Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

Ruth Nelson Family Foundation
1350 S. Boulder #400
Tulsa, OK 74119

A Employer identification number: 73-1210115

B Telephone number (see the instructions): (918) 582-8083

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 19,680,344.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)	1,287,370.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments			N/A	
4 Dividends and interest from securities	225,349.	225,349.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	366,448.			
b Gross sales price for all assets on line 6a 5,692,446.				
7 Capital gain net income (from Part IV, line 2)		366,448.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	1,604.	1,604.		
12 **Total.** Add lines 1 through 11	1,880,771.	593,401.		
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 2	119,828.	119,828.		
17 Interest				
18 Taxes (attach schedule)(see instr) See Stm 3	4,418.	3,237.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	124,246.	123,065.		
25 Contributions, gifts, grants paid Part XV	614,672.			614,672.
26 **Total expenses and disbursements.** Add lines 24 and 25	738,918.	123,065.		614,672.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	1,141,853.			
b **Net investment income** (if negative, enter -0-)		470,336.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	42,576.	437,128.	437,128.
	2 Savings and temporary cash investments			
	3 Accounts receivable ► 1,799,376.			
	Less allowance for doubtful accounts ►	963,797.	1,799,376.	1,799,376.
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less· allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,541.	2,360.	2,360.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Attachment 1	11,870,411.	11,781,314.	17,441,480.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less· accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less· accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	12,878,325.	14,020,178.	19,680,344.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	14,313,003.	12,878,325.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-1,434,678.	1,141,853.	
	30 **Total net assets or fund balances** (see the instructions)	12,878,325.	14,020,178.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	12,878,325.	14,020,178.	

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	12,878,325.
2	Enter amount from Part I, line 27a	2	1,141,853.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	14,020,178.
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	14,020,178.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,692,446.		5,325,998.	366,448.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				366,448.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	366,448.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	366,448.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	754,069.	13,769,858.	0.054762
2008	711,428.	14,712,992.	0.048354
2007	221,750.	14,269,276.	0.015540
2006	70,750.	12,293,507.	0.005755
2005	65,000.	3,152,863.	0.020616

2	**Total** of line 1, column (d)	2	0.145027
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	0.029005
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,214,902.
5	Multiply line 4 by line 3	5	470,313.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,703.
7	Add lines 5 and 6	7	475,016.
8	Enter qualifying distributions from Part XII, line 4	8	614,672.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instr.)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	4,703.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	4,703.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,703.
6 Credits/Payments				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	2,360.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	12,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	14,360.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	9,657.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ► 9,657.	**Refunded** ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** *On the foundation* ► $ 0. **(2)** *On foundation managers* ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes.*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► OK			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Elizabeth Long Telephone no ► (918) 582-8083

Located at ► 1350 S. Boulder, Ste 400 Tulsa OK ZIP + 4 ► 74119

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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**
1 a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)		2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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

3 **Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes. a Average monthly fair market value of securities		1a	15,236,405.
b Average of monthly cash balances		1b	1,223,064.
c Fair market value of all other assets (see instructions)		1c	2,360.
d **Total** (add lines 1a, b, and c)		1d	16,461,829.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	16,461,829.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	246,927.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	16,214,902.
6 **Minimum investment return.** Enter 5% of line 5		6	810,745.

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

1 Minimum investment return from Part X, line 6		1	810,745.
2a Tax on investment income for 2010 from Part VI, line 5	2a 4,703.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	4,703.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	806,042.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	806,042.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	806,042.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	614,672.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	614,672.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	4,703.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	609,969.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				806,042.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			607,750.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 614,672.				
a Applied to 2009, but not more than line 2a			607,750.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				6,922.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				799,120.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 instructions.)

1 **Information Regarding Foundation Managers:**

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

Ruth K. Nelson

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

None

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

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

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

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 3			SEE ATTACHMENT 3	614,672.
Total			► 3a	614,672.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	225,349.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	366,448.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Securities Litigation			1	1,604.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				593,401.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 593,401.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

X Ruth K Nelson — 6/2/11 — Trustee

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

TEEA0503L 02/15/11

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization
Ruth Nelson Family Foundation

Employer identification number
73-1210115

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)(____) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $__________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Ruth Nelson Family Foundation

Employer identification number: 73-1210115

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Ruth K. Nelson 1350 S. Boulder, Ste 400 Tulsa, OK 74119	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Ruth K. Nelson 1350 S Boulder, Ste 400 Tulsa, OK 74119	$ 374,394.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	Ruth K. Nelson 1350 S Boulder, Ste 400 Tulsa, OK 74119	$ 315,600.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization
Ruth Nelson Family Foundation

Employer identification number
73-1210115

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	4,600 Shs Edwards Lifesciences	$ 374,394.	12/23/10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	10,000 Shs Oracle Corp	$ 315,600.	12/23/10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: Ruth Nelson Family Foundation

Employer identification number: 73-1210115

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete cols **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Securities Litigation	$ 1,604.	$ 1,604.	
Total	$ 1,604.	$ 1,604.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees	$ 119,828.	$ 119,828.		
Total	$ 119,828.	$ 119,828.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Tax	$ 1,181.			
Foreign Income Tax	3,237.	$ 3,237.		
Total	$ 4,418.	$ 3,237.		$ 0.

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

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

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

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Pamela B. Nelson 1350 S. Boulder, Ste 400 Tulsa, OK 74119	Trustee 1.00	$ 0.	$ 0.	$ 0.
Randolph M. Nelson 1350 S. Boulder, Ste 400 Tulsa, OK 74119	Trustee 1.00	0.	0.	0.
Thomas W. Murphy 1350 S. Boulder, Ste 400 Tulsa, OK 74119	Trustee 1.00	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

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

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

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2010

Common Stock Securities	Number of Shares	Cost	FMV
ABB LTD	12,650	125,064	283,993
ABBOTT LABORATORIES	6,500	303,650	311,415
AMERICAN EXPRESS COMPANY	7,000	269,638	300,440
APACHE CORP	2,050	243,639	244,422
APPLE INC	1,200	311,420	387,072
AUTOMATIC DATA PROCESSING	1,075	48,004	49,751
BAXTER INTL	1,950	91,951	98,709
BBH BROAD MARKET FUND CL N	50,533	500,000	526,039
BBH INTERNATIONAL EQUITY FUND	35,323	425,000	461,322
BERKSHIRE HATHAWAY INC	4,650	358,093	372,512
BOK FINANCIAL	42,856	226,746	2,288,510
CENOVUS ENERGY INC	11,000	281,895	365,640
CHUBB CORP	1,575	77,906	93,933
CHURCH & DWIGHT CO INC	4,300	270,112	296,786
CISCO SYSTEMS INC	8,700	156,193	176,001
CME GROUP INC	900	258,180	289,575
COACH INC	3,075	122,183	170,078
COCA COLA CO	1,150	59,903	75,636
COMCAST CORPORATION CL A	4,675	91,541	102,710
COSTCO WHOLESALE CORP	1,450	87,896	104,705
DANAHER CORP	7,700	278,732	363,209
DELL INC	3,875	88,536	52,506
DENTSPLY INTERNATIONAL INC	1,950	54,526	66,632
DIAGEO PLC SPONSORED ADR	1,400	84,008	104,062
EBAY INC	2,000	24,455	86,840
ECOLAB INC	975	38,855	55,660
EDWARDS LIFESCIENCES CORP	9,100	295,290	735,644
EOG RESOURCES INC	950	88,834	49,160
EXPRESS SCRIPTS INC	4,350	132,984	235,118
FISERV INC	4,000	191,212	234,240
FMC TECHNOLOGIES INC	2,100	103,045	186,711
GENERAL ELECTRIC	13,000	180,184	237,770
GRAINGER WW INC	475	37,531	65,602
HOLOGIC INC	18,050	391,102	339,701
ICONIX BRAND GROUP INC	10,500	160,580	202,755
INGERSOLL RAND PLC	5,000	194,906	235,450
INTERNATIONAL BUSINESS MACHINES	1,975	200,631	289,851
JOHNSON & JOHNSON	5,425	299,933	335,536
JPMORGAN CHASE & CO	7,350	261,893	311,787
LENNAR CORP	11,000	159,801	206,250
LIBERTY GLOBAL INC A	1,850	67,328	65,453
LIBERTY MEDIA INTERACTIVE A	4,050	61,908	63,869
LONGLEAF PARTNERS SMALL CAP FD	1,711	25,030	45,380
LUXOTTICA GROUP SPA	7,000	209,987	214,340
MCDONALDS CORP	3,700	121,294	284,012
MEDNAX INC	4,250	177,703	285,983
METLIFE INC	6,500	269,251	288,860
MICROSOFT CORP	1,475	35,083	41,167
MOODYS	9,000	237,522	238,860
NESTLA SA-SPONSORED ADR	8,325	323,298	489,193
NOVARTIS AG SPON ADR	1,725	87,718	101,689

ATTACHMENT 1

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2010

Common Stock Securities	Number of Shares	Cost	FMV
OCCIDENTAL PETROLEUM	3,925	207,700	385,043
OMNICOM GROUP INC	4,000	180,097	183,200
ORACLE CORP	19,750	267,604	618,175
PEPSICO INC	750	47,285	48,998
PRAXAIR INC	2,475	188,711	236,288
PROGRESSIVE CORP	4,600	83,934	91,402
ROPER INDUSTRIES INC NEW	4,250	166,933	324,828
SCHLUMBERGER LTD	3,900	173,367	390,363
SOTHEBYS	2,600	25,868	117,000
SOUTHWSTN ENERGY CO	1,750	64,315	65,503
TEVA PHARMACEUTICAL INDUSTRIES	6,550	304,861	341,452
TYCO INTERNATIONAL LTD	7,500	251,635	310,800
US BANCORP	4,325	100,162	116,645
VARIAN MEDICAL SYSTEMS INC	2,750	99,384	249,408
VISA INC CL A	1,275	94,988	89,735
WALGREEN CO	2,800	89,437	109,088
WAL-MART STORES INC	2,125	119,710	114,601
WASTE MANAGEMENT INC	3,700	123,154	136,419
TOTAL COMMON STOCK SECURITIES	442,398	11,781,314	17,441,480

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2010

# Shs	Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain
NEUBERGER BERMAN						
600	FMC Technologies Inc	8/20/2008	1/7/2010	35,828	31,367	4,461
150	FMC Technologies Inc	9/3/2008	1/7/2010	8,957	7,360	1,597
1500	Exxon Mobil Corp	12/22/2008	1/11/2010	105,443	112,396	(6,954)
400	Occidental Pete Corp	11/11/2009	1/11/2010	33,213	33,372	(159)
150	Schlumberger Ltd	9/14/2006	1/11/2010	10,474	8,468	2,005
600	Schlumberger Ltd	10/17/2008	1/11/2010	41,895	29,870	12,025
1750	Sothebys	04/27/09	02/03/10	43,833	17,411	26,422
975	Abbott Laboratories	10/12/06	02/04/10	52,955	45,443	7,512
250	Abbott Laboratories	03/16/09	02/04/10	13,578	11,996	1,582
750	McDonalds Corp	07/23/09	02/04/10	48,683	41,936	6,746
500	McDonalds Corp	09/11/09	02/04/10	32,455	27,164	5,292
3550	Equifax Inc	01/28/08	02/18/10	113,967	124,237	(10,271)
750	Equifax Inc	10/23/09	02/18/10	24,077	21,658	2,419
2400	Equifax Inc	10/23/09	02/19/10	76,814	69,307	7,507
850	Equifax Inc	10/23/09	02/22/10	27,215	24,546	2,669
4600	Metlife Inc	01/24/08	02/24/10	163,381	257,365	(93,984)
400	Metlife Inc	06/09/08	02/24/10	14,207	22,884	(8,677)
1000	Metlife Inc	11/11/09	02/24/10	35,518	35,577	(59)
200	McDonalds Corp	12/29/05	03/01/10	12,761	6,837	5,925
100	McDonalds Corp	09/11/09	03/01/10	6,381	5,433	948
650	Berkshire Hathaway Inc	09/22/08	03/04/10	53,914	56,444	(2,530)
575	Express Scripts Inc	06/05/09	03/04/10	56,826	35,722	21,105
675	Sothebys	04/27/09	03/04/10	19,898	6,716	13,182
800	FMC Technologies Inc	09/03/08	03/15/10	48,635	39,255	9,380
1425	Roper Industries Inc New	07/24/06	03/15/10	81,661	60,514	21,147
1300	Cisco Systems Inc	11/09/07	03/16/10	33,997	37,430	(3,434)
650	Teva Pharmaceutical	05/28/09	03/22/10	41,555	30,066	11,490
400	Teva Pharmaceutical	11/11/09	03/22/10	25,573	21,138	4,434
3500	Covanta Holding Corp	01/20/10	04/08/10	58,820	67,706	(8,886)
5100	Covanta Holding Corp	01/20/10	04/09/10	85,691	98,657	(12,966)
2400	Covanta Holding Corp	01/20/10	04/12/10	40,594	46,427	(5,833)
6000	Iconix Brand Group Inc	08/05/09	04/21/10	102,071	103,589	(1,517)
6100	General Electric Co	10/02/08	04/26/10	117,156	137,546	(20,389)
2050	General Electric Co	10/03/08	04/26/10	39,372	45,980	(6,607)
425	Schlumberger Ltd	03/15/10	05/03/10	29,974	27,169	2,805
325	Mednax Inc	02/16/10	05/06/10	19,484	17,416	2,067
525	Mednax Inc	03/04/10	05/06/10	31,473	28,494	2,979
1550	Sothebys	04/27/09	05/06/10	52,883	15,421	37,462
100	Pepsico Inc	01/26/06	06/16/10	6,387	5,744	643
200	Pepsico Inc	01/27/06	06/16/10	12,774	11,502	1,272
550	Pepsico Inc	01/05/07	06/16/10	35,129	34,689	441
600	Pepsico Inc	06/26/03	06/17/10	38,386	26,133	12,254
900	Pepsico Inc	01/26/06	06/17/10	57,579	51,696	5,884
1000	Pepsico Inc	02/01/06	06/17/10	63,977	56,946	7,031
650	Praxair Inc	09/09/08	07/29/10	55,899	53,962	1,937
550	Varian Medical Systems	08/07/09	07/29/10	29,925	19,877	10,048
6000	Dresser Rand Group Inc	12/08/09	08/02/10	229,793	166,066	63,728
2300	Gilead Sciences Inc	10/13/08	08/02/10	79,294	91,819	(12,525)
500	Gilead Sciences Inc	03/16/09	08/02/10	17,238	22,056	(4,818)
2100	Gilead Sciences Inc	07/22/09	08/02/10	72,399	98,876	(26,478)
850	Gilead Sciences Inc	12/01/09	08/02/10	29,304	39,450	(10,146)
900	Gilead Sciences Inc	12/17/09	08/02/10	31,028	38,794	(7,766)

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2010

# Shs	Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain
3500	Range Resources Corp	04/06/09	08/16/10	123,379	151,793	(28,413)
450	Range Resources Corp	04/07/09	08/16/10	15,863	19,292	(3,429)
1175	Range Resources Corp	12/03/09	08/16/10	41,420	55,768	(14,348)
1950	Fiserv Inc	08/13/07	09/07/10	101,693	93,216	8,477
600	Oracle Corp	03/24/06	09/07/10	14,522	8,286	6,237
2250	Oracle Corp	03/31/06	09/07/10	54,459	31,050	23,409
7625	Bank New York Mellon	05/25/10	10/07/10	202,287	206,921	(4,635)
2300	Bank New York Mellon	06/28/10	10/07/10	61,018	59,977	1,041
150	Becton Dickinson & Co	03/01/06	10/07/10	11,201	9,761	1,440
500	Becton Dickinson & Co	03/24/06	10/07/10	37,337	31,550	5,787
500	Becton Dickinson & Co	04/10/06	10/07/10	37,337	31,455	5,882
950	Becton Dickinson & Co	12/07/07	10/07/10	70,940	71,053	(113)
750	Becton Dickinson & Co	09/01/05	10/08/10	56,001	39,769	16,232
500	Becton Dickinson & Co	10/07/05	10/08/10	37,334	25,861	11,473
100	Becton Dickinson & Co	03/01/06	10/08/10	7,467	6,507	960
550	Praxair Inc	09/09/08	10/14/10	50,114	45,660	4,454
675	Church & Dwight Co Inc	01/19/10	10/12/10	46,867	43,047	3,820
400	Church & Dwight Co Inc	04/12/10	10/12/10	27,773	26,966	807
900	Sothebys	04/27/09	10/15/10	33,939	8,954	24,984
1100	ABB Ltd	10/23/08	10/18/10	24,515	12,497	12,018
650	International Business	11/13/07	10/18/10	92,498	66,948	25,550
1350	General Electric Co	10/03/08	10/21/10	21,805	30,279	(8,474)
200	General Electric Co	11/11/09	10/21/10	3,230	3,159	71
150	General Electric Co	10/05/10	10/21/10	2,423	2,464	(41)
4450	Hewlett Packard Co	10/08/09	10/21/10	188,526	208,179	(19,653)
575	Hewlett Packard Co	12/11/09	10/21/10	24,360	28,781	(4,421)
1250	Hewlett Packard Co	02/18/10	10/21/10	52,957	63,189	(10,232)
750	Berkshire Hathaway Inc	07/14/08	10/28/10	60,158	58,138	2,020
300	Berkshire Hathaway Inc	09/22/08	10/28/10	24,063	26,051	(1,988)
500	Mednax Inc	02/16/10	11/01/10	29,751	26,794	2,957
400	Sothebys	04/27/09	11/01/10	17,422	3,980	13,442
300	Mednax Inc	02/16/10	11/02/10	17,625	16,077	1,548
950	Coach Inc	04/20/10	11/11/10	49,845	40,197	9,648
1200	Varian Medical Systems In	08/07/09	11/11/10	77,330	43,367	33,963
200	International Business	11/13/07	11/15/10	28,826	20,599	8,227
2700	J Crew Group Inc	10/18/10	11/16/10	95,836	95,561	275
1000	Cisco Systems Inc	02/22/06	11/17/10	19,604	19,864	(260)
200	Cisco Systems Inc	11/09/07	11/17/10	3,921	5,759	(1,838)
2225	Cisco Systems Inc	02/04/10	11/17/10	43,618	51,955	(8,336)
1900	J Crew Group Inc	10/18/10	11/18/10	69,366	67,247	2,119
1800	J Crew Group Inc	10/18/10	11/19/10	65,304	63,708	1,597
150	FMC Technologies Inc	09/03/08	11/22/10	12,302	7,360	4,941
975	FMC Technologies Inc	05/21/10	11/22/10	79,960	55,581	24,379
1375	Coach Inc	04/20/10	11/24/10	77,229	58,180	19,049
850	Occidental Pete Corp	05/01/07	12/02/10	76,917	43,126	33,791
50	Occidental Pete Corp	11/11/09	12/02/10	4,525	4,171	353
4000	Amgen Inc	10/07/10	12/15/10	223,787	224,526	(739)
850	Varian Medical Systems	08/07/09	12/29/10	59,181	30,718	28,463
600	Schlumberger Ltd	10/17/08	12/30/10	49,998	29,870	20,128
175	Schlumberger Ltd	03/15/10	12/30/10	14,583	11,187	3,395
Total Neuberger Berman				5,242,742	4,914,325	328,417

ATTACHMENT 2

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2010

# Shs	Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain
BROWN BROTHERS						
775	Bed Bath & Beyond	02/13/08	01/13/10	32,591	23,963	8,628
575	Microsoft Corp	02/13/08	01/15/10	17,800	16,537	1,263
525	Microsoft Corp	09/08/08	01/15/10	16,252	13,613	2,639
621	Cadbury Plc	09/08/08	01/25/10	33,106	28,329	4,778
125	Cadbury Plc	09/16/08	01/25/10	6,664	5,555	1,109
450	Bed Bath & Beyond	09/08/08	03/08/10	18,774	14,616	4,158
550	Ebay Inc	08/07/08	03/26/10	15,126	14,030	1,096
625	XTO Energy Inc	02/13/08	04/06/10	29,839	35,306	(5,467)
550	XTO Energy Inc	08/07/08	04/06/10	26,259	24,888	1,371
250	XTO Energy Inc	09/08/08	04/06/10	11,936	11,985	(49)
500	Intuit Inc	02/13/08	07/22/10	19,011	15,470	3,541
100	Intuit Inc	08/07/08	07/22/10	3,802	2,962	840
200	Pepsico Inc	02/13/08	07/22/10	12,842	14,416	(1,574)
325	Coca-Cola Co	02/13/08	07/22/10	17,626	19,297	(1,671)
275	Intuit Inc	08/07/08	08/02/10	11,012	8,146	2,867
360	Vulcan Materials Co	08/07/08	08/05/10	15,002	24,502	(9,499)
73	Vulcan Materials Co	08/07/08	08/09/10	3,034	4,968	(1,935)
142	Vulcan Materials Co	08/07/08	08/12/10	5,499	9,665	(4,165)
200	Vulcan Materials Co	08/07/08	08/17/10	7,724	13,612	(5,888)
100	Vulcan Materials Co	06/11/09	08/17/10	3,862	4,100	(238)
75	Vulcan Materials Co	06/12/09	08/17/10	2,897	3,266	(369)
400	Vulcan Materials Co	06/17/09	08/17/10	15,448	18,003	(2,555)
100	Vulcan Materials Co	11/17/09	08/17/10	3,862	5,025	(1,163)
125	Vulcan Materials Co	11/19/09	08/17/10	4,828	6,198	(1,371)
575	Intuit Inc	08/07/08	08/20/10	24,723	17,032	7,692
525	Intuit Inc	08/07/08	09/08/10	23,432	15,551	7,882
400	Intuit Inc	08/07/08	09/20/10	18,201	11,848	6,353
275	Intuit Inc	08/03/09	09/20/10	12,513	7,873	4,641
475	Ebay Inc	06/30/10	11/01/10	13,961	9,446	4,514
600	Ebay Inc	10/23/08	12/13/10	18,271	8,987	9,284
175	Ebay Inc	06/30/10	12/13/10	3,807	2,486	1,321
Total Brown Brothers				449,704	411,673	38,031
2010 TOTALS				5,692,446	5,325,998	366,448

ATTACHMENT 2

RUTH NELSON FAMILY FOUNDATION
SCHEDULE OF CONTRIBUTIONS
FYE DECEMBER 31, 2010

DATE	CK NO	ORGANIZATION	ADDRESS	AMOUNT		
12/29/2010	1798	ACE	2181 Washington St Roxbury, MA 02119	250	public	charitable
12/29/2010	1794	Actors Center	12 N 27th St , Suite 1700, NY, NY 10001	5,000	private	educational
12/29/2010	1799	BB&N Parents Fund	80 Gerrys Landing, Cambridge, MA 02138	3,000	private	educational
12/29/2010	1795	Brown University	P O Box 1877, Providence, RI 02912	10,000	private	educational
12/30/2010	1816	Bryn Mawr College	101 N Merion Ave, Bryn Mawr, PA 19010	455,000	private	educational
12/29/2010	1800	Cambridge Ellis School	80 Trowbridge St , Cambridge, MA 02138	500	private	educational
12/29/2010	1801	Citizen Schools	133 South St , Boston, MA 02111	1,000	private	educational
12/29/2010	1802	Concord Academy	166 Main St , Concord, MA 01742	1,922	private	educational
12/29/2010	1803	Day Center for the Homeless	415 W Archer, Tulsa, OK 74103	2,000	private	charitable
12/29/2010	1804	Domestic Violence Intervention Services	1419 E 15th St , Tulsa, OK 74120	1,500	private	char/educ
12/30/2010	1817	Family & Children's Service, Inc	650 S Peoria, Tulsa, OK 74120	53,000	private	charitable
01/04/10	1788	Fifty-second Street Project	500 W 52nd St, 2nd Floor, NY,NY 10019	25,000	private	charitable
12/29/2010	1793	Fifty-second Street Project	500 W 52nd St, 2nd Floor, NY,NY 10019	10,000	private	charitable
12/29/2010	1805	High Spirit Community Farm	21 Bowdoin St Cambridge, MA 02138	500	private	charitable
8/17/2010	1792	Legal Services of Eastern Oklahoma	115 W 3rd St , #701, Tulsa, OK 74103	10,000	private	charitable
12/29/2010	1806	Meals on Wheels	12650 E 31st St , Tulsa, OK 74146	1,500	private	charitable
12/29/2010	1807	Neighbor for Neighbor	1506 E 46th St N , Tulsa, OK 74126	2,000	private	charitable
12/29/2010	1808	Pine Street Inn	444 Harrison Ave , Boston, MA 02118	1,000	private	soc/ser
12/29/2010	1809	Read Boston	43 Hawkins St , Boston, MA 02114	2,000	public	educational
12/29/2010	1809	Resond, Inc	P O Box 555, Somerville, MA 02143	1,500	private	charitable
12/29/2010	1811	Shady Hill School	178 Coolidge Hill, Cambridge, MA 02138	8,500	private	educational
1/4/2010	1789	Soho's Repertory Theatre	46 Walker St , NY, NY 10013	5,000	private	educational
12/29/2010	1796	Soho's Repertory Theatre	46 Walker St , NY, NY 10013	5,000	private	educational
12/29/2010	1812	St Stephen's Episcopal School	P O Box 1868, Austin, TX 78767	1,000	private	educational
12/29/2010	1813	Swarthmore College	500 College Ave , Swarthmore, PA 19081	3,500	private	educational
12/29/2010	1814	Tulsa Center for the Physically Limited	815 S Utica, Tulsa, OK 74104	2,000	private	charitable
12/29/2010	1797	Tulsa Center for the Physically Limited	815 S Utica, Tulsa, OK 74104	1,000	private	charitable
12/29/2010	1815	Write Boston	43 Hawkins St , Boston, MA 02114	2,000	private	educational
		Total for Year		614,672		

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

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

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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

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

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

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

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization	Employer identification number
RUTH NELSON FAMILY FOUNDATION	73-1210115
Number, street, and room or suite number. If a P.O box, see instructions: 1350 S BOULDER #400	
City, town or post office, state, and ZIP code. For a foreign address, see instructions: TULSA, OK 74119	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of. ► ELIZABETH LONG

Telephone No. ► 918-582-8083 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 10 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 14,360.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 2,360.
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 12,000.

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