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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, JUL 1, 2010 and ending JUN 30, 2011

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	A Employer identification number
THE SANDRIDGE FOUNDATION	58-6369441
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 457 MANOR RIDGE DRIVE, N.W.	B Telephone number: (404)355-8297
City or town, state, and ZIP code: ATLANTA, GA 30305-3509	C If exemption application is pending, 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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 846,723. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)

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 ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	38,675.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	29,226.	29,226.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-92,231.			STATEMENT 1
	b Gross sales price for all assets on line 6a 368,413.				
	7 Capital gain net income (from Part IV, line 2)		34,437.		
	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 or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	-24,330.	63,663.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,413.	2,560.		853.
	c Other professional fees STMT 4	3,866.	3,866.		0.
	17 Interest				
	18 Taxes STMT 5	93.	93.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	21.	0.		21.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,393.	6,519.		874.
	25 Contributions, gifts, grants paid	23,500.			23,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	30,893.	6,519.		24,374.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-55,223.			
	b **Net investment income** (if negative, enter -0-)		57,144.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	130,606.	49,342.	49,342.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	684,231.	610,228.	607,140.
	c Investments - corporate bonds STMT 8	0.	120,597.	122,200.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	82,748.	62,831.	68,041.
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	897,585.	842,998.	846,723.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DUE TO HP)	2,082.	2,718.	
	23 **Total liabilities** (add lines 17 through 22)	2,082.	2,718.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	895,503.	840,280.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	895,503.	840,280.	
	31 **Total liabilities and net assets/fund balances**	897,585.	842,998.	

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	895,503.
2	Enter amount from Part I, line 27a	2	-55,223.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	840,280.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	840,280.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	368,413.		333,976.	34,437.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				34,437.

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	34,437.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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 X No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	60,706.	753,680.	.080546
2008	25,000.	756,047.	.033067
2007	70,731.	1,142,254.	.061922
2006	74,779.	1,245,390.	.060045
2005	86,332.	1,060,668.	.081394

2	Total of line 1, column (d)	2	.316974
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	.063395
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	797,074.
5	Multiply line 4 by line 3	5	50,531.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	571.
7	Add lines 5 and 6	7	51,102.
8	Enter qualifying distributions from Part XII, line 4	8	24,374.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,143.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,143.
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	1,143.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 2,735.		
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	2,735.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,592.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,592. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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 STMT 10	10	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HUGH PETERSON, JR. Telephone no. ▶ 404-355-8297

Located at ▶ 457 MANOR RIDGE DRIVE, N.W., ATLANTA, GA ZIP+4 ▶ 30305

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

			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? 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 ▶	16		X

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.

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 X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
	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 X No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes X 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.

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	0.
2	
3	
4	

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

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

Form **990-PF** (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	694,287.
b	Average of monthly cash balances	1b	114,925.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	809,212.
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	809,212.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,138.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	797,074.
6	**Minimum investment return.** Enter 5% of line 5	6	39,854.

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	39,854.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,143.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	38,711.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	38,711.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	38,711.

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	24,374.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	24,374.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	24,374.

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				38,711.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 29,861.				
b From 2006 14,581.				
c From 2007 15,042.				
d From 2008				
e From 2009 23,552.				
f **Total** of lines 3a through e	83,036.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 24,374.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				24,374.
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).)	14,337.			14,337.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	68,699.			
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 instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	15,524.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	53,175.			
10 Analysis of line 9:				
a Excess from 2006 14,581.				
b Excess from 2007 15,042.				
c Excess from 2008				
d Excess from 2009 23,552.				
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
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
PAUL ANDERSON YOUTH HOME 1603 MCINTOSH STREET VIDALIA, GA 30474	N/A	CIVIC	GENERAL	2,500.
BREWTON-PARKER COLLEGE US 280 @ 201 DAVID-ELIZA CIRCLE MOUNT VERNON, GA 30445	N/A	EDUCATION	GENERAL	10,000.
REINHARDT COLLEGE 7300 REINHARDT COLLEGE CIRCLE WALESKA, GA 30183	N/A	EDUCATION	GENERAL	1,000.
THE GEORGIA COLLEGE AND STATE UNIVERSITY CAMPUS BOX 96 MILLEDGEVILLE, GA 31061	N/A	EDUCATION	GENERAL	10,000.
Total			▶ 3a	23,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,226.	
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	-92,231.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-63,005.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	-63,005.

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

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

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

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

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

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

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

Signature of officer or trustee: Hugh L. Peterson Jr. Date: 2/14/12 Title: Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHEN BERMAN	Stephen M. Berman, CPA	2/13/12		

Firm's name ▶ STEPHEN M. BERMAN & ASSOC., L.L.C. Firm's EIN ▶

Firm's address ▶ 3475 LENOX ROAD, N.E., SUITE 950 ATLANTA 30326 Phone no. 404-262-2181

Form **990-PF** (2010)

023622
04-26-11

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

THE SANDRIDGE FOUNDATION

Employer identification number

58-6369441

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	☒ 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

☒ 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 its 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: THE SANDRIDGE FOUNDATION

Employer identification number: 58-6369441

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE F & L CHARITABLE TRUST P.O. BOX 400 CHATSWORTH, GA 30705	$ 38,675.	Person [X] 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.)
		$	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: THE SANDRIDGE FOUNDATION

Employer identification number: 58-6369441

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

Name of organization

THE SANDRIDGE FOUNDATION

Employer identification number

58-6369441

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 columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $

(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

(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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	GNMA POOL #003536	P	03/15/05	VARIOUS
b	GNMA POOL #002535	P	09/21/99	VARIOUS
c	GNMA POOL #003677	P	02/07/05	VARIOUS
d	GNMA POOL #003187	P	10/24/08	VARIOUS
e	GNMA POOL #003787	P	10/22/08	VARIOUS
f	GNMA POOL #647289	P	10/27/08	VARIOUS
g	STATEMENT D-1	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,083.		2,083.	0.
b	178.		178.	0.
c	2,117.		2,117.	0.
d	1,466.		1,466.	0.
e	3,665.		3,665.	0.
f	10,408.		10,408.	0.
g	348,496.		314,059.	34,437.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				0.
c				0.
d				0.
e				0.
f				0.
g				34,437.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	34,437.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

SUNTRUST

Statement Period	Combined Account Number
June 1 , 2011 - June 30, 2011	7936980
	THE SANDRIDGE FOUNDATION TRUST

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS
Common Stocks					
ABBOTT LABS					
COM	122 000	52 620	6,419 64	0.78	5,961.40
Acct 7938066	*122.000*	*52 620*	*6,419 64*	*0.78*	*5,961.40*
ABERDEEN FDS					
EQUITY LONG SHORT FD INSTL CL	1,505.178	11 620	17,490.17	2 12	17,525.00
Acct: 7936980	*1,505 178*	*11 620*	*17,490 17*	*2 12*	*17,525.00*
ADVISORS INNER CIRCLE FD					
CAMBIAR SMALL CAP FD INSTL CL	712 860	19 030	13,565 73	1 64	13,350.00
Acct· 7936980	*712 860*	*19 030*	*13,565 73*	*1 64*	*13,350 00*
ALTRIA GROUP INC					
COM	229 000	26 410	6,047 89	0 73	2,430.54
Acct· 7938066	*229 000*	*26.410*	*6,047.89*	*0 73*	*2,430 54*
ASTRAZENECA PLC					
SPONS ADR	156.000	50 070	7,810 92	0 94	7,617.84
Acct: 7938066	*156 000*	*50 070*	*7,810 92*	*0 94*	*7,617 84*

SUNTRUST

Statement Period	Combined Account Number
June 1 , 2011 - June 30, 2011	7936980

THE SANDRIDGE FOUNDATION TRUST

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS
***Common Stocks** - continued*					
AT & T INC					
COM	320 000	31 410	10,051 20	1 22	6,817 85
Acct· 7938066	*320 000*	*31 410*	*10,051 20*	*1.22*	*6,817 85*
BANK OF AMERICA CORP					
COM	400 000	10.960	4,384 00	0 53	14,708 85
Acct· 7936980	*400 000*	*10.960*	*4,384 00*	*0 53*	*14,708 85*
BCE INC					
CDA COM US SHS	218 000	39 290	8,565 22	1 04	7,833 68
Acct 7938066	*218 000*	*39 290*	*8,565 22*	*1 04*	*7,833 68*
BRISTOL MYERS SQUIBB CO					
COM	366 000	28 960	10,599 36	1 28	9,632 13
Acct 7938066	*366 000*	*28 960*	*10,599 36*	*1 28*	*9,632 13*
CENTURYLINK INC					
COM	165.000	40 430	6,670.95	0 81	6,818.17
Acct 7938066	*165 000*	*40 430*	*6,670 95*	*0 81*	*6,818 17*
CHEVRON CORP					
COM	25 000	102 840	2,571 00	0 31	2,249 25
Acct 7938066	*25 000*	*102 840*	*2,571 00*	*0 31*	*2,249 25*
CINCINNATI FINL CORP					
COM	80 000	29 180	2,334 40	0 28	2,652 78
Acct. 7938066	*80 000*	*29 180*	*2,334 40*	*0 28*	*2 652 78*
CONOCOPHILLIPS					
COM	102 000	75 190	7,669 38	0 93	7,607 04
Acct 7938066	*102 000*	*75 190*	*7,669 38*	*0 93*	*7,607 04*
CONSOLIDATED EDISON INC					
COM	75 000	53 240	3,993 00	0 48	3,681 92
Acct 7938066	*75 000*	*53 240*	*3,993 00*	*0 48*	*3,681 92*
DOMINION RES INC VA NEW					
COM	184 000	48 270	8,881 68	1 07	7,978 52
Acct 7938066	*184 000*	*48 270*	*8,881 68*	*1 07*	*7,978 52*

SUNTRUST

Statement Period	Combined Account Number
June 1 , 2011 - June 30, 2011	7936980
	THE SANDRIDGE FOUNDATION TRUST

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS
Common Stocks *- continued*					
DUKE ENERGY CORP NEW					
COM	396 000	18 830	7,456 68	0 90	7,070 72
Acct: 7938066	*396 000*	*18 830*	*7,456 68*	*0 90*	*7,070 72*
FORUM FDS					
ABSOLUTE STRATEGIES FD INSTL CL	919 393	10 890	10,012.19	1 21	9,976 27
Acct 7936980	*919 393*	*10 890*	*10,012 19*	*1 21*	*9,976 27*
GENERAL ELEC CO					
COM	300 000	18 860	5,658 00	0 68	13,330 90
Acct: 7936980	*300 000*	*18 860*	*5,658.00*	*0 68*	*13,330 90*
GLAXOSMITHKLINE PLC					
SPONS ADR	230 000	42 900	9,867 00	1.19	8,952 11
Acct· 7938066	*230 000*	*42 900*	*9,867 00*	*1 19*	*8,952 11*
HEALTH CARE REIT INC					
REAL ESTATE INVT TR	79 000	52 430	4,141 97	0 50	3,874 80
Acct: 7938066	*79 000*	*52 430*	*4,141 97*	*0 50*	*3,874 80*
HEINZ H J CO					
COM	184 000	53 280	9,803 52	1.19	9,147 30
Acct: 7938066	*184 000*	*53 280*	*9,803.52*	*1 19*	*9,147 30*
INTERNATIONAL BUSINESS MACHS					
CORP COM	150 000	171 550	25,732.50	3 11	16,872 40
Acct: 7936980	*150 000*	*171 550*	*25,732 50*	*3 11*	*16,872 40*
ISHARES TR					
S&P MIDCAP 400 INDEX FD	120 000	97 700	11,724 00	1 42	11,451 89
Acct. 7936980	*120 000*	*97.700*	*11,724.00*	*1 42*	*11,451 89*
JOHNSON & JOHNSON					
COM	110 000	66 520	7,317 20	0 89	6,039 87
Acct: 7938066	*110 000*	*66 520*	*7,317 20*	*0 89*	*6,039 87*
JP MORGAN CHASE & CO					
COM	100 000	40 940	4,094 00	0 50	3,652 58
Acct: 7936980	*100.000*	*40.940*	*4,094 00*	*0 50*	*3,652 58*

SUNTRUST

Statement Period	Combined Account Number
June 1 , 2011 - June 30, 2011	7936980
	THE SANDRIDGE FOUNDATION TRUST

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS
Common Stocks *- continued*					
KIMBERLY CLARK CORP					
COM	146 000	66 560	9,717.76	1 18	6,934 05
Acct 7938066	*146 000*	*66 560*	*9,717 76*	*1 18*	*6,934 05*
LILLY ELI & CO					
COM	218 000	37 530	8,181 54	0 99	7,618 68
Acct 7938066	*218 000*	*37 530*	*8,181 54*	*0 99*	*7,618 68*
LORILLARD INC					
COM	25 000	108 870	2,721.75	0 33	1,980.08
Acct: 7938066	*25 000*	*108 870*	*2,721 75*	*0 33*	*1,980 08*
MANNING & NAPIER FDS					
WORLD OPPTYS SER CL A	4 293 528	9 190	39,457 52	4 77	37,400.00
Acct 7936980	*4,293 528*	*9 190*	*39,457 52*	*4 77*	*37,400 00*
MCDONALDS CORP					
COM	64 000	84 320	5,396 48	0 65	3,659 71
Acct 7938066	*64 000*	*84 320*	*5,396 48*	*0 65*	*3,659 71*
NATIONAL GRID TRANSCO PLC					
SPONS ADR NEW	159 000	49 430	7,859 37	0 95	7,661 84
Acct 7938066	*159 000*	*49 430*	*7,859 37*	*0 95*	*7,661 84*
NEW YORK COMMUNITY BANCORP INC					
COM	219 000	14 990	3,282 81	0 40	4,045 89
Acct. 7938066	*219 000*	*14 990*	*3,282 81*	*0 40*	*4,045 89*
OPPENHEIMER FDS					
DEVELOPING MKTS INSTL FD CL Y	560 325	35 610	19,953.17	2 41	19,750 00
Acct· 7936980	*560 325*	*35 610*	*19,953 17*	*2 41*	*19,750 00*
PHILIP MORRIS INTL					
COM	128 000	66 770	8,546 56	1 03	2,404 65
Acct· 7938066	*128 000*	*66 770*	*8,546 56*	*1 03*	*2,404 65*
PIMCO FDS					
COMMODITY REALRETURN STRATEGY INSTL	1,096 406	8 740	9,582 59	1 16	10,211 92
Acct 7936980	*1,096 406*	*8 740*	*9,582 59*	*1 16*	*10,211 92*

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SUNTRUST

Statement Period	Combined Account Number
June 1 , 2011 - June 30, 2011	7936980

THE SANDRIDGE FOUNDATION TRUST

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS
***Common Stocks** - continued*					
PPL CORP					
COM	200.000	27 830	5,566 00	0 67	5,585.44
Acct· 7938066	*200 000*	*27 830*	*5,566 00*	*0.67*	*5,585.44*
PROCTER & GAMBLE CO					
COM	65.000	63 570	4,132 05	0 50	4,127.84
Acct: 7938066	*65.000*	*63 570*	*4,132 05*	*0 50*	*4,127 84*
PROGRESS ENERGY INC					
COM	121 000	48.010	5,809 21	0 70	5,437 46
Acct. 7938066	*121.000*	*48 010*	*5,809 21*	*0 70*	*5,437 46*
REYNOLDS AMERN INC					
COM	193 000	37 050	7,150 65	0 86	6,478 77
Acct· 7938066	*193 000*	*37 050*	*7,150 65*	*0 86*	*6,478.77*
RIDGEWORTH FD-MIDCAP VAL EQUITY					
I SHS #RGD5	983.656	12 470	12,266 19	1 48	11,806 25
Acct 7936980	*983 656*	*12 470*	*12,266 19*	*1.48*	*11,806 25*
ROYAL DUTCH SHELL PLC					
SPONS ADR REPSTG B SHS	150 000	71 750	10,762 50	1 30	10,087 32
Acct· 7938066	*150 000*	*71 750*	*10,762 50*	*1 30*	*10,087 32*
SCANA CORP					
COM	0 000	39 370	0 00	0 00	0 00
Acct. 7938066	*0 000*	*39 370*	*0 00*	*0 00*	*0 00*
SCHRODER FDS					
US SMALL & MIDCAP OPPORTUNITES FD IV	400 743	12 570	5,037 34	0 61	4,925 00
Acct: 7936980	*400 743*	*12 570*	*5,037 34*	*0 61*	*4,925 00*
SENTINEL FDS					
SMALL CO FD INSTL CL	1,555 273	8 850	13,764 17	1 66	12,500 00
Acct. 7936980	*1,555 273*	*8 850*	*13,764 17*	*1 66*	*12,500.00*
SOUTHERN CO					
COM	241 000	40 380	9,731 58	1 18	9,214 19
Acct 7938066	*241 000*	*40 380*	*9,731 58*	*1 18*	*9,214.19*

SUNTRUST

Statement Period	Combined Account Number
June 1 , 2011 - June 30, 2011	7936980

THE SANDRIDGE FOUNDATION TRUST

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS
Common Stocks *- continued*					
TELEFONICA SA SPONS ADR	338 000	24 490	8,277 62	1 00	8,253 68
Acct 7938066	*338 000*	*24 490*	*8,277 62*	*1 00*	*8,253 68*
TOTAL SA SPONS ADR	105 000	57 840	6,073 20	0 73	6,111 79
Acct 7938066	*105 000*	*57 840*	*6,073 20*	*0 73*	*6,111 79*
UNILEVER PLC ADR NEW	172 000	32 390	5,571 08	0 67	5,097.17
Acct 7938066	*172 000*	*32 390*	*5,571 08*	*0 67*	*5,097 17*
VERIZON COMMUNICATIONS COM	267 000	37 230	9,940.41	1 20	8,001 86
Acct 7938066	*267 000*	*37 230*	*9,940 41*	*1 20*	*8,001 86*
VODAFONE GROUP PLC SPONS ADR	335 000	26 720	8,951 20	1 08	8,973 21
Acct 7938066	*335 000*	*26 720*	*8,951 20*	*1 08*	*8,973 21*
WAL-MART STORES INC COM	100.000	53.140	5,314 00	0 64	5,621 40
Acct 7936980	*100 000*	*53 140*	*5,314 00*	*0 64*	*5,621 40*
WELLS FARGO & CO COM NEW	400 000	28 060	11,224 00	1 36	9,637 21
Acct 7936980	*400 000*	*28 060*	*11,224 00*	*1 36*	*9,637 21*
WINDSTREAM CORP COM	219 000	12 960	2,838 24	0 34	2,778 01
Acct 7938066	*219 000*	*12 960*	*2,838 24*	*0 34*	*2,778 01*
Total Common Stocks			**$542,279.99**	**65.56%**	**$433,537.23**

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SUNTRUST

Statement Period	Combined Account Number
June 1 , 2011 - June 30, 2011	7936980

THE SANDRIDGE FOUNDATION TRUST

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS
Preferred Stocks					
AT&T INC SER 6.375% PFD CALLABLE	1,000 000	26 750	26,750 00	3 24	25,000 00
Acct· 7936980	*1,000 000*	*26 750*	*26,750 00*	*3 24*	*25,000 00*
GENERAL ELEC CAP CORP PFD 6 10% QTRLY NON-CUML PINES CALLABLE	1,000 000	25 330	25,330 00	3 06	25,000 00
Acct 7936980	*1,000 000*	*25 330*	*25,330 00*	*3 06*	*25,000 00*
JP MORGAN CHASE CAP X PFD 7 00% QTRLY CUML SER J CALLABLE	500 000	25 560	12,780 00	1 55	12,500 00
Acct 7936980	*500.000*	*25 560*	*12,780 00*	*1 55*	*12,500 00*
Total Preferred Stocks			**$64,860.00**	**7.85%**	**$62,500.00**
TOTAL STOCKS			524,830 59		496,037 23

FORM 990-PF	ASSETS			STATEMENT A-2
		6/30/2010	6/30/2011	
		Book Basis	Book Basis	FMV
Bonds				
PIMCO FDS LOW DURATION FD			8,045.85	8,115.06
PIMCO FDS PAC INVT MGMT			10,240.48	10,451.89
RIDGEWORTH FD-SHORT TERM BD			7,248.52	7,273.78
RIDGEWORTH FD-SEIX FLTG RT HIGH INCM			31,835.29	31,896.43
RIDGEWORTH FD-INTERMEDIATE BD			24,009.46	24,309.41
TEMPLETON INCOME TR GLOBAL BD			39,217.56	40,153.08
TOTAL			**120,597.16**	**122,199.65**
MORTGAGES & ASSET BACK SECURITIES				
GNMA PL#003536M		16,077.59	13,994.77	14,112.32
GNMA PL#002535M		846.71	668.31	1,178.93
GNMA PL#003677M		11,898.74	9,781.47	10,042.89
GNMA PL#003187M		9,241.67	7,776.14	8,275.33
GNMA PL#003787M		18,784.47	15,119.34	15,749.10
GNMA PL#647289X		25,898.78	15,491.01	18,682.30
		82,747.96	**62,831.04**	**68,040.87**

THE SANDRIDGE FOUNDATION
58-6369441

STATEMENT D-1

DESCRIPTION	Date Aqr	Date sold	Shares	Proceeds	Book Basis	Tax Basis	Book Gain/(Loss)	Tax Gain/(Loss)
AT&T Inc	3/7/2006	03/01/11	145 00	4,013.53	3,982 95	3,982 95	30 58	30.58
Altria Group	4/3/2007	03/01/11	71.00	1,741 59	1,529 38	1,529 38	212 21	212 21
Philip Morris Intl Inc	6/23/2003	03/01/11	72 00	4,477 49	1,710 37	1,710 37	2,767.12	2,767.12
Philip Morris Intl Inc	4/3/2007	03/01/11	100 00	6,219.00	4,908 40	4,908 40	1,310 60	1,310.60
Citigroup	4/16/2003	12/21/10	250 00	1,172 50	9,865 59	9,865 59	-8,693.09	-8,693.09
Citigroup	5/12/2004	12/21/10	200 00	938 41	9,311 39	9,311 39	-8,372.98	-8,372 98
Cousins	4/16/2003	12/17/10	100 00	799 93	2,727 17	2,727 17	-1,927 24	-1,927 24
Coudins/fractional	4/16/2003	99/99/99/			0 57	0 57	-0.57	-0.57
IBM	2/17/2000	06/06/11	50 00	8,224 84	5,977 95	5,977 95	2,246 89	2,246 89
Johnson & Johnson	6/23/2003	03/01/11	90 00	5,413 39	5,786 51	5,786 51	-373.12	-373 12
Kimberly Clark	4/16/2003	03/01/11	54 00	3,486 71	2,564 65	2,564 65	922.06	922 06
Pfizer	4/16/2003	12/14/10	200 00	3,430 48	6,490.02	6,490 02	-3,059.54	-3,059 54
McDonalds Corp	2/20/2008	03/01/11	36	2,689.14	2,058 59	2,058.59	630.55	630 55
Synovus Financial Corp	12/27/06	12/09/10	200 00	473.99	3,693 60	206.40	-3,219.61	267 59
Synovus Financial Corp	12/27/06	12/21/10	200.00	502 83	3,693.60	206 40	-3,190.77	296.43
Synovus Financial Corp	12/27/06	12/31/10	600 00	1,607.97	11,080.79	619 20	-9,472.82	988.77
Total Systems Services (Spinoff)	99/99/99	12/21/10	1,103.00	16,738 96	28,431 64	1,067.70	-11,692.68	15,671.26
Total Systems Services (Spinoff)	99/99/99	12/31/10	1,100 00	16,851 82	28,354 31	1,064 80	-11,502 49	15,787.02
Total Systems Services (Spinoff)	99/99/99	01/03/11	1,100.00	17,209.98	28,354 31	1,064 80	-11,144.33	16,145.18
Total Systems Services (Spinoff)	99/99/99	01/24/11	1,100.00	19,095 30	28,354 31	1,064.80	-9,259.01	18,030 50
Verizon	06/23/03	03/01/11	200.00	7,080 00	7,452.37	7,452.37	-372 37	-372.37
Verizon	11/05/03	03/01/11	33 00	1,168 06	987.92	987 92	180 14	180.14
Verizon/basis adjustment	11/05/03	03/01/11			-8 69	-8 69	8.69	8.69
Fairpoint Communication	11/05/03	12/21/10	9.00	0.06	83.17	83.17	-83 11	-83 11
Frontier Communication	11/05/03	12/14/10	48 00	446.01	492.58	492.58	-46.57	-46.57
Frontier Communication	11/05/03	12/14/10	72 00	669.00	594.29	594.29	74.71	74.71
Calamos Global Total Ret Fd	10/26/05	12/21/10	275.00	3,934 20	4,125.00	4,125.00	-190.80	-190.80
Calamos Global Total Ret Fd.	10/26/05	01/24/11	725.00	11,131 81	10,875.00	10,875.00	256.81	256.81
Calamos Global Total Ret Fd.	10/26/05	12/21/10	483.06	6,912 59	7,028.85	7,028 85	-116.26	-116.26
Calamos Global Total Ret Fd.	10/26/05	11/09/10	0 87	12.51	12.72	12.72	-0 21	-0.21
Nuveen Floating Rate Income Fd	02/07/05	12/14/10	1,300.00	14,624.74	19,304.89	19,304.89	-4,680.15	-4,680.15
Nuveen Floating Rate Income Fd	02/07/05	12/14/10	700.00	7,874 87	10,399.94	10,399.94	-2,525.07	-2,525.07
Nuveen Pfd & Conv Inc Fd 2	06/25/03	12/14/10	1,000 00	8,499.85	15,000 00	15,000.00	-6,500.15	-6,500.15
CitiGroup Capital	07/19/01	12/21/10	1,000 00	24,451.08	25,000.00	25,000 00	-548 92	-548 92
Citigroup Cap IX Trups	02/13/03	12/14/10	1,000.00	22,491.11	25,000.00	25,000.00	-2,508 89	-2,508 89
Countrywide Capital 7%	11/01/06	12/28/10	1,000 00	23,702.59	25,000.00	25,000.00	-1,297.41	-1,297 41
JP Morgan Chase CAP	01/25/02	03/01/11	500.00	12,619 75	12,500.00	12,500.00	119.75	119.75
Vornado Realty Trust	12/16/04	03/01/11	1,000.00	23,877.24	25,000.00	25,000.00	-1,122.76	-1,122.76
Wells Fargo Cap	04/01/04	03/01/11	500 00	12,274.76	12,500.00	12,500.00	-225 24	-225 24
Wells Fargo Cap	04/01/04	03/23/11	500 00	12,334 86	12,500.00	12,500 00	-165.14	-165.14
First Eagle Global Fund	05/05/08	12/21/10	110.00	4,997.33	5,000.00	5,000 00	-2.67	-2.67
First Eagle Global Fund	05/05/08	12/21/10	7.80	354.38	254.63	254.63	99.75	99.75
First Eagle Global Fund	05/05/08	12/21/10	1.09	49.05	43.32	43.32	5 73	5 73
Ishares TR Russell 2000 Value	various	03/01/11	136.00	10,006.69	9,724 79	9,724 79	281.90	281.90
Chevron Corp	12/22/10	03/03/11	30.00	3,125.03	2,969.16	2,969.16	155.87	155.87
Nationwide Health PPTYS		03/03/11	62.00	2,520 87	2,314.46	2,314.46	206.41	206.41
HCP Inc Reit		05/12/11	117.00	4,396.78	4,268.98	4,268.98	127 80	127 80
Ridgeworth FD-INTL	03/01/11	03/23/11	428 20	3,164.36	3,250.00	3,250 00	-85.64	-85.64
Chevron Corp		05/12/11	39.00	4,004 05	3,574.35	3,574.35	429 70	429.70
Hospitality PPTYS TR Reit		06/02/11	89.00	2,093.23	2,004.49	2,004 49	88.74	88.74
Scana Corp		06/09/11	60 00	2,353.14	2,421.60	2,421.60	-68.46	-68.46
Senior Housing PPTYS TR Reit		06/09/11	96 00	2,237.73	2,177 54	2,177.54	60.19	60.19
Total				348,495 59	440,727 46	314,059.00	(92,231 87)	34,436.59

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GNMA POOL #003536	PURCHASED	03/15/05	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,083.	2,083.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GNMA POOL #002535	PURCHASED	09/21/99	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
178.	178.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GNMA POOL #003677	PURCHASED	02/07/05	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,117.	2,117.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GNMA POOL #003187	PURCHASED	10/24/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,466.	1,466.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GNMA POOL #003787	PURCHASED	10/22/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,665.	3,665.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GNMA POOL #647289	PURCHASED	10/27/08	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,408.	10,408.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STATEMENT D-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
348,496.	440,727.	0.	0.	-92,231.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-92,231.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY, NOMINEE (DIVIDENDS)	5,792.	0.	5,792.
MORGAN STANLEY SMITH BARNEY, NOMINEE (DIVIDENDS)	41.	0.	41.
MORGAN STANLEY SMITH BARNEY, NOMINEE (INTEREST)	5,389.	0.	5,389.
SUNTRUST NOMINEE,(DIVIDENDS)	2,314.	0.	2,314.
SUNTRUST NOMINEE,(INTEREST)	15,690.	0.	15,690.
TOTAL TO FM 990-PF, PART I, LN 4	29,226.	0.	29,226.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,413.	2,560.		853.
TO FORM 990-PF, PG 1, LN 16B	3,413.	2,560.		853.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	3,866.	3,866.		0.
TO FORM 990-PF, PG 1, LN 16C	3,866.	3,866.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	93.	93.		0.
TO FORM 990-PF, PG 1, LN 18	93.	93.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	21.	0.		21.
TO FORM 990-PF, PG 1, LN 23	21.	0.		21.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-1 (CORPORATE STOCK)	496,037.	524,831.
TOTAL SYSTEMS SERVICES	114,191.	82,309.
TOTAL TO FORM 990-PF, PART II, LINE 10B	610,228.	607,140.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (BONDS)	120,597.	122,200.
TOTAL TO FORM 990-PF, PART II, LINE 10C	120,597.	122,200.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT A-2 (MORTGAGE & ASSET BACKED SECURITIES	62,831.	68,041.
TOTAL TO FORM 990-PF, PART II, LINE 12	62,831.	68,041.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
THE F & L CHARITABLE TRUST	P.O. BOX 400 CHATSWORTH, GA 30705

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	TRUSTEE; MEMBER, DIST COMM 1.00	0.	0.	0.
MARY JANE FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 1.00	0.	0.	0.
HUGH PETERSON, III 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
WILLIAM FINCHER PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
RICHARD RUSSELL PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
PATIENCE EUNICE PETERSON 457 MANOR RIDGE DRIVE, N.W. ATLANTA, GA 30305	MEMBER, DISTRIBUTION COMM 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 12

NAME OF MANAGER

HUGH PETERSON, JR.
MARY JANE FINCHER PETERSON

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

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

Type or print	Name of exempt organization	Employer identification number
File by the extended due date for filing your return See instructions	THE SANDRIDGE FOUNDATION	58-6369441
	Number, street, and room or suite no If a P O box, see instructions 457 MANOR RIDGE DRIVE, N.W.	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ATLANTA, GA 30305-3509	

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-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ HUGH PETERSON, JR. 457 MANOR RIDGE DRIVE, N.W. - ATLANTA, GA 30305
  Telephone No. ▶ 404-355-8297 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MAY 15, 2012.

5 For calendar year _____, or other tax year beginning JUL 1, 2010, and ending JUN 30, 2011.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
DUE TO THE FACT THAT CERTAIN FAIR MARKET VALUE INFORMATION IS NOT YET AVAILABLE , THE TAXPAYER HEREBY REQUESTS AN ADDITIONAL EXTENSION OF TIME TO MAY 15, 2012.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 2,735.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 2,735.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Stephen M. Beaman Title ▶ CPA P00031703 Date ▶ 2/13/12

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	Name of exempt organization	Employer identification number
File by the due date for filing your return See Instructions	THE SANDRIDGE FOUNDATION	58-6369441
	Number, street, and room or suite no. If a P.O. box, see instructions. 457 MANOR RIDGE DRIVE, N.W.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30305-3509	

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 (sec. 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 ▶ HUGH PETERSON, JR.
  457 MANOR RIDGE DRIVE, N.W. - ATLANTA, GA 30305
  Telephone No. ▶ 404-355-8297 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 FEBRUARY 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year _____ or
▶ [X] tax year beginning JUL 1, 2010, and ending JUN 30, 2011.

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	$ 2,735.
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	$ 2,735.
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	$ 0.

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