper.

(f) **Fees and Expenses.** The Corporation may pay or reimburse the Trustees their actual out-of-pocket expenses incurred in attendance at Board of Trustees or committee meetings or in connection with the discharge of their duties as Trustees. Trustees shall be paid a reasonable meeting fee and Trustees not otherwise employed by the Corporation shall be paid a reasonable retainer, all as may be fixed by resolution of the Board of Trustees.

2. **Classes – Terms of Office.** The Board of Trustees shall be divided into three classes, Classes A, B and C. The initial members of Class A shall hold office until the first annual meeting (see Article VI, Section 1) following their election; the initial representatives of Class B shall hold office until the second annual meeting following their election; and the initial representatives of Class C shall hold office until the third annual meeting following their election; and, in each case, until their successors shall be duly elected and shall qualify. At each future annual meeting, the successors of the class whose terms shall expire at that time shall be elected to hold office for a term of three years so that the term of office of one class of members shall expire in each year. Each member of the Board of Trustees shall be eligible for re-election for any number of consecutive terms. A successor Trustee may be appointed at any time by the Board of Trustees to fill a vacancy on the Board of Trustees.

3. **Removal of Trustees.** Any Trustee may be removed at any time, with or without cause, by two-thirds majority vote of all Trustees, excepting the Trustee subject to removal. The Board of Trustees need not fill vacancies occurring upon the Board of Trustees unless the number of remaining Trustees is less than five (5), in which event a successor Trustee or Trustees shall be appointed as promptly as possible. Any person duly appointed as a successor or additional Trustee shall have and exercise the same rights, powers, authorities and discretions and shall be charged with the same duties as the other Trustees.

4. **Advisory Trustees.** In addition to the Trustees as provided above, the Board of Trustees may from time to time select up to four (4) additional persons to sit with the Board of Trustees as Advisory Trustees for such term as the Board of Trustees declares and to exercise all privileges, powers, rights and duties of Trustees except voting. Each family of Sam, Ed, and Ann shall have the right to nominate one person to serve as an Advisory Trustee. Nominations under this Section may only be made by family Trustees serving on the Board of Trustees at the time such nominations are made.

5. **Retirement Age.** A Trustee may serve through the first annual meeting following his or her 75th birthday, but shall not fulfill any remaining term of an appointment nor be re-appointed.

6. **Trustees Emeritus.** Any Trustee who has served as such for not less than fifteen (15) cumulative years shall, at the conclusion of the first annual meeting following his or her 75th birthday, automatically attain the status of "Trustee Emeritus." Any Trustee having served a cumulative total of fifteen (15) years may request emeritus status prior to attaining age 75. Trustees Emeritus shall serve at the pleasure of the Board. Trustees Emeritus shall be entitled to attend and participate in all regular or special meetings of the Board of Trustees and shall be entitled to all rights, privileges and prerequisites of a Trustee except that such Trustees Emeritus shall have no duty or obligation to attend Board meetings, shall not be counted in determining a quorum, shall not serve on regular committees of the Board of Trustees and shall have no vote in actions of the Board of Trustees.

7. **Committees of the Board of Trustees.**

(a) **Names and Purpose.** The Corporation shall have the following committees with the purpose of each being as follows:

(1) **Executive.** The Executive Committee shall provide counsel to the President; in consultation with the President, set the agenda for the meetings of the Board of Trustees; provide counsel to the Board regarding matters of corporate governance; monitor trustee orientation and education programs; and oversee the process of Board and committee evaluation; provided, however, the foregoing shall not be construed as authorizing action by the Executive Committee with respect to any action which by statute, the Certificate of Incorporation or these Bylaws is required to be taken by vote of a specified proportion of the number of Trustees then in office, or any other action required or specified by statute, the Certificate of Incorporation or these Bylaws to be taken by the Board of Trustees, as such. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any Trustee of any responsibility imposed by law. The Chairman of the Executive Committee shall serve as a liaison between the President and the Executive Committee and the Board of Trustees. In the absence of a Chairman of the Board and the President (Article V, Section 2(a)), the Chairman of the Executive Committee shall preside at such meetings of the Board of Trustees.



(2) **Audit.** The Audit Committee shall be responsible for assisting the Board of Trustees in fulfilling its responsibility to oversee the integrity of the Corporation's financial statements, the qualifications and independence of its auditors, the performance of the Corporation's internal audit function and independent auditors, and the handling of employee allegations concerning Corporation compliance with legal, regulatory, and internal policy requirements. The Audit Committee further shall be responsible for making recommendations to the Board of Trustees regarding these matters.

(3) **Investment.** The Investment Committee shall be responsible for monitoring the performance of the Corporation's investment assets, reviewing investment policies and guidelines of the Corporation, and evaluating the performance of the investment managers of the Corporation. The Investment Committee further shall be responsible for making recommendations to the Board of Trustees regarding these matters, including recommendations to retain or terminate investment managers as well as investment consultants.

(4) **Compensation.** The Compensation Committee shall be responsible for periodically reviewing employee and Trustee compensation and the benefit plans of the Corporation to see that they encourage planned performance, are reasonable, and are consistent with competitive market practices. The Compensation Committee further shall be responsible for making recommendations to the Board of Trustees regarding these matters.

(5) **Ad Hoc Committees.** The President, subject to ratification by the Board of Trustees, may designate three or more Trustees (with such alternates, if any, as may be deemed desirable) to constitute an ad hoc committee for any purpose; provided, that any such ad hoc committee shall have and may exercise only the power of recommending action to the Board of Trustees and of carrying out and implementing any instructions or any policies, plans or programs theretofore approved, authorized and adopted by the Board of Trustees.

(b) **Membership – Chair – Election.** The members and chair of each committee shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees and shall serve until the next annual meeting of the Board of Trustees, and, in each case, until their successors shall be duly elected and shall qualify. Each member of the Board of Trustees shall serve on at least one committee.

(c) **Number – Composition.** Each committee shall be comprised of at least three members of the Board of Trustees. A majority of the Executive Committee and Investment Committee shall be comprised of family members or family appointees. Each of the three family branches shall be entitled to a family member or appointee of that family on each such committee.

(d) **Meetings – Attendance – Quorum.**

(1) Regular meetings of a committee may be held at such times and places as shall be set forth in the notices of meetings of the Board of Trustees.

(2) Special meetings of any committee may be called by or at the direction of the president, the chair of a committee or by any two members of a committee by providing notice of the place, date and time of such special meeting not less than two days before such meeting to each member of the committee.

(3) Any Trustee or Advisory Trustee may attend any committee meeting.

(4) Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, at all meetings of a committee, the presence of at least a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of those present at any such meeting at which a quorum is present shall constitute the act of the committee.

(e) **Minutes and Records.** All committees shall keep minutes and records of their actions and proceedings at each committee meeting, and promptly after the conclusion of any such meeting a copy of the minutes and records of such meeting shall be forwarded to all Trustees and all Advisory Trustees.

(f) **Vacancies.** Any vacancy in a committee may be filled by the Board of Trustees.

8. **Employment of Investment Advisors.** The Board of Trustees may from time to time engage investment counsel, trust corporations, or banks possessing trust powers and, subject to the ultimate authority of the Board of Trustees to manage the affairs of the Corporation, may confer on any such advisor full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Corporation, and to sell, transfer or otherwise dispose of any of the Corporation's assets and properties at such time and for such consideration as such advisor may deem appropriate. The Board of Trustees also may confer on any such advisor such other powers with respect to the Corporation's investments as said Board of Trustees may deem appropriate and may authorize any such advisor to hold title to any of the Corporation's assets and properties in its own name for the benefit of the Corporation or in the name of a nominee for the benefit of the Corporation, and the Board of Trustees shall have no liability whatsoever with respect to any action taken or omitted by any such advisor, provided the advisor was selected with due care by the Board of Trustees. The Board of Trustees may remove or replace any such advisor, with or without cause, if they deem such action appropriate or necessary.

9. **Fiscal Year.** The fiscal year of the Corporation shall be as fixed by the Board of Trustees.

## **V. OFFICERS AND DUTIES:**

1. **Officers.** The officers of the Corporation shall be chosen by the Board of Trustees at the annual meeting to serve for the ensuing year and until their successors are chosen and qualify. The officers shall be a President, one or more Vice Presidents who may be classified by their specific function, a Secretary and a Treasurer. Officers need not be chosen from among the Board of Trustees. The Board of Trustees may also choose a Chairman of the Board of Trustees from the serving members. The Board of Trustees may also choose one or more Assistant Secretaries and Assistant Treasurers. The Board of Trustees may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees. Any officer elected or appointed by the Board of Trustees may be removed at any time, with or without cause, by the Board of Trustees; and any vacancy occurring in any office by reason of death, disability, resignation, removal or otherwise shall be filled by majority vote of the Board of Trustees. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Trustees.

2. **Duties.** Unless otherwise provided by the Board of Trustees, the duties of the officers shall be as follows:

(a) **President.** The President shall be the chief executive officer of the Corporation. In the absence of a Chairman, the President shall preside at all meetings of the Board of Trustees. The President shall be an ex officio member of all standing committees, shall have general and active management of the business and affairs of the Corporation, and shall ensure that all orders and resolutions of the Board of Trustees are carried into effect. In the absence or disability of the President, the Board of Trustees shall promptly appoint an interim successor to perform the duties and exercise the powers of the President for a term to be determined by the Board of Trustees.

(b) **Vice President.** The Vice President (or if there shall be more than one, the Vice Presidents) shall perform the specific functions and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

(c) **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and record all the proceedings of the meetings of the Corporation and the Board of Trustees in a book to be kept for that purpose and shall perform such other duties as may be prescribed by the Board of Trustees or President, under whose supervision the Secretary shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Trustees or the President, affix the same to any instrument requiring it. When this seal is affixed, it shall be attested by

the Secretary's signature or by the signature of an Assistant Secretary. The Board of Trustees may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature.

(d) **Assistant Secretary.** The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Trustees, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the President or the Board of Trustees may from time to time prescribe.

(e) **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the President or the Board of Trustees; shall disburse the funds of the Corporation as may be ordered by the President or the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Board of Trustees, at the meetings of the Board of Trustees, or when the President or the Board of Trustees so requires, an account of all transactions performed by the Treasurer and of the financial condition of the Corporation.

(f) **Assistant Treasurer.** The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Trustees, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the President or the Board of Trustees may from time to time prescribe.

(g) **Bond.** If required by the Board of Trustees, the Treasurer, or any Assistant Treasurer, shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of the office of Treasurer or Assistant Treasurer and for the restoration to the Corporation, in case of the Treasurer's or Assistant Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer or Assistant Treasurer belonging to the Corporation.

## **VI. MEETINGS:**

1. **Annual Meeting.** The annual meeting of the Corporation shall be held in October of each year at such time and place as may be designated by the Board of Trustees. At such meeting, Trustees of the Corporation shall be elected in accordance with Article IV, Section 2, of these Bylaws, and officers of the Corporation shall be elected to hold office during the ensuing year or until their successors shall be elected and qualified. Ten (10) days' notice of the annual meeting shall be given to the Trustees, and such notice shall state the place, date, hour, and business to be transacted at the annual meeting.

2. **Regular Meetings.** Regular meetings of the Board of Trustees may be held at such time and at such place as shall from time to time be determined by the Board of Trustees or upon call of the Chairman or President. Five (5) days' notice of all regular meetings shall be given, and such notice shall state the place, date, hour, and the business to be transacted at such meeting.

3. **Special Meetings.** Special meetings of the Board of Trustees may be held at any time on twenty-four (24) hours' notice to each Trustee either personally or by telecopy, or telephonic calling, at such time or place as may be designated by the Chairman or President.

4. **Place of Meeting.** Meetings of the Board of Trustees may be held either within or without the State of Oklahoma.

5. **Quorum.** Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, at all meetings of the Board of Trustees, the presence of at least a majority of the members of the Board of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of those present at any such meeting at which a quorum is present shall constitute the act of the Board of Trustees.

6. **Action Without Meeting.** Any action which might be taken at a meeting of the Board of Trustees or any committee thereof may be taken without a meeting, if a record or memorandum thereof be made in writing and signed by the number of Trustees that could take and authorize such action at an annual, regular or special meeting of the Board of Trustees or of such committee, as the case may be.

7. **Adjournment.** If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

8. **Participation by Telephone.** Members of the Board of Trustees, or of any committee thereof, may participate in a meeting of the Board of Trustees or committee by means of conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

9. **Notices.** Notices to the Trustees shall be in writing and delivered personally or mailed or transmitted as herein provided to the Trustees at their addresses appearing in the records of the Corporation except that notice of special meetings may be given verbally in person or by telephone or telecopy to the Trustees. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to the Trustees may also be given by telecopy or delivered to a private carrier which provides express mail

service. Notice by telecopy shall be deemed to be given when transmitted, and notice by private carrier express mail service shall be deemed to be given when delivered to the private carrier. Whenever any notice is required to be given under the provisions of law or of the Restated Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

## **VII. IMMUNITY AND INDEMNIFICATION:**

1. **Elimination of Trustee Liability.** Neither a Trustee nor an Advisory Trustee (individually and collectively a "Trustee" for the limited purposes of Article VII) of the Corporation shall be personally liable to the Corporation or its members for monetary damages for any act or omission in such Trustee's capacity as a Trustee, except that this Article does not authorize the elimination or limitation of the liability of a Trustee (a) for a breach of the Trustee's duty of loyalty to the Corporation or its members; (b) for an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; or (c) for a transaction from which the Trustee received an improper personal benefit.

2. **Indemnification Other Than in Action by or in Right of the Corporation.** To the fullest extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes (or its successor) or any other law which may hereafter be enacted granting to a corporation the powers of indemnification, the Corporation shall indemnify each Trustee and officer of the Corporation and, in the discretion of the Board of Trustees, may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that the person (a) is or was a Trustee, officer, employee, or agent of the Corporation, or (b) is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, judgments, fines, other losses, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

3. **Indemnification in Action by or in Right of the Corporation.** The Corporation shall indemnify each Trustee and officer of the Corporation and, in the discretion of the Board of Trustees, may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person (a) is or was a Trustee, officer, employee, or agent of the Corporation, or (b) is or was serving at the request of the

Corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense, settlement or other disposition of such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. Notwithstanding, no indemnification shall be made under this provision for any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought (or other appropriate court having jurisdiction) shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

4. **Further Indemnity.** To the extent that a Trustee, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 2 and 3 of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

5. **No Presumption.** The conclusion of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the indemnified person did not act in good faith and in a manner which he or she reasonably believed to be in, and not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

6. **Limitations on Indemnity.** Any indemnification under the provisions of Section 2 or Section 3 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2 or Section 3 of this Article, as applicable. Such a determination shall be made:

(a) by a majority vote of those Trustees who are not (and were not) parties to the involved action, suit, or proceeding; or

(b) by written opinion by independent legal counsel, which can be authorized if (i) no Trustees remain to undertake such vote of Section (6)(a); or (ii) by majority vote of those Trustees who are not (and were not) parties to the involved action, suit, or proceeding.

7. **Advance of Indemnification Expenses.** Any and all expenses incurred by a Trustee or officer in defending an action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Trustees, upon receipt of a written undertaking by or on behalf of a Trustee or officer to repay any such advanced amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation, as authorized by the provisions of this Article. Expenses incurred by other employees and agents may be so advanced upon such terms and conditions, if any, as the Board of Trustees deems appropriate.

8. **Other Indemnification.** The indemnification herein provided shall not limit the Corporation from providing any other indemnification permitted by law nor shall it be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Further, the indemnification herein provided shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees, and legatees of any such person.

9. **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under this Article.

10. **Other Entities.** For the purposes of this Section, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Trustees, officers, employees, and agents so that any person who is or was a Trustee, officer, employee, or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

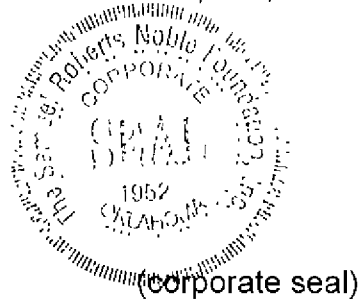
11. **Limitation.** Notwithstanding any of the foregoing, to the extent that indemnification under this Article would in fact result in (i) a prohibited transaction under the Code or (ii) an act of self-dealing under Section 4941 of the Code, such indemnification is prohibited.

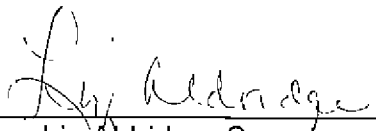


## VIII. AMENDMENTS:

**Amendment by Board of Trustees.** Subject to the provisions of the Restated Certificate of Incorporation, these Bylaws may be amended, altered, or changed by affirmative vote of a majority of the Board of Trustees at any meeting if notice of such amendment be contained in the notice of such meeting or upon unanimous written consent of the Board of Trustees

EFFECTIVE and made a part of the corporate records of The Samuel Roberts Noble Foundation, Inc., as of the 8<sup>th</sup> day of April, 2009.



  
Liz Aldridge, Secretary