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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation****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 , 2009, and ending

G Check all that apply

☐ Initial return☐ Initial Return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the  
IRS label  
Otherwise,  
print  
or type.  
See Specific  
Instructions.Ruth Nelson Family Foundation  
1350 S. Boulder #400  
Tulsa, OK 74119

A Employer identification number

73-1210115

B Telephone number (see the instructions)

(918) 582-8083

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, column (c), line 16)

▶ \$ 15,923,752.

J Accounting method. ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses**

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

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 5,662,773.

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

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

ADMINISTRATIVE AND EXPENSES

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch) See St 2

17 Interest

18 Taxes (attach schedule)(see instr.) See. Stm 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

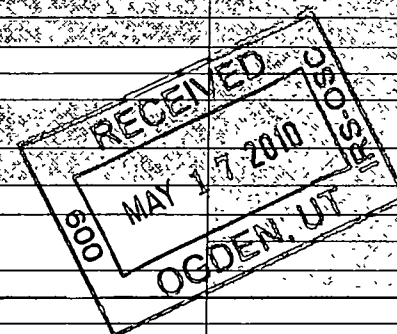
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)



**Part II Balance Sheets**

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

|                                                                                                                                              |                                                                                                                               | Beginning of year | End of year    |                       |
|----------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                                              |                                                                                                                               | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>A<br/>S<br/>S<br/>E<br/>T<br/>S</b>                                                                                                       | 1 Cash — non-interest-bearing                                                                                                 | 1,033,899.        | 42,576.        | 42,576.               |
|                                                                                                                                              | 2 Savings and temporary cash investments                                                                                      |                   |                |                       |
|                                                                                                                                              | 3 Accounts receivable 963,797.                                                                                                |                   |                |                       |
|                                                                                                                                              | Less: allowance for doubtful accounts                                                                                         | 553,144.          | 963,797.       | 963,797.              |
|                                                                                                                                              | 4 Pledges receivable                                                                                                          |                   |                |                       |
|                                                                                                                                              | Less: allowance for doubtful accounts                                                                                         |                   |                |                       |
|                                                                                                                                              | 5 Grants receivable                                                                                                           |                   |                |                       |
|                                                                                                                                              | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) |                   |                |                       |
|                                                                                                                                              | 7 Other notes and loans receivable (attach sch)                                                                               |                   |                |                       |
|                                                                                                                                              | Less: allowance for doubtful accounts                                                                                         |                   |                |                       |
|                                                                                                                                              | 8 Inventories for sale or use                                                                                                 |                   |                |                       |
|                                                                                                                                              | 9 Prepaid expenses and deferred charges                                                                                       | 11,863.           | 1,541.         | 1,541.                |
|                                                                                                                                              | 10a Investments — U.S. and state government obligations (attach schedule)                                                     |                   |                |                       |
|                                                                                                                                              | b Investments — corporate stock (attach schedule) Attachment 1                                                                | 12,714,097.       | 11,870,411.    | 14,915,838.           |
|                                                                                                                                              | c Investments — corporate bonds (attach schedule)                                                                             |                   |                |                       |
|                                                                                                                                              | 11 Investments — land, buildings, and equipment basis                                                                         |                   |                |                       |
| Less: accumulated depreciation (attach schedule)                                                                                             |                                                                                                                               |                   |                |                       |
| 12 Investments — mortgage loans                                                                                                              |                                                                                                                               |                   |                |                       |
| 13 Investments — other (attach schedule)                                                                                                     |                                                                                                                               |                   |                |                       |
| 14 Land, buildings, and equipment, basis                                                                                                     |                                                                                                                               |                   |                |                       |
| Less: accumulated depreciation (attach schedule)                                                                                             |                                                                                                                               |                   |                |                       |
| 15 Other assets (describe)                                                                                                                   |                                                                                                                               |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item i)                                          | 14,313,003.                                                                                                                   | 12,878,325.       | 15,923,752.    |                       |
| <b>L<br/>I<br/>A<br/>B<br/>I<br/>L<br/>I<br/>T<br/>I<br/>E<br/>S</b>                                                                         | 17 Accounts payable and accrued expenses                                                                                      |                   |                |                       |
|                                                                                                                                              | 18 Grants payable                                                                                                             |                   |                |                       |
|                                                                                                                                              | 19 Deferred revenue                                                                                                           |                   |                |                       |
|                                                                                                                                              | 20 Loans from officers, directors, trustees, & other disqualified persons                                                     |                   |                |                       |
|                                                                                                                                              | 21 Mortgages and other notes payable (attach schedule)                                                                        |                   |                |                       |
|                                                                                                                                              | 22 Other liabilities (describe)                                                                                               |                   |                |                       |
|                                                                                                                                              | 23 <b>Total liabilities</b> (add lines 17 through 22)                                                                         | 0.                | 0.             |                       |
| <b>N<br/>E<br/>T<br/>A<br/>S<br/>S<br/>E<br/>T<br/>S<br/>O<br/>R<br/>F<br/>U<br/>N<br/>D<br/>B<br/>A<br/>L<br/>A<br/>N<br/>C<br/>E<br/>S</b> | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>                     |                   |                |                       |
|                                                                                                                                              | 24 Unrestricted                                                                                                               |                   |                |                       |
|                                                                                                                                              | 25 Temporarily restricted                                                                                                     |                   |                |                       |
|                                                                                                                                              | 26 Permanently restricted                                                                                                     |                   |                |                       |
|                                                                                                                                              | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>                                  | X                 |                |                       |
|                                                                                                                                              | 27 Capital stock, trust principal, or current funds                                                                           | 14,861,677.       | 14,313,003.    |                       |
|                                                                                                                                              | 28 Paid-in or capital surplus, or land, building, and equipment fund                                                          |                   |                |                       |
|                                                                                                                                              | 29 Retained earnings, accumulated income, endowment, or other funds                                                           | -548,674.         | -1,434,678.    |                       |
|                                                                                                                                              | 30 <b>Total net assets or fund balances</b> (see the instructions)                                                            | 14,313,003.       | 12,878,325.    |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)                                                              | 14,313,003.                                                                                                                   | 12,878,325.       |                |                       |

**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 | 14,313,003. |
| 2 Enter amount from Part I, line 27a                                                                                                                         | 2 | -1,434,678. |
| 3 Other increases not included in line 2 (itemize)                                                                                                           | 3 |             |
| 4 Add lines 1, 2, and 3                                                                                                                                      | 4 | 12,878,325. |
| 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 | 12,878,325. |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) |  | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(month, day, year) | (d) Date sold<br>(month, day, year) |
|------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|-----------------------------------------|-------------------------------------|
| <b>1a SEE ATTACHMENT 2</b>                                                                                                               |  | <b>P</b>                                         | <b>Various</b>                          | <b>Various</b>                      |
| <b>b</b>                                                                                                                                 |  |                                                  |                                         |                                     |
| <b>c</b>                                                                                                                                 |  |                                                  |                                         |                                     |
| <b>d</b>                                                                                                                                 |  |                                                  |                                         |                                     |
| <b>e</b>                                                                                                                                 |  |                                                  |                                         |                                     |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b> 5,662,773.   |                                            | 6,462,613.                                      | -799,840.                                    |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                     | (l) Gains (Column (h)<br>gain minus column (k), but not less<br>than -0-) or Losses (from column (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| (i) Fair Market Value<br>as of 12/31/69                                                     | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of column (i)<br>over column (j), if any |                                                                                                       |
| <b>a</b>                                                                                    |                                      |                                                     | -799,840.                                                                                             |
| <b>b</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>c</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>d</b>                                                                                    |                                      |                                                     |                                                                                                       |
| <b>e</b>                                                                                    |                                      |                                                     |                                                                                                       |

|                                                                                       |                                                                                                                                                                                                              |  |          |           |
|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------|-----------|
| <b>2</b> Capital gain net income or (net capital loss)                                | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div>                                    |  | <b>2</b> | -799,840. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-<br/>           in Part I, line 8         </div> |  | <b>3</b> | -799,840. |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year<br>beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of<br>noncharitable-use assets | (d)<br>Distribution ratio<br>(column (b) divided by column (c)) |
|-------------------------------------------------------------------------|------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------|
| 2008                                                                    | 711,428.                                 | 14,712,992.                                     | 0.048354                                                        |
| 2007                                                                    | 221,750.                                 | 14,269,276.                                     | 0.015540                                                        |
| 2006                                                                    | 70,750.                                  | 12,293,507.                                     | 0.005755                                                        |
| 2005                                                                    | 65,000.                                  | 3,152,863.                                      | 0.020616                                                        |
| 2004                                                                    | 58,500.                                  | 2,620,489.                                      | 0.022324                                                        |

|                                                                                                                                                                                       |          |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | 0.112589    |
| <b>3</b> 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 | <b>3</b> | 0.022518    |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5                                                                                                 | <b>4</b> | 13,769,858. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 310,070.    |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 1,181.      |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 311,251.    |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 755,250.    |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see the instructions)**

|                                                                                                                                                                                                                                    |    |        |        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|--------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.) |    |        |        |
| 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                                                                       |    | 1      | 1,181. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)                                                                                                         |    |        |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                                                                                         |    | 2      | 0.     |
| 3 Add lines 1 and 2                                                                                                                                                                                                                |    | 3      | 1,181. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                                                                                       |    | 4      | 0.     |
| 5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-                                                                                                                                    |    | 5      | 1,181. |
| 6 Credits/Payments:                                                                                                                                                                                                                |    |        |        |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009                                                                                                                                                                    | 6a | 1,541. |        |
| b Exempt foreign organizations — tax withheld at source                                                                                                                                                                            | 6b |        |        |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                              | 6c | 2,000. |        |
| d Backup withholding erroneously withheld                                                                                                                                                                                          | 6d |        |        |
| 7 Total credits and payments Add lines 6a through 6d                                                                                                                                                                               | 7  | 3,541. |        |
| 8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |        |        |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                     | 9  | 0.     |        |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                        | 10 | 2,360. |        |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <b>2,360.</b> Refunded                                                                                                                                        | 11 | 0.     |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                     | Yes | No  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                            |     | X   |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?<br><i>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</i> |     | X   |
| c Did the foundation file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                                                       |     | X   |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.                                                                                                                               |     |     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.                                                                                                                                                                               |     |     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities.</i>                                                                                                                                                                              |     | X   |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>                                                                                                                 |     | X   |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                     |     | X   |
| b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?                                                                                                                                                                                                                                                                           |     | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>                                                                                                                                                                         |     | X   |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?                 | X   |     |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>                                                                                                                                                                                                        | X   |     |
| 8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)<br>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? <i>If 'No,' attach explanation.</i>                                                                                                                               | X   |     |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>                                                                                       |     | X   |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>                                                                                                                                                                                                       |     | X   |

BAA

Form 990-PF (2009)

**Part VII-A Statements Regarding Activities Continued**

|    |                                                                                                                                                                                                                        |    |   |   |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)                                | 11 |   | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                                                  | 12 |   | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <u>N/A</u>                                                                      | 13 | X |   |
| 14 | The books are in care of <u>Betsi Long</u> Telephone no. <u>(918) 582-8083</u><br>Located at <u>1350 S. Boulder, Ste 400 Tulsa OK</u> ZIP + 4 <u>74119</u>                                                             |    |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u><br>and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u> |    |   |   |

**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  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| <b>1a</b> During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                            |     |     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                               |     |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                       |     |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                           |     |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                 |     |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                        |     |     |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                       |     |     |
| <b>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                            | 1b  | N/A |
| <b>c</b> 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  | X   |
| <b>2</b> 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))                                                                                                                                                                                                                                                                                                                   |     |     |
| <b>a</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                         |     |     |
| <b>b</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 all years listed, answer 'No' and attach statement - see the instructions.)                                                                                                                                                                            | 2b  | N/A |
| <b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>                                                                                                                                                                                                                                                                                                                           |     |     |
| <b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                 |     |     |
| <b>b</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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) | 3b  | N/A |
| <b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                | 4a  | X   |
| <b>b</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  | X   |

BAA

Form 990-PF (2009)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

6b X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 4      |                                                          | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                          |                                           |                                                                       |                                       |
|                      |                                                          |                                           |                                                                       |                                       |
|                      |                                                          |                                           |                                                                       |                                       |
|                      |                                                          |                                           |                                                                       |                                       |
|                      |                                                          |                                           |                                                                       |                                       |

**2** Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

| (a) Name and address of each employee paid more than \$50,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| None                                                          |                                                          |                  |                                                                       |                                       |
|                                                               |                                                          |                  |                                                                       |                                       |
|                                                               |                                                          |                  |                                                                       |                                       |
|                                                               |                                                          |                  |                                                                       |                                       |
|                                                               |                                                          |                  |                                                                       |                                       |
|                                                               |                                                          |                  |                                                                       |                                       |

Total number of other employees paid over \$50,000

0

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|       | Expenses |
|-------|----------|
| 1 N/A |          |
| 2     |          |
| 3     |          |
| 4     |          |

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

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

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Form 990-PF (2009)

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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> | 12,384,127. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 1,584,383.  |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 11,041.     |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 13,979,551. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <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>  | 13,979,551. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 209,693.    |
| <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>  | 13,769,858. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 688,493.    |

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

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 688,493. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 1,181.   |
| <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> | 1,181.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 687,312. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |          |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 687,312. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |          |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 687,312. |

**Part XII Qualifying Distributions** (see 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> | 755,250. |
| <b>b</b> | Program-related investments — total from Part IX-B                                                                                                   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |          |
| <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> |          |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |          |
| <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>  | 755,250. |
| <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 instructions) | <b>5</b>  | 1,181.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 754,069. |

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7                                                                                                                       |               |                            |             | 687,312.    |
| <b>2</b> Undistributed income, if any, as of the end of 2009:                                                                                                                     |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only                                                                                                                                               |               |                            | 675,688.    |             |
| <b>b</b> Total for prior years 20____, 20____, 20____                                                                                                                             |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2004                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2005                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4. $\blacktriangleright$ \$ 755,250.                                                                               |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a                                                                                                                               |               |                            | 675,688.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required — see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required — see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount                                                                                                                                     |               |                            |             | 79,562.     |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                         | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions                                                                                                          |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions                                                                            |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010                                                               |               |                            |             | 607,750.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)                                                                              | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| <b>a</b> Excess from 2005                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2006                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2007                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |

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

N/A

- 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 foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

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

[illegible]

**Part XV** **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

## 1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

Ruth K. Nelson

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

None

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See Statement 5

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

See Statement for Line 2a

- c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager or<br>substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <i>a Paid during the year</i><br>SEE ATTACHMENT 3 |                                                                                                                    |                                      | SEE ATTACHMENT 3                    | 755,250. |
| <b>Total</b>                                      |                                                                                                                    |                                      | <b>3a</b>                           | 755,250. |
| <i>b Approved for future payment</i>              |                                                                                                                    |                                      |                                     |          |
| <b>Total</b>                                      |                                                                                                                    |                                      | <b>3b</b>                           |          |

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated             | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(see the instructions) |
|------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-----------------------------------------------------------------------|
|                                                            | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |                                                                       |
| 1 Program service revenue.                                 |                           |               |                                      |               |                                                                       |
| a                                                          |                           |               |                                      |               |                                                                       |
| b                                                          |                           |               |                                      |               |                                                                       |
| c                                                          |                           |               |                                      |               |                                                                       |
| d                                                          |                           |               |                                      |               |                                                                       |
| e                                                          |                           |               |                                      |               |                                                                       |
| f                                                          |                           |               |                                      |               |                                                                       |
| g Fees and contracts from government agencies              |                           |               |                                      |               |                                                                       |
| 2 Membership dues and assessments . . .                    |                           |               |                                      |               |                                                                       |
| 3 Interest on savings and temporary cash investments . . . |                           |               |                                      |               |                                                                       |
| 4 Dividends and interest from securities                   |                           |               | 14                                   | 223,642.      |                                                                       |
| 5 Net rental income or (loss) from real estate             |                           |               |                                      |               |                                                                       |
| a Debt-financed property                                   |                           |               |                                      |               |                                                                       |
| b Not debt-financed property                               |                           |               |                                      |               |                                                                       |
| 6 Net rental income or (loss) from personal property       |                           |               |                                      |               |                                                                       |
| 7 Other investment income                                  |                           |               |                                      |               |                                                                       |
| 8 Gain or (loss) from sales of assets other than inventory |                           |               | 18                                   | -799,840.     |                                                                       |
| 9 Net income or (loss) from special events                 |                           |               |                                      |               |                                                                       |
| 10 Gross profit or (loss) from sales of inventory          |                           |               |                                      |               |                                                                       |
| 11 Other revenue                                           |                           |               |                                      |               |                                                                       |
| a Securities Litigation                                    |                           |               | 1                                    | 3,128.        |                                                                       |
| b                                                          |                           |               |                                      |               |                                                                       |
| c                                                          |                           |               |                                      |               |                                                                       |
| d                                                          |                           |               |                                      |               |                                                                       |
| e                                                          |                           |               |                                      |               |                                                                       |
| 12 Subtotal. Add columns (b), (d), and (e)                 |                           |               |                                      | -573,070.     |                                                                       |
| 13 Total. Add line 12, columns (b), (d), and (e)           |                           |               |                                      | 13            | -573,070.                                                             |

(See worksheet in the instructions for line 13 to verify calculations )

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

[illegible]



Client RUTHFND

Ruth Nelson Family Foundation

73-1210115

4/09/10

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

|                       | (a)<br>Revenue<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income |
|-----------------------|-----------------------------|---------------------------------|-------------------------------|
| Securities Litigation |                             |                                 |                               |
| Total                 | \$ 3,128.                   | \$ 0.                           | \$ 0.                         |

**Statement 2**  
**Form 990-PF, Part I, Line 16c**  
**Other Professional Fees**

|                            | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Investment Management Fees | \$ 103,056.                  | \$ 103,056.                     |                               |                               |
| Total                      | \$ 103,056.                  | \$ 103,056.                     | \$ 0.                         | \$ 0.                         |

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

|                    | (a)<br>Expenses<br>per Books | (b) Net<br>Investment<br>Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|--------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| Federal Income Tax | \$ 822.                      |                                 |                               |                               |
| Foreign Income Tax | 2,480.                       | \$ 2,480.                       |                               |                               |
| Total              | \$ 3,302.                    | \$ 2,480.                       | \$ 0.                         | \$ 0.                         |

**Statement 4**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| Name and Address                                                 | Title and<br>Average Hours<br>Per Week Devoted | Compen-<br>sation | Contri-<br>bution to<br>EBP & DC | Expense<br>Account/<br>Other |
|------------------------------------------------------------------|------------------------------------------------|-------------------|----------------------------------|------------------------------|
| Ruth K. Nelson<br>1350 S. Boulder, Ste 400<br>Tulsa, OK 74119    | Trustee<br>1.00                                | \$ 0.             | \$ 0.                            | \$ 0.                        |
| Michael S. Nelson<br>1350 S. Boulder, Ste 400<br>Tulsa, OK 74119 | Trustee<br>1.00                                | 0.                | 0.                               | 0.                           |

Client RUTHFND

Ruth Nelson Family Foundation

73-1210115

4/09/10

02:36PM

**Statement 4 (continued)**  
**Form 990-PF, Part VIII, Line 1**  
**List of Officers, Directors, Trustees, and Key Employees**

| <u>Name and Address</u>                                           | <u>Title and<br/>Average Hours<br/>Per Week Devoted</u> | <u>Compen-<br/>sation</u> | <u>Contri-<br/>bution to<br/>EBP &amp; DC</u> | <u>Expense<br/>Account/<br/>Other</u> |
|-------------------------------------------------------------------|---------------------------------------------------------|---------------------------|-----------------------------------------------|---------------------------------------|
| Pamela B. Nelson<br>1350 S. Boulder, Ste 400<br>Tulsa, OK 74119   | Trustee<br>1.00                                         | \$ 0.                     | \$ 0.                                         | \$ 0.                                 |
| Randolph M. Nelson<br>1350 S. Boulder, Ste 400<br>Tulsa, OK 74119 | Trustee<br>1.00                                         | 0.                        | 0.                                            | 0.                                    |
| Timothy B. Nelson<br>1350 S. Boulder, Ste 400<br>Tulsa, OK 74119  | Trustee<br>1.00                                         | 0.                        | 0.                                            | 0.                                    |
| Total                                                             |                                                         | \$ 0.                     | \$ 0.                                         | \$ 0.                                 |

**Statement 5**  
**Form 990-PF, Part XV, Line 2a-d**  
**Application Submission Information**

Name of Grant Program:  
 Name: 918-582-8083  
 Care Of:  
 Street Address: 1350 S Boulder Ave, Suite 400  
 City, State, Zip Code: Tulsa, OK 74119  
 Telephone:  
 Form and Content: No Standard Form  
 Submission Deadlines:  
 Restrictions on Awards:

RUTH NELSON FAMILY FOUNDATION  
MARKETABLE EQUITIES - COST vs FMV  
FYE DECEMBER 31, 2009

| DESCRIPTION                     | NUMBER OF<br>SHARES | COST      | FMV       |
|---------------------------------|---------------------|-----------|-----------|
| NEUBERGER BERMAN:               |                     |           |           |
| ABB Ltd                         | 13,750              | 137,561   | 262,625   |
| Abbott Laboratories             | 6,000               | 273,680   | 323,940   |
| Apache Corp                     | 2,050               | 243,639   | 211,499   |
| Becton Dickinson & Co           | 3,450               | 215,956   | 272,067   |
| Berkshire Hathaway Inc          | 90                  | 354,367   | 295,740   |
| Cisco Systems Inc               | 11,200              | 219,246   | 268,128   |
| Danaher Corp                    | 3,850               | 278,732   | 289,520   |
| Dresser Rand Group Inc          | 6,000               | 166,066   | 189,660   |
| Edwards Lifesciences Corp       | 2,250               | 146,022   | 195,413   |
| Equifax Inc                     | 7,550               | 239,748   | 233,220   |
| Express Scripts Inc             | 2,750               | 168,706   | 237,655   |
| Exxon Mobil Corp                | 1,500               | 112,396   | 102,285   |
| Fiserv Inc                      | 5,950               | 284,428   | 288,456   |
| FMC Technologies Inc            | 3,800               | 188,389   | 219,792   |
| General Electric                | 20,000              | 348,363   | 302,600   |
| Gilead Sciences Inc             | 6,650               | 290,995   | 287,746   |
| Hewlett Packard Co              | 5,025               | 236,961   | 258,838   |
| Hologic Inc                     | 14,300              | 337,646   | 207,350   |
| Iconix Brand Group Inc          | 16,050              | 256,269   | 203,354   |
| International Business Machines | 2,825               | 288,179   | 369,793   |
| Johnson & Johnson               | 4,350               | 232,876   | 280,184   |
| JPMorgan Chase & Co             | 6,500               | 225,015   | 270,855   |
| McDonalds Corp                  | 5,250               | 202,664   | 327,810   |
| Mednax Inc                      | 4,075               | 168,325   | 244,948   |
| Metlife Inc                     | 6,000               | 315,825   | 212,100   |
| Nestle Sa-Sponsored Adr         | 4,800               | 166,269   | 233,100   |
| Occidental Pete Corp            | 4,200               | 220,778   | 341,670   |
| Omnicom Group Inc               | 3,000               | 136,818   | 117,450   |
| Oracle Corp                     | 12,600              | 168,836   | 309,078   |
| Pepsico Inc                     | 3,350               | 186,709   | 203,680   |
| Praxair Inc                     | 3,200               | 252,119   | 256,992   |
| Range Resources Corp            | 5,125               | 226,853   | 255,481   |
| Roper Industries Inc New        | 5,675               | 227,447   | 297,200   |
| Schlumberger Ltd                | 5,250               | 241,575   | 341,723   |
| Sothebys                        | 7,875               | 78,350    | 177,030   |
| Teva Pharmaceutical Industries  | 6,200               | 284,550   | 348,316   |
| Tyco International Ltd          | 6,275               | 202,324   | 223,892   |
| Varian Medical Systems Inc      | 5,350               | 193,344   | 250,648   |
| TOTAL NEUBERGER BERMAN          | 234,115             | 8,518,028 | 9,711,834 |

RUTH NELSON FAMILY FOUNDATION  
MARKETABLE EQUITIES - COST vs FMV  
FYE DECEMBER 31, 2009

| DESCRIPTION                        | NUMBER OF<br>SHARES | COST              | FMV               |
|------------------------------------|---------------------|-------------------|-------------------|
| <b>BROWN BROTHERS</b>              |                     |                   |                   |
| Automatic Data Processing          | 1,075               | 48,004            | 46,397            |
| BBH Broad Market Fund CI N         | 50,533              | 500,000           | 516,438           |
| BBH International Equity Fund      | 35,323              | 425,000           | 439,422           |
| Bed Bath & Beyond                  | 1,225               | 38,579            | 47,297            |
| Berkshire Hathaway Inc             | 37                  | 144,359           | 121,582           |
| Cadbury Plc                        | 746                 | 33,884            | 38,337            |
| Chubb Corp                         | 1,575               | 77,906            | 78,010            |
| Coca Cola Co                       | 1,475               | 79,200            | 84,075            |
| Comcast Corporation CI A           | 4,675               | 91,541            | 78,821            |
| Costo Wholesale Corp               | 1,350               | 82,366            | 79,880            |
| Dell Inc                           | 3,875               | 88,536            | 55,645            |
| Dentsply International Inc         | 1,575               | 43,697            | 55,472            |
| Diageo Plc Sponsored Adr           | 1,225               | 72,660            | 85,027            |
| Ebay Inc                           | 3,150               | 47,472            | 74,120            |
| Ecolab Inc                         | 500                 | 18,604            | 22,368            |
| EOG Resources Inc                  | 500                 | 45,705            | 48,650            |
| Grainger VW Inc                    | 475                 | 37,531            | 45,994            |
| Intuit Inc                         | 2,650               | 78,880            | 81,435            |
| Johnson & Johnson                  | 1,075               | 67,057            | 69,241            |
| Liberty Global Inc A               | 1,850               | 67,328            | 40,497            |
| Liberty Media Interactive A        | 4,050               | 61,908            | 43,902            |
| Longleaf Partners Small Cap Fd     | 1,711               | 25,030            | 37,252            |
| Microsoft Corp                     | 2,575               | 65,233            | 78,486            |
| Nestle Sa-Sponsored Adr            | 2,425               | 105,475           | 117,764           |
| Novartis Ag Sponsored Adr          | 1,500               | 77,346            | 81,645            |
| Occidental Pete Corp               | 925                 | 59,729            | 75,554            |
| Pepsico Inc                        | 950                 | 61,702            | 58,188            |
| Progressive Corp                   | 4,600               | 83,934            | 82,754            |
| US Bancorp                         | 2,025               | 45,877            | 45,684            |
| Vulcan Materials                   | 1,575               | 89,338            | 82,955            |
| Walgreen Co                        | 1,550               | 54,762            | 56,916            |
| Wal-Mart Stores Inc                | 1,975               | 111,659           | 106,102           |
| Waste Management Inc               | 3,700               | 123,154           | 125,097           |
| XTO Energy Inc                     | 1,425               | 72,179            | 66,483            |
| <b>TOTAL BROWN BROTHERS</b>        | <b>145,875</b>      | <b>3,125,634</b>  | <b>3,167,487</b>  |
| <b>SMITH BARNEY:</b>               |                     |                   |                   |
| BOK Finl Corp New                  | 42,856              | 226,749           | 2,036,517         |
| <b>TOTAL SMITH BARNEY</b>          | <b>42,856</b>       | <b>226,749</b>    | <b>2,036,517</b>  |
| <b>TOTAL MARKETABLE SECURITIES</b> | <b>422,846</b>      | <b>11,870,411</b> | <b>14,915,838</b> |

**RUTH NELSON FAMILY FOUNDATION**  
**GAIN (LOSS) SCHEDULE**  
**December 31, 2009**

| # shs                    | Description                       | Date<br>Acquired | Date<br>Sold | Cost<br>Basis | Proceeds | Gain(Loss) |
|--------------------------|-----------------------------------|------------------|--------------|---------------|----------|------------|
| <b>Neuberger Berman:</b> |                                   |                  |              |               |          |            |
| 450                      | Pepsico Inc                       | 01/05/07         | 01/07/09     | 28,382        | 24,447   | (3,935)    |
| 2550                     | Tiffany & Co New                  | 01/11/08         | 01/13/09     | 90,743        | 57,290   | (33,453)   |
| 500                      | Tiffany & Co New                  | 05/03/06         | 01/14/09     | 17,191        | 10,863   | (6,328)    |
| 5100                     | Cooper Industries Ltd Cl A        | 11/29/07         | 01/28/09     | 248,656       | 143,763  | (104,893)  |
| 600                      | Cooper Industries Ltd Cl A        | 01/24/08         | 01/28/09     | 26,687        | 16,913   | (9,774)    |
| 1250                     | Praxair Inc                       | 09/09/08         | 01/28/09     | 103,773       | 79,279   | (24,493)   |
| 2600                     | Zimmer Holdings Inc               | 06/22/07         | 01/29/09     | 222,241       | 96,731   | (125,510)  |
| 1600                     | Zimmer Holdings Inc               | 07/26/07         | 01/29/09     | 129,761       | 59,527   | (70,235)   |
| 300                      | Zimmer Holdings Inc               | 10/18/07         | 01/29/09     | 24,757        | 11,161   | (13,596)   |
| 900                      | Zimmer Holdings Inc               | 10/25/07         | 01/29/09     | 60,938        | 33,484   | (27,454)   |
| 2900                     | Equifax Inc                       | 01/28/08         | 02/05/09     | 101,490       | 73,662   | (27,827)   |
| 1000                     | Equifax Inc                       | 01/28/08         | 02/06/09     | 34,996        | 25,109   | (9,887)    |
| 2300                     | Gilead Sciences Inc               | 10/13/08         | 02/06/09     | 91,819        | 120,417  | 28,598     |
| 150                      | Abbott Laboratories               | 10/12/06         | 02/09/09     | 6,991         | 8,553    | 1,562      |
| 500                      | Abbott Laboratories               | 10/27/06         | 02/09/09     | 23,731        | 28,511   | 4,780      |
| 1700                     | Abbott Laboratories               | 04/21/08         | 02/09/09     | 85,933        | 96,937   | 11,004     |
| 350                      | Praxair Inc                       | 09/09/08         | 02/09/09     | 29,056        | 24,498   | (4,559)    |
| 6350                     | Luxottica Group Spa Sponsored Adr | 09/22/06         | 03/13/09     | 183,518       | 83,496   | (100,021)  |
| 650                      | Luxottica Group Spa Sponsored Adr | 10/27/06         | 03/13/09     | 19,624        | 8,547    | (11,077)   |
| 1400                     | Luxottica Group Spa Sponsored Adr | 03/06/07         | 03/13/09     | 42,656        | 18,409   | (24,248)   |
| 2250                     | Luxottica Group Spa Sponsored Adr | 01/07/08         | 03/13/09     | 65,969        | 29,585   | (36,384)   |
| 1850                     | ABB Ltd Sponsored Adr             | 02/13/08         | 03/16/09     | 42,485        | 25,056   | (17,429)   |
| 2200                     | ABB Ltd Sponsored Adr             | 08/20/08         | 03/16/09     | 51,192        | 29,796   | (21,396)   |
| 1100                     | MetLife Inc                       | 01/30/08         | 03/16/09     | 63,625        | 22,437   | (41,188)   |
| 900                      | MetLife Inc                       | 06/09/08         | 03/16/09     | 51,489        | 18,358   | (33,131)   |
| 800                      | Microsoft Corp                    | 01/04/06         | 03/16/09     | 21,574        | 13,302   | (8,272)    |
| 1350                     | Microsoft Corp                    | 03/24/06         | 03/16/09     | 36,489        | 22,448   | (14,041)   |
| 300                      | Microsoft Corp                    | 02/13/07         | 03/16/09     | 8,710         | 4,988    | (3,721)    |
| 450                      | Occidental Pete Corp              | 05/01/07         | 03/16/09     | 22,831        | 24,254   | 1,423      |
| 400                      | Occidental Pete Corp              | 05/31/07         | 03/16/09     | 22,053        | 21,559   | (493)      |
| 2800                     | Omnicom Group Inc                 | 04/02/08         | 03/16/09     | 127,697       | 66,705   | (60,993)   |
| 750                      | Oracle Corp                       | 04/08/08         | 03/16/09     | 15,021        | 11,249   | (3,772)    |
| 1450                     | Oracle Corp                       | 09/19/08         | 03/16/09     | 29,499        | 21,749   | (7,750)    |
| 1300                     | Waters Corp                       | 10/14/08         | 03/16/09     | 62,727        | 41,520   | (21,208)   |
| 3000                     | Waters Corp                       | 10/14/08         | 03/18/09     | 144,755       | 97,716   | (47,040)   |
| 4200                     | Coach Inc                         | 09/25/08         | 03/25/09     | 107,094       | 72,791   | (34,303)   |
| 1300                     | FMC Technologies Inc              | 08/20/08         | 03/25/09     | 67,963        | 41,743   | (26,220)   |
| 3000                     | Coach Inc                         | 09/25/08         | 03/26/09     | 76,496        | 52,470   | (24,025)   |
| 1550                     | ABB Ltd Sponsored Adr             | 07/18/06         | 04/01/09     | 17,654        | 21,794   | 4,140      |
| 350                      | ABB Ltd Sponsored Adr             | 05/01/07         | 04/01/09     | 6,999         | 4,921    | (2,078)    |
| 650                      | ABB Ltd Sponsored Adr             | 02/13/08         | 04/01/09     | 14,927        | 9,139    | (5,788)    |
| 850                      | ABB Ltd Sponsored Adr             | 09/19/08         | 04/01/09     | 18,110        | 11,952   | (6,158)    |
| 500                      | Praxair Inc                       | 09/09/08         | 04/02/09     | 41,509        | 34,843   | (6,667)    |
| 3100                     | CVS Caremark Corporation          | 10/18/07         | 04/21/09     | 124,142       | 93,175   | (30,967)   |
| 850                      | Occidental Pete Corp              | 05/01/07         | 05/12/09     | 43,126        | 53,870   | 10,744     |
| 1875                     | CVS Caremark Corporation          | 10/18/07         | 05/20/09     | 75,086        | 57,143   | (17,943)   |
| 400                      | Procter & Gamble Co               | 01/04/06         | 05/22/09     | 23,564        | 21,355   | (2,209)    |

**RUTH NELSON FAMILY FOUNDATION**  
**GAIN (LOSS) SCHEDULE**  
**December 31, 2009**

| # shs | Description                     | Date<br>Acquired | Date<br>Sold | Cost<br>Basis | Proceeds | Gain(Loss) |
|-------|---------------------------------|------------------|--------------|---------------|----------|------------|
| 150   | Procter & Gamble Co             | 02/01/06         | 05/22/09     | 8,894         | 8,008    | (886)      |
| 3600  | XTO Energy Inc                  | 02/14/08         | 05/28/09     | 198,606       | 152,467  | (46,139)   |
| 725   | CVS Caremark Corporation        | 10/18/07         | 06/01/09     | 29,033        | 22,104   | (6,929)    |
| 1200  | CVS Caremark Corporation        | 11/29/07         | 06/01/09     | 48,088        | 36,586   | (11,502)   |
| 1000  | Tiffany & Co New                | 05/26/06         | 06/01/09     | 32,958        | 29,840   | (3,118)    |
| 2000  | Tiffany & Co New                | 03/16/09         | 06/01/09     | 39,273        | 59,679   | 20,406     |
| 1200  | Microsoft Corp                  | 01/04/06         | 06/08/09     | 32,361        | 26,611   | (5,750)    |
| 375   | Microsoft Corp                  | 01/10/06         | 06/08/09     | 10,062        | 8,316    | (1,746)    |
| 400   | Oracle Corp                     | 03/24/06         | 06/25/09     | 5,524         | 8,557    | 3,034      |
| 3000  | Oracle Corp                     | 04/08/08         | 06/25/09     | 60,084        | 64,180   | 4,095      |
| 1900  | Medtronic Inc                   | 02/05/09         | 06/29/09     | 64,897        | 65,896   | 999        |
| 600   | Procter & Gamble Co             | 01/04/06         | 07/22/09     | 35,346        | 33,110   | (2,236)    |
| 550   | Occidental Pete Corp            | 05/01/07         | 07/23/09     | 27,905        | 38,708   | 10,803     |
| 600   | Microsoft Corp                  | 12/20/02         | 07/29/09     | 16,037        | 14,116   | (1,921)    |
| 1600  | Microsoft Corp                  | 12/29/05         | 07/29/09     | 42,256        | 37,644   | (4,612)    |
| 1625  | Microsoft Corp                  | 01/10/06         | 07/29/09     | 43,601        | 38,232   | (5,370)    |
| 400   | Microsoft Corp                  | 05/10/06         | 07/29/09     | 9,471         | 9,411    | (61)       |
| 2000  | Microsoft Corp                  | 05/04/06         | 07/30/09     | 46,756        | 47,818   | 1,063      |
| 2200  | Microsoft Corp                  | 05/10/06         | 07/30/09     | 52,093        | 52,600   | 507        |
| 1750  | ITT Corporation                 | 01/09/07         | 07/30/09     | 102,008       | 85,271   | (16,737)   |
| 250   | ITT Corporation                 | 01/31/07         | 07/30/09     | 14,849        | 12,182   | (2,667)    |
| 2050  | Cisco Systems Inc               | 11/09/07         | 08/06/09     | 59,025        | 45,270   | (13,755)   |
| 1900  | CVS Caremark Corporation        | 10/18/07         | 08/06/09     | 76,087        | 64,854   | (11,233)   |
| 200   | Johnson & Johnson               | 08/22/05         | 08/06/09     | 12,767        | 12,012   | (756)      |
| 525   | Johnson & Johnson               | 12/29/05         | 08/06/09     | 31,610        | 31,531   | (79)       |
| 1000  | Johnson & Johnson               | 01/04/06         | 08/06/09     | 62,610        | 60,059   | (2,551)    |
| 1000  | Medtronic Inc                   | 02/05/09         | 08/06/09     | 34,156        | 35,401   | 1,245      |
| 1600  | Medtronic Inc                   | 02/05/09         | 08/19/09     | 54,650        | 59,209   | 4,559      |
| 1750  | ITT Corporation                 | 01/09/07         | 08/21/09     | 102,008       | 88,679   | (13,329)   |
| 1250  | ITT Corporation                 | 03/16/09         | 08/21/09     | 46,766        | 63,342   | 16,577     |
| 600   | Procter & Gamble Co             | 11/09/94         | 08/21/09     | 9,418         | 32,116   | 22,698     |
| 450   | Procter & Gamble Co             | 01/28/05         | 08/21/09     | 24,309        | 24,087   | (222)      |
| 200   | Procter & Gamble Co             | 02/10/05         | 08/21/09     | 10,365        | 10,705   | 340        |
| 100   | Procter & Gamble Co             | 08/22/05         | 08/21/09     | 5,530         | 5,353    | (177)      |
| 1650  | Procter & Gamble Co             | 12/29/05         | 08/21/09     | 96,220        | 88,319   | (7,901)    |
| 500   | Procter & Gamble Co             | 05/04/06         | 08/21/09     | 27,926        | 26,763   | (1,163)    |
| 3500  | ABB Ltd Sponsored Adr           | 07/18/06         | 08/24/09     | 39,865        | 67,801   | 27,936     |
| 3000  | Hologic Inc                     | 07/13/07         | 08/24/09     | 87,131        | 47,975   | (39,156)   |
| 1700  | Medtronic Inc                   | 02/05/09         | 08/24/09     | 58,066        | 64,268   | 6,202      |
| 2300  | Medtronic Inc                   | 04/02/09         | 08/24/09     | 68,895        | 86,951   | 18,056     |
| 4300  | Sothebys                        | 07/24/09         | 08/25/09     | 58,369        | 75,384   | 17,015     |
| 2000  | ABB Ltd Sponsored Adr           | 07/18/06         | 09/09/09     | 22,780        | 40,275   | 17,495     |
| 275   | Roper Industries Inc New        | 03/24/06         | 09/14/09     | 12,702        | 13,965   | 1,263      |
| 425   | Roper Industries Inc New        | 07/24/06         | 09/14/09     | 18,048        | 21,583   | 3,535      |
| 425   | Express Scripts Inc Common      | 06/05/09         | 09/16/09     | 26,403        | 32,762   | 6,359      |
| 375   | Mednax Inc                      | 06/01/09         | 09/16/09     | 15,490        | 19,390   | 3,900      |
| 3700  | General Electric Co             | 10/02/08         | 09/17/09     | 83,429        | 63,713   | (19,716)   |
| 25    | International Business Machines | 11/13/07         | 09/21/09     | 2,575         | 3,039    | 464        |

**RUTH NELSON FAMILY FOUNDATION**  
**GAIN (LOSS) SCHEDULE**  
**December 31, 2009**

| # shs                  | Description                     | Date<br>Acquired | Date<br>Sold | Cost<br>Basis | Proceeds  | Gain(Loss) |
|------------------------|---------------------------------|------------------|--------------|---------------|-----------|------------|
| 625                    | International Business Machines | 12/14/07         | 09/21/09     | 66,104        | 75,975    | 9,871      |
| 350                    | Occidental Pete Corp            | 05/01/07         | 09/21/09     | 17,758        | 26,502    | 8,744      |
| 550                    | Schlumberger Ltd                | 09/07/06         | 09/21/09     | 32,188        | 33,207    | 1,020      |
| 1250                   | Schlumberger Ltd                | 09/14/06         | 09/21/09     | 70,570        | 75,471    | 4,902      |
| 450                    | ABB Ltd Sponsored Adr           | 07/18/06         | 10/12/09     | 5,125         | 9,518     | 4,392      |
| 900                    | ABB Ltd Sponsored Adr           | 10/23/08         | 10/12/09     | 10,225        | 19,035    | 8,811      |
| 125                    | Express Scripts Inc Common      | 06/05/09         | 10/15/09     | 7,766         | 10,250    | 2,484      |
| 1200                   | Nestle Sa-Sponsored Adr         | 11/25/08         | 10/21/09     | 42,469        | 54,607    | 12,138     |
| 1100                   | FMC Technologies Inc            | 08/20/08         | 10/28/09     | 57,507        | 60,914    | 3,407      |
| 200                    | FMC Technologies Inc            | 08/20/08         | 10/29/09     | 10,456        | 11,095    | 639        |
| 2000                   | Monsanto Co                     | 09/11/09         | 10/29/09     | 155,959       | 140,513   | (15,446)   |
| 750                    | Monsanto Co                     | 09/24/09         | 10/29/09     | 57,383        | 52,692    | (4,691)    |
| 1625                   | Norfolk Southern Corp           | 05/07/09         | 11/03/09     | 60,370        | 79,758    | 19,389     |
| 3150                   | Norfolk Southern Corp           | 05/07/09         | 11/09/09     | 117,024       | 163,927   | 46,902     |
| 800                    | Exxon Mobil Corp                | 12/22/08         | 11/11/09     | 59,945        | 58,393    | (1,551)    |
| 500                    | McDonalds Corp                  | 07/23/09         | 11/12/09     | 27,958        | 31,230    | 3,272      |
| 600                    | Sothebys                        | 04/27/09         | 11/19/09     | 5,970         | 11,843    | 5,873      |
| 100                    | Sothebys                        | 07/24/09         | 11/19/09     | 1,357         | 1,974     | 616        |
| 700                    | Varian Medical Systems Inc      | 08/07/09         | 11/19/09     | 25,297        | 31,962    | 6,664      |
| 175                    | Sothebys                        | 04/27/09         | 11/20/09     | 1,741         | 3,417     | 1,676      |
| 800                    | Varian Medical Systems Inc      | 08/07/09         | 11/20/09     | 28,911        | 36,525    | 7,613      |
| 500                    | Express Scripts Inc Common      | 06/05/09         | 12/02/09     | 31,062        | 43,807    | 12,745     |
| 200                    | Becton Dickinson & Co           | 06/07/07         | 12/07/09     | 14,959        | 15,596    | 637        |
| 2775                   | Chattem Inc                     | 03/11/09         | 12/21/09     | 154,891       | 257,679   | 102,788    |
| 1200                   | Chattem Inc                     | 08/10/09         | 12/21/09     | 74,388        | 111,429   | 37,041     |
| Total Neuberger Berman |                                 |                  |              | 6,160,410     | 5,400,974 | (759,436)  |

**RUTH NELSON FAMILY FOUNDATION**  
**GAIN (LOSS) SCHEDULE**  
**December 31, 2009**

| # shs                           | Description                  | Date<br>Acquired | Date<br>Sold | Cost<br>Basis    | Proceeds         | Gain(Loss)       |
|---------------------------------|------------------------------|------------------|--------------|------------------|------------------|------------------|
| <b>Brown Brothers:</b>          |                              |                  |              |                  |                  |                  |
| 650                             | Intuit Inc                   | 02/13/08         | 03/19/09     | 20,111           | 17,260           | (2,851)          |
| 250                             | Bed Bath & Beyond Inc        | 09/08/08         | 04/14/09     | 8,120            | 7,614            | (506)            |
| 475                             | Dr Pepper Snapple Group Inc  | 09/08/08         | 04/30/09     | 12,151           | 9,728            | (2,423)          |
| 372                             | Dr Pepper Snapple Group Inc  | 02/13/08         | 04/30/09     | 23,108           | 10,009           | (13,098)         |
| 375                             | Aflac Inc                    | 02/13/08         | 04/21/09     | 10,383           | 7,619            | (2,765)          |
| 125                             | Liberty Global Inc Com Ser A | 02/13/08         | 05/12/09     | 4,733            | 2,017            | (2,716)          |
| 400                             | Aflac Inc                    | 10/08/08         | 05/18/09     | 19,128           | 13,983           | (5,145)          |
| 200                             | Aflac Inc                    | 02/13/08         | 05/18/09     | 12,324           | 6,992            | (5,332)          |
| 225                             | Aflac Inc                    | 10/08/08         | 06/05/09     | 10,759           | 7,564            | (3,196)          |
| 375                             | Aflac Inc                    | 02/06/09         | 06/05/09     | 8,048            | 12,606           | 4,557            |
| 200                             | Aflac Inc                    | 02/06/09         | 06/08/09     | 4,293            | 6,693            | 2,400            |
| 550                             | Liberty Global Inc Com Ser A | 02/13/08         | 07/01/09     | 20,825           | 8,776            | (12,049)         |
| 800                             | Ebay Inc                     | 08/07/08         | 08/07/09     | 20,407           | 18,161           | (2,246)          |
| 950                             | Ebay Inc                     | 08/07/08         | 09/14/09     | 24,234           | 22,391           | (1,843)          |
| 175                             | Grainger Inc                 | 09/09/08         | 10/12/09     | 15,475           | 16,358           | 883              |
| 450                             | Walgreen Co                  | 08/07/08         | 10/12/09     | 15,899           | 17,531           | 1,632            |
| 225                             | Cadbury Plc Adr              | 02/13/08         | 10/29/09     | 11,742           | 11,506           | (236)            |
| 271                             | Cadbury Plc Adr              | 02/13/08         | 11/09/09     | 14,142           | 13,764           | (378)            |
| 54                              | Cadbury Plc Adr              | 09/15/08         | 11/09/09     | 2,481            | 2,743            | 262              |
| 29                              | Cadbury Plc Adr              | 09/08/08         | 11/10/09     | 1,323            | 1,470            | 148              |
| 96                              | Cadbury Plc Adr              | 09/15/08         | 11/10/09     | 4,410            | 4,868            | 457              |
| 650                             | Microsoft Corp               | 02/13/08         | 11/16/09     | 18,694           | 19,278           | 584              |
| 225                             | Grainger Inc                 | 08/07/08         | 11/17/09     | 19,415           | 22,869           | 3,454            |
| Total Brown Brothers            |                              |                  |              | 302,204          | 261,799          | (40,404)         |
| <b>Grand Total - Gain(Loss)</b> |                              |                  |              | <b>6,462,613</b> | <b>5,662,773</b> | <b>(799,840)</b> |

**RUTH NELSON FAMILY FOUNDATION  
SCHEDULE OF CONTRIBUTIONS  
FYE DECEMBER 31, 2009**

| DATE           | CK # | RECIPIENT                                    | ADDRESS                                | STATUS  | PURPOSE     | AMOUNT  |
|----------------|------|----------------------------------------------|----------------------------------------|---------|-------------|---------|
| 12/22/09       | 1770 | ACE                                          | 2181 Washington St Roxbury, MA 02119   | public  | chantable   | 250     |
| 12/22/09       | 1771 | BB&N Parents Fund                            | 80 Gerrys Landing, Cambridge, MA 02138 | private | educational | 1,500   |
| 12/22/09       | 1772 | Cambridge Ellis School                       | 80 Trowbridge St , Cambridge, MA 02138 | private | educational | 500     |
| 12/22/09       | 1773 | Citizen Schools                              | 133 South St , Boston, MA 02111        | private | educational | 1,000   |
| 12/08/09       | 1756 | Day Center for the Homeless                  | 415 W Archer, Tulsa, OK 74103          | private | chantable   | 21,000  |
| 12/22/09       | 1774 | Day Center for the Homeless                  | 415 W Archer, Tulsa, OK 74103          | private | chantable   | 2,000   |
| 12/22/09       | 1775 | Domestic Violence Intervention Services, Inc | 1419 E 15th St , Tulsa, OK 74120       | private | char/educ   | 1,500   |
| 12/08/09       | 1757 | Family & Children's Service, Inc             | 650 S Peona, Tulsa, OK 74120           | private | chantable   | 42,000  |
| 12/22/09       | 1776 | High Spint Community Farm                    | 21 Bowdoin St Cambridge, MA 02138      | private | chantable   | 500     |
| 12/08/09       | 1758 | Kendall-Whittier                             | 2839 E 5th Place, Tulsa, OK 74104      | private | chantable   | 10,000  |
| 12/22/09       | 1777 | Lee Academy                                  | 486 Huron Ave , Cambridge, MA 02138    | private | educational | 15,000  |
| 12/22/09       | 1778 | Meals on Wheels                              | 12650 E 31st St , Tulsa, OK 74146      | private | chantable   | 1,500   |
| 12/08/09       | 1769 | Metropolitan Tulsa Urban League              | 240 E Apache, Tulsa, OK 74106          | private | chantable   | 12,500  |
| 12/08/09       | 1760 | Neighbor for Neighbor                        | 1506 E 46th St N , Tulsa, OK 74126     | private | chantable   | 25,000  |
| 12/22/09       | 1779 | Neighbor for Neighbor                        | 1506 E 46th St N , Tulsa, OK 74126     | private | chantable   | 2,000   |
| 12/22/09       | 1780 | Pine Street Inn                              | 444 Harrison Ave , Boston, MA 02118    | private | soc/ser     | 1,000   |
| 12/08/09       | 1761 | Planned Parenthood of E Okla and W Ark       | 1007 S Peoria, Tulsa, OK 74120         | public  | chantable   | 25,000  |
| 12/22/09       | 1781 | Read Boston                                  | 43 Hawkins St , Boston, MA 02114       | public  | educational | 2,000   |
| 12/22/09       | 1782 | Respond, Inc                                 | P O Box 555, Somerville, MA 02143      | private | chantable   | 1,500   |
| 12/08/09       | 1759 | Senior Services of Tulsa                     | 5950 E 31st St, Tulsa, OK 74135        | private | soc/ser     | 5,000   |
| 12/22/09       | 1783 | Shady Hill School                            | 178 Coolidge Hill, Cambridge, MA 02138 | private | educational | 17,000  |
| 12/22/09       | 1784 | St Stephen's Episcopal School                | P O Box 1868, Austin, TX 78767         | private | educational | 1,000   |
| 12/22/09       | 1785 | Swarthmore College                           | 500 College Ave , Swarthmore, PA 19081 | private | educational | 3,500   |
| 12/08/09       | 1763 | Tulsa Ballet                                 | 4512 S Peona, Tulsa, OK 74105          | private | arts        | 10,000  |
| 12/22/09       | 1786 | Tulsa Center for the Physically Limited      | 815 S Utica, Tulsa, OK 74104           | private | chantable   | 2,000   |
| 12/08/09       | 1762 | Tulsa Community Foundation                   | 7010 S Yale, Ste 110, Tulsa, OK 74136  | public  | educational | 500,000 |
| 12/08/09       | 1764 | Up with Trees                                | 2435 S Peona, Tulsa, OK 74114          | private | educational | 12,500  |
| 12/08/09       | 1766 | Visiting Nurse Association of Tulsa          | 2745 E Skelly Dr , Tulsa, OK 74105     | private | chantable   | 4,000   |
| 12/08/09       | 1767 | Western Neighbors                            | P O Box 570976, Tulsa, OK 74157        | private | chantable   | 2,500   |
| 12/22/09       | 1787 | Wnte Boston                                  | 43 Hawkins St , Boston, MA 02114       | private | educational | 2,000   |
| 12/08/09       | 1768 | YMCA of Greater Tulsa                        | 2405 E Skelly Drive, Tulsa, OK 74105   | public  | educational | 30,000  |
| Total for Year |      |                                              |                                        |         |             | 755,250 |