



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

## Return of Private Foundation

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

2010

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

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

**G** Check all that apply  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Name of foundation  
The Samuel Roberts Noble Foundation Inc

**A Employer identification number**

73-0606209

Number and street (or P O box number if mail is not delivered to street address) P O Box 2180

**B Telephone number (see page 10 of the instructions)**

(580) 224-6227

City or town, state, and ZIP code  
Ardmore, OK 734022180

**C** If exemption application is pending, check here  **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 foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,176,519,506 **J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis.)*

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc , received (attach schedule)	150			
<b>2</b>	Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments	5,181,346	5,697,958		
<b>4</b>	Dividends and interest from securities. . . . .	11,254,693	13,012,964		
<b>5a</b>	Gross rents . . . . .				
<b>b</b>	Net rental income or (loss) _____				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	63,316,480			
<b>b</b>	Gross sales price for all assets on line 6a 1,142,921,474				
<b>7</b>	Capital gain net income (from Part IV, line 2) . . . . .		64,946,893		
<b>8</b>	Net short-term capital gain . . . . .				
<b>9</b>	Income modifications . . . . .				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold . . . . .				
<b>c</b>	Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b>	Other income (attach schedule) . . . . .	8,824,455	514,136	7,725,524	
<b>12</b>	<b>Total.</b> Add lines 1 through 11 . . . . .	88,577,124	84,171,951	7,725,524	
<b>13</b>	Compensation of officers, directors, trustees, etc	2,060,859	196,980		1,878,379
<b>14</b>	Other employee salaries and wages . . . . .	18,335,578	44,914		18,276,165
<b>15</b>	Pension plans, employee benefits . . . . .	8,747,252	41,640		8,846,325
<b>16a</b>	Legal fees (attach schedule) . . . . .	422,760	6,740	0	445,075
<b>b</b>	Accounting fees (attach schedule) . . . . .	130,945	17,796	0	113,149
<b>c</b>	Other professional fees (attach schedule) . . . . .	3,809,527	3,451,483		266,749
<b>17</b>	Interest . . . . .	967,100			1,043,965
<b>18</b>	Taxes (attach schedule) (see page 14 of the instructions)	1,340,770	198,933		
<b>19</b>	Depreciation (attach schedule) and depletion . . . . .	7,146,006			
<b>20</b>	Occupancy . . . . .	1,792,618			1,799,235
<b>21</b>	Travel, conferences, and meetings . . . . .	939,767	8,759		929,888
<b>22</b>	Printing and publications . . . . .	148,754			148,966
<b>23</b>	Other expenses (attach schedule) . . . . .	10,519,308	188,310	7,725,524	1,958,789
<b>24</b>	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	56,361,244	4,155,555	7,725,524	35,706,685
<b>25</b>	Contributions, gifts, grants paid. . . . .	1,428,301			7,226,845
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	57,789,545	4,155,555	7,725,524	42,933,530
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	30,787,579			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		80,016,396		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

<b>Part II</b> <b>Balance Sheets</b>		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>Assets</b>				
1	Cash—non-interest-bearing . . . . .	1,300	967	967
2	Savings and temporary cash investments . . . . .	20,994,038	10,500,225	10,500,225
3	Accounts receivable ► 323,394	1,631,029	323,394	323,394
4	Less allowance for doubtful accounts ►			
5	Pledges receivable ►			
6	Less allowance for doubtful accounts ►			
7	Grants receivable . . . . .	2,352,963	2,103,246	2,103,246
8	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
9	Other notes and loans receivable (attach schedule) ►			
10a	Less allowance for doubtful accounts ►			
b	11 Investments—U S and state government obligations (attach schedule) . . . . .	317,211	328,710	328,710
c	12 Investments—corporate stock (attach schedule) . . . . .	302,556	347,180	347,180
11	13 Investments—corporate bonds (attach schedule) . . . . .	20,056,876	24,414,040	24,414,040
12	14 Investments—land, buildings, and equipment basis ► 54,160	710,069,491	718,267,245	718,267,245
13	Less accumulated depreciation (attach schedule) ► 44,936	80,350,082	88,508,602	88,508,602
14	15 Investments—mortgage loans . . . . .	9,224	9,224	1,371,527
15	16 Investments—other (attach schedule) . . . . .	87,958,089	132,125,059	132,125,059
16	17 Land, buildings, and equipment basis ► 196,519,459	141,981,154	138,301,864	196,519,459
17	18 Less accumulated depreciation (attach schedule) ► 58,217,595	3,125,415	1,709,852	1,709,852
18	19 Other assets (describe ►) . . . . .	1,069,149,428	1,116,939,608	1,176,519,506
19	20 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) . . . . .			
20	21 Investments—mortgage loans . . . . .	25,551,290	24,937,059	
21	22 Investments—other (attach schedule) . . . . .	8,529,168	2,730,625	
22	23 Other liabilities (describe ►) . . . . .	30,392,510	20,375,628	
23	Total liabilities (add lines 17 through 22) . . . . .	64,472,968	48,043,312	
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
25	and complete lines 24 through 26 and lines 30 and 31.			
26	Unrestricted . . . . .	1,003,985,407	1,067,035,290	
27	Temporarily restricted . . . . .			
28	Permanently restricted . . . . .	691,053	1,861,006	
29	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>			
30	and complete lines 27 through 31.			
31	Capital stock, trust principal, or current funds . . . . .			
32	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
33	Retained earnings, accumulated income, endowment, or other funds . . . . .			
34	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,004,676,460	1,068,896,296	
35	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,069,149,428	1,116,939,608	
36	Net Assets or Fund Balances			

**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	1,004,676,460
2	Enter amount from Part I, line 27a . . . . .	2	30,787,579
3	Other increases not included in line 2 (itemize) ►	3	33,432,257
4	Add lines 1, 2, and 3 . . . . .	4	1,068,896,296
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,068,896,296

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
<b>1 a</b>	SECURITIES	P			
<b>b</b>	OLSF IMPAIRMENT ADJ	P			
<b>c</b>	PARTNERSHIP SCHEDULE K-1 GAINS/LOSSES				
<b>d</b>					
<b>e</b>					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>	1,142,364,435		1,077,933,972	64,430,463	
<b>b</b>				-1,113,983	
<b>c</b>				1,630,413	
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>				64,430,463	
<b>b</b>					
<b>c</b>				1,630,413	
<b>d</b>					
<b>e</b>					
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	64,946,893
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

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

 Yes  No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	49,336,824	800,029,775	0 061669
2008	60,453,120	1,016,200,804	0 059489
2007	53,584,102	1,174,468,024	0 045624
2006	58,392,016	1,058,516,620	0 055164
2005	63,422,451	983,836,977	0 064464
2	Total of line 1, column (d).		2 0 28641
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0 057282
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4 897,745,400
5	Multiply line 4 by line 3.		5 51,424,652
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 800,164
7	Add lines 5 and 6.		7 52,224,816
8	Enter qualifying distributions from Part XII, line 4.		8 46,690,504

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	1,600,328	
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2. . . . .	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5		
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,540,770	
b	Exempt foreign organizations—tax withheld at source . . . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments Add lines 6a through 6d. . . . .	7		
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10		
11	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
	<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>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
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> <input checked="" type="checkbox"/>	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> OK		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	No

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

11		No
12		No
13	Yes	
Website address ►www noble org		
14	The books are in care of ►A JILL WALLACE Located at ►2510 SAM NOBLE PARKWAY ARDMORE OK	Telephone no ►(580) 224-6227 ZIP +4 ►73401
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ►	15
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16 Yes
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ► VI		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . ► 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). . . . . ► Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ►	1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . .	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010). . . . .	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? . . . . .	4b	No

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a	During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. . . . .	<input checked="" type="checkbox"/>	5b	No
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL UDVARDI PO BOX 2180 ARDMORE, OK 73401	PROFESSOR 0	143,048	58,972	1,268
KEVIN STAGGS PO BOX 2180 ARDMORE, OK 73401	DIR INFORMATION SYS 0	162,443	48,041	2,397
TEAL PEMBERTON PO BOX 2180 ARDMORE, OK 73401	DIR HUMAN RESOURCES 0	159,900	37,495	1,891
MARILYN ROOSSINCK PO BOX 2180 ARDMORE, OK 73401	PROFESSOR 0	147,613	60,992	
RICK NELSON PO BOX 2180 ARDMORE, OK 73401	PROFESSOR 0	143,048	58,972	1,268
<b>Total number of other employees paid over \$50,000. . . . .</b>				126

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HAMMOND ASSOCIATES	INVESTMENT ADVISOR	433,70
PO BOX 730182 DALLAS, TX 753730182		
CALAMOS ADVISORS LLC	INVESTMENT MANAGER	426,18
PO BOX 2631 CAROL STREAM, IL 601322631		
LUTHER KING CAPITAL	INVESTMENT MANAGER	378,72
301 COMMERCE ST SUITE 1600 FORT WORTH, TX 76102		
GIS PROOF & CONTROL	INVESTMENT MANAGER	237,47
PO BOX 26040 NEW YORK, NY 100876040		
INCOME RESEARCH & MGMT	INVESTMENT MANAGER	219,11
100 FEDERAL ST 31ST FLOOR BOSTON, MA 02110		

## **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.

1 AGRICULTURAL-ASSISTS 1750 FARMERS/RANCHERS IN REACHING THEIR FINANCIAL, PRODUCTION, STEWARDSHIP AND QUALITY OF LIFE GOALS THROUGH CONSULTATION, EDUCATION SERVICES AND RESEARCH	12,170,174
2 FORAGE IMPROVEMENT- SERVES AS LINK BETWEEN TRANSLATING BASIC PLANT SCIENCE RESEARCH INTO TANGIBLE VARIETIES FOR USE BY AGRICULTURAL PRODUCERS THRU VARIETY DEVELOPMENT/IMPROVEMENT	10,555,462
3 PLANT BIOLOGY-CONDUCTS BASIC BIOCHEMICAL, GENETIC GENOMIC PLANT RESEARCH FOR CROP IMPROVEMENT & PRODUCTION OF VIABLE QUANTITIES OF PLANT NATURAL PRODUCTS TO ENHANCE HEALTH	15,580,530
4	

**Part IX-B** **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

<b>1</b> NO PROGRAM RELATED INVESTMENTS WERE MADE IN 2010 SEE GENERAL EXPLANATION ATTACHMENT FOR INFORMATION REGARDING EXPENDITURE RESPONSIBILITY FOR PRIOR YEAR ACTIVITY	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities. . . . .	<b>1a</b> 909,874,124
b	Average of monthly cash balances. . . . .	<b>1b</b> 100,664
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b> 1,441,862
d	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b> 911,416,650
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>
2	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b> 0
3	Subtract line 2 from line 1d. . . . .	<b>3</b> 911,416,650
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b> 13,671,250
5	<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> 897,745,400
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b> 44,887,270

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

1	Minimum investment return from Part X, line 6. . . . .	<b>1</b> 44,887,270
2a	Tax on investment income for 2010 from Part VI, line 5. . . . .	<b>2a</b> 1,600,328
b	Income tax for 2010 (This does not include the tax from Part VI ). . . . .	<b>2b</b>
c	Add lines 2a and 2b. . . . .	<b>2c</b> 1,600,328
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b> 43,286,942
4	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b> 84,300
5	Add lines 3 and 4. . . . .	<b>5</b> 43,371,242
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b> 43,371,242

**Part XII Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b> 42,933,530
b	Program-related investments—total from Part IX-B. . . . .	<b>1b</b> 0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b> 3,756,974
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required). . . . .	<b>3a</b> 0
b	Cash distribution test (attach the required schedule). . . . .	<b>3b</b> 0
4	<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> 46,690,504
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	<b>5</b>
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b> 46,690,504

**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 page 26 of the instructions)

	<b>(a)</b> Corpus	<b>(b)</b> Years prior to 2009	<b>(c)</b> 2009	<b>(d)</b> 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				43,371,242
<b>2</b> Undistributed income, if any, as of the end of 2010			0	
<b>a</b> Enter amount for 2009 only. . . . .				
<b>b</b> Total for prior years 2008, 2007, 2006		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005. . . . .	10,406,259			
<b>b</b> From 2006. . . . .	6,772,777			
<b>c</b> From 2007. . . . .				
<b>d</b> From 2008. . . . .	10,158,554			
<b>e</b> From 2009. . . . .	9,581,612			
<b>f Total</b> of lines 3a through e. . . . .	36,919,202			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ► \$ 46,690,504			0	
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2010 distributable amount. . . . .				43,371,242
<b>e</b> Remaining amount distributed out of corpus	3,319,262			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>	40,238,464			
<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. . . . .				
<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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .			0	
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				0
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<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 page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	10,406,259			
<b>9</b> <b>Excess distributions carryover to 2011.</b> Subtract lines 7 and 8 from line 6a . . . . .	29,832,205			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006. . . . .	6,772,777			
<b>b</b> Excess from 2007. . . . .				
<b>c</b> Excess from 2008. . . . .	10,158,554			
<b>d</b> Excess from 2009. . . . .	9,581,612			
<b>e</b> Excess from 2010. . . . .	3,319,262			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**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 page 27 of the instructions.)****1 Information Regarding Foundation Managers:**

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

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

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

THE SAMUEL ROBERTS NOBLE FOUNDATION  
PO Box 2180  
Ardmore, OK 73402  
(580) 223-5810

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

AN INTRODUCTION LETTER DESCRIBING THE ORGANIZATION AND PROJECT

c Any submission deadlines

DECEMBER 1, MARCH 1, JUNE 1 AND SEPTEMBER 1

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

GENERALLY RESTRICTED TO SOUTHWESTERN UNITED STATES 501(C)(3) ORGANIZATIONS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	7,226,845
<b>b Approved for future payment</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3b	2,730,625

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions )
1A	THE NOBLE FOUNDATION OPERATES SEVEN FARMS ON WHICH TO CARRY OUT PROGRAMS OF AGRICULTURAL
RESEARCH THE FARMS ARE ALSO USED FOR DEMONSTRATION PURPOSES, THAT IS, THE FULL SCALE TRIAL TESTING	
OF THE FINDINGS OF OUR RESEARCH AND DEMONSTRATION PROGRAMS ARE AVAILABLE TO THE GENERAL PUBLIC	
AT NO COST THESE PROGRAMS, IN PART FORM THE BASIS OF OUR TAX EXEMPT STATUS AS A BY-PRODUCT OF OUR	
PROGRAMS, CERTAIN MARKETABLE AGRICULTURAL PRODUCTS SUCH AS LIVESTOCK, PECANS, AND OTHER PARM	
PRODUCTS ARE PRODUCED RATHER THAN DISPOSING OF THESE PRODUCTS, IN SOME INSTANCES, WE SELL THEM	
THROUGH THE NORMAL AGRICULTURAL MARKET OUTLETS THE FIRST HAND KNOWLEDGE WE ACQUIRE BY CARRYING	
OUR FIELD TRIALS THROUGH THE MARKET ENDPOINT ALLOWS US TO ADVISE FARMERS AND RANCHERS OF	
ECONOMIC REALITIES THEY FACE IN THEIR OWN FARMING AND RANCHING OPERATIONS	
1B	EDUCATION SEMINARS TO PROVIDE FARMERS AND RANCHERS TRAINING IN AGRICULTURAL OPERATIONS
1C	PASTURE AND HUNTING LEASE INCOME TO GAIN PRACTICAL EXPERIENCE IN UTILIZING TOTAL LAND RESOURCES
TO BE ABLE TO ASSIST AND EDUCATE FARMERS AND RANCHERS IN UTILIZING AND MANAGING THEIR LAND	
RESOURCES	
1D	VARIOUS AWARDS AND SUBAWARDS RECEIVED IN CONJUNCTION WITH PLANT SCIENCE AND AGRICULTURAL
RESEARCH CONDUCTED IN THE FOUNDATION'S AGRICULTURAL, PLANT BIOLOGY AND FORAGE IMPROVEMENT	
DIVISIONS WHILE THE MAJORITY OF THE AWARDS/ SUBAWARDS ARE PUBLIC RESEARCH FUNDS SUBJECT TO AUDIT	
UNDER OMB CIRCULAR A-133, THESE AWARDS/SUBAWARDS FURTHER INCLUDE PUBLIC RESEARCH FUNDS PROVIDED	
THROUGH VARIOUS STATE OF OKLAHOMA PROGRAMS AS WELL AS PRIVATE RESEARCH FUNDS	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization or**

(1) Cash.

**(2) Other assets.**

#### Other transactions

**(1) Sales of assets to a noncharitable exempt organization. . .**

**(2) Purchases of assets from a noncharitable exempt**

**(3) Rental of facilities, equipment,**

#### (4) Reimbursement arrangement

**(8) Performance of services or membership or fundraising solicitations.**

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

**(a) Line No** | **(b) Amount involved** | **(c) Name of noncharitable exempt organization** | **(d) Description of transfers, transactions, and sharing arrangements**

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organization

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?  Yes  No

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship		
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>Signature of officer or trustee</p>		<p>2011-08-09 Date</p>		
<p>Signature of officer or trustee</p>		<p>Title</p>		
<p><b>Sign Here</b></p> <p><b>Paid Preparer's Use Only</b></p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>PTIN</p>
	<p>Firm's name ►</p>	<p>GRANT THORNTON LLP</p>		
	<p>211 N ROBINSON SUITE 1200N</p>	<p>Firm's EIN ►</p>		
	<p>OKLAHOMA CITY, OK 73102</p>	<p>Phone no (405) 218-2800</p>		

Sign Here

**Additional Data**

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

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL A CAWLEY	PRESIDENT 40 0	475,192	114,480	13,292
P O Box 2180 Ardmore, OK 734022180				
CODY NOBLE	TRUSTEE 6 0	31,000	0	0
P O Box 2180 Ardmore, OK 734022180				
RICHARD A DIXON	SR VP & DIVISION DIRECTOR 40 0	301,317	79,731	4,568
P O Box 2180 Ardmore, OK 734022180				
JOSEPH H BOUTON	SR VP & DIVISION DIRECTOR 20 0	120,922	58,584	12,412
P O Box 2180 Ardmore, OK 734022180				
RUSSELL NOBLE	TRUSTEE 6 0	30,000	0	2,288
P O Box 2180 Ardmore, OK 734022180				
WADELL ALTM	SR VP & DIVISION DIRECTOR 40 0	2,144	0	0
P O Box 2180 Ardmore, OK 734022180				
STEVEN P RHINES	VP & GENERAL COUNSEL 40 0	227,478	35,297	5,807
P O Box 2180 Ardmore, OK 734022180				
A JILL WALLACE	VP & CHIEF FINANCIAL OFFICER 40 0	166,137	27,787	5,536
P O Box 2180 Ardmore, OK 734022180				
ELIZABETH ALDRIDGE	SECRETARY 40 0	84,198	35,902	1,674
P O Box 2180 Ardmore, OK 734022180				
MARIANNE ROONEY	TRUSTEE 6 0	28,500	0	0
P O Box 2180 Ardmore, OK 734022180				
JOHN F SNODGRASS	TRUSTEE EMERITUS 6 0	10,000	0	0
P O Box 2180 Ardmore, OK 734022180				
ROBERT S GEURIN	ASST SECRETARY/ASST TREASURER 40 0	83,787	32,215	21,292
P O Box 2180 Ardmore, OK 734022180				
ANN NOBLE BROWN	TRUSTEE EMERITUS 6 0	8,000	0	871
P O Box 2180 Ardmore, OK 734022180				
WILLIAM G THURMAN	TRUSTEE 6 0	21,000	0	0
P O Box 2180 Ardmore, OK 734022180				
D RANDOLPH BROWN JR	TRUSTEE 6 0	28,000	0	0
P O Box 2180 Ardmore, OK 734022180				
JESSIE NANCE	TRUSTEE 6 0	25,000	0	797
P O Box 2180 Ardmore, OK 734022180				
STEPHEN YOUNG	TRUSTEE 6 0	28,000	0	0
P O Box 2180 Ardmore, OK 734022180				
E E NOBLE	TRUSTEE EMERITUS 0	0	0	0
P O Box 2180 Ardmore, OK 734022180				
DAVID R BROWN	TRUSTEE EMERITUS 6 0	8,000	0	0
P O Box 2180 Ardmore, OK 734022180				
BILLY COOK	SR VP & DIVISION DIRECTOR 40 0	128,522	31,758	6,801
P O Box 2180 Ardmore, OK 734022180				
SUSAN BROWN	TRUSTEE 6 0	30,000	0	0
P O Box 2180 Ardmore, OK 734022180				
E CHARLES BRUMMER	SR VP & DIVISION DIRECTOR 40 0	75,162	6,039	4,447
P O Box 2180 Ardmore, OK 734022180				
JAMES C DAY	TRUSTEE 6 0	29,000	0	0
P O Box 2180 Ardmore, OK 734022180				
SAM DUBOSE	TRUSTEE 6 0	27,500	0	0
P O Box 2180 Ardmore, OK 734022180				
VIVIAN NOBLE DUBOSE	TRUSTEE 6 0	32,500	0	878
P O Box 2180 Ardmore, OK 734022180				
BILL GODDARD	TRUSTEE 6 0	31,500	0	0
P O Box 2180 Ardmore, OK 734022180				
SHELLEY DRU MULLINS	TRUSTEE 6 0	28,000	0	0
P O Box 2180 Ardmore, OK 734022180				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
A Chance To Change Foundation 5228 Classen Circle Oklahoma City, OK 73118		Public Charity	Support for the Chance to Succeed program and a Community Education Series	50,000
Arbuckle Life Solutions Inc Nine 10th Avenue NW Ardmore, OK 73401		Public Charity	Annual operating support	30,000
Association of Professional Oklahoma Educators Fou PO Box 713 Norman, OK 73070		Public Charity	Annual operating support	20,000
Atlanta Union Mission Corporation P O Box 1807 Atlanta, GA 30301		Public Charity	Annual operating support for Village Atlanta	5,000
Atlanta Union Mission Corporation P O Box 1807 Atlanta, GA 30301		Public Charity	Operating support for the men's program	5,000
Chamber of Commerce Foundation Inc 410 W Main Street Ardmore, OK 73401		Public Charity	Cornerstone project	125,000
Charles B Goddard Center for Visual and Performin PO Box 1624 Ardmore, OK 73402		Public Charity	Annual operating support	20,000
Colonial Williamsburg Foundation P O Box 1776 Williamsburg, VA 231871776		Public Charity	Oklahoma Teachers Institute	10,000
Diabetes Solutions - OK Inc 3333 NW 63rd Suite 100 Oklahoma City, OK 73116		Public Charity	Support for Camp Endres	7,500
Eastern New Mexico University Foundation ENMU Station 8 1500 South Avenue K Portales, NM 88130		Public Charity	Myrtle Moore Women in Business Scholarships	45,000
Education and Employment Ministry Inc 14 NE 13th Street Oklahoma City, OK 73104		Public Charity	Annual operating support	10,000
Good Shepherd Medical and Dental Clinic Foundation 20 12th Avenue Ardmore, OK 73401		Public Charity	Operating support	275,000
Great Expectations Foundation 717 North Grand Avenue Tahlequah, OK 744642399		Public Charity	Annual operating support	10,000
Greater Ardmore Scholarship Foundation Inc 301 W Main Suite 210 Ardmore, OK 73401		Public Charity	Distribution from the Pettitt Educational Fund	71,678
Leadership Institute 1101 North Highland Street Steven PJ Wood Building Arlington, VA 22201		Public Charity	Annual operating support	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Leadership Oklahoma Inc 5500 North Western Suite 142 Oklahoma City, OK 73118		Public Charity	Program support	10,000
Mercy Memorial Health Center Foundation 1011 14th Ave NW Ardmore, OK 73401		Public Charity	Construction of a new patient tower	1,500,000
Murray State College Foundation Inc One Murray Campus Tishomingo, OK 73460		Public Charity	2010/2011 agriculture scholarships	5,000
Oklahoma Arts Institute 2600 Van Buren Suite 2606 Norman, OK 73072		Public Charity	Support for the Summer Arts Institute	7,500
Oklahoma Council of Public Affairs Inc 1401 N Lincoln Blvd Oklahoma City, OK 73104		Public Charity	Operating Support	100,000
Oklahoma Medical Research Foundation 825 Northeast 13th St Oklahoma City, OK 73104		Public Charity	Research tower construction	2,000,000
Oklahoma State University Foundation Post Office Box 1749 Stillwater, OK 740761749		Public Charity	Support for the Oklahoma Agriculture Leadership Program	25,000
Panhandle State Foundation Post Office Box 430 Goodwell, OK 73939		Public Charity	2010/2011 agriculture scholarships	8,000
Philanthropy Roundtable 1150 - 17th Street NW Suite 503 Washington, DC 20036		Public Charity	Annual operating support	10,000
Reading Room Inc Post Office Box 1807 Ardmore, OK 73402		Public Charity	Reading therapists' salaries	25,000
Southern Oklahoma Technology Center 2610 Sam Noble Parkway Ardmore, OK 734012100		Public Charity	Scholarship support	4,600
Southwestern Diabetic Foundation Inc P O Box 918 101 S Culberson Gainesville, TX 76241		Public Charity	Energy conservation equipment	7,500
United Way of South Central Oklahoma Inc P O Box 323 Ardmore, OK 73402		Public Charity	Match for employees contribution for 2011	38,743
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	OU Cancer Institute endowed chair	833,334
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Construction of the Cancer Institute building	833,334
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
YMCA of Ardmore 920 Fifteenth Avenue NW Ardmore, OK 73401		Public Charity	Annual operating support	30,000
Annunciation Orthodox School 3600 Yoakum Boulevard Houston, TX 77006		Public Charity	Annual Fund Drive	2,000
Antioch Christian Academy 3616 SW 119th Street Oklahoma City, OK 73170		Public Charity	General support	1,000
Ardmore City Schools PO Box 1709 Ardmore, OK 73402		Public Charity	Holiday Festival Tournament	100
Ardmore City Schools Enrichment Foundation PO Box 1709 Ardmore, OK 73402		Public Charity	General support	300
Aspen Academy 5859 S University Boulevard Greenwood Village, CO 80121		Public Charity	Building the Future Campaign	500
Avila University 11901 Wornall Road Kansas City, MO 64145		Public Charity	Renovation of O'Reilly 109	250
Bradley University 1501 W Bradley Ave Peoria, IL 61625		Public Charity	Engineering and Business Convergence Center	100
Cameron University Foundation Inc 2800 W Gore Boulevard Lawton, OK 73505		Public Charity	KCCU-FM Program	2,210
Carney Public Schools PO Box 240 Carney, OK 74832		Public Charity	Carney FFA	1,300
Chamber of Commerce Foundation Inc PO Box 1585 Ardmore, OK 73402		Public Charity	Cornerstone Education Program	4,800
Coleman City Schools PO Box 188 Coleman, OK 73432		Public Charity	Academic Support Fund	1,200
Colorado School of Mines Foundation PO Box 4005 Golden, CO 80401		Public Charity	Mines Fund	500
Colorado State University Foundation CSU College of Business-Rockwell Hall Fort Collins, CO 80523		Public Charity	Children of Business Scholarship Fund	50
Colorado State University Foundation CSU College of Business-Rockwell Hall Fort Collins, CO 80523		Public Charity	Student Support	5,000
<b>Total . . . . .</b>				<b>► 3a</b> <b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Cookson Hills Christian School RR 3 Box 200 Kansas, OK 74347		Public Charity	General support	2,168
Cornell University 300 Day Hall Ithaca, NY 14853		Public Charity	Cornell Lacrosse Department	300
Creighton University 2500 California Plaza Omaha, NE 68178		Public Charity	School of Law	5,000
Dewar Public School Foundation PO Box 390 Dewar, OK 74431		Public Charity	General support	1,000
Dickson Foundation For Excellence in Education In PO Box 994 Ardmore, OK 73402		Public Charity	General support	405
Douglas County School District 8898 Maplewood Drive Highlands Ranch, CO 80126		Public Charity	Sand Creek Elementary School	200
Duke University PO Box 90581 Durham, NC 27708		Public Charity	Annual Fund	150
East Central University Foundation Inc 1100 E 14th Street Ada, OK 74820		Public Charity	President's Circle	4,000
Eden Theological Seminary 475 East Lockwood Avenue Saint Louis, MO 63119		Public Charity	General support	200
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229		Public Charity	Wellness for Life Initiative	1,000
Graceland University 1 University Place Lamoni, IA 50140		Public Charity	Women's Soccer Fund	2,000
Graceland University 1 University Place Lamoni, IA 50140		Public Charity	Men's Volleyball program	1,000
Graceland University 1 University Place Lamoni, IA 50140		Public Charity	General support	500
Harvard College 124 Mount Auburn Street Cambridge, MA 02138		Public Charity	Harvard Business School	500
Houston Christian High School 2700 Sam Houston Parkway North Houston, TX 77043		Public Charity	Building Excellence Shaping Generations Capital Campaign	8,333
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Houston Independent School District 7000 South Third Street Bellaire, TX 77401		Public Charity	Condit Elementary, Reach for the Stars Enrich a Child Campaign	250
Indiana University Foundation Showalter House PO Box 500 Bloomington, IN 47402		Public Charity	Parent's Fund	100
Indiana University Foundation Showalter House PO Box 500 Bloomington, IN 47402		Public Charity	Business School Development Fund	100
Jesuit High School 4133 Banks Street New Orleans, LA 70119		Public Charity	LEF Drive	100
John Cooper School One John Cooper Drive The Woodlands, TX 77381		Public Charity	Annual Fund	1,750
John Cooper School One John Cooper Drive The Woodlands, TX 77381		Public Charity	Capital Campaign	3,000
John Paul II Catholic School 1400 Parkway Plaza Drive Houston, TX 77077		Public Charity	Annual Fund Drive	700
Kanakuk Institute 1353 Lakeshore Drive Branson, MO 65615		Public Charity	General support	3,100
Lafayette College 307 Markle Hall Easton, PA 18042		Public Charity	Annual Fund/Academic Programs	200
Lafayette College 307 Markle Hall Easton, PA 18042		Public Charity	Annual Fund/Financial Aid	100
Lafayette College 307 Markle Hall Easton, PA 18042		Public Charity	Friends of Skillman Library	200
Lafayette College 307 Markle Hall Easton, PA 18042		Public Charity	Maroon Club/General	50
Lafayette College 307 Markle Hall Easton, PA 18042		Public Charity	Maroon Club/Swimming	350
Louisiana Tech University Foundation PO Box 1190 Ruston, LA 71273		Public Charity	Engineering Lab Enhancement Fund	125
Loyola Marymount University 1 LMU Drive Suite 2800 Los Angeles, CA 90045		Public Charity	Student Scholarship Fund	250
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Macalester College 1600 Grand Avenue St Paul, MN 55105		Public Charity	Annual Fund	200
Mid-America Christian University 3500 SW 119th Street Oklahoma City, OK 73170		Public Charity	General support	100
Missouri University of Science & Technology 112 Campus Support Facility Rolla, MO 65409		Public Charity	Petroleum Phonathon	400
Nativity of Our Lord Catholic School 900 W Midway Blvd Broomfield, CO 80020		Public Charity	Nativity School Fund Gala	725
Northland Christian School 4363 Sylverfield Drive Houston, TX 77014		Public Charity	General support	2,200
Oak Hall Episcopal School PO Box 1807 Ardmore, OK 73402		Public Charity	Spirit Run	250
Oak Hall Episcopal School PO Box 1807 Ardmore, OK 73402		Public Charity	Scholarship Fund	1,904
Oak Hall Episcopal School PO Box 1807 Ardmore, OK 73402		Public Charity	Annual Auction	500
Oak Hall Episcopal School PO Box 1807 Ardmore, OK 73402		Public Charity	General support	100
Ohio Wesleyan University 61 S Sandusky Street Delaware, OH 43015		Public Charity	Annual Fund Drive	2,000
Oklahoma Baptist University 500 West University Shawnee, OK 74804		Public Charity	Herrian Scholarship Fund	500
Oklahoma Christian Schools Incorporated PO Box 509 Edmond, OK 73083		Public Charity	Scholarship Fund	800
Oklahoma Educational Television Authority Foundation PO Box 14190 Oklahoma City, OK 73113		Public Charity	General support	605
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 74076		Public Charity	The College of Agricultural Sciences and Natural Resources	100
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 74076		Public Charity	Dan and Junita Childs AG Economic Endowment Fund	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 74079		Public Charity	Electrical Engineering Fund	100
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 74076		Public Charity	Phase II Club Seats	736
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 74076		Public Charity	Alumni Association Fund	1,000
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 74076		Public Charity	C E Mason Aggie X Memorial Scholarship	750
Purdue University 403 West Wood Street West Lafayette, IN 47907		Public Charity	School of Chemical Engineering	5,000
Rhodes College 2000 North Parkway Memphis, TN 38112		Public Charity	Brown Scholarship Fund	500
Rice University PO Box 1892 Houston, TX 77251		Public Charity	Annual Fund	250
Rice University PO Box 1892 Houston, TX 77251		Public Charity	Athletic Program	800
South Dakota School of Mines and Technology Foundation 501 East Saint Joseph Street Rapid City, SD 57701		Public Charity	Tim Anderson Scholarship Fund	3,000
Southern Illinois University Foundation 1235 Douglas Drive Carbondale, IL 62901		Public Charity	Geology Field Course Endowment	250
Southern Methodist University PO Box 750281 Dallas, TX 75275		Public Charity	Support of the George W Bush Presidential Center	40,000
Southern Methodist University PO Box 750402 Dallas, TX 75275		Public Charity	Ed Noble Endowed MBA Scholarship - Cox Business School	10,000
Southern Methodist University PO Box 750402 Dallas, TX 75275		Public Charity	Perkins School of Theology	150
Southern Methodist University PO Box 750402 Dallas, TX 75275		Public Charity	BBA Scholars Program	20,000
Southern Methodist University PO Box 750402 Dallas, TX 75275		Public Charity	SMU Fund	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
St Anthony of Padua Catholic School 7901 Bay Branch Drive The Woodlands, TX 77382		Public Charity	General Support	300
St Mary's Catholic School 2351 22nd Ave Greeley, CO 80631		Public Charity	General support	644
St Vrain Valley School District 600 E Mountain View Longmont, CO 80501		Public Charity	Skyline High School After Prom Program	627
Stephen F Austin State University Foundation Inc PO Box 6096 Nacogdoches, TX 75962		Public Charity	Thurman and Hazel Crawford Scholarship Fund	10,000
Texas A&M University Development Foundation 401 George Bush Drive College Station, TX 77840		Public Charity	Don and Kathryn Menard-Geology Dept	2,500
Texas A&M University Development Foundation 401 George Bush Drive College Station, TX 77840		Public Charity	DVM Endowed Scholarship in Honor of H Phil Hobson, DVM	1,000
Texas A&M University Development Foundation 401 George Bush Drive College Station, TX 77840		Public Charity	Robert L Whiting Technology Fund	5,000
Texas Christian University PO Box 297440 Fort Worth, TX 76129		Public Charity	Center for Lighting Education in Honor of Fred Oberkircher	5,000
Texas Christian University PO Box 297440 Fort Worth, TX 76129		Public Charity	Social Work Dept	150
Texas Lutheran University 1000 W Court Street Sequin, TX 78155		Public Charity	Annual Gift Fund	250
Texas Tech University System PO Box 45025 Lubbock, TX 79409		Public Charity	Board of Editors Writing Award	525
Texas Tech University System PO Box 45025 Lubbock, TX 79409		Public Charity	Chancellor's Council Fund	1,000
University of Colorado 1800 Grand Street Suite 600 Denver, CO 80504		Public Charity	Women's Rugby Program	200
University of Hawaii Foundation PO Box 11270 Honolulu, HI 96828		Public Charity	Geology and Geophysics Field Trip Fund	3,500
University of Houston Foundation 306 McElhinney Hall Houston, TX 77204		Public Charity	College of Education-Health & Human Performance Department	250
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
University of Houston Foundation 306 McElhinney Hall Houston, TX 77204		Public Charity	College of Natural Sciences and Mathematics-Geosciences Equipment & Field Trip Fund	125
University of Houston Foundation 306 McElhinney Hall Houston, TX 77204		Public Charity	Dr John C Butler Presidential Endowed Scholarship in Geosciences	125
University of Houston Foundation PO Box 318 Houston, TX 77058		Public Charity	George D Hines College of Architecture-Architecture Fund for Excellence	2,500
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	LAS Annual Development Fund-Plant Biology	320
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	College of Agricultural, Consumer and Environmental Science Fund	30
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	College of Liberal Arts and Sciences Annual Fund	30
University of Illinois Foundation Harker Hall MC-386 1305 West Green Urbana, IL 61801		Public Charity	Dept of Crop and Sciences Unrestricted Fund	320
University of Minnesota Foundation 200 Oak St SE Suite 500 Minneapolis, MN 55455		Public Charity	UMM James Van Alstine Geology and Environmental Sciences Scholarship Fund	2,000
University of Montana Tech Foundation 1300 W Park Street Butte, MT 59701		Public Charity	Scholarship Fund	100
University of Nebraska Foundation 1010 Lincoln Mall Suite 300 Lincoln, NE 68508		Public Charity	College of Fine Arts and Humanities	2,500
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	President's Associates	7,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Muse-a-Palooza	200
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	College of Law Centennial Scholarship Fund	1,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Women's Basketball Program	200
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Sooner Club	5,240
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	SNOMNH General Operations	700
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Botany and Microbiology Centennial Legacy	50
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	Pride of Oklahoma Annual Giving Programs	120
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	OU Associates	1,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019		Public Charity	University Development	25
University of Texas at Dallas 800 West Campbell Road Richardson, TX 75080		Public Charity	Loyalty Fund	5,000
University of Texas at El Paso 500 West University El Paso, TX 79968		Public Charity	College of Education Program Fund	100
University of Wyoming Foundation 1200 East Invinston Ave Larmie, WY 82070		Public Charity	College of Arts and Sciences	250
Velma-Alma Public Schools P O Box 8 Velma, OK 73491		Public Charity	J'Ann Clower Memorial Scholarship Fund	10,000
Vernon College 4400 College Drive Vernon, TX 76384		Public Charity	Joyce and A Q Johnson Scholarship Fund	1,500
Washington University One Brookings Drive Box 1210 St Louis, MO 63130		Public Charity	Department of Biology in Arts & Sciences	710
Washington University One Brookings Drive Box 1210 St Louis, MO 63130		Public Charity	Program in Physical Therapy in the School of Medicine	355
Washington University One Brookings Drive Box 1210 St Louis, MO 63130		Public Charity	Stephen Rose Scholarship in Physical Therapy	355
The Westminster Schools 1424 W Paces Ferry Road NW Atlanta, GA 30327		Public Charity	2009-2010 Westminster Fund	500
Acosta-Torres Stefany PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Aljoe Jessica PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Altman Megan PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Anderson Eric PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Anderson Kelly PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Anderson Stephanie PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Arceneaux Kylie PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Bernero Laura PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Chen Zijun PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Chu Philip PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Coffey Aaron PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Donica Madison PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Feldkamp Cara PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Fu Chang PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Garren Robert PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Garvey Kristin PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
<b>Total . . . . .</b>				7,226,845
			► 3a	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Greene James PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Grotte Stephanie PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Hein Haven PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Hendricks Jennifer PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Holmes Eliot PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Hunter Koby PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Ledlow Carolyn PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Li Yunfei PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Mays Sarah PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
McCrite Alia PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
McFarling Samantha PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Murphy Kristen PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Nedelka Clay PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Nichols Jacob PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Nock Ellen PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
<b>Total . . . . .</b>				<b>► 3a</b> <b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Pigott Melissa PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Porter Mary PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Seely Tara PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Stolfa Victoria PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Sun William PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Wang Jie PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Zhang Shaopei PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Zhang Yicheng PO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Austin Barret PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Bernhardt Will Caleb PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Butler Barrett Boone PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Coffey Aaron James PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Combs Dustin Ray PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Craig Charles C PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Craig Clairissa Ann PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Donica Madison Jane PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Donica Samuel Q PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Farris Dell Allen PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Gregory Kate McNae PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Hollarn Emily Mikelle PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Lollis Jeri D PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Lowe Jinna Mae PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
McDonald Bryan Drew PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
McLemore Richard Dave PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Midgley Taber Leon PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Nay Kara A PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Pogue Adam Kent PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Price Jess Patrick PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Reed Jace Clifton PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Rogers Kelsey Laine PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
<b>Total . . . . .</b>				7,226,845
			<b>► 3a</b>	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Smith Brent Lee PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Sparks John Dillon PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Temple Seth David PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Wallis Brody Donovan PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,625
White Erin R PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Willingham Michael Brian PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Zachary Dakota Kent PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Donors Trust Inc 109 North Henry Street Alexandria, VA 22314		Public Charity	Support for the Economic Freedom Fund	500,000
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 74076-1749		Public Charity	2010/2011 agriculture scholarships	10,000
Davidson College PO Box 7174 Davidson, NC 28035		Public Charity	Brown Scholarship Fund	2,500
Dickson College PO Box 1773 Carlisle, PA 17013		Public Charity	General Support	150
Dickson Foundation for Excellence in Education In PO Box 994 Ardmore, OK 73402		Public Charity	Academic Programs	250
Dickson Foundation For Excellence in Education In PO Box 994 Ardmore, OK 73402		Public Charity	Activity Fund	100
Dickson Foundation For Excellence in Education In PO Box 994 Ardmore, OK 73402		Public Charity	Elementary Playground Improvements	601
East Central University Foundation Inc 1100 E 14th Street Ada, OK 74820		Public Charity	Bulman Scholarship program	1,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
East Central University Foundation Inc 1100 E 14th Street Ada, OK 74820		Public Charity	General Support	5,000
Fort Worth Country Day School 4200 Country Day Lane Fort Worth, TX 76109		Public Charity	Katherine Hooton Memorial Fund/Leadership Country Day	2,500
Fox Public Schools PO Box 248 Fox, OK 73435		Public Charity	Fox Scholarship Fund	1,500
Geneseo Foundation Inc 1 College Circle Geneseo, NY 14454		Public Charity	Richard B Hatheway Endowment Fund	1,000
Hillsdale College 33 East College Street Hillsdale, MI 49242		Public Charity	Independence Fund	250
KIPP Colorado Schools 375 S Tejon Street Denver, CO 80223		Public Charity	General Support	500
Lafayette College 307 Markle Hall Easton, PA 18042		Public Charity	Williams Center/Arts Programming	100
Rice University PO Box 1892 Houston, TX 77251		Public Charity	Jones Graduate School of Business	250
Rockhurst University 1100 Rockhurst Road Kansas City, MO 64110		Public Charity	Rockhurst Fund	250
Sam Houston State University PO Box 2537 Huntsville, TX 77341		Public Charity	Scholarship Fund in Honor of Kristen Miller Jackson	6,000
Strake Jesuit College Preparatory 8900 Bellaire Boulevard Houston, TX 77036		Public Charity	Annual Fund	1,275
Temple Baptist College 11965 Kenn Road Cincinnati, OH 45240		Public Charity	General Support	750
University of Denver 2190 S High Street Denver, CO 80208		Public Charity	Scholarship Fund for the Women's College	100
University of Missouri 317 Lowry Hall Columbia, MO 65211		Public Charity	Camp Branson Improvement Fund	100
University of North Dakota Foundation 3100 University Ave Stop 8157 Grand Forks, ND 58202		Public Charity	Thomas C Owens Chair of Chemical Engineering Endowment	3,422
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
University of North Dakota Foundation 3100 University Ave Stop 8157 Grand Forks, ND 58202		Public Charity	School of Engineering and Mines Annual Excellence Fund	1,711
University of Pittsburgh 200 South Craig Street Pittsburgh, PA 15260		Public Charity	Graduate School of Public and International Affairs	100
University of Rochester 300 East River Road Rochester, NY 14627		Public Charity	General support	100
University of the South 735 University Ave Sewanee, TN 37383		Public Charity	Scholarship Fund	500
University of Texas at Arlington PO Box 19198 Arlington, TX 76019		Public Charity	College of Science Excellence Fund	400
University of Texas at Arlington PO Box 19198 Arlington, TX 76019		Public Charity	UT Arlington Library	10
University of Texas at Arlington PO Box 19198 Arlington, TX 76019		Public Charity	College of Engineering Dean's Excellence Fund	250
University of Texas at Austin 2901 North IH-35 Suite 4100 Austin, TX 78722		Public Charity	MPA/PPA Program	100
University of Texas at El Paso 500 West University El Paso, TX 79968		Public Charity	College of Business Administration Program	250
University of Texas at El Paso 500 West University El Paso, TX 79968		Public Charity	President's Gift Fund for Greatest Needs	100
Victory Life Academy 3412 W University Blvd Durant, OK 74701		Public Charity	General support	500
Brown Danica PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Coffey Richard PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Hunter Kale PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Kiayer Sameen PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
<b>Total . . . . .</b>				<b>7,226,845</b>
			<b>► 3a</b>	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Le Tran Nam PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Maxwell Charles PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
McSweeney Patrick PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Rueter Thomas PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Udvardi Mayrah PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Wolf Jennifer PO Box 2180 Ardmore, OK 73402		NONE	Noble Educational Fund	2,500
Allmon Lori Dawn PO Box 2180 Ardmore, OK 73402		NONE	Sam Noble Scholarship	2,500
Chapman Fred PO Box 2180 Ardmore, OK 73402		NONE	Sam Noble Scholarship	2,500
Coffey Richard PO Box 2180 Ardmore, OK 73402		NONE	Sam Noble Scholarship	2,500
White Karl Robert PO Box 2180 Ardmore, OK 73402		NONE	Sam Noble Scholarship	1,250
Cathedral High School 1309 North Stanton El Paso, TX 79902		Public Charity	Tuition assistance	1,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>7,226,845</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b Approved for future payment</b>				
Aljoe JessicaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Anderson EricPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Anderson KellyPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Arceneaux KyliePO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Bernero LauraPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Chen ZijunPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	5,000
Coffey AaronPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Donica MadisonPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Feldkamp CaraPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Garren RobertPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Garvey KristinPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Greene JamesPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Grotte StephaniePO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Hein HavenPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Holmes EliotPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
<b>Total . . . . .</b>			<b>► 3b</b>	<b>2,730,625</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b Approved for future payment</b>				
Hunter KobyPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Ledlow CarolynPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Mays SarahPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
McCrite AliaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
McFarling SamanthaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Nedelka ClayPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Nock EllenPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Pigott MelissaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Porter MaryPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Seely TaraPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Stolfa VictoriaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Sun WilliamPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Wang JiePO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Zhang ShaopeiPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Zhang YichengPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
<b>Total . . . . .</b>			<b>► 3b</b>	<b>2,730,625</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b Approved for future payment</b>				
Butler Barrett BoonePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Coffey Aaron JamesPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Craig Charles CPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Craig Clairissa AnnPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Donica Madison JanePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Gregory Kate McNaePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Hollarn Emily MikelePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Lollis Jeri DPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Lowe Jinna MaePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
McDonald Bryan DrewPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Price Jess PatrickPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	7,500
Reed Jace CliftonPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Rogers Kelsey LainePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	7,500
Sparks John DillonPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Temple Seth DavidPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	7,500
<b>Total . . . . .</b>			<b>► 3b</b>	<b>2,730,625</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b Approved for future payment</b>				
Wallis Brody Donovan PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	9,375
White Erin RPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Zachary Dakota Kent PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Brown Danica PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Coffey Richard PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Hunter Kale PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Kiayer Sameen PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Le Tran Nam PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Maxwell Charles PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
McSweeney Patrick PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Rueter Thomas PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Udvardi Mayrah PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Wolf Jennifer PO Box 2180 Ardmore, OK 73402	NONE		Noble Educational Fund	17,500
Allmon Lori Dawn PO Box 2180 Ardmore, OK 73402	NONE		Sam Noble Scholarship	17,500
Austin Barret PO Box 2180 Ardmore, OK 73402	NONE		Sam Noble Scholarship	17,500
<b>Total . . . . .</b>			<b>► 3b</b>	<b>2,730,625</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>b Approved for future payment</b>				
Bernhardt Will Caleb PO Box 2180 Ardmore, OK 73402	NONE		Sam Noble Scholarship	7,500
Chapman Fred PO Box 2180 Ardmore, OK 73402	NONE		Sam Noble Scholarship	17,500
Coffey Richard PO Box 2180 Ardmore, OK 73402	NONE		Sam Noble Scholarship	17,500
Combs Dustin Ray PO Box 2180 Ardmore, OK 73402	NONE		Sam Noble Scholarship	7,500
White Karl Robert PO Box 2180 Ardmore, OK 73402	NONE		Sam Noble Scholarship	6,250
Oklahoma Council of Public Affairs Inc 1401 N Lincoln Blvd Oklahoma City, OK 73104		Public Charity	Operating support	100,000
Oklahoma Medical Research Foundation 825 Northeast 13ts St Oklahoma City, OK 73104		Public Charity	Research tower construction	2,000,000
<b>Total . . . . .</b>			 <b>3b</b>	2,730,625

## TY 2010 Accounting Fees Schedule

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

**EIN:** 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT AND TAX SERVICES	130,945			130,945
NET INVESTMENT INCOME ADJ		17,796		-17,796

## TY 2010 Compensation Explanation

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

**EIN:** 73-0606209

Person Name	Explanation
RUSSELL NOBLE	ADDITIONAL COMPENSATION OF \$14,500 FOR SERVICES RENDERED IN ADDITION TO BOARD OF TRUSTEE SERVICES NOT INCLUDED

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

## TY 2010 Depreciation Schedule

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

**EIN:** 73-0606209

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
AIRCRAFT	2005-07-07	10,681,565	4,806,705	SL	10	1,068,157			
EQUIPMENT		18,634,458	10,902,535	SL	10	1,219,123			
FENCE	2007-12-31	73,217	7,322	SL	20	3,660			
FINE ARTS		1,531,683	805,896	SL	25	59,725			
ROADS	2005-12-31	191,942	38,388	SL	20	9,598			
CAPITALIZED INT	2002-12-31	8,901,329	969,102	SL	35	233,277			
USC EQUIPMENT	2004-12-31	14,761	4,920	SL	15	1,037			
BUILDINGS		140,185,750	31,507,621	SL	35	4,005,527			
LAND		7,283,103	0						
FURNITURE	2008-01-01	30,909	3,605	SL	10	3,586			
CONST IN PROGRESS	2009-12-31	2,407,778							
COMPUTERS	2008-12-31	958,985	448,448	SL	5	133,944			
AUTOMOBILES	2008-12-31	2,438,157	1,857,942	SL	5	127,477			
NONPRD O&G ROYALTY	2001-05-01	54,160	44,936						
AUTOMOBILES 10	2010-12-31	148,526		SL	5				
BUILDINGS 10	2010-12-31	3,150,978		SL	35				
FURNITURE 10	2010-12-31	59,403		SL	10				
USC EQUIPMENT 10	2010-12-31	13,465		SL	10				
LAND 10	2010-12-31	639,432							
COMPUTERS 10	2010-12-31	310,415		SL	5				
EQUIPMENT 10	2010-12-31	1,202,186		SL	10				
CONST IN PROG 10	2010-12-31	69,193							

## TY 2010 ExplanOfLegisPoliticalActvts

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

**EIN:** 73-0606209

**Explanation:** THE FOUNDATION SEEKS TO AMEND THE U.S. TAX CODE TO CREATE A NEW TAX-EXEMPT ORGANIZATION FOR THE ACTIVE CONDUCT OF AGRICULTURAL RESEARCH. IT IS EXPECTED THAT THE FOUNDATION WILL BE ABLE TO SATISFY THE REQUIREMENTS FOR SUCH AN ORGANIZATION AND THEREBY QUALIFY AS A PUBLIC CHARITY RATHER THAN A PRIVATE FOUNDATION UNDER SECTION 509(A). THE PROPOSED CHARITABLE ORGANIZATION WOULD FACILITATE THE MOVEMENT OF PRIVATE WEALTH INTO THE CHARITABLE (AGRICULTURE) RESEARCH SECTOR; CREATE NEW DOMESTIC RESEARCH CAPACITY; COMPLEMENT PUBLIC AGRICULTURAL FUNDING AND RESEARCH; AND CREATE NEW DEVELOPMENT AND COLLABORATION OPPORTUNITIES WITH AFFILIATED PUBLIC LAND-GRANT COLLEGES AND UNIVERSITIES AND/OR NON-LAND GRANT UNIVERSITIES OF AGRICULTURE. TO ACHIEVE THIS GOAL, THE FOUNDATION HAS AND CONTINUES TO LOBBY THE U.S. CONGRESS FOR THE NARROW PURPOSE OF ENACTING THIS LEGISLATION. PURSUANT TO THE WELL-RECOGNIZED SELF-DEFENSE EXCEPTION OF IRC 4945(E), THE PROPOSED LEGISLATION, IF ENACTED, WOULD IMPACT BOTH THE POWERS AND DUTIES OF THE FOUNDATION AND THE DEDUCTIBILITY OF CONTRIBUTIONS TO THE FOUNDATION, THUS QUALIFYING THE FOUNDATION FOR THIS EXCEPTION. THE FOUNDATION'S LOBBYING EFFORTS HAVE NOT AND WILL NOT CONSTITUTE A SUBSTANTIAL ACTIVITY COMPARED TO ITS OVERALL ACTIVITIES IN ANY YEAR. BEFORE ENGAGING IN THESE LOBBYING ACTIVITIES, THE FOUNDATION CONSULTED WITH AND OBTAINED AN OPINION FROM OUTSIDE COUNSEL REGARDING THE PROPOSED ACTIVITIES, INCLUDING THE PROPOSED LEGISLATION, AND IRC 4945. THIS LEGAL OPINION CONCLUDED THAT THE COSTS INCURRED BY THE FOUNDATION TO LOBBY FOR THE ENACTMENT OF THIS SPECIFIC LEGISLATION SHOULD NOT BE CONSIDERED TAXABLE EXPENDITURES PURSUANT TO THE SELF-DEFENSE EXCEPTION.

## TY 2010 General Explanation Attachment

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Identifier	Return Reference	Explanation
Overview of Direct Charitable Activities	Part IX-A	<p>The Samuel Roberts Noble Foundation, headquartered in Ardmore, Okla., is an independent, nonprofit institute conducting plant science research and agricultural programs to enhance agricultural productivity, which influences agriculture regionally, nationally and internationally. Founded in 1945, the Noble Foundation continues the vision of its founder, Lloyd Noble, to influence agriculture by exploring and improving production agriculture techniques and advancing plant science through research and discovery. The Noble Foundation has become a leading plant and agricultural research institute that (a) conducts fundamental research for plant gene/trait discovery, (b) conducts fundamental research to produce critical, publicly available genomic/genetic resources for researchers worldwide, (c) performs translational and developmental research to incorporate innovations and discoveries into plants, (d) performs cultivar development, and (e) maintains established resources to place improved crops in the production agricultural environment for evaluation and performance and value assessment. These research operations complement the Noble Foundation's agricultural programs, which involve long-term, personal interactions with regional agricultural producers to assist them in achieving their individual production, financial and quality-of-life goals. The Noble Foundation's operations are conducted through three operating divisions: Agricultural, Plant Biology and Forage Improvement. The Noble Foundation employs about 374 staff members in these operating divisions and their supporting groups, representing 27 or more countries. Among these employees, more than 115 hold doctorate level degrees. These operations are based on an 800 acre campus which includes more than 500,000 square feet of research and administration space and a complementary 12,000 acres of farms. In 2010, Noble Foundation agricultural specialists and scientists published more than 125 peer-reviewed articles in scientifically respected journals, received five (5) issued U.S. and international patents, and filed thirteen (13) U.S. and international patent applications. In furtherance of its charitable mission and its commitment to advance the fields of plant science and production agriculture, Noble Foundation agricultural specialists and scientists formally collaborate with a broad base of academic and government institutions, including participating as a founding institution to the Oklahoma Bioenergy Center, participating as a collaborating institution in the U.S. Department of Energy's BioEnergy Science Center at the Oak Ridge National Laboratory, and collaborating with institutions such as Texas A&amp;M University, Mississippi State University, Oklahoma State University, Oklahoma Cooperative Extension Services, Texas' AgriLife Extension Service, Natural Resources Conservation Service, Boyce Thompson Institute for Plant Research (Ithaca, NY), Grasslanz Technology Limited/AgResearch Ltd (New Zealand), Oak Ridge National Laboratory (Oak Ridge, TN), Texas Tech University, University of Georgia-Athens, University of Oklahoma, the John Innes Centre (UK), Iowa State University, The Salk Institute for Biological Studies (La Jolla, CA), University of Chicago, University of Minnesota, Cornell University, University of Kentucky, West Virginia University, University of Missouri-Columbia, University of Arkansas, University of Wyoming, Oklahoma Department of Agriculture, Food, and Forestry and Mount Sinai School of Medicine. In support of its research, the Noble Foundation receives public support from the National Science Foundation, the U.S. Department of Energy, the U.S. Department of Agriculture, the Oklahoma Center for the Advancement of Science and Technology, the National Institute of Health, National Aeronautics and Space Administration, National Geographic Society and the State of Oklahoma. Support for operations causes our funds spent for operating and administrative costs, as reported on Part 1, to be higher than an exclusively granting foundation. The calculation below shows how our administrative and operating costs are allocated into the operating groups. Operating and Administrative Costs (Part I-Line 24) \$35,706,685 Amounts Paid to Acquire Assets (Part XII-Line 2) \$3,756,974 and Grants Paid (Part I-Line 25) \$7,226,845 equal the total Amounts Paid for Charitable Purposes of \$46,690,504. Direct Charitable Activities and Administrative Expenses for Charitable Purposes (Part IX-A) Agricultural Division \$12,170,174 Forage Improvement Division \$10,555,462 and Plant Biology Division \$15,580,530 equal the Total Direct Charitable Activities of \$38,306,165 plus Contributions, Gifts, Grants Paid of \$7,226,845 equal Total Direct Charitable Activities and Grants Paid of \$45,533,010. Administrative Expenses not Related to Direct Operations are \$1,157,494. Administrative Expenses as a Percentage of Funds spent for Charitable Purposes equals 2.5%.</p>
OKLAHOMA LIFE SCIENCES FUND	PART VII-B, LINE 5(C), PAGE 6 AND PART IX-B-LINE 1	<p>During the tax years 2002-2004 and 2006, the Foundation made grants to an organization other than a charitable organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2). Those grants totaling \$1,502,539.90 were for program related investment in the Oklahoma Life Sciences Fund, LLC. Following is the required expenditure responsibility report. Name/address of Grantee: Oklahoma Life Sciences Fund, LLC, 800 Research Pkwy STE 385, Oklahoma City, OK 73102. No grant funds were paid during the reporting period of 2010. The purpose of the grant (program-related investment) was to accomplish the charitable purpose of advancing research and development of technology in the life sciences. The Foundation considers such an investment critical to advancing developments in the life-sciences field, so as to advance agricultural and medical research in Oklahoma, consistent with its exempt purpose. The grantee expended the amounts as it received them from the Foundation to advance research in life sciences as discussed above. To the knowledge of the Foundation, the grantee has not diverted any portion of the funds from the purpose of the grant. The grantee provided the Foundation with reports and other information on the use of funds that enabled the Foundation to verify compliance with the terms of the grant, and the progress made by the grantee toward achieving the purposes for which the grant was made. The Foundation believes that OLSF has complied with the terms of the grant, without exception. At this point, all original capital of OLSF has been invested and it is a mature fund. Reports and Information/Dates: 2010 Annual Report Pursuant to Regulation 53.4945 received 3/28/2011. The Foundation's Vice President and General Counsel reviewed the reports upon receipt. The investment was carried at cost at December 31, 2009 of \$1,502,540. Based on information provided by the administrator of the fund for the year ending December 31, 2010, the value was written down to \$388,557. No additional verification was considered necessary.</p>
Depreciation, Amortization & Accretion Schedule	Part I, Line 19	<p>The Samuel Roberts Noble Foundation, Inc. 73-0606209 Depreciation, Amortization, and Accretion Schedule Depreciable Assets Section Description CONST IN PROGRESS Date in Service VARIOUS Cost Basis 69,193 Beginning Accumulated NONE Ending Accumulated NONE Method SL Life Current Depr Expense NONE Description AIRCRAFT Date in Service 07/07/2005 Cost Basis 10,681,565 Beginning Accumulated 4,806,705 Ending Accumulated 5,874,862 Method SL Life 10 Current Depr Expense 1,068,157 Description EQUIPMENT Date in Service VARIOUS Cost Basis 19,836,644 Beginning Accumulated 10,902,535 Ending Accumulated 12,121,658 Method SL Life 10 Current Depr Expense 1,219,123 Description AUTOMOBILES Date in Service VARIOUS Cost Basis 2,586,683 Beginning Accumulated 1,857,942 Ending Accumulated 1,985,419 Method SL Life 5 Current Depr Expense 127,477 Description COMPUTERS Date in Service VARIOUS Cost Basis 1,269,400 Beginning Accumulated 448,448 Ending Accumulated 582,392 Method SL Life 5 Current Depr Expense 133,944 Description FENCE Date in Service 12/31/2007 Cost Basis 73,217 Beginning Accumulated 7,322 Ending Accumulated 10,982 Method SL Life 20 Current Depr Expense 3,660 Description FURNITURE Date in Service 10/01/2008 Cost Basis 90,312 Beginning Accumulated 3,605 Ending Accumulated 7,191 Method SL Life 10 Current Depr Expense 3,586 Description FINE ARTS Date in Service VARIOUS Cost Basis 1,531,683 Beginning Accumulated 805,896 Ending Accumulated 865,621 Method SL Life 25 Current Depr Expense 59,725 Description ROADS Date in Service 12/31/2005 Cost Basis 191,942 Beginning Accumulated 38,388 Ending Accumulated 47,986 Method SL Life 20 Current Depr Expense 9,598 Description CAPITALIZED INT Date in Service 12/31/2002 Cost Basis 8,901,329 Beginning Accumulated 969,102 Ending Accumulated 1,202,379 Method SL Life 35 Current Depr Expense 233,277 Description USC EQUIPMENT Date in Service 12/31/2004 Cost Basis 28,226 Beginning Accumulated 4,920 Ending Accumulated 5,957 Method SL Life 15 Current Depr Expense 1,037 Description BUILDINGS Date in Service VARIOUS Cost Basis 143,336,728 Beginning Accumulated 31,507,621 Ending Accumulated 35,513,148 Method SL Life 35 Current Depr Expense 4,005,527 Description LAND Date in Service VARIOUS Cost Basis 7,922,535 Beginning Accumulated NONE Ending Accumulated NONE Method SL Life Current Depr Expense NONE Description NON PRODUCING PROP Date in Service VARIOUS Cost Basis 54,160 Beginning Accumulated 44,936 Ending Accumulated 44,936 Method SL Life Current Depr Expense NONE Depr Cost Basis Total 196,519,457 Beginning Accumulated Total 51,352,484 Ending Accumulated Total 58,217,595 Current Depr Expense Total 6,865,111 Amortization and Accretion Section Description AMORTIZATION Date in Service 05/01/2001 Cost Basis 1,371,252 Amortization Code Section 171 Ending Accumulated Amort 1,453,027 Method SL Life 10 Current Amort Expense 81,776 Description ACCRETION Date in Service 05/01/2001 Cost Basis 4,768,706 Amortization Code Section 171 Ending Accumulated Amort -5,014,958 Method SL Life 10 Current Amort Expense -246,252 Amort Cost Basis Total 3,397,454 Ending Accumulated Amort Total -3,561,931 Current Amort Expense Total -164,477</p>
GRANTS AND CONTRIBUTIONS	PART I LINE 25 AND PART XV	<p>No grants were made to organizations classified as Internal Revenue Code Section 509(a)(3) organizations. INTEREST EXPENSE PART I LINE 17 Interest expense of \$967,100 reported in Part I, Line 17 relates to the tax-exempt bonds and the credit facility with JPMorgan Chase Bank, N.A. The proceeds from the tax-exempt bonds and the credit facility were used by the Noble Foundation for its exempt purpose. As such, no debt-financed income was generated from the use of the proceeds.</p>

**TY 2010 Investments Corporate  
Bonds Schedule**
**Name:** The Samuel Roberts Noble Foundation Inc

**EIN:** 73-0606209

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TOTAL BEGINNING BOOK VALUE		
FORD CR AUTO 1.04% 03/13	362,113	362,113
NISSAN AUTO 4.46% 04/12	124,659	124,659
NISSAN AUTO 5.93% 07/12	191,751	191,751
NISSAN AUTO 2.92% 12/11	284,080	284,080
VOLKSWAGEN 0.66% 05/12	560,781	560,781
WORLD OMNI 5.13% 04/13	657,339	657,339
AMERICAN VAR 03/15	431,988	431,988
BA CREDIT CARD VAR 12/13	1,176,233	1,176,233
CHASE ISSUANCE VAR 04/14	271,429	271,429
SOUTHWEST 6.15% 02/24	147,011	147,011
SLM STUDENT VAR 12/23	326,120	326,120
SLM PRIVATE ST VAR 12/39	181,447	181,447
SMALL BUS 5.78% 08/27	1,479,817	1,479,817
SMALL BUS 5.16% 02/28	1,357,670	1,357,670
SMALL 5.49% 03/28	1,745,095	1,745,095
GSAA HEQ TR VAR 08/34	28,908	28,908
PROLOGIS 2.625% 05/38	323,375	323,375
BOSTON 2.875% 02/37	788,655	788,655
MEDTRONIC INC 1.5% 04/11	822,000	822,000
NASDAQ OMX 2.5% 08/13	796,950	796,950
NATIONAL CITY 4% 02/11	390,488	390,488
FIDELITY 7.57% 06/29	397,650	397,650
WACHOVIA CORP VAR 08/26	155,353	155,353
FMR CORP 4.75% 03/13	781,364	781,364
HOUSEHOLD 7% 05/12	374,456	374,456
PROVIDENT COS 7% 07/18	270,093	270,093
ASPEN INSURANCE 6% 12/20	303,283	303,283
DOMINION 8.875% 01/19	345,955	345,955
1ST TENNESSEE 5.65% 04/16	283,100	283,100
JEFFERIES 8.5% 07/19	445,918	445,918
MARKEL CORP 7.125% 09/19	423,505	423,505
MERRILL LYNCH 7.75% 05/38	342,484	342,484
MORGAN 6.25% 08/17	518,119	518,119
NORFOLK SOUTHERN 6% 03/99	352,584	352,584
RAYMOND JAMES 8.6% 08/19	214,509	214,509
SEACOR HLDGS 7.375% 10/19	404,531	404,531
AMERICAN 5.5% 04/13	802,954	802,954
AMERICAN 4.625% 04/13	1,320,997	1,320,997
ANHEUSER BUSCH VAR 03/13	1,024,206	1,024,206
BANK OF 5.65% 05/18	1,132,121	1,132,121
BANK OF NEW 5.125% 08/13	1,052,448	1,052,448
BOEING CO 7.95% 08/24	1,365,746	1,365,746
BOTTLING 6.95% 03/14	609,534	609,534
CVS CAREMARK 5.75% 08/11	857,800	857,800
CELGENE CORP 3.95% 10/20	917,464	917,464
CITIGROUP INC 6.5% 08/13	327,222	327,222
CITIGROUP 6.375% 08/14	991,373	991,373
COMCAST CORP 5.3% 01/14	806,126	806,126
CREDIT SUISSE 3.5% 03/15	399,477	399,477
DOMINION 8.875% 01/19	1,177,800	1,177,800
FIRST UN 6.919% 12/36	1,392,496	1,392,496
ALLY 1.75% 10/12	853,859	853,859
GENERAL 5.625% 05/18	799,344	799,344
GOLDMAN SACHS 6% 05/14	555,227	555,227
GOLDMAN SACHS 5.25% 10/13	245,664	245,664
JOHN HANCOCK 6.5% 03/11	1,099,385	1,099,385
INTERNATIONAL 5.7% 09/17	1,285,480	1,285,480
JP MORGAN CHASE 6% 01/18	1,238,476	1,238,476
JACKSON NATL 5.375% 05/13	283,188	283,188
JPMORGAN 3.125% 12/11	881,405	881,405
LEHMAN BROS 5.75% 05/13	191,938	191,938
LOCKHEED 4.121% 03/13	897,998	897,998
MARATHON OIL 6% 10/17	523,585	523,585
MORGAN STANLEY 6.6250%	330,855	330,855
MORGAN 5.95% 12/17	882,405	882,405
NYSE EURONEXT 4.8% 06/13	954,199	954,199
NEW YORK LIFE 1.85% 12/13	1,194,314	1,194,314
SIMON 5.65% 02/20	1,010,336	1,010,336
TIME WARNER 8.75% 02/19	461,907	461,907
TIME WARNER 8.25% 04/19	375,135	375,135
VALERO ENERGY 4.5% 02/15	397,299	397,299
VERIZON 5.5% 02/18	1,153,887	1,153,887
VODAFONE 5.75% 03/16	999,731	999,731
WAL-MART 5.8% 02/18	787,092	787,092
WESTAR ENERGY 6% 07/14	445,348	445,348
YALE 2.9% 10/14	657,021	657,021
BELLSOUTH 7% 12/95	315,671	315,671
DAYTON POWER 5.125% 10/13	1,270,919	1,270,919
BLACKSTONE 6.625% 08/19	461,545	461,545
CVS LEASE 7.507% 01/32	549,114	549,114
CANTOR 7.875% 10/19	242,008	242,008
CANTOR 6.375% 06/15	242,662	242,662
HIDDEN RIDGE 5.65% 01/22	520,000	520,000
KKR GROUP 6.375% 09/20	533,711	533,711
WHITE 6.375% 03/17	165,090	165,090
CDP FINANCIAL 3% 11/14	625,154	625,154
CANADIAN 2.6% 07/15	547,970	547,970
ING BANK 2.5% 01/16	893,485	893,485
METROPOLITAN 5.125% 04/13	1,260,839	1,260,839
ROCHE HLDGS INC 6% 03/19	398,854	398,854
ROYAL BANK 3.125% 04/15	822,521	822,521
SOUTHWEST 10.5% 12/11	915,272	915,272
SLM CORP VAR 02/14	712,717	712,717
BANC OF 4.668% 07/43	686,953	686,953
BEAR STEARNS VAR 12/40	1,121,838	1,121,838
GREENWICH 5.444% 03/39	425,646	425,646
CREDIT SUISSE VAR 09/39	1,286,111	1,286,111
CREDIT SUISSE VAR 09/39	1,286,111	1,286,111
GE COMMERCIAL VAR 11/45	1,072,723	1,072,723
GREENWICH 5.117% 04/37	245,583	245,583
GREENWICH VAR 04/37	1,029,320	1,029,320
JP MORGAN COM VAR 01/43	209,094	209,094
JP MORGAN 5.298% 05/47	1,112,391	1,112,391
MORGAN 4.882% 08/42	682,781	682,781
MORGAN STANLEY VAR 08/45	907,239	907,239
BANC OF 4.501% 07/43	848,307	848,307
BANC AMERICA 5.309% 10/45	883,998	883,998
BA MTG SECS INC VAR 06/35	229,965	229,965
BANC OF AMERICA VAR 02/35	195,632	195,632
BEAR STEARNS VAR 12/35	244,512	244,512
JP MORGAN PO 4.824% 09/37	505,916	505,916
JP MORGAN MTG VAR 01/37	240,581	240,581
MERRILL LYNCH VAR 02/35	273,561	273,561
PROVIDENT FDG VAR 05/35	288,088	288,088
PROVIDENT FDG VAR 10/35	140,519	140,519
STRUCTURED ADJ VAR 06/34	277,270	277,270
WAMU MTG CERT VAR 02/34	57,717	57,717
WELLS FARGO MBS VAR 02/35	203,640	203,640
FNMA REMIC 2.387% 01/19	372,596	372,596
CVWALT INC 6.5% 07/37	728,550	728,550
CVWALT INC 5.75% 12/36	380,687	380,687
COUNTRYWIDE 6.5% 08/36	447,146	447,146
BA ALTERNATIVE 6% 06/46	282,494	282,494
BEAR STEARNS VAR 02/34	330,110	330,110
JP MORGAN 6% 03/36	367,779	367,779
JP MORGAN MTG 6.5% 07/36	440,279	440,279
RALI TRUST 6% 12/35	200,731	200,731
WAMU MTG CERT 6.5% 08/35	426,627	426,627
WAMU PTC W/MALT 6% 06/37	122,884	122,884
COUNTRYWIDE 6% 08/36	378,023	378,023
AMERICAN 9.5525% 09/20	348,577	348,577

**TY 2010 Investments Corporate  
Stock Schedule**

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

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
TOTAL BEGINNING BOOK VALUE		
CEMEX SAADR EACH REP 5 C	157,308	157,308
CREDIT SUISSE GROUP	80,820	80,820
ROYAL DUTCH SHELL ADR	267,100	267,100
SANOFI-AVENTIS ADR ECH	773,520	773,520
SONY CORP ADR EACH REPR 1	624,925	624,925
VODAFONE GROUP SPON ADR	687,180	687,180
EMBRAER SA ADR EACH REP 4	411,600	411,600
ABB LTD ADR EACH REPR I	763,300	763,300
BAIDU INC ADR EACH REPR	1,279,023	1,279,023
INFOSYS TECHNOLOGIES ADR	585,816	585,816
LONGTOP FINANCIAL	492,048	492,048
MELCO CROWN ENTERTAINMENT	356,160	356,160
PANASONIC CORP ADR-EACH	373,650	373,650
ARM HLDGS ADS EACH REP 3	492,813	492,813
ASML HOLDING NV	820,476	820,476
KOMATSU ADR EACH REPR 1	499,851	499,851
IMPERIAL TOBACCO GROUP	985,984	985,984
DIAGEO ADR EACH REPR 4	185,825	185,825
GLAXOSMITHKLINE ADR EACH	882,450	882,450
NOVARTIS AG ADR EACH REPR	1,090,575	1,090,575
NOVO-NORDISK AS ADR EACH	1,046,901	1,046,901
BP AMOCO P.L.C ADR-EACH	684,635	684,635
CNOOC ADS EACH REP 100	929,643	929,643
HSBC HLDGS ADR EACH REPR	308,282	308,282
AEGON NV AMER REGD CERT(1	214,722	214,722
ANGLO AMERICAN ADR EACH	939,996	939,996
NOKIA CORP ADR EACH REPR	317,856	317,856
ERICSSON(LM) TEL ADR EACH	282,485	282,485
NOKIA CORP ADR EACH REPR	154,800	154,800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTERNATIONAL	855,876	855,876
RAYTHEON CO COM STK	685,832	685,832
HONEYWELL INTERNATIONAL	451,860	451,860
RAYTHEON CO COM STK	463,400	463,400
ROCKWELL COLLINS INC COM	1,106,940	1,106,940
PORLAND GENERAL ELECTRIC	666,190	666,190
WESTAR ENERGYCOM USD5	138,380	138,380
VEECO FEI INCCOM USD0	745,356	745,356
CARBO CERAMICS COM STK	414,160	414,160
INTERFACE INC COM	399,858	399,858
INTERNATIONAL BUS MACH	1,027,320	1,027,320
PAYCHEX INC COM STK	343,101	343,101
GOOGLE INC COM STK	201,950	201,950
INTERNATIONAL BUS MACH	1,027,320	1,027,320
ORACLE CORP COM STK	1,252,000	1,252,000
AOL INC USD0.01	143,114	143,114
CADENCE DESIGN SYSTEMS	74,340	74,340
COMPUTER SCIENCES CORP	372,000	372,000
DUN & BRADSTREET	65,672	65,672
COGNIZANT TECH USD0.01	1,476,794	1,476,794
GOOGLE INC COM STK	3,127,252	3,127,252
INTUIT INC COM STK	894,795	894,795
ORACLE CORP COM STK	1,471,100	1,471,100
PRICELINE.COM INC COM STK	2,996,625	2,996,625
RIVERBED TECHNOLOGY COM	1,125,440	1,125,440
ANSYS INC COM STK USD0.01	315,024	315,024
HMS HOLDING CORP COM STK	382,143	382,143
MEDASSETS USD0.01	307,898	307,898
ANSYS INC COM STK USD0.01	932,053	932,053
GOOGLE INC COM STK	800,078	800,078

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL BUS MACH	865,884	865,884
PRICELINE.COM INC COM STK	906,979	906,979
DOMINION RESOURCES	435,744	435,744
NATIONAL INSTRUMENTS CORP	489,320	489,320
THERMO FISHER SCIENTIFIC	941,120	941,120
TRIMBLE NAVIGATION COM	678,810	678,810
EBAY INC COM STK USD0.001	667,920	667,920
MAXIM INTEGRATED PRODUCTS	472,400	472,400
MOLEX INC CLASS'A'N.VTG	207,570	207,570
MOTOROLA INC USD0.01	997,700	997,700
SYNOPSYS INC COM STK	344,448	344,448
ALLIANT TECHSYSTEMS INC	148,860	148,860
CA INC COM STK USD0.10	1,408,770	1,408,770
EDISON INTERNATIONAL COM	907,100	907,100
NATIONAL SEMICONDUCTOR	287,584	287,584
AMPHENOL CORP CLASS'A'COM	438,074	438,074
NETAPP INC COM STK NPV	1,758,720	1,758,720
PLANTRONICS INC COM STK	487,582	487,582
POLYCOM INC COM STK	668,507	668,507
TRIMBLE NAVIGATION COM	638,880	638,880
DIGITAL RIVER INC COM STK	328,711	328,711
EMULEX CORP COM STK	353,298	353,298
NATIONAL INSTRUMENTS CORP	383,928	383,928
RAVEN INDUSTRIES INC COM	255,142	255,142
TIBCO SOFTWARE INC COM	432,635	432,635
TRIMBLE NAVIGATION COM	349,388	349,388
ARROW ELECTRONICS INC COM	1,092,575	1,092,575
NETAPP INC COM STK NPV	879,360	879,360
THOMAS & BETTS CORP COM	1,014,300	1,014,300
TIBCO SOFTWARE INC COM	955,935	955,935

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HEWLETT-PACKARD USD0.01	538,880	538,880
INTEL CORP COM STK	525,750	525,750
ADOBE SYSTEMS INC COM STK	477,090	477,090
APPLE INC COM STK NPV	645,120	645,120
EMC CORP COM STK USD0.01	1,145,000	1,145,000
NUANCE COMMUNICATIONS INC	545,400	545,400
TEXAS INSTRUMENTS USD1.00	289,250	289,250
BMC SOFTWARE INC COM STK	306,410	306,410
COMPUWARE CORP COM STK	379,275	379,275
HEWLETT-PACKARD USD0.01	1,497,918	1,497,918
PITNEY BOWES INC COM STK	217,620	217,620
XEROX CORP COM STK USD1	691,200	691,200
NOVELL INC COM STK	144,448	144,448
ON SEMICONDUCTOR CORP COM	558,220	558,220
ALTERA CORP COM STK	551,490	551,490
APPLE INC COM STK NPV	3,280,435	3,280,435
AUTODESK INC COM STK NPV	561,540	561,540
CIRRUS LOGIC INC COM STK	327,590	327,590
EMC CORP COM STK USD0.01	606,850	606,850
INTEL CORP COM STK	630,900	630,900
WATERS CORP COM STK	924,749	924,749
MARVELL TECHNOLOGY GROUP	575,050	575,050
CHECK POINT SFTWR	680,022	680,022
APPLE INC COM STK NPV	999,936	999,936
BMC SOFTWARE INC COM STK	966,370	966,370
HEWLETT-PACKARD USD0.01	686,230	686,230
CHECK POINT SFTWR	906,696	906,696
GOODYEAR TIRE & RUBR CO	501,255	501,255
MAGNA INTERNATIONAL INC	234,000	234,000
SUNOPTA INC COM NPV	75,854	75,854

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLIED MTRLS USD0.01	708,120	708,120
EMERSON ELECTRIC CO COM	560,266	560,266
ILLINOIS TOOL WORKS INC	870,420	870,420
EMERSON ELECTRIC CO COM	531,681	531,681
FRANKLIN ELECTRIC CO INC	513,744	513,744
MOBILE MINI COM STK	590,700	590,700
OYO GEOSPACE CORP COM STK	991,100	991,100
PERKINELMER INC COM STK	438,940	438,940
ROPER INDUSTRIES INC COM	229,290	229,290
RENT-A-CENTER INC COM STK	658,512	658,512
BABCOCK & WILCOX CO	236,708	236,708
DOVER CORP COM STK USD1	534,818	534,818
ACTUANT CORP CLS'A' COM	356,708	356,708
CIRCOR INTERNATIONAL INC	388,976	388,976
MIDDLEBY CORP COM STK	379,890	379,890
PERKINELMER INC COM STK	371,808	371,808
WESTPORT INNOVATIONS INC	252,798	252,798
CORE LABORATORIES NV	311,675	311,675
ILLINOIS TOOL WORKS INC	934,500	934,500
GROUP 1 AUTOMOTIVE INC	267,264	267,264
LKQ CORP COM STK USD0.01	315,808	315,808
AUTOLIV INC COM STK USD1	915,704	915,704
ALTRIA GROUP INC COM STK	521,944	521,944
PHILIP MORRIS	1,293,513	1,293,513
PEPSICO INC CAP STK	849,290	849,290
LOEWS CORP COM STK	194,550	194,550
LORILLARD INC USD0.01	336,446	336,446
COCA-COLA CO COM STK	986,550	986,550
COLGATE-PALMOLIVE CO COM	723,330	723,330
LINDSAY CORP COM STK USD1	1,010,310	1,010,310

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONSANTO CO COM STK	452,660	452,660
VULCAN MATERIALS CO COM	208,492	208,492
WAL-MART STORES INC COM	350,545	350,545
SAFEWAY INC COM STK	879,359	879,359
SUPERVALU INC COM STK	676,989	676,989
STARBUCKS CORP COM STK	1,413,720	1,413,720
TEMPUR PEDIC	326,489	326,489
WHOLE FOODS MARKET INC	1,001,682	1,001,682
BRISTOL-MYERS SQUIBB CO	995,648	995,648
CARDINAL HEALTH INC COM	356,283	356,283
JOHNSON & COM STK	686,535	686,535
MEDTRONIC USD0.10	356,064	356,064
PFIZER USD0.05	1,098,700	1,098,700
UNITEDHEALTH GROUP INC	881,084	881,084
ABBOTT LABS COM NPV	718,650	718,650
CALGON CARBON CORP COM	408,240	408,240
DANAHER CORP COM STK	754,720	754,720
DENTSPLY INTERNATIONAL	909,605	909,605
EXPRESS SCRIPTS INC COM	513,475	513,475
KIMBERLY-CLARK CORP COM	945,600	945,600
PFIZER USD0.05	525,300	525,300
PROCTER & GAMBLE CO COM	771,960	771,960
AMGEN INC COM STK	905,850	905,850
BOSTON SCIENTIFIC CORP	378,500	378,500
GILEAD SCIENCES USD0.001	90,600	90,600
MEDTRONIC USD0.10	185,450	185,450
MERCK & CO INC(NEW) COM	1,081,200	1,081,200
PFIZER USD0.05	1,006,825	1,006,825
KING PHARMACEUTICALS INC	667,375	667,375
LIFEPOINT HOSPITALS INC	154,350	154,350

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MANPOWER INC COM STK	759,396	759,396
ZIMMER HOLDINGS INC COM	155,672	155,672
BRUKER CORP COM STK	744,510	744,510
ILLUMINA INC COM STK	734,744	734,744
UNITED THERAPEUTICS CORP	553,175	553,175
VARIAN MEDICAL SYSTEMS	630,448	630,448
AMERICAN MEDICAL SYSTEMS	301,760	301,760
CALGON CARBON CORP COM	204,876	204,876
DIONEX CORP COM STK	212,418	212,418
HEALTH MANAGEMENT	337,716	337,716
PSS WORLD MEDICAL INC COM	317,530	317,530
ZOLL MEDICAL CORP COM STK	327,624	327,624
EXPRESS SCRIPTS INC COM	875,610	875,610
MANPOWER INC COM STK	1,016,712	1,016,712
WATSON PHARMACEUTICALS	909,040	909,040
IMAX CORP COM STK NPV	660,578	660,578
RC2 CORP COM STK USD0.01	262,329	262,329
HALLIBURTON CO COM STK	967,671	967,671
MATTEL INC COM STK USD1	851,905	851,905
GAP INC COM STK USD0.05	1,171,206	1,171,206
THE JONES GROUP INC	739,704	739,704
ABERCROMBIE & FITCH CO	533,078	533,078
COACH INC COM STK USD0.01	1,388,281	1,388,281
LIMITED BRANDS INC COM	946,484	946,484
CONOCOPHILLIPS COM STK	1,259,850	1,259,850
GEN ELEC CO	790,128	790,128
MARATHON OIL CORP COM STK	818,363	818,363
OCCIDENTAL PETROLEUM CORP	1,206,630	1,206,630
CABOT OIL & GAS CO	757,000	757,000
EXXON MOBIL CORP COM STK	1,038,304	1,038,304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KIRBY CORP COM STK	1,101,250	1,101,250
RANGE RESOURCES CORP COM	899,600	899,600
BAKER HUGHES INC COM STK	657,455	657,455
CHEVRON CORP COM STK	683,189	683,189
GEN ELEC CO	1,188,850	1,188,850
OCCIDENTAL PETROLEUM CORP	1,030,050	1,030,050
SCHLUMBERGER COM STK	1,294,250	1,294,250
PPL CORP COM STK USD0.01	157,920	157,920
STONE ENERGY CORP COM STK	604,059	604,059
APACHE CORP USD0.625	2,062,679	2,062,679
COMPLETE PRODUCTION	554,063	554,063
HELMERICH & PAYNE INC COM	1,165,944	1,165,944
MCDERMOTT INTERNATIONAL	382,765	382,765
NATIONAL OILWELL VARCO	891,063	891,063
SCHLUMBERGER COM STK	517,700	517,700
NOBLE ENERGY INC COM	90,140,049	90,140,049
ATWOOD OCEANICS INC COM	237,300	237,300
DRIL QUIP INC COM STK	431,346	431,346
KIRBY CORP COM STK	279,718	279,718
SM ENERGY CO	427,243	427,243
CIMAREX ENERGY CO COM STK	911,859	911,859
EXXON MOBIL CORP COM STK	950,560	950,560
HELMERICH & PAYNE INC COM	935,664	935,664
ENTERGY CORP COM STK	368,316	368,316
GREAT PLAINS ENERGY INC	752,332	752,332
BANK OF AMERICA CORP COM	1,025,846	1,025,846
JPMORGAN CHASE & CO COM	1,119,973	1,119,973
PNC FINANCIAL SERVICES	783,288	783,288
WELLS FARGO & CO COM STK	951,393	951,393
BOK FINANCIAL CORP COM	640,800	640,800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CULLEN FROST BANKERS COM	1,222,400	1,222,400
GLACIER BANCORP COM STK	906,600	906,600
SOUTHSIDE BANCSHARES INC	948,150	948,150
WELLS FARGO & CO COM STK	619,800	619,800
BB&T CORP COM STK USD5	315,480	315,480
BANK OF NEW YORK MELLON	830,500	830,500
SUNTRUST BANKS INC COM	191,815	191,815
WELLS FARGO & CO COM STK	1,397,401	1,397,401
CAPITOL FEDERAL FINANCIAL	8,337	8,337
FIFTH THIRD BANCORP COM	565,180	565,180
FIRST HORIZON NATIONAL	234,856	234,856
KEYCORP COM STK USD1	729,408	729,408
REGIONS FINANCIAL CORP	733,600	733,600
SUNTRUST BANKS INC COM	661,024	661,024
FIRST HORIZON NATIONAL	240,973	240,973
GLACIER BANCORP COM STK	314,288	314,288
HOME BANCSHARES INC COM	251,142	251,142
PROSPERITY BANCSHARES INC	392,800	392,800
TEXAS CAPITAL BANCSHARES	282,891	282,891
UMPQUA HOLDINGS CORP COM	255,171	255,171
AMERICAN EXPRESS CO COM	721,056	721,056
CAPITAL ONE FINANCIAL	970,368	970,368
CITIGROUP INC COM STK	1,004,302	1,004,302
SLM CORP COM STK USD0.20	618,169	618,169
STATE STREET CORP COM STK	750,708	750,708
US BANCORP DELAWARE COM	674,250	674,250
CAPITAL ONE FINANCIAL	1,149,120	1,149,120
GOLDMAN SACHS GROUP INC	168,160	168,160
LEGG MASON INC COM STK	163,215	163,215
SLM CORP COM STK USD0.20	302,160	302,160

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB(CHARLES)CORP COM	384,975	384,975
US BANCORP DELAWARE COM	188,790	188,790
CAPITAL ONE FINANCIAL	289,408	289,408
SYNOVUS FINANCIAL CORP	274,560	274,560
FRANKLIN RESOURCES INC	472,643	472,643
INTERCONTINENTAL EXCHANGE	446,813	446,813
LEGG MASON INC COM STK	507,780	507,780
PRICE T ROWE GROUP INC	801,910	801,910
RAYMOND JAMES FINANCIAL	359,700	359,700
AMERICAN EXPRESS CO COM	763,976	763,976
CAPITAL ONE FINANCIAL	757,568	757,568
FRANKLIN RESOURCES INC	911,922	911,922
RAYMOND JAMES FINANCIAL	958,110	958,110
ALLSTATE CORP COM STK	742,804	742,804
TRAVELERS COS INC/THE	334,260	334,260
ALLSTATE CORP COM STK	357,056	357,056
HARTFORD FINANCIAL	471,522	471,522
AMTRUST FINANCIAL SERVICE	169,750	169,750
BARRICK GOLD CORP COM NPV	1,114,121	1,114,121
FREEPORT-MCMORAN COPPER &	684,513	684,513
FREEPORT-MCMORAN COPPER &	1,164,873	1,164,873
FMC CORP COM STK USD0.10	958,680	958,680
TRACTOR SUPPLY CO COM STK	1,163,760	1,163,760
TEREX CORP COM STK	167,616	167,616
GRAFTECH	476,160	476,160
JABIL CIRCUIT INC COM STK	592,655	592,655
PARKER-HANNIFIN CORP COM	1,449,840	1,449,840
ASTEC INDUSTRIES INC COM	372,715	372,715
CLARCOR INC COM STK USD1	353,843	353,843
HEXCEL CORP COM STK	435,065	435,065

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KAYDON CORP COM STK	168,988	168,988
SILGAN HLDGS INC COM STK	318,709	318,709
TRACTOR SUPPLY CO COM STK	383,071	383,071
PARKER-HANNIFIN CORP COM	949,300	949,300
DU PONT(E.I.)DE NEMOURS &	1,112,324	1,112,324
3M CO COM STK USD0.01	327,940	327,940
DU PONT(E.I.)DE NEMOURS &	1,247,000	1,247,000
WASTE MANAGEMENT INC COM	1,106,100	1,106,100
DOW CHEMICAL CO COM STK	769,242	769,242
CELANESE CORP COM STK	1,086,888	1,086,888
PPG INDUSTRIES INC COM	151,326	151,326
RPM INTERNAT	150,280	150,280
AGRIUM INC	389,938	389,938
CYTEC INDUSTRIES INC COM	366,114	366,114
ENDO PHARMACEUTICAL HLDGS	274,967	274,967
CELGENE CORP COM STK	780,648	780,648
ENDO PHARMACEUTICAL HLDGS	1,010,593	1,010,593
LUBRIZOL CORP COM STK NPV	822,976	822,976
RELIANCE STEEL &	766,500	766,500
PAN AMERICAN SILVER CORP	634,634	634,634
TECK RESOURCES LTD	989,280	989,280
BELDEN INC COM STK	360,836	360,836
BRIGHAM EXPLORATIONS COM	518,922	518,922
CLIFFS NATURAL RESOURCES	557,772	557,772
CARPENTER TECHNOLOGY CORP	458,736	458,736
ELECTRONIC ARTS COM STK	303,030	303,030
MCGRAW-HILL COS INC (THE)	131,076	131,076
NEWS CORP CLASS'A'NON VTG	975,520	975,520
ADMINISTAFF INC COM STK	495,170	495,170
BRUNSWICK CORP COM STK	468,500	468,500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BRUNSWICK CORP COM STK	286,722	286,722
LIFE TIME FITNESS INC COM	338,168	338,168
LIVE NATION ENTERTAINMENT	309,482	309,482
RADIOSHACK CORP COM STK	406,780	406,780
WALGREEN CO COM STK	662,320	662,320
MACY'S INC COM STK	42,352	42,352
WALGREEN CO COM STK	416,872	416,872
PENNEY(J.C.)CO INC COM	588,042	588,042
AMAZON COM INC STK	3,042,000	3,042,000
CASH AMERICA	339,756	339,756
RUDDICK CORP COM STK USD1	344,454	344,454
WESCO INTERNATIONAL INC	538,560	538,560
BED BATH AND BEYOND COM	1,002,660	1,002,660
ROSS STORES INC COM STK	891,825	891,825
AT&T INC COM STK USD1	839,886	839,886
MICROSOFT USD0.000125	591,904	591,904
VERIZON COMMUNICATIONS	1,091,290	1,091,290
CISCO SYSTEMS INC COM STK	708,050	708,050
MICROSOFT USD0.000125	245,696	245,696
COMCAST CORP COM CLS 'A'	1,373,367	1,373,367
DISH NETWORK CORP	157,280	157,280
DIRECTV USD0.01	55,902	55,902
LIBERTY GLOBAL INC COM	21,228	21,228
LIBERTY GLOBAL INC COM	20,334	20,334
LIBERTY MEDIA HOLDING COM	367,441	367,441
SPRINT NEXTEL CORP FON	465,300	465,300
SYMANTEC USD0.01	451,980	451,980
TIME WARNER CABLE INC	662,941	662,941
ARRIS GROUP INC COM STK	510,510	510,510
SYMANTEC USD0.01	143,964	143,964

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CISCO SYSTEMS INC COM STK	594,762	594,762
NII HOLDINGS INC COM STK	544,852	544,852
QUALCOMM USD0.0001	1,784,115	1,784,115
SCRIPPS NETWORKS	551,138	551,138
ARRIS GROUP INC COM STK	235,059	235,059
MICROSTRATEGY INC.	320,513	320,513
METROPCS COMMUNICATIONS	924,516	924,516
FEDEX CORP COM STK	976,605	976,605
HARLEY DAVIDSON COM STK	156,015	156,015
EATON CORP COM USD0.50	1,573,405	1,573,405
FORWARD AIR CORPORATION	313,599	313,599
MONRO MUFFLER BRAKE INC	298,339	298,339
UTI WORLDWIDE INC ORD NPV	369,940	369,940
EATON CORP COM USD0.50	1,136,912	1,136,912
CON-WAY INC COM STK	1,199,496	1,199,496
UNITED PARCEL SERVICE INC	914,508	914,508
NOBLE COVERED CALLS	13,592,600	13,592,600
CARNIVAL CORP COM STK	1,327,968	1,327,968
HOME DEPOT INC COM STK	771,320	771,320
MCDONALD'S CORP COM STK	422,180	422,180
SPECTRA ENERGY CORP COM	679,078	679,078
STANLEY BLACK & DECKER	1,063,233	1,063,233
TIME WARNER INC USD0.01	395,691	395,691
WELLPOINT INC COM STK	1,034,852	1,034,852
XL GROUP PLC ORD USD0.01	268,386	268,386
JARDEN CORP COM STK NPV	463,050	463,050
NEOGEN CORP COM STK	695,459	695,459
TIME WARNER INC USD0.01	450,380	450,380
COVIDIEN PLC USD0.20	410,940	410,940
CAREFUSION CORP USD0.01	231,300	231,300

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARMAX INC COM STK	143,460	143,460
DOMTAR CORPORATION COM	22,776	22,776
GENWORTH FINANCIAL INC	157,680	157,680
HOME DEPOT INC COM STK	578,490	578,490
INTERPUBLIC GROUP	180,540	180,540
TIME WARNER INC USD0.01	932,930	932,930
COVIDIEN PLC USD0.20	273,960	273,960
TYCO INTERNATIONAL LTD	334,628	334,628
TYCO ELECTRONICS COM	427,455	427,455
CNO FINANCIAL GROUP INC	698,340	698,340
COBALT INTERNATIONAL	846,153	846,153
DISCOVER FINANCIAL	696,728	696,728
GENWORTH FINANCIAL INC	667,512	667,512
INTERPUBLIC GROUP	214,524	214,524
KINETIC CONCEPTS INC COM	908,796	908,796
MI DEVELOPMENTS INC CLASS	1,002,700	1,002,700
PHH CORP COM STK NPV	594,955	594,955
VALASSIS COMMUNICATIONS	1,400,755	1,400,755
XL GROUP PLC ORD USD0.01	909,894	909,894
TYCO ELECTRONICS COM	842,520	842,520
NXP SEMICONDUCTORS NV	690,690	690,690
NOBLE CORPORATION CHF0.01	48,979,074	48,979,074
CME GROUP INC COM STK	876,769	876,769
CARMAX INC COM STK	640,788	640,788
EXPEDIA INC COM STK	853,060	853,060
F5 NETWORK INC COM STK	1,047,788	1,047,788
FIRST SOLAR INC COM STK	390,420	390,420
FLUOR CORP(NEW) COM STK	1,222,497	1,222,497
GEN-PROBE INC COM GEN	455,130	455,130
HANSEN NATURAL CORP COM	501,888	501,888

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LULULEMON ATHLETICA INC	964,722	964,722
MERCADOLIBRE INC COM STK	733,150	733,150
NETFLIX COM INC STK	535,885	535,885
OMNIVISION TECHNOLOGIES	676,589	676,589
TALEO CORP. 'A'USD0.00001	432,723	432,723
VERIFONE SYSTEMS INC	532,128	532,128
HERBALIFE LTD	540,123	540,123
TAPESTRY PHARMACEUTICALS	93	93
AMERICAN PUBLIC EDUCATION	407,778	407,778
APPROACH RESOURCES INC	310,695	310,695
ASPEN TECHNOLOGY INC COM	328,930	328,930
BJS RESTAURANTS INC COM	244,467	244,467
BROCADE COMM USD0.001	388,022	388,022
BUFFALO WILD WINGS INC	184,170	184,170
CAPELLA EDUCATION CO COM	399,480	399,480
CINEMARK HOLDINGS INC COM	253,428	253,428
COMPELLENT TECHNOLOGIES	506,277	506,277
CROCS INC COM STK USD0.01	426,288	426,288
DSW INC COM STK CLASS 'A'	463,335	463,335
ENPRO INDUSTRIES INC COM	344,948	344,948
EVERCORE PARTNERS INC COM	270,300	270,300
FIRST CASH FINANCIAL	424,563	424,563
HAYNES INTERNATIONAL INC	311,634	311,634
HIBBETT SPORTS INC COM	420,660	420,660
JO-ANN STORES INC COM STK	325,188	325,188
LOGMEIN INC NPV	323,682	323,682
MWI VETERINARY SUPPLY INC	558,878	558,878
NATIONAL CINEMEDIA INC	325,529	325,529
OASIS PETROLEUM INC	334,932	334,932
PAREXEL INTERNATIONAL	434,154	434,154

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEGASYSTEMS INC COM STK	369,963	369,963
ROFIN-SINAR TECHNOLOGIES	334,908	334,908
ROSETTA RESOURCES INC COM	560,836	560,836
SMART TECHNOLOGIES INC	326,152	326,152
ULTA SALON COM STK USD0	292,400	292,400
WARNACO GROUP INC	294,625	294,625
HANSEN NATURAL CORP COM	826,024	826,024
MCKESSON CORP COM STK	781,218	781,218
GMO EMG MKTS FD II	28,750,538	28,750,538
WTC-CTF DIVERSIFIED	28,429,334	28,429,334
EATON VANCE EV PARAMETRIC	15,684,311	15,684,311
ACADIAN INT'L SMALL CAP	7,676,644	7,676,644
PYRFORD INTERNATIONAL	36,809,765	36,809,765
VANGUARD/WELLINGTN	933,622	933,622
VANGUARD/WELLESLEY	908,704	908,704
DODGE & COX INTERNATIONAL	35,372,734	35,372,734
PIMCO FUNDS PACIFIC INV	62,690,857	62,690,857
SILCHESTER INTERNATIONAL	37,951,711	37,951,711
PIMCO FDS PAC INVT MGMT	716	716
LEHMAN POSITION NET	34,065	34,065
MONDRIAN FOCUSED EMERGING	22,080,112	22,080,112

## TY 2010 Investments Government Obligations Schedule

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

**EIN:** 73-0606209

**US Government Securities - End of**

**Year Book Value:** 22,331,201

**US Government Securities - End of**

**Year Fair Market Value:** 22,331,201

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

**Value:** 2,082,839

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

2,082,839

## TY 2010 Investments - Other Schedule

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

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TOTAL BEGINNING BOOK VALUE	FMV		
KING STREET CAPITAL LTD	FMV	17,767,026	17,767,026
ELLIOTT INTERNATIONAL LTD	FMV	19,618,523	19,618,523
AURELIUS CAPITAL	FMV	12,804,492	12,804,492
SHEPHERD INVESTMENTS INTL	FMV	5,092,115	5,092,115
ANCHORAGE CAPITAL	FMV	10,283,694	10,283,694
WEXFORD OFFSHORE SPECTRUM	FMV	7,975,838	7,975,838
DAVIDSON KEMPNER	FMV	17,364,007	17,364,007
OZ ASIA OVERSEAS FUND LTD	FMV	9,135,436	9,135,436
SCP OCEAN FUND LTD	FMV	5,501,545	5,501,545
MARK TO MARK ADJ	FMV	1,726,142	1,726,142
ANCHORAGE SHORT CREDIT	FMV	4,186,415	4,186,415
FIR TREE INTERNATIONAL	FMV	6,982,989	6,982,989
SOUTHPORT ENERGY PLUS	FMV	4,123,797	4,123,797
AURELIUS CAPITAL INTL	FMV	3,035,800	3,035,800
HOPLITE OFFSHORE FUND LTD	FMV	4,722,381	4,722,381
SCP OCEAN FUND LTD SER	FMV	1,107,244	1,107,244
SHEPHERD SELECT ASSET	FMV	697,615	697,615

## TY 2010 Land, Etc. Schedule

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

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
AIRCRAFT	10,681,565	5,874,862	4,806,703	
EQUIPMENT	18,634,458	12,121,658	6,512,800	
FENCE	73,217	10,982	62,235	
FINE ARTS	1,531,683	865,621	666,062	
ROADS	191,942	47,986	143,956	
CAPITALIZED INT	8,901,329	1,202,379	7,698,950	
USC EQUIPMENT	14,761	5,957	8,804	
BUILDINGS	140,185,750	35,513,148	104,672,602	
LAND	7,283,103	0	7,283,103	
FURNITURE	30,909	7,191	23,718	
CONST IN PROGRESS	2,407,778		2,407,778	
COMPUTERS	958,985	582,392	376,593	
AUTOMOBILES	2,438,157	1,985,419	452,738	
AUTOMOBILES 10	148,526		148,526	
BUILDINGS 10	3,150,978		3,150,978	
FURNITURE 10	59,403		59,403	
USC EQUIPMENT 10	13,465		13,465	
LAND 10	639,432		639,432	
COMPUTERS 10	310,415		310,415	
EQUIPMENT 10	1,202,186		1,202,186	
CONST IN PROG 10	69,193		69,193	

## TY 2010 Legal Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EMPLOYEE/BENEFIT PLANS	23,278			23,278
GENERAL MATTERS	11,423			11,423
EMPLOYEE IMMIGRATION SUPPORT	69,382			69,382
INTELLECTUAL PROPERTY/PATENTS	318,677			318,677
NET INVESTMENT INCOME ADJ		6,740		-6,740
ACCRUAL TO CASH ADJUSTMENT				29,055

## TY 2010 Other Assets Schedule

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

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENTS	1,502,540	388,557	388,557
DEFERRED FINANCING COSTS	80,314	17,908	17,908
INTEREST/DIVIDENDS RECEIVABLE	1,542,561	1,303,387	1,303,387

## TY 2010 Other Expenses Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS/DUES	143,142	3,538		126,103
PHOTOGRAPHY/GRAFIC SUPPLIES	10,531			11,643
UNIFORMS/LAUNDRY	61,509			62,114
TRAINING/EMPLOYEE RELATIONS	554,319			546,087
COMMUNITY SUPPORT	124,003			123,179
PROPERTY INSURANCE	445,541			418,295
OFFICE/POSTAGE/PHOTOCOPIER	230,723			227,777
LICENSE/PERMIT/BANK FEES	80,580			77,914
CREDIT FACILITY FEES	61,771			62,221
MACHINE HIRE/CONTRACT LABOR	404,787			414,622
EQUIPMENT MAINT AND REPAIR	1,225,669			1,251,242
FACILITY MAINTENANCE & REPAIR	358,509			351,949
ROAD/LAND/FENCE MTC & REPAIR	29,827			31,580
EQUIPMENT LEASE	42,921			43,294
LAWN/SAFETY SUPPLIES	112,096			112,238
MATERIALS & SUPPLIES	2,401,228			2,342,930
FOOD SERVICE	12,451			11,650
VEHICLE OPERATIONS	741,570			747,647
LIBRARY SERVICES	62,607			60,355
COMPUTER/TECHNOLOGY	539,829			525,900
RECRUITING	103,071			103,339
FEED/SEED/FERTILIZER	290,616			285,210
VETERINARY	43,140			43,489
TESTING/EVALUATION SERVICES	139,936			136,791
COOPERATIVE RESEARCH PROGRAM	405,600			412,416
NON RESIDENT FELLOWS PROGRAM	141,039			141,039
SMALL EQUIPMENT UNDER \$5000	1,752,293			1,013,289
MISC DEDUCTIONS INT'L INVEST		184,772		
LESS EXPENSE ALLOCATED TO PRGM			7,725,524	-7,725,524

## TY 2010 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalty Income	97,866	97,866	
Cattle and Pecan and Other Farm Sales	493,329		493,329
Educational Seminars-Registrations	87,933		87,933
Pasture and Hunting Leases	9,060		9,060
Other Program Revenue	7,045,685		7,045,685
Gain on Sale of Exempt Assets	40,044		
Net Section 988		-579,700	
Section 1256 Gain		-2,485	
Class Action Settlements	961,021	961,021	
External Core Service recovery	77,269		77,269
Aircraft Usage recovery	12,248		12,248
K-1 Ordinary income		37,434	

**TY 2010 Other Increases Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Description	Amount
CHANGE IN UNREALIZED GAIN/LOSS ON INVEST	32,262,304
CHANGE IN UNREALIZED GAIN ON RESTRICTED	1,169,953

**TY 2010 Other Liabilities Schedule****Name:** The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Description	Beginning of Year - Book Value	End of Year - Book Value
SERIES 2006 BONDS	30,392,510	20,375,628

## TY 2010 Other Professional Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGER FEES	3,451,483	3,451,483		
PROFESSIONAL ADVISORY SERVICES	358,044			358,044
ACCRUAL TO CASH ADJUSTMENT				-91,295

## TY 2010 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES-INT'L INVESTMENT		198,933		
990PF EXISE TAX	1,340,770			