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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

12/01, 2010, and ending

11/30, 20 11

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

SARKEYS FOUNDATION

73-0736496

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

Room/suite

B Telephone number (see page 10 of the instructions)

530 E. MAIN

(405) 364-3703

City or town, state, and ZIP code

NORMAN, OK 73071

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 87,958,706.

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

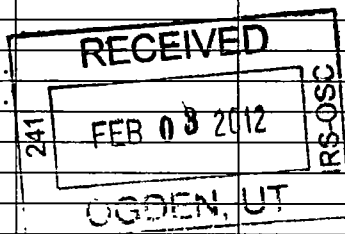
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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 ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	348,967.	592,627.		
4 Dividends and interest from securities	851,238.	855,260.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,293,268.			
b Gross sales price for all assets on line 6a 136,970,545.				
7 Capital gain net income (from Part IV, line 2)		3,278,410.		
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) (attach schedule)				
11 Other income (attach schedule)	106,227.	14,666.	93,556.	ATCH 1
12 Total. Add lines 1 through 11	4,599,700.	4,740,963.	93,556.	
13 Compensation of officers, directors, trustees, etc.	267,500.	13,375.	0.	262,525.
14 Other employee salaries and wages	474,449.	2,762.	0.	487,783.
15 Pension plans, employee benefits	103,353.	1,717.	0.	101,637.
16a Legal fees (attach schedule) ATCH 2	14,663.	14,663.	0.	0.
b Accounting fees (attach schedule) ATCH 3	61,707.	3,085.	0.	58,622.
c Other professional fees (attach schedule) *	324,657.	318,702.	0.	5,954.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) **	101,572.	2,270.	0.	44,400.
19 Depreciation (attach schedule) and depletion	61,691.	0.	0.	
20 Occupancy	14,255.	285.	0.	13,970.
21 Travel, conferences, and meetings	26,430.	990.	0.	25,440.
22 Printing and publications	5,323.	266.	0.	5,057.
23 Other expenses (attach schedule) ATCH 6	293,280.	39,534.	93,556.	165,804.
24 Total operating and administrative expenses. Add lines 13 through 23	1,748,880.	397,649.	93,556.	1,171,192.
25 Contributions, gifts, grants paid	2,709,983.			3,400,464.
26 Total expenses and disbursements. Add lines 24 and 25	4,458,863.	397,649.	93,556.	4,571,656.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	140,837.			
b Net investment income (if negative, enter -0-)		4,343,314.		
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				
	2	Savings and temporary cash investments	2,462,408.	1,538,913.	1,538,913.	
	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 (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	3,500.	5,600.	5,600.	
	10 a	Investments - U.S. and state government obligations (attach schedule) *	4,573,886.	6,522,298.	6,522,298.	
	b	Investments - corporate stock (attach schedule) ATCH 8	73,735,594.	61,067,316.	61,067,316.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	7,440,422.	7,778,086.	7,778,086.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 8	0.	8,956,367.	8,956,367.	
14		Land, buildings, and equipment basis	2,829,056.			
		Less: accumulated depreciation (attach schedule)	946,740.			
15		Other assets (describe ATCH 10)	188,972.	207,810.	207,810.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	90,334,342.	87,958,706.	87,958,706.	
17		Accounts payable and accrued expenses	77,427.	62,437.		
18		Grants payable	1,240,480.	550,000.		
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	1,317,907.	612,437.		
Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted	89,016,435.	87,346,269.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>	27	Capital stock, trust principal, or current funds			
		28	Paid-in or capital surplus, or land, bldg., and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds			
		30	Total net assets or fund balances (see page 17 of the instructions)	89,016,435.	87,346,269.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	90,334,342.	87,958,706.		

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	89,016,435.
2	Enter amount from Part I, line 27a	2	140,837.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	89,157,272.
5	Decreases not included in line 2 (itemize) ATTACHMENT 11	5	1,811,003.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	87,346,269.

** ATCH 7

Form 990-PF (2010)

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 PUBLICLY TRADED SECURITIES-SEE PART IV SCHEDULE					
b CAPITAL LOSS FROM FLOW THROUGH INVESTMENTS-SEE PART IV SCHEDULE					
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					
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					
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	3,278,410.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

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

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

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

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

☐ Yes ☒ No

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

(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	3,902,876.	84,630,053.	0.046117
2008	4,299,567.	75,078,070.	0.057268
2007	4,454,592.	93,113,797.	0.047840
2006	4,821,474.	106,202,231.	0.045399
2005	5,586,588.	100,021,551.	0.055854
2 Total of line 1, column (d)			2 0.252478
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 0.050496
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 90,829,623.
5 Multiply line 4 by line 3			5 4,586,533.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 43,433.
7 Add lines 5 and 6			7 4,629,966.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 4,586,103.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	86,866.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	86,866.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6 Credits/Payments		5	86,866.
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 107,367.	7	107,367.
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	20,501.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	20,501. Refunded	11	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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		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 ATTACHMENT 19	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) OK,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the 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 WWW.SARKEYS.ORG				
14	The books are in care of MS. KIM HENRY Telephone no (405) 364-3703			
Located at 530 E. MAIN, NORMAN, OK ZIP + 4 73071				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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 15				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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years 15		
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 page 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 15		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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

Form 990-PF (2010)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		267,500.	17,876.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		395,161.	59,197.	0.

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 14		255,354.
Total number of others receiving over \$50,000 for professional services		NONE

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 SEE ATTACHMENT 18	184,905.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2010)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	91,904,566.
b	Average of monthly cash balances	1b	52,276.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	255,973.
d	Total (add lines 1a, b, and c)	1d	92,212,815.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	92,212,815.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,383,192.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	90,829,623.
6	Minimum investment return. Enter 5% of line 5	6	4,541,481.

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

1	Minimum investment return from Part X, line 6	1	4,541,481.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	86,866.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	86,866.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,454,615.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,454,615.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,454,615.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,571,656.
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	14,447.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,586,103.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,586,103.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				4,454,615.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,117,144.	
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006	0.			
c From 2007	0.			
d From 2008	0.			
e From 2009	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 4,586,103.				
a Applied to 2009, but not more than line 2a			3,117,144.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,468,959.
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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2,985,656.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
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	0.			
c Excess from 2008	0.			
d Excess from 2009	0.			
e Excess from 2010	0.			

Form 990-PF (2010)

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

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(1)(5)

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

Tax year

Prior 3 years

(a) 2010

(b) 2009

(c) 2008

(d) 2007

(e) Total

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). . . .

"Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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 .

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))

N/A

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

N/A

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

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

ATTACHMENT 14

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

ATTACHMENT 15

c Any submission deadlines

ATTACHMENT 15

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

ATTACHMENT 15

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 ATTACHMENT 16A				3,400,464.
Total			3a	3,400,464.
b Approved for future payment ATTACHMENT 16B				125,000.
Total			3b	125,000.

Form 990-PF (2010)

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. | | |

[illegible]

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

b If "Yes," complete the following schedule

[illegible]

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.

**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: Kimberley Henry Date: 1-31-12 Title: Executive Director

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Preparer's signature

Date

PTIN	
------	--

Sara M. Mercer

Sandra M. Melton, CPA

1/26/12

Check ☐ if self-employed

P0003169

Firm's name ► KPMG LLP

Firm's address ► 210 PARK AVE., SUITE 2850
OKLAHOMA CITY, OK

73102

Firm's EIN ► 13-5565207

Phone no 405-239-6411

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
ROYALTY INCOME	520.	520.	
OTHER INCOME	12,151.	14,146.	0.
EDUCATIONAL PROGRAMS INCOME	93,556.	0.	93,556.
TOTALS	<u>106,227.</u>	<u>14,666.</u>	<u>93,556.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	14,663.	14,663.	0.	0.
TOTALS	<u>14,663.</u>	<u>14,663.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	61,707.	3,085.	0.	58,622.
TOTALS	<u>61,707.</u>	<u>3,085.</u>	<u>0.</u>	<u>58,622.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY SERVICE	280,573.	280,573.	0.	0.
CUSTODIAL FEES	37,816.	37,816.	0.	0.
OTHER PROFESSIONAL FEES	6,268.	313.	0.	5,954.
TOTALS	<u>324,657.</u>	<u>318,702.</u>	<u>0.</u>	<u>5,954.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAXES	54,902.	0.	0.	0.
PAYROLL TAXES	45,341.	941.	0.	44,400.
FOREIGN TAXES	1,329.	1,329.	0.	0.
TOTALS	<u>101,572.</u>	<u>2,270.</u>	<u>0.</u>	<u>44,400.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
EDUCATIONAL PROGRAMS EXPENSE	150,422.	0.	93,556.	56,866.
DUES & SUBS	35,325.	1,766.	0.	33,559.
RENTAL PROPERTY EXPENSES	28,983.	28,983.	0.	0.
COMPUTER MAINT.	21,364.	1,068.	0.	20,296.
INSURANCE	16,835.	842.	0.	15,993.
OTHER CHARITABLE ACTIVITIES	15,156.	0.	0.	15,156.
TELEPHONE	13,355.	668.	0.	12,688.
OFFICE SUPPLIES	7,836.	392.	0.	7,445.
POSTAGE	3,090.	155.	0.	2,936.
MISCELLANEOUS	914.	45.	0.	865.
PORTFOLIO EXP. - FLOW THROUGH	0.	5,615.	0.	0.
TOTALS	<u>293,280.</u>	<u>39,534.</u>	<u>93,556.</u>	<u>165,804.</u>



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

PAGE 17

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
FIXED INCOME SECURITIES							
GOVERNMENT OBLIGATIONS							
TREASURY AND FEDERAL AGENCIES							
500,000	FNMA POOL #468531 FLT RT DUE 07/01/2016	2,945 244.00	503,475.00 500,156.25	100.695 100.031	.59	.58	31381R-PQ-1
188,749.310	GNMA POOL #698011 @ 5.500% DUE 01/15/2039	10,381 865.10	211,127.43 194,043.15	111.856 102.805	.25	4.92	36296Q-N4-7
2,100,000	U S TREAS NOTE @ 0.125% 08/31/2013	2,625 663.46	2,095,989.00 2,096,062.50	99.809 99.813	2.46	.13	912828-RD-4
3,200,000	U S TREAS NOTE @ 1.000% 09/30/2016	32,000 5,420.76	3,214,752.00 3,200,000.00	100.461 100.000	3.77	1.00	912828-RJ-1
500,000	U S TREAS NOTE @ 2.000% 11/15/2021	10,000 439.56	496,955.00 499,843.75	99.391 99.969	.58	2.01	912828-RR-3 UNIT21
TOTAL TREASURY AND FEDERAL AGENCIES		57,951 7,632.88	6,522,298.43 6,490,105.65		7.66	0.89	
TOTAL GOVERNMENT OBLIGATIONS							
CORPORATE BONDS					7.66	0.89	
150,000	AT&T INC @ 3.875% DUE 08/15/2021	5,812 1,663.02	151,872.00 155,739.00	101.248 103.826	.18	3.83	00206R-AZ-5
95,000	ALTRIA GROUP INC @ 4.750% DUE 05/05/2021	4,512 325.90	99,251.25 94,894.15	104.475 99.889	.12	4.55	02209S-AL-7
160,000	AMERICAN EXPRESS CREDIT @ 2.800% DUE 09/19/2016	4,480 896.00	158,339.20 160,054.40	98.962 100.034	.19	2.83	0258M0-DC-0 AMEZ16
91,000	AMERISOURCEBERGEN CORP @ 4.875% DUE 11/15/2019	4,436 197.16	99,149.96 95,081.34	108.956 104.485	.12	4.47	03073E-AG-0



SARKEYS FOUNDATION
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NOVEMBER 30, 2011

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AS OF 11/30/11

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BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

PAGE 7

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
STOCKS							
COMMON STOCKS							
MATERIALS							
2,919	DU PONT (E.I.) DE NEMOURS	4,787 1,196.79	139,294.68 157,446.62	47.720 53.939	.16	3.44	263534-10-9 DD
1,820	GREIF INC-CL A	3,057 .00	84,848.40 114,151.95	46.620 62.721	.10	3.60	397624-10-7 GEF
4,160	MONSANTO CO	4,992 .00	305,552.00 291,951.56	73.450 70.181	.36	1.63	61166W-10-1 MON
2,375	ROCK-TENN COMPANY -CL A	1,900 .00	138,343.75 144,528.60	58.250 60.854	.16	1.37	772739-20-7 RKT
	TOTAL MATERIALS	14,736 1,196.79	668,038.83 708,078.73		.78	2.21	
INDUSTRIALS							
3,260	AVERY DENNISON CORP	3,260 .00	85,444.60 86,810.10	26.210 26.629	.10	3.82	053611-10-9 AVY
2,658	BOEING CO	4,465 1,338.96	182,578.02 189,236.98	68.690 71.195	.21	2.45	097023-10-5 BA
2,945	BRIGGS & STRATTON	1,295 323.95	44,381.15 47,038.13	15.070 15.972	.05	2.92	109043-10-9 BGG
20,750	CASELLA WASTE SYSTEMS INC-A	0 .00	129,065.00 186,277.32	6.220 8.977	.15		147448-10-4 CWST
3,165	COINSTAR INC	0 .00	135,113.85 141,588.21	42.690 44.736	.16		19259P-30-0 CSTR
6,380	CON-WAY INC	2,552 667.50	179,214.20 192,855.79	28.090 30.228	.21	1.42	205944-10-1 CNW
1,419	DEERE & CO	2,327 .00	112,455.75 112,779.32	79.250 79.478	.13	2.07	244199-10-5 DE



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WEALTH MANAGEMENT

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NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 8

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	ANNUAL INCOME ACCURAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
3,575	DYCOM INDUSTRIES INC	0	.00	71,678.75 28,066.80	20.050 7.851	.08		267475-10-1 DY
7,380	KELLY SERVICES INC -CL A	1,476 369.00		106,862.40 123,071.86	14.480 16.676	.13	1.38	488152-20-8 KELYA
2,285	KENNAMETAL INC	1,279 .00		87,081.35 69,276.19	38.110 30.318	.10	1.47	489170-10-0 KMT
4,625	ON ASSIGNMENT INC	0 .00		48,192.50 32,773.51	10.420 7.086	.06		682159-10-8 ASGN
2,067	PRECISION CASTPARTS CORP	248 .00		340,538.25 258,492.55	164.750 125.057	.40	.07	740189-10-5 PCP
1,970	PROGRESSIVE WASTE SOLUTIONS	981 .00		41,015.40 42,394.91	20.820 21.520	.05	2.39	74339G-10-1 BIN
5,785	TRIMAS CORP	0 .00		118,071.85 115,097.73	20.410 19.896	.14		896215-20-9 TRS
1,352	UNION PACIFIC CORP	3,244 811.20		139,810.32 94,594.06	103.410 69.966	.16	2.32	907818-10-8 UNP
2,339	UNITED TECHNOLOGIES CORP	4,490 1,122.72		179,167.40 182,301.63	76.600 77.940	.21	2.51	913017-10-9 UTX
5,335	VALASSIS COMMUNICATIONS INC	0 .00		102,485.35 133,311.20	19.210 24.988	.12		918866-10-4 VCI
TOTAL INDUSTRIALS		25,617 4,633.33		2,103,156.14 2,035,966.29		2.47	1.22	
TELECOMMUNICATION								
4,307	AMERICAN TOWER CORP-CL A	0 .00		254,113.00 228,921.98	59.000 53.151	.30		029912-20-1 AMT
10,830	PREMIERE GLOBAL SERVICES INC	0 .00		89,564.10 85,173.10	8.270 7.865	.11		740585-10-4 PGI



SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

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SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

PAGE 9

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
	TOTAL TELECOMMUNICATION	0 .00	343,677.10 314,095.08		.40	0.00	
	CONSUMER DISCRETION						
2,594	AMAZON.COM INC	0 .00	498,800.26 341,910.03	192.290 131.808	.59		023135-10-6 AMZN
3,505	AMERICAN GREETINGS CORP-CL A	2,103 .00	59,549.95 73,512.28	16.990 20.974	.07	3.53	026375-10-5 AM
1,998	BORGWARNER INC	0 .00	131,708.16 153,710.52	65.920 76.932	.15		099724-10-6 BWA
3,729	BURBERRY GROUP PLC	2,513 .00	148,969.82 143,453.73	39.949 38.470	.17	1.69	12082W-20-4 BURBY
5,910	CHICO'S FAS INC	1,182 .00	61,464.00 64,541.54	10.400 10.921	.07	1.92	168615-10-2 CHS
467	CHIPOTLE MEXICAN GRILL - CL A	0 .00	150,168.52 124,841.73	321.560 267.327	.18		169656-10-5 CMG
1,814	COACH INC	1,632 .00	113,538.26 74,535.68	62.590 41.089	.13	1.44	189754-10-4 COH
7,180	COOPER TIRE & RUBBER	3,015 753.90	96,212.00 117,768.15	13.400 16.402	.11	3.13	216831-10-7 CTB
4,778	THE WALT DISNEY CO.	2,866 .00	171,291.30 162,340.57	35.850 33.977	.20	1.67	254687-10-6 DIS
10,250	THE DOLAN COMPANY	0 .00	93,582.50 110,003.36	9.130 10.732	.11		25659P-40-2 DM
1,107	DUNKIN BRANDS GROUP INC	0 .00	28,007.10 28,285.22	25.300 25.551	.03		265504-10-0 DNKN
2,162	HARLEY-DAVIDSON INC	1,081 .00	79,496.74 92,119.52	36.770 42.608	.09	1.36	412822-10-8 HOG



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 10

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
2,217	LULULEMON ATHLETICA INC	0 .00	110,184.90 123,692.80	49.700 55.793	.13		550021-10-9 LULU
157	MCDONALD'S CORP	439 109.90	14,996.64 13,269.64	95.520 84.520	.02	2.93	580135-10-1 MCD
8,045	MERITOR INC	0 .00	47,867.75 107,232.03	5.950 13.329	.06		59001K-10-0 MTOR
3,180	NIKE INC -CL B	4,579 .00	305,852.40 193,893.66	96.180 60.973	.36	1.50	654106-10-3 NKE
1,757	RALPH LAUREN CORP	1,405 .00	249,248.02 156,328.62	141.860 88.975	.29	.56	751212-10-1 RL
7,345	STARBUCKS CORP	4,994 1,248.65	319,360.60 228,977.12	43.480 31.175	.37	1.56	855244-10-9 SBUX
1,140	TIFFANY & CO	1,322 .00	76,425.60 44,574.16	67.040 39.100	.09	1.73	886547-10-8 TIF
TOTAL CONSUMER DISCRETION		27,131 2,112.45	2,756,724.52 2,354,990.36		3.24	0.98	
CONSUMER STAPLES							
3,820	FRESH DEL MONTE PRODUCE INC	1,528 382.00	95,843.80 80,154.91	25.090 20.983	.11	1.59	G36738-10-5 FDP
1,700	COSTCO WHOLESALE CORP	1,632 .00	145,010.00 98,379.59	85.300 57.870	.17	1.13	22160K-10-5 COST
3,466	LVMH MOET HENNESSY LOU-ADR	1,611 683.59	108,804.67 111,926.12	31.392 32.293	.13	1.48	502441-30-6 LVMUY
1,818	ESTEE LAUDER COMPANIES-CL A	1,908 1,908.90	214,487.64 158,999.76	117.980 87.459	.25	.89	518439-10-4 EL
2,132	MEAD JOHNSON NUTRITION	2,217 .00	160,667.52 121,488.05	75.360 56.983	.19	1.38	582839-10-6 MJN

**BANK OF OKLAHOMA**

HEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION

EIN: 73-0736496

NOVEMBER 30, 2011

**SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11**

ACCOUNT NO. 71-4013-00-0

PAGE 11

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
1,980	PANTRY INC	0 .00	24,492.60 25,548.01	12.370 12.903	.03		698657-10-3 PTRY
1,927	WHOLE FOODS MARKET INC	1,079 .00	131,228.70 77,453.32	68.100 40.194	.15	.82	966837-10-6 WFM
TOTAL CONSUMER STAPLES		9,975 2,974.49	880,534.93 673,949.76		1.03	1.13	
ENERGY							
1,789	CONCHO RESOURCES INC	0 .00	181,798.18 154,966.52	101.620 86.622	.21		20605P-10-1 CXO
1,095	EOG RESOURCES INC	700 .00	113,595.30 98,947.04	103.740 90.363	.13	.62	26875P-10-1 EOG
3,507	NATIONAL OILWELL VARCO INC	1,683 420.84	251,451.90 265,845.49	71.700 75.804	.30	.67	637071-10-1 NOV
1,476	OCCIDENTAL PETROLEUM CORP	2,715 .00	145,976.40 129,367.25	98.900 87.647	.17	1.86	674599-10-5 OXY
3,736	SCHLUMBERGER LTD	3,736 934.00	281,432.88 248,633.63	75.330 66.551	.33	1.33	806857-10-8 SLB
3,135	TIDEWATER INC	3,135 .00	158,004.00 149,386.42	50.400 47.651	.19	1.98	886423-10-2 TDW
TOTAL ENERGY		11,969 1,354.84	1,132,258.66 1,047,146.35		1.33	1.06	
FINANCIALS							
4,514	AMERICAN EXPRESS CO	3,250 .00	216,852.56 206,532.40	48.040 45.754	.25	1.50	025816-10-9 AXP
5,000	BROWN & BROWN INC	1,700 .00	104,300.00 91,491.66	20.860 18.298	.12	1.63	115236-10-1 BRO



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 12

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
2,550	CHEMICAL FINANCIAL CORP	2,040 510.00	52,428.00 51,248.02	20.560 20.097	.06	3.89	163731-10-2 CHFC
1,360	CITY NATIONAL CORP	1,088 .00	57,691.20 53,286.00	42.420 39.181	.07	1.89	178566-10-5 CYN
3,850	COLUMBIA BANKING SYSTEM INC	1,232 .00	69,300.00 72,321.14	18.000 18.785	.08	1.78	197236-10-2 COLB
5,040	CRAWFORD & COMPANY -CL A	604 .00	21,268.80 20,440.87	4.220 4.056	.02	2.84	224633-20-6 CRD A
3,520	EAST WEST BANCORP INC	704 .00	68,886.40 65,249.13	19.570 18.537	.08	1.02	27579R-10-4 EWBC
11,891	FIRST HORIZON NATIONAL CORP	475 .00	91,560.70 135,756.99	7.700 11.417	.11	.52	320517-10-5 FHN
922	GOLDMAN SACHS GROUP INC	1,290 322.70	88,382.92 148,331.48	95.860 160.880	.10	1.46	38141G-10-4 GS
3,280	HCC INSURANCE HOLDINGS INC	2,033 .00	88,166.40 78,473.88	26.880 23.925	.10	2.31	404132-10-2 HCC
2,560	IBERIABANK CORP	3,481 .00	127,539.20 124,687.72	49.820 48.706	.15	2.73	450828-10-8 IBKC
5,255	KNIGHT CAPITAL GROUP INC-A	0 .00	66,370.65 69,768.82	12.630 13.277	.08		499005-10-6 KCG
960	MASTERCARD INC - CLASS A	576 .00	359,568.00 226,068.87	374.550 235.488	.42	.16	57636Q-10-4 MA
3,802	MORGAN STANLEY	760 .00	56,231.58 62,543.96	14.790 16.450	.07	1.35	617446-44-8 MS
3,770	OLD NATIONAL BANCORP/IN	1,055 263.90	42,299.40 38,056.78	11.220 10.095	.05	2.50	680033-10-7 ONB
5,645	RAYMOND JAMES FINANCIAL INC	2,935 .00	168,277.45 125,637.26	29.810 22.256	.20	1.74	754730-10-9 RJF



SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

PO Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 13

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT TO MKT	SEC NUMB TICKER
1,390	SIMMONS FIRST NATIONAL CORP	1,056 .00	36,835.00 35,855.81	26.500 25.796	.04	828730-20-0 SFNC
1,390	STIFEEL FINANCIAL CORP	0 .00	44,063.00 44,352.89	31.700 31.909	.05	860630-10-2 SF
1,349	VISA INC-CLASS A SHARES	1,187 296.78	130,812.53 105,995.09	96.970 78.573	.15	92826C-83-9 V
4,515	WINTRUST FINANCIAL CORP	812 .00	125,471.85 142,003.08	27.790 31.451	.15	97650W-10-8 WTFC
TOTAL FINANCIALS		26,278 1,393.38	2,016,305.64 1,898,101.85		2.37	1.30
HEALTHCARE						
1,346	ALEXION PHARMACEUTICALS INC	0 .00	92,416.36 66,996.54	68.660 49.775	.11	015351-10-9 ALXN
2,997	ALLERGAN INC	599 179.75	250,908.84 207,124.51	83.720 69.111	.29	018490-10-2 AGN
4,427	BRISTOL-MYERS SQUIBB CO	5,843 .00	144,851.44 141,235.29	32.720 31.903	.17	110122-10-8 BMY
4,948	CELGENE CORP	0 .00	312,119.84 258,236.50	63.080 52.190	.37	151020-10-4 CELG
3,212	EXPRESS SCRIPTS INC	0 .00	146,627.80 152,187.41	45.650 47.381	.17	302182-10-0 ESRX
2,133	ILLUMINA INC	0 .00	59,340.06 94,978.23	27.820 44.528	.07	452327-10-9 ILMN
1,835	NOVO-NORDISK A/S-SPONS ADR	2,491 .00	208,364.25 222,318.27	113.550 121.154	.24	670100-20-5 NVO
2,811	SHIRE PLC ADR	1,124 .00	284,810.52 209,255.32	101.320 74.442	.33	82481R-10-6 SHPGY



SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

PO Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 14

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT TO MKT	SEC NUMB TICKER
3,459	VERTEX PHARMACEUTICALS INC	0 .00	100,276.41 118,189.36	28.990 34.169	.12	92532F-10-0 VRTX
TOTAL HEALTHCARE		10,057 179.75	1,599,715.52 1,470,521.43		1.88	0.63
INFORMATION TECHNOLOGY						
4,127	AVAGO TECHNOLOGIES LTD	1,815 .00	123,479.84 134,799.10	29.920 32.663	.14	Y0486S-10-4 AVGO
4,345	AGILENT TECHNOLOGIES INC	0 .00	162,937.50 153,621.37	37.500 35.356	.19	00846U-10-1 A
1,570	ALTERA CORPORATION	502 150.64	59,141.90 46,506.12	37.670 29.622	.07	021441-10-0 ALTR
1,696	APPLE INC COM	0 .00	648,211.20 334,690.92	382.200 197.341	.76	037833-10-0 AAPL
1,825	ARM HOLDINGS PLC-SPONS ADR	237 .00	51,592.75 55,680.18	28.270 30.510	.06	042068-10-6 ARMH
9,405	ARRIS GROUP INC	0 .00	101,103.75 105,280.09	10.750 11.194	.12	04269Q-10-0 ARRS
1,872	BAIDU INC SPONS ADR REPSTG ORD SHS CL A	0 .00	245,213.28 136,825.90	130.990 73.091	.29	056752-10-8 BIDU
11,755	EMC CORP MASS	0 .00	270,482.55 318,442.10	23.010 27.090	.32	268648-10-2 EMC
617	GOOGLE INC-CL A	0 .00	369,823.63 277,927.52	599.390 450.450	.43	38259P-50-8 GOOG
2,118	INTL BUSINESS MACHINES CORP	6,354 1,905.75	398,184.00 294,183.32	188.000 138.897	.47	459200-10-1 IBM
7,649	JUNIPER NETWORKS INC	0 .00	173,708.79 220,781.95	22.710 28.864	.20	48203R-10-4 JNPR



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 15

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
855	LINKEDIN CORP A	0 .00	56,370.15 61,713.04	65.930 72.179	.07		53578A-10-8 LNKD
4,113	NETAPP INC	0 .00	151,481.79 174,259.73	36.830 42.368	.18		64110D-10-4 NTAP
1,710	NETSCOUT SYSTEMS INC	0 .00	30,215.70 24,458.56	17.670 14.303	.04		64115T-10-4 NTCT
19,985	ON SEMICONDUCTOR CORPORATION	0 .00	150,487.05 149,432.16	7.530 7.477	.18		682189-10-5 ONNN
13,354	ORACLE CORP	3,204 .00	418,647.90 386,583.80	31.350 28.949	.49	.77	68389X-10-5 ORCL
3,445	PLEXUS CORP	0 .00	93,531.75 96,707.54	27.150 28.072	.11		729132-10-0 PLXS
255	PRICELINE.COM INC	0 .00	123,901.95 119,158.85	485.890 467.290	.15		741503-40-3 PCLN
5,303	QUALCOMM INC	4,560 1,140.14	290,604.40 235,019.15	54.800 44.318	.34	1.57	747525-10-3 QCOM
2,872	RED HAT INC	0 .00	143,829.76 121,399.63	50.080 42.270	.17		756577-10-2 RHT
2,180	SALESFORCE.COM INC	0 .00	258,155.60 212,957.83	118.420 97.687	.30		79466L-30-2 CRM
4,835	SYKES ENTERPRISES INC	0 .00	78,762.15 83,974.82	16.290 17.368	.09		871237-10-3 SYKE
3,955	SYNNEX CORP	0 .00	116,079.25 108,549.73	29.350 27.446	.14		87162W-10-0 SNX
4,905	TW TELECOM INC	0 .00	92,164.95 84,188.37	18.790 17.164	.11		87311L-10-4 TWTC
2,541	TENCENT HOLDINGS LTD-UNS ADR	155 .00	47,450.63 61,785.46	18.674 24.315	.06	.33	88032Q-10-9 TCEHY



SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

PO Box 1176 | Tulsa, OK 74101-1176

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

PAGE 16

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
2,042	VMWARE INC- CL A	0 .00	197,420.56 149,902.81	96.680 73.410	.23		928563-40-2 VMW
641	YOUKU.COM IN-ADR	0 .00	12,518.73 30,823.02	19.530 48.086	.01		98742U-10-0 YOKU
TOTAL INFORMATION TECHNOLOGY		16,827 3,196.53	4,865,501.51 4,179,653.07		5.71	0.35	
TOTAL COMMON STOCKS		142,590 17,041.56	16,365,912.85 14,682,502.92		19.22	0.87	
POOLED EQUITY FUNDS							
125,866.308	DODGE & COX STK	196,351 .00	12,709,979.78 15,072,780.61	100.980 119.752	14.92	1.54	256219-10-6 DODGX
197,663.971	HARTFORD GLBL REAL ASST-Y	0 .00	2,176,280.32 2,200,000.00	11.010 11.130	2.56		41664M-55-7 HRLYX
164,193.052	MANAGERS CADENCE MD CP INS	16,090 .00	4,168,861.59 4,317,702.62	25.390 26.297	4.89	.39	561717-48-9 MCMFX
904,756.302	TEMPLETON INSTL FGN EQTY#454	467,759 .00	16,439,422.01 18,560,487.06	18.170 20.514	19.30	2.85	880210-50-5 TFEQX
TOTAL POOLED EQUITY FUNDS		680,200 .00	35,494,543.70 40,150,970.29		41.68	1.92	
TOTAL STOCKS		822,790 17,041.56	51,860,456.55 54,833,473.21		60.89	1.59	



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 17

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
FIXED INCOME SECURITIES							
GOVERNMENT OBLIGATIONS							
TREASURY AND FEDERAL AGENCIES							
500,000	FNMA POOL #468531 FLT RT DUE 07/01/2016	2,945 244.00	503,475.00 500,156.25	100.695 100.031	.59	.58	31381R-PQ-1
188,749.310	GNMA POOL #698011 @ 5.500% DUE 01/15/2039	10,381 865.10	211,127.43 194,043.15	111.856 102.805	.25	4.92	36296Q-N4-7
2,100,000	U S TREAS NOTE @ 0.125% 08/31/2013	2,625 663.46	2,095,989.00 2,096,062.50	99.809 99.813	2.46	.13	912828-RD-4
3,200,000	U S TREAS NOTE @ 1.000% 09/30/2016	32,000 5,420.76	3,214,752.00 3,200,000.00	100.461 100.000	3.77	1.00	912828-RJ-1
500,000	U S TREAS NOTE @ 2.000% 11/15/2021	10,000 439.56	496,955.00 499,843.75	99.391 99.969	.58	2.01	912828-RR-3 UNIT21
TOTAL TREASURY AND FEDERAL AGENCIES		57,951 7,632.88	6,522,298.43 6,490,105.65		7.66	0.89	
TOTAL GOVERNMENT OBLIGATIONS		57,951 7,632.88	6,522,298.43 6,490,105.65		7.66	0.89	
CORPORATE BONDS							
150,000	AT&T INC @ 3.875% DUE 08/15/2021	5,812 1,663.02	151,872.00 155,739.00	101.248 103.826	.18	3.83	00206R-AZ-5
95,000	ALTRIA GROUP INC @ 4.750% DUE 05/05/2021	4,512 325.90	99,251.25 94,894.15	104.475 99.889	.12	4.55	02209S-AL-7
160,000	AMERICAN EXPRESS CREDIT @ 2.800% DUE 09/19/2016	4,480 896.00	158,339.20 160,054.40	98.962 100.034	.19	2.83	0258M0-DC-0 AME216
91,000	AMERISOURCEBERGEN CORP @ 4.875% DUE 11/15/2019	4,436 197.16	99,149.96 95,081.34	108.956 104.485	.12	4.47	03073E-AG-0



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 18

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
80,000	AMGEN INC @ 4.100% DUE 06/15/2021	3,280 1,375.77	79,999.20 79,793.60	99.999 99.742	.09	4.10	031162-BG-4
110,000	APPALACHIAN PWR CO @ 4.600% DUE 03/30/2021	5,060 857.39	118,910.00 119,143.20	108.100 108.312	.14	4.26	037735-CR-6 AEP 21
90,000	APPLIED MATERIALS INC @ 2.650% DUE 06/15/2016	2,385 1,146.12	91,719.90 92,273.40	101.911 102.526	.11	2.60	038222-AE-5
40,000	BANK OF AMERICA CORP @ 5.750% DUE 12/01/2017	2,300 1,150.00	36,484.40 40,182.40	91.211 100.456	.04	6.30	060505-DP-6
100,000	BANK OF AMERICA CORP @ 3.700% DUE 09/01/2015	3,700 925.00	89,590.00 100,461.00	89.590 100.461	.11	4.13	06051G-ED-7
110,000	BANK OF NEW YORK MELLON @ 1.700% DUE 11/24/2014	1,870 41.55	110,223.30 109,884.50	100.203 99.895	.13	1.70	06406H-BZ-1
180,000	BEAR STEARNS CO INC @ 5.550% DUE 01/22/2017	9,990 3,579.75	188,865.00 186,888.45	104.925 103.827	.22	5.29	073902-PN-2 BSC 17
165,000	BEST BUY CO INC @ 3.750% DUE 03/15/2016	6,187 1,306.25	162,086.10 165,275.30	98.234 100.167	.19	3.82	086516-AK-7
55,000	BOSTON PROPERTIES LP @ 3.700% DUE 11/15/2018	2,035 118.70	54,998.35 54,871.85	99.997 99.767	.06	3.70	10112R-AT-1
105,000	CBS CORP @ 8.875% DUE 05/15/2019	9,318 414.16	134,088.15 130,313.25	127.703 124.108	.16	6.95	124857-AC-7
55,000	CVS CAREMARK CORP @ 5.750% DUE 06/01/2017	3,162 1,581.24	63,522.80 54,423.05	115.496 98.951	.07	4.98	126650-BH-2
90,000	CAPITAL ONE FINANCIAL @ 3.150% DUE 07/15/2016	2,835 1,039.50	89,753.40 89,774.10	99.726 99.749	.11	3.16	14040H-AX-3
60,000	CATERPILLAR FIN SERV CRP @ 4.850% DUE 12/07/2012	2,910 1,406.49	62,607.60 59,614.80	104.346 99.358	.07	4.65	14912L-3N-9
55,000	CINCINNATI GAS & ELEC CO @ 5.700% DUE 09/15/2012 CALL @ MAKE WHOLE +25BP	3,135 661.83	56,994.85 55,232.65	103.627 100.423	.07	5.50	172070-CN-2 CIN 12



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION

EIN: 73-0736496
NOVEMBER 30, 2011

**SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11**

ACCOUNT NO. 71-4013-00-0

PAGE 19

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
100,000	CITIGROUP INC @ 6.000% DUE 12/13/2013	6,000 2,766.66	103,505.00 107,616.60	103.505 107.617	.12	5.80	172967-FE-6 C 13
60,000	JOHN DEERE CAP @ 7.000% DUE 03/15/2012	4,200 886.66	61,137.00 64,002.60	101.895 106.671	.07	6.87	244217-BG-9 DE 12
125,000	DIGITAL REALTY TRUST LP @ 5.875% DUE 02/01/2020	7,343 2,447.91	129,115.00 130,069.15	103.292 104.055	.15	5.69	25389J-AH-9 DIGI20
120,000	DIRECTVHOLDINGS/FN @ 3.500% DUE 03/01/2016	4,200 1,050.00	123,554.40 120,391.20	102.962 100.326	.15	3.40	25459H-AY-1 DIRE16
110,000	DUPONT EI NEMOUR @ 4.250% DUE 04/01/2021	4,675 779.16	122,335.40 112,845.70	111.214 102.587	.14	3.82	263534-CE-7
111,000	ENTERPRISE PRODUCTS OPER @ 5.600% DUE 10/15/2014 CALL @ MAKE WHOLE +30BP	6,216 794.26	121,931.28 113,299.41	109.848 102.072	.14	5.10	293791-AN-9 ENPR14
125,000	ERP OPERATING LP @ 5.125% DUE 03/15/2016	6,406 1,352.43	134,418.75 134,260.00	107.535 107.408	.16	4.77	29476L-AC-1
300,000	GENERAL ELEC CAPITAL CORP @ 5.300% DUE 02/11/2021	15,900 4,858.33	307,206.00 314,370.00	102.402 104.790	.36	5.18	369622-SM-8
85,000	GOLDMAN SACHS GROUP INC FLT RT DUE 02/07/2014	1,218 81.20	81,152.90 85,238.85	95.474 100.281	.10	1.50	38143U-SB-8
180,000	HSBC US INC @ 5.000% DUE 09/27/2020	9,000 1,600.00	169,448.40 177,447.60	94.138 98.582	.20	5.31	40428H-PB-2 HBIN20
130,000	HEALTH CARE REIT INC @ 4.700% DUE 09/15/2017	6,110 1,289.88	128,221.60 130,379.80	98.632 100.292	.15	4.77	42217K-AT-3
135,000	IBM CORP @ 1.950% DUE 07/22/2016	2,632 943.31	137,378.70 136,917.00	101.762 101.420	.16	1.92	459200-GX-3 IBM 16
105,000	JPMORGAN CHASE @ 4.750% DUE 05/01/2013	4,987 415.62	109,856.25 104,667.15	104.625 99.683	.13	4.54	46625H-HB-9
110,000	KELLOGG CO @ 5.125% DUE 12/03/2012	5,637 2,787.43	114,698.10 113,771.90	104.271 103.429	.13	4.92	487836-AZ-1



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION

EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 20

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
80,000	KEYCORP @ 6.500% DUE 05/14/2013	5,200 245.55	84,743.20 87,213.65	105.929 109.017	.10	6.14	49326E-EB-5 KEYZ13
126,000	KINDER MORGAN @ 5.950% DUE 02/15/2018	7,497 2,207.45	140,671.44 126,239.96	111.644 100.190	.17	5.33	494550-AY-2
65,000	LINCOLN NATIONAL CORP @ 4.850% DUE 06/24/2021	3,152 1,374.83	61,798.10 64,913.55	95.074 99.867	.07	5.10	534187-BB-4
90,000	LOCKHEED MARTIN CORP @ 2.125% DUE 09/15/2016	1,912 435.62	89,475.30 90,163.00	99.417 100.181	.11	2.14	539830-AX-7
22,000	MARATHON OIL @ 5.900% DUE 03/15/2018	1,298 274.02	25,529.24 22,299.64	116.042 101.362	.03	5.08	565849-AF-3 MRO 18
125,000	MERCK & CO INC @ 4.000% DUE 06/30/2015	5,000 2,097.22	136,623.75 138,420.00	109.299 110.736	.16	3.66	589331-AP-2 MRK 15
80,000	METLIFE INC @ 6.750% DUE 06/01/2016	5,400 2,700.00	90,877.60 93,988.00	113.597 117.485	.11	5.94	59156R-AU-2
93,000	MIDAMERICAN ENERGY HLDGS @ 5.875% DUE 10/01/2012 CALL @ > PAR OR MAKE WHOLE +37.5BP	5,463 1,836.42	96,700.47 95,554.29	103.979 102.747	.11	5.65	59562V-AF-4 CECW12
115,000	MORGAN STANLEY @ 3.800% DUE 04/29/2016	4,370 388.44	101,246.00 115,539.35	88.040 100.469	.12	4.32	61747Y-DD-4 MS 16
277,834.740	NGN SER 2010-R3 CL 1A FLT RT DUE 12/08/2020	2,225 154.72	279,223.91 277,834.74	100.500 100.000	.33	.80	62888W-AA-4
110,000	NASDAQ OMX GROUP @ 5.550% DUE 01/15/2020	6,105 2,306.33	109,850.40 110,064.20	99.864 100.058	.13	5.56	631103-AD-0
110,000	NORTHERN TRUST CO @ 3.375% DUE 08/23/2021	3,712 1,020.93	108,782.30 109,519.30	98.893 99.563	.13	3.41	665859-AM-6
100,000	OMNICOM GROUP INC @ 5.900% DUE 04/15/2016 CALL @ MAKE WHOLE +25BP	5,900 753.88	110,887.00 109,973.00	110.887 109.973	.13	5.32	681919-AS-5
115,000	ORACLE CORP @ 5.750% DUE 04/15/2018	6,612 844.93	137,149.00 117,562.20	119.260 102.228	.16	4.82	68389X-AC-9



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION

EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 21

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
153,000	PACIFIC GAS & ELECTRIC @ 4.800% DUE 03/01/2014 CALL @ MAKE WHOLE +20BP	7,344 1,836.00	164,289.87 148,303.29	107.379 96.930	.19	4.47	694308-GD-3 PCG 14
85,000	PFIZER INC @ 6.200% DUE 03/15/2019	5,270 1,112.55	103,779.05 84,914.15	122.093 99.899	.12	5.08	717081-DB-6
120,000	RAYTHEON COMPANY @ 3.125% DUE 10/15/2020	3,750 479.16	118,213.20 114,848.50	98.511 95.707	.14	3.17	755111-BT-7 RTN 20
100,000	REPUBLIC SERVICES INC @ 5.500% DUE 09/15/2019	5,500 1,161.11	114,094.00 110,819.00	114.094 110.819	.13	4.82	760761-AB-2 RSG 19
95,000	RYDER SYSTEM INC @ 3.500% DUE 06/01/2017	3,325 1,730.55	97,610.60 95,247.65	102.748 100.261	.11	3.41	78355H-JR-1
162,000	SAFeway INC @ 5.800% DUE 08/15/2012 CALL @ MAKE WHOLE +25BP	9,396 2,766.60	166,999.32 164,813.94	103.086 101.737	.20	5.63	786514-BF-5 SA 12
100,000	SANOFI-AVENTIS @ 4.000% DUE 03/29/2021	4,000 688.88	107,482.00 101,223.00	107.482 101.223	.13	3.72	80105N-AG-0
55,000	SIMON PEOP GP IN @ 6.125% DUE 05/30/2018	3,368 9.35	62,425.00 54,937.30	113.500 99.886	.07	5.40	828807-BZ-9
140,000	SMUCKER CO @ 3.500% DUE 10/15/2021	4,900 585.27	139,533.80 139,731.20	99.667 99.808	.16	3.51	832696-AB-4
85,000	SOUTHERN CO @ 1.950% DUE 09/01/2016	1,657 451.20	85,560.15 84,870.80	100.659 99.848	.10	1.94	842587-CH-8
155,000	SUNTRUST BANKS INC @ 3.600% DUE 04/15/2016	5,580 713.00	155,468.10 156,303.80	100.302 100.841	.18	3.59	867914-BD-4 STI 16
140,000	SYMANTEC CORP @ 4.200% DUE 09/15/2020	5,880 1,241.33	139,788.60 138,629.55	99.849 99.021	.16	4.21	871503-AH-1 SYMC20
115,000	TARGET CORP @ 5.875% DUE 07/15/2016 CALL @ MAKE WHOLE +12BP	6,756 2,552.35	135,621.80 137,734.35	117.932 119.769	.16	4.98	87612E-AN-6 TGT 16



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 22

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
45,000	TIME WARNER CABLE INC @ 7.500% DUE 04/01/2014	3,375 562.50	50,392.35 44,790.30	111.983 99.534	.06	6.70	88732J-AR-9
35,000	UNION PACIFIC CORP @ 5.450% DUE 01/31/2013	1,907 641.13	36,824.20 35,147.35	105.212 100.421	.04	5.18	907818-CY-2 UNP 13
45,000	US BANCORP @ 4.200% DUE 05/15/2014	1,890 84.00	48,111.75 44,991.90	106.915 99.982	.06	3.93	91159H-GR-5
40,000	VALE OVERSEAS LIMITED @ 5.625% DUE 09/15/2019	2,250 475.00	42,330.80 40,341.00	105.827 100.853	.05	5.32	91911T-AJ-2
60,000	VEOLIA ENVIRONNEMENT @ 5.250% DUE 06/03/2013	3,150 1,557.50	62,446.80 59,816.40	104.078 99.694	.07	5.04	92334N-AA-1
65,000	VERIZON COMMUNICATIONS INC @ 5.250% DUE 04/15/2013	3,412 436.04	68,720.60 66,870.70	105.724 102.878	.08	4.97	92343V-AN-4
92,000	VORNADO REALTY TRUST @ 4.250% DUE 04/01/2015	3,910 651.66	94,789.44 91,847.28	103.032 99.834	.11	4.12	929043-AF-4
100,000	WASTE MANAGEMENT @ 2.600% DUE 09/01/2016	2,600 664.44	101,545.00 99,991.00	101.545 99.991	.12	2.56	94106L-AX-7
100,000	WATSON PHARMACEUTICALS INC @ 5.000% DUE 08/15/2014	5,000 1,472.22	107,452.00 106,720.00	107.452 106.720	.13	4.65	942683-AD-5 WPI 14
125,000	WELLPOINT INC @ 2.375% DUE 02/15/2017	2,968 874.13	123,916.25 124,412.50	99.133 99.530	.15	2.40	94973V-AV-9
125,000	WELLS FARGO & COMPANY @ 4.600% DUE 04/01/2021	5,750 958.33	132,378.75 133,947.00	105.903 107.158	.16	4.34	94974B-EV-8
50,000	WELLS FARGO & COMPANY @ 3.676% DUE 06/15/2016	1,838 388.02	52,340.50 50,337.05	104.681 100.674	.06	3.51	949746-QU-8
TOTAL CORPORATE BONDS		330,553 81,471.34	7,778,085.88 7,680,051.29		9.13	4.25	



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 23

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
FOREIGN OBLIGATIONS							
185,000	ARCELOMITTAL @ 9.850% DUE 06/01/2019	18,222 9,111.25	200,754.60 236,689.55	108.516 127.940	.24	9.08	03938L-AM-6
74,000	BHP BILLION FINANCE @ 4.800% DUE 04/15/2013	3,552 453.86	78,212.82 72,377.72	105.693 97.808	.09	4.54	055451-AA-6 BHPB13
70,000	FED REPUBLIC OF BRAZIL @ 7.875% DUE 03/07/2015	5,512 1,286.25	83,475.00 82,320.00	119.250 117.600	.10	6.60	105756-BG-4 BRAZ15
50,000	CANADIAN NATL RESOURCES @ 4.900% DUE 12/01/2014	2,450 1,225.00	54,938.50 48,427.50	109.877 96.855	.06	4.46	136385-AF-8 CNQ 14
140,000	REPUBLIC OF CHILE @ 5.500% DUE 01/15/2013	7,700 2,908.88	147,000.00 149,520.00	105.000 106.800	.17	5.24	168863-AS-7
65,000	DEUTSCHE BANK AG LONDON @ 4.875% DUE 05/20/2013	3,168 96.82	66,768.65 64,701.00	102.721 99.540	.08	4.75	2515A0-NY-5 DEUT13
35,000	DIAGEO CAPITAL PLC @ 5.200% DUE 01/30/2013	1,820 611.72	36,748.95 34,967.10	104.997 99.906	.04	4.95	25243Y-AL-3 DOCPI3
60,000	FRANCE TELECOM @ 5.375% DUE 07/08/2019	3,225 1,281.04	64,863.60 59,692.80	108.106 99.488	.08	4.97	35177P-AT-4
100,000	GRUPO TELEVISIA SA @ 6.000% DUE 05/15/2018	6,000 266.66	112,044.00 102,467.00	112.044 102.467	.13	5.36	40049J-AX-5 GRTV18
85,000	LLOYDS TSB BANK @ 2.653% DUE 01/24/2014	2,347 241.29	80,807.80 85,000.00	95.068 100.000	.09	2.91	539473-AK-4
70,000	REPUBLIC OF PERU @ 8.375% DUE 05/03/2016	5,862 455.97	86,625.00 85,505.00	123.750 122.150	.10	6.77	715638-AQ-5 PERU16
120,000	ROYAL BK OF SCOTLAND PLC @ 3.250% DUE 01/11/2014	3,900 1,516.66	116,816.40 119,636.40	97.347 99.697	.14	3.34	78010X-AJ-0 ROYA14
70,000	SANOFI-AVENTIS @ 2.625% DUE 03/29/2016	1,837 316.45	72,375.10 69,642.30	103.393 99.489	.08	2.54	80105N-AD-7
100,000	REPUBLIC OF SOUTH AFRICA @ 6.875% DUE 05/27/2019	6,875 76.38	118,000.00 108,750.00	118.000 108.750	.14	5.83	836205-AM-6 SOUT19



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 24

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
30,000	TELECOM ITALIA CAPITAL @ 5.250% DUE 11/15/2013	1,575 70.00	28,874.10 30,404.40	96.247 101.348	.03	5.45	87927V-AE-8 TI 13
55,000	TELEFONICA EMISIONES @ 5.462% DUE 02/16/2021	3,004 876.19	49,086.95 57,178.00	89.249 103.960	.06	6.12	87938W-AP-8
90,000	TEVA PHARM FIN III FLT RT DUE 03/21/2014	765 148.92	89,685.90 90,000.00	99.651 100.000	.11	.85	88166D-AB-2
85,000	UNITED MEXICAN STATES @ 6.375% DUE 01/16/2013	5,418 2,032.03	89,675.00 89,496.50	105.500 105.290	.11	6.04	91086Q-AK-4
TOTAL FOREIGN OBLIGATIONS		83,232 22,975.37	1,576,752.37 1,586,775.27	(A)	1.85	5.28	
• POOLED FIXED INCOME FUNDS							
559,349.068	PIMCO SHORT TERM-INSTL FD#0037	85,543 10,810.10	5,459,246.90 5,577,815.57	9.760 9.972	6.41	1.57	693390-60-1 PTSHX
TOTAL POOLED FIXED INCOME FUNDS		85,543 10,810.10	5,459,246.90 5,577,815.57	(A)	6.41	1.57	
TOTAL FIXED INCOME SECURITIES							
TOTAL FIXED INCOME SECURITIES		557,279 122,889.69	21,336,383.58 21,334,747.78		25.05	2.61	
LIMITED PARTNERSHIPS							
8,956,367	GROSVENOR INST PARTNERS LP FUND	0 .00	8,956,367.00 8,956,367.00	1.000 1.000	10.52		HAC103-19-9
TOTAL LIMITED PARTNERSHIPS		0 .00	8,956,367.00 8,956,367.00		10.52	0.00	
				Other Investment Line 13, Part II			



SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

PAGE 25

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
ALTERNATIVE INVESTMENTS							
OPEN END MUTUAL FUNDS							
182,119.205	PIMCO ALL ASSET-INST	169,188	2,170,860.92	11.920	2.55	7.79	722005-62-6
		.00	2,200,000.00	12.080			PAAIX
TOTAL OPEN END MUTUAL FUNDS							
		169,188	2,170,860.92		2.55	7.79	
		.00	2,200,000.00				
TOTAL ALTERNATIVE INVESTMENTS							
		169,188	2,170,860.92		2.55	7.79	
		.00	2,200,000.00				
CASH AND EQUIVALENTS							
543,277.300	CAVANAL HILL CASH MNG ADMIN FD#0001	54	543,277.30	1.000	.64	.01	14956P-83-6
		8.78	543,277.30	1.000			APCXX
300,000	U S TREASURY BILL 11/15/2012	NOT AVAIL	299,680.84	99.896	.35		912795-5L-1
		7.16	299,679.29	99.893			USTB12
TOTAL CASH AND EQUIVALENTS							
		54	842,958.14		.99	0.01	
		15.94	842,956.59				
CASH							
		0	.00	.000			
		.00	.00	.000			
TOTAL CASH							
		0	.00		.00	0.00	
		.00	.00				
NET ASSETS							
		1,549,311	85,167,026.19				
		139,947.19	88,167,544.58				

NET ASSETS & ACCRUALS

85,306,973.38

Σ A = \$61,067,316 Total Corporate Stock



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION

EIN: 73-0736496

NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

PAGE 17

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
FIXED INCOME SECURITIES							
GOVERNMENT OBLIGATIONS							
TREASURY AND FEDERAL AGENCIES							
500,000	FNMA POOL #468531 FLT RT DUE 07/01/2016	2,945 244.00	503,475.00 500,156.25	100.695 100.031	.59	.58	31381R-PQ-1
188,749.310	GNMA POOL #698011 @ 5.500% DUE 01/15/2039	10,381 865.10	211,127.43 194,043.15	111.856 102.805	.25	4.92	36296Q-N4-7
2,100,000	U S TREAS NOTE @ 0.125% 08/31/2013	2,625 663.46	2,095,989.00 2,096,062.50	99.809 99.813	2.46	.13	912828-RD-4
3,200,000	U S TREAS NOTE @ 1.000% 09/30/2016	32,000 5,420.76	3,214,752.00 3,200,000.00	100.461 100.000	3.77	1.00	912828-RJ-1
500,000	U S TREAS NOTE @ 2.000% 11/15/2021	10,000 439.56	496,955.00 499,843.75	99.391 99.969	.58	2.01	912828-RR-3 UNIT21
TOTAL TREASURY AND FEDERAL AGENCIES		57,951 7,632.88	6,522,298.43 6,490,105.65		7.66	0.89	
TOTAL GOVERNMENT OBLIGATIONS		57,951 7,632.88	6,522,298.43 6,490,105.65		7.66	0.89	
CORPORATE BONDS							
150,000	AT&T INC @ 3.875% DUE 08/15/2021	5,812 1,663.02	151,872.00 155,739.00	101.248 103.826	.18	3.83	00206R-AZ-5
95,000	ALTRIA GROUP INC @ 4.750% DUE 05/05/2021	4,512 325.90	99,251.25 94,894.15	104.475 99.889	.12	4.55	02209S-AL-7
160,000	AMERICAN EXPRESS CREDIT @ 2.800% DUE 09/19/2016	4,480 896.00	158,339.20 160,054.40	98.962 100.034	.19	2.83	0258M0-DC-0 AMEZ16
91,000	AMERISOURCEBERGEN CORP @ 4.875% DUE 11/15/2019	4,436 197.16	99,149.96 95,081.34	108.956 104.485	.12	4.47	03073E-AG-0



SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

PO Box 1270 Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 18

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
80,000	AMGEN INC @ 4.100% DUE 06/15/2021	3,280 1,375.77	79,999.20 79,793.60	99.999 99.742	.09	4.10	031162-BG-4
110,000	APPALACHIAN PWR CO @ 4.600% DUE 03/30/2021	5,060 857.39	118,910.00 119,143.20	108.100 108.312	.14	4.26	037735-CR-6 AEP 21
90,000	APPLIED MATERIALS INC @ 2.650% DUE 06/15/2016	2,385 1,146.12	91,719.90 92,273.40	101.911 102.526	.11	2.60	038222-AE-5
40,000	BANK OF AMERICA CORP @ 5.750% DUE 12/01/2017	2,300 1,150.00	36,484.40 40,182.40	91.211 100.456	.04	6.30	060505-DP-6
100,000	BANK OF AMERICA CORP @ 3.700% DUE 09/01/2015	3,700 925.00	89,590.00 100,461.00	89.590 100.461	.11	4.13	06051G-ED-7
110,000	BANK OF NEW YORK MELLON @ 1.700% DUE 11/24/2014	1,870 41.55	110,223.30 109,884.50	100.203 99.895	.13	1.70	06406H-BZ-1
180,000	BEAR STEARNS CO INC @ 5.550% DUE 01/22/2017	9,990 3,579.75	188,865.00 186,888.45	104.925 103.827	.22	5.29	073902-PN-2 BSC 17
165,000	BEST BUY CO INC @ 3.750% DUE 03/15/2016	6,187 1,306.25	162,086.10 165,275.30	98.234 100.167	.19	3.82	086516-AK-7
55,000	BOSTON PROPERTIES LP @ 3.700% DUE 11/15/2018	2,035 118.70	54,998.35 54,871.85	99.997 99.767	.06	3.70	10112R-AT-1
105,000	CBS CORP @ 8.875% DUE 05/15/2019	9,318 414.16	134,088.15 130,313.25	127.703 124.108	.16	6.95	124857-AC-7
55,000	CVS CAREMARK CORP @ 5.750% DUE 06/01/2017	3,162 1,581.24	63,522.80 54,423.05	115.496 98.951	.07	4.98	126650-BH-2
90,000	CAPITAL ONE FINANCIAL @ 3.150% DUE 07/15/2016	2,835 1,039.50	89,753.40 89,774.10	99.726 99.749	.11	3.16	14040H-AX-3
60,000	CATERPILLAR FIN SERV CRP @ 4.850% DUE 12/07/2012	2,910 1,406.49	62,607.60 59,614.80	104.346 99.358	.07	4.65	14912L-3N-9
55,000	CINCINNATI GAS & ELEC CO @ 5.700% DUE 09/15/2012 CALL @ MAKE WHOLE +25BP	3,135 661.83	56,994.85 55,232.65	103.627 100.423	.07	5.50	172070-CN-2 CIN 12



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 19

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
100,000	CITIGROUP INC @ 6.000% DUE 12/13/2013	6,000 2,766.66	103,505.00 107,616.60	103.505 107.617	.12	5.80	172967-FE-6 C 13
60,000	JOHN DEERE CAP @ 7.000% DUE 03/15/2012	4,200 886.66	61,137.00 64,002.60	101.895 106.671	.07	6.87	244217-BG-9 DE 12
125,000	DIGITAL REALTY TRUST LP @ 5.875% DUE 02/01/2020	7,343 2,447.91	129,115.00 130,069.15	103.292 104.055	.15	5.69	25389J-AH-9 DIGI20
120,000	DIRECTVHOLDINGS/FN @ 3.500% DUE 03/01/2016	4,200 1,050.00	123,554.40 120,391.20	102.962 100.326	.15	3.40	25459H-AY-1 DIRE16
110,000	DUPONT EI NEMOUR @ 4.250% DUE 04/01/2021	4,675 779.16	122,335.40 112,845.70	111.214 102.587	.14	3.82	263534-CE-7
111,000	ENTERPRISE PRODUCTS OPER @ 5.600% DUE 10/15/2014 CALL @ MAKE WHOLE +30BP	6,216 794.26	121,931.28 113,299.41	109.848 102.072	.14	5.10	293791-AN-9 ENPRI14
125,000	ERP OPERATING LP @ 5.125% DUE 03/15/2016	6,406 1,352.43	134,418.75 134,260.00	107.535 107.408	.16	4.77	29476L-AC-1
300,000	GENERAL ELEC CAPITAL CORP @ 5.300% DUE 02/11/2021	15,900 4,858.33	307,206.00 314,370.00	102.402 104.790	.36	5.18	369622-SM-8
85,000	GOLDMAN SACHS GROUP INC FLT RT DUE 02/07/2014	1,218 81.20	81,152.90 85,238.85	95.474 100.281	.10	1.50	38143U-SB-8
180,000	HSBC US INC @ 5.000% DUE 09/27/2020	9,000 1,600.00	169,448.40 177,447.60	94.138 98.582	.20	5.31	40428H-PB-2 HBIN20
130,000	HEALTH CARE REIT INC @ 4.700% DUE 09/15/2017	6,110 1,289.88	128,221.60 130,379.80	98.632 100.292	.15	4.77	42217K-AT-3
135,000	IBM CORP @ 1.950% DUE 07/22/2016	2,632 943.31	137,378.70 136,917.00	101.762 101.420	.16	1.92	459200-GX-3 IBM 16
105,000	JPMORGAN CHASE @ 4.750% DUE 05/01/2013	4,987 415.62	109,856.25 104,667.15	104.625 99.683	.13	4.54	46625H-HB-9
110,000	KELLOGG CO @ 5.125% DUE 12/03/2012	5,637 2,787.43	114,698.10 113,771.90	104.271 103.429	.13	4.92	487836-AZ-1



BANK OF OKLAHOMA
WEALTH MANAGEMENT

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SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 20

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
80,000	KEYCORP @ 6.500% DUE 05/14/2013	5,200 245.55	84,743.20 87,213.65	105.929 109.017	.10	6.14	49326E-EB-5 KEYZ13
126,000	KINDER MORGAN @ 5.950% DUE 02/15/2018	7,497 2,207.45	140,671.44 126,239.96	111.644 100.190	.17	5.33	494550-AY-2
65,000	LINCOLN NATIONAL CORP @ 4.850% DUE 06/24/2021	3,152 1,374.83	61,798.10 64,913.55	95.074 99.867	.07	5.10	534187-BB-4
90,000	LOCKHEED MARTIN CORP @ 2.125% DUE 09/15/2016	1,912 435.62	89,475.30 90,163.00	99.417 100.181	.11	2.14	539830-AX-7
22,000	MARATHON OIL @ 5.900% DUE 03/15/2018	1,298 274.02	25,529.24 22,299.64	116.042 101.362	.03	5.08	565849-AF-3 MRO 18
125,000	MERCK & CO INC @ 4.000% DUE 06/30/2015	5,000 2,097.22	136,623.75 138,420.00	109.299 110.736	.16	3.66	589331-AP-2 MRK 15
80,000	METLIFE INC @ 6.750% DUE 06/01/2016	5,400 2,700.00	90,877.60 93,988.00	113.597 117.485	.11	5.94	59156R-AU-2
93,000	MIDAMERICAN ENERGY HLDGS @ 5.875% DUE 10/01/2012 CALL @ > PAR OR MAKE WHOLE +37.5BP	5,463 1,836.42	96,700.47 95,554.29	103.979 102.747	.11	5.65	59562V-AF-4 CECW12
115,000	MORGAN STANLEY @ 3.800% DUE 04/29/2016	4,370 388.44	101,246.00 115,539.35	88.040 100.469	.12	4.32	61747Y-DD-4 MS 16
277,834.740	NGN SER 2010-R3 CL 1A FLT RT DUE 12/08/2020	2,225 154.72	279,223.91 277,834.74	100.500 100.000	.33	.80	62888W-AA-4
110,000	NASDAQ OMX GROUP @ 5.550% DUE 01/15/2020	6,105 2,306.33	109,850.40 110,064.20	99.864 100.058	.13	5.56	631103-AD-0
110,000	NORTHERN TRUST CO @ 3.375% DUE 08/23/2021	3,712 1,020.93	108,782.30 109,519.30	98.893 99.563	.13	3.41	665859-AM-6
100,000	OMNICOM GROUP INC @ 5.900% DUE 04/15/2016 CALL @ MAKE WHOLE +25BP	5,900 753.88	110,887.00 109,973.00	110.887 109.973	.13	5.32	681919-AS-5
115,000	ORACLE CORP @ 5.750% DUE 04/15/2018	6,612 844.93	137,149.00 117,562.20	119.260 102.228	.16	4.82	68389X-AC-9



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION

EIN: 73-0736496
NOVEMBER 30, 2011

**SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11**

ACCOUNT NO. 71-4013-00-0

PAGE 21

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
153,000	PACIFIC GAS & ELECTRIC @ 4.800% DUE 03/01/2014 CALL @ MAKE WHOLE +20BP	7,344 1,836.00	164,289.87 148,303.29	107.379 96.930	.19	4.47	694308-GD-3 PCG 14
85,000	PFIZER INC @ 6.200% DUE 03/15/2019	5,270 1,112.55	103,779.05 84,914.15	122.093 99.899	.12	5.08	717081-DB-6
120,000	RAYTHEON COMPANY @ 3.125% DUE 10/15/2020	3,750 479.16	118,213.20 114,848.50	98.511 95.707	.14	3.17	755111-BT-7 RTN 20
100,000	REPUBLIC SERVICES INC @ 5.500% DUE 09/15/2019	5,500 1,161.11	114,094.00 110,819.00	114.094 110.819	.13	4.82	760761-AB-2 RSG 19
95,000	RYDER SYSTEM INC @ 3.500% DUE 06/01/2017	3,325 1,730.55	97,610.60 95,247.65	102.748 100.261	.11	3.41	78355H-JR-1
162,000	SAFeway INC @ 5.800% DUE 08/15/2012 CALL @ MAKE WHOLE +25BP	9,396 2,766.60	166,999.32 164,813.94	103.086 101.737	.20	5.63	786514-BF-5 SA 12
100,000	SANOFI-AVENTIS @ 4.000% DUE 03/29/2021	4,000 688.88	107,482.00 101,223.00	107.482 101.223	.13	3.72	80105N-AG-0
55,000	SIMON PEOP GP IN @ 6.125% DUE 05/30/2018	3,368 9.35	62,425.00 54,937.30	113.500 99.886	.07	5.40	828807-BZ-9
140,000	SMUCKER CO @ 3.500% DUE 10/15/2021	4,900 585.27	139,533.80 139,731.20	99.667 99.808	.16	3.51	832696-AB-4
85,000	SOUTHERN CO @ 1.950% DUE 09/01/2016	1,657 451.20	85,560.15 84,870.80	100.659 99.848	.10	1.94	842587-CH-8
155,000	SUNTRUST BANKS INC @ 3.600% DUE 04/15/2016	5,580 713.00	155,468.10 156,303.80	100.302 100.841	.18	3.59	867914-BD-4 STI 16
140,000	SYMANTEC CORP @ 4.200% DUE 09/15/2020	5,880 1,241.33	139,788.60 138,629.55	99.849 99.021	.16	4.21	871503-AH-1 SYMC20
115,000	TARGET CORP @ 5.875% DUE 07/15/2016 CALL @ MAKE WHOLE +12BP	6,756 2,552.35	135,621.80 137,734.35	117.932 119.769	.16	4.98	87612E-AN-6 TGT 16



BANK OF OKLAHOMA
WEALTH MANAGEMENT

PO Box 1270 | Tulsa, OK 74101-1270

SARKEYS FOUNDATION
EIN: 73-0736496
NOVEMBER 30, 2011

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/11

ACCOUNT NO. 71-4013-00-0

PAGE 22

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
45,000	TIME WARNER CABLE INC @ 7.500% DUE 04/01/2014	3,375 562.50	50,392.35 44,790.30	111.983 99.534	.06	6.70	88732J-AR-9
35,000	UNION PACIFIC CORP @ 5.450% DUE 01/31/2013	1,907 641.13	36,824.20 35,147.35	105.212 100.421	.04	5.18	907818-CY-2 UNP 13
45,000	US BANCORP @ 4.200% DUE 05/15/2014	1,890 84.00	48,111.75 44,991.90	106.915 99.982	.06	3.93	91159H-GR-5
40,000	VALE OVERSEAS LIMITED @ 5.625% DUE 09/15/2019	2,250 475.00	42,330.80 40,341.00	105.827 100.853	.05	5.32	91911T-AJ-2
60,000	VEOLIA ENVIRONNEMENT @ 5.250% DUE 06/03/2013	3,150 1,557.50	62,446.80 59,816.40	104.078 99.694	.07	5.04	92334N-AA-1
65,000	VERIZON COMMUNICATIONS INC @ 5.250% DUE 04/15/2013	3,412 436.04	68,720.60 66,870.70	105.724 102.878	.08	4.97	92343V-AN-4
92,000	VORNADO REALTY TRUST @ 4.250% DUE 04/01/2015	3,910 651.66	94,789.44 91,847.28	103.032 99.834	.11	4.12	929043-AF-4
100,000	WASTE MANAGEMENT @ 2.600% DUE 09/01/2016	2,600 664.44	101,545.00 99,991.00	101.545 99.991	.12	2.56	94106L-AX-7
100,000	WATSON PHARMACEUTICALS INC @ 5.000% DUE 08/15/2014	5,000 1,472.22	107,452.00 106,720.00	107.452 106.720	.13	4.65	942683-AD-5 WPI 14
125,000	WELLPOINT INC @ 2.375% DUE 02/15/2017	2,968 874.13	123,916.25 124,412.50	99.133 99.530	.15	2.40	94973V-AV-9
125,000	WELLS FARGO & COMPANY @ 4.600% DUE 04/01/2021	5,750 958.33	132,378.75 133,947.00	105.903 107.158	.16	4.34	94974B-EV-8
50,000	WELLS FARGO & COMPANY @ 3.676% DUE 06/15/2016	1,838 388.02	52,340.50 50,337.05	104.681 100.674	.06	3.51	949746-QU-8

TOTAL CORPORATE BONDS

330,553	7,778,085.88	Form 990 PF,
81,471.34	7,680,051.29	Line 10c Part II

9.13 4.25

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EXCISE TAX REC.-CURRENT	2,236.	19,853.	19,853.
ACCRUED DIVIDENDS	19,025.	13,601.	13,601.
ACCRUED INTEREST	151,184.	126,348.	126,348.
DEFERRED EXCISE TAXES	16,527.	48,008.	48,008.
TOTALS	<u>188,972.</u>	<u>207,810.</u>	<u>207,810.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS ON INVESTMENTS

1,811,003.

TOTAL

1,811,003.

SARKEYS FOUNDATION

73-0736496

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KIM HENRY 530 E. MAIN NORMAN, OK 73071	EXECUTIVE DIRECTOR 40.00	182,700.	17,876.	0.
TERESA ADWAN 530 E. MAIN NORMAN, OK 73071	BOARD MEMBER 1.00	12,400.	0.	0.
RICHARD BELL 530 E. MAIN NORMAN, OK 73071	SECRETARY/TREASURER 1.00	3,100.	0.	0.
FRED GIBSON 530 E. MAIN NORMAN, OK 73071	BOARD MEMBER 1.00	5,500.	0.	0.
DAN LITTLE 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	12,400.	0.	0.
JOSEPH MORRIS 530 E. MAIN NORMAN, OK 73071	PRESIDENT 1.00	12,400.	0.	0.

SARKEYS FOUNDATION

73-0736496

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
TERRY WEST 530 E. MAIN NORMAN, OK 73071	VICE PRESIDENT 1.00	12,400.	0.	0.
ELIZABETH BASE 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	6,900.	0.	0.
CLAY J. CHRISTENSEN 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	6,900.	0.	0.
JOHN BELL 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	5,900.	0.	0.
JIM LOFTIS 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	6,900.	0.	0.
GRAND TOTALS		267,500.	17,876.	0.

SARKEYS FOUNDATION

73-0736496

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
SUSAN FRANTZ 530 E. MAIN NORMAN, OK 73071	SR. PROGRAM OFFICER 40.00	105,244.	19,802. 0.
DIANA HARTLEY 530 E. MAIN NORMAN, OK 73071	PROGRAM OFFICER 40.00	81,538.	6,099. 0.
LINDA WEEKS 530 E. MAIN NORMAN, OK 73071	SR. PROGRAM OFFICER 40.00	93,860.	15,168. 0.
ANGELA HOLLADAY 530 E. MAIN NORMAN, OK 73071	OFFICE MANAGER 40.00	59,273.	9,195. 0.
KATE THOMPSON 530 E. MAIN NORMAN, OK 73071	EX. ASST/TECH MNGR 40.00	55,246.	8,933. 0.
	TOTAL COMPENSATION	<u>395,161.</u>	<u>59,197.</u> <u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JENNISON ASSOCIATES POST OFFICE BOX 533 NEW YORK, NY 10163	INVESTMENT ADVISORY	114,865.
BUCKHEAD CAPITAL 3330 CUMBERLAND BLVD.SUITE 650 ATLANTA, GA 30339	INVESTMENT ADVISORY	60,489.
R.V. KUHNS & ASSOCIATES, INC. 1 PENN PLAZA # 2128 NEW YORK, NY 10119	INVESTMENT ADVISORY	80,000.

TOTAL COMPENSATION

255,354.

SARKEYS FOUNDATION

EIN: 73-0736496

NOVEMBER 30, 2011

[Home](#) [Annual Report](#) [Events](#) [FAQ](#) [Links & Affiliations](#) [Sarkeys News](#)[Grant Making](#) [Conference Facilities](#) [About Us](#) [Contact Us](#) [Newsletter Signup](#)

Grant Making

Grant Making

Sarkeys Grant Guidelines

Proposal deadlines are February 1, 2012 and August 1, 2012, at 5 p m.

Please note maximum grant request amount is \$50,000

I Definition

The Sarkeys Foundation is a private, charitable foundation, incorporated under the laws of the State of Oklahoma and operated exclusively for providing support through gifts and grants to charitable, scientific, and educational institutions which are qualified under section 501(c)(3) and which are not private foundations within the meaning of section 509(a) of the Internal Revenue Service Code of 1954 or comparable sections of the Internal Revenue Service Code added at a later date

II Governing Body

The Foundation is administered by a Board of Trustees and an Executive Director

III Meetings

The Trustees meet quarterly in January, April, July and October Grant proposals for 2012 will be considered at the April and October meetings

IV Response to Inquiries

A response to each request or inquiry will be made by the Foundation within a reasonable time

V Proposals

The Trustees invite proposals and applications from qualified charitable institutions A careful evaluation of each such request will be made **Applicants are required to participate in a pre-grant interview with a program officer** at what time they will receive an access code for the online application Nonprofit representatives are urged not to wait until the final deadline

A Major areas of support by the Sarkeys Foundation include

- 1 Education,
- 2 Social service and human service needs,
- 3 Cultural and humanitarian programs of regional significance

• 2012 Grant Application

The Spring 2012 Grant Application deadline is February 1, 2012, at 5 00 p m

*If you would like to access your online Sarkeys account to view **saved** or **submitted** applications or change your account settings, please click [here](#) to log in*

Board Retreat

Grants at Work

Annual Report

Downloads

• Follow Up Forms

- [Short Form](#)
- [Program Support](#)
- [Construction or Renovation](#)
- [Endowment](#)

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SARKEYS FOUNDATION

EIN: 73-0736496

NOVEMBER 30, 2011

B. Needs normally outside the range of support by the Sarkeys Foundation

- 1 Local programs appropriately financed within the community,
- 2 Direct mail solicitations and annual campaigns,
- 3 Out of state institutions,
- 4 Hospitals,
- 5 Operating expenses,
- 6 Purchase of vehicles,
- 7 Grants to individuals,
- 8 Responsibility for permanent financing of a program,
- 9 Programs whose ultimate intent is to be profit making,
- 10 Start-up funding for new organizations,
- 11 Feasibility studies,
- 12 Grants which trigger expenditure responsibility by Sarkeys Foundation,
- 13 Direct support to government agencies,
- 14 Individual public or private elementary or secondary schools, unless they are serving the needs of a special population which are not being met elsewhere, and
- 15 Religious institutions and their subsidiaries

VI Application Frequency

Organizations are limited to one application per calendar year or twelve month period. Organizations with a current grant from Sarkeys Foundation are prohibited from applying for additional funding until final payment has been received.

VII Content of Proposals

Sarkeys accepts proposals through an online process at www.sarkeys.org. The application for the February 1, 2012 deadline will be available Dec 1, 2011 and the application for the August 1, 2012 deadline will be available June 1, 2012. A copy of the application form required for submitting proposals to the Sarkeys Foundation may be requested by contacting a program. Sarkeys Foundation does not accept faxed or e-mailed proposals. Below are the primary components of the application.

- *Organization Information*
- *Executive Summary*
- *Project Information*
- *Financial and Endowment Information*
- *Board Information*
- *Description of the Organization*
- *Description of the Project*
- *Collaborative Efforts in Your Community*
- *Line-item Budget for the Request*
- *List of Secured Funds and Pledges, Outstanding Requests, and Other Potential Sources of Funding*

VIII Challenge Grants

The Board may, at its discretion, determine to award a grant contingent upon the fulfillment of an institution's additional fund-raising obligation for the project in question within a specified time period.

IX Proposal Format

Your application must be completed online. You will need to set up an account at www.sarkeys.org. If for some reason, you are not able to complete an application online, contact a program officer for assistance and you will be

SARKEYS FOUNDATION

EIN: 73-0736496

NOVEMBER 30, 2011

allowed to either mail or deliver a proposal to the Foundation offices at 530 E
Main, Norman, OK 73071

Failure to provide complete information will adversely affect your prospects for
funding. If you have any questions, please call Susan Frantz, Diana Hartley
and Linda English Weeks at (405) 364-3703

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**FOLLOW-UP QUESTIONNAIRE
SHORT FORM**

1. NAME OF ORGANIZATION/INSTITUTION:
2. EXECUTIVE DIRECTOR:
3. ADDRESS:
4. TELEPHONE NUMBER:
5. E-MAIL ADDRESS:
6. TOTAL AMOUNT OF GRANT:
7. DATE OF GRANT:
8. BRIEF DESCRIPTION OF PURPOSE FOR WHICH GRANT WAS SOLICITED:
9. HAVE SARKEYS FOUNDATION FUNDS RECEIVED TO DATE BEEN TOTALLY EXPENDED?
IF NOT, WHEN DO YOU ANTICIPATE FULL EXPENDITURE?
10. PLEASE ATTACH A COPY OF THE PROPOSED BUDGET SUBMITTED WITH YOUR APPLICATION
COMPARED WITH THE ACTUAL EXPENDITURES.
11. WERE ADDITIONAL FUNDS NEEDED? IF SO, HAVE THEY BEEN RAISED? IF NOT, WHAT ARE YOUR
PLANS TO COMPLETE THE PROJECT?
12. IS THE PROJECT COMPLETE? IF NOT, HOW FAR ALONG IS IT? WHEN DO YOU EXPECT
COMPLETION?
13. WHAT HAS THE PROJECT ACCOMPLISHED? HAS IT MET THE OBJECTIVES SET FORTH IN THE
PROPOSAL? IF NOT, WHAT IMPACT, IF ANY, HAS IT HAD ON THE UNDERLYING PROBLEM?
14. IF YOU WERE AGAIN TO ADDRESS THE IDENTIFIED PROBLEM, WHAT CHANGES WOULD YOU MAKE
IN YOUR APPROACH?

I CERTIFY THAT MY ORGANIZATION'S 501 (C) (3) STATUS REMAINS IN FULL FORCE AND EFFECT.

NAME OF PERSON COMPLETING FORM (PRINTED)

TITLE

SIGNATURE

DATE

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

<u>Grantee Organization</u>	<u>Grantee Tax Statuses and Dates</u>	<u>Grant Purpose</u>	<u>Amount</u>
Greater Cornerstone Community Development Project 5610 South 41st West Avenue Tulsa, Oklahoma 74101	501(c)(3) 7/1/2005 509(a)(1) 7/1/2005	Construction of a community center	\$50,000.00
Limbs for Life Foundation 218 E Main St Oklahoma City, OK 73104	501(c)(3) 5/1/1994 509(a)(1) 5/1/1994	Board Retreat grant	\$2,300.00
Oklahoma Center for Nonprofits 720 W. Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	501(c)(3) 10/1/1996 509(a)(1) 10/1/1996	For education and training programs. Payment will be made on an 'as needed' basis upon notification to Sarkeys Foundation of a planned program, along with the specific program budget.	\$238.00
Nature Conservancy - Oklahoma Chapter 2727 E. 21st Street, Suite 102 Tulsa, OK 74114	501(c)(3) 3/1/1954 509(a)(1) 1/6/2004	Discretionary grant in memory of Deborah Baston	\$250.00
Norman Public School Foundation 131 South Flood Norman, OK 73069	501(c)(3) 5/25/1984 509(a)(1) 8/29/1986	Discretionary grant	\$500.00
Full Circle Senior Adult Day Center 1304 E. Lindsey Plaza Drive Norman, OK 73071	501(c)(3) 8/1/1996 509(a)(2) 1/30/2002	Discretionary Grant	\$500.00
Oklahoma Center for Nonprofits 720 W. Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	501(c)(3) 10/1/1996 509(a)(1) 10/1/1996	For education and training programs. Payment will be made on an 'as needed' basis upon notification to Sarkeys Foundation of a planned program, along with the specific program budget.	\$5,746.00
Community Literacy Centers P.O. Box 60687 Oklahoma City, OK 73146-0687	501(c)(3) 8/1/1999 509(a)(1) 9/2/1997	Discretionary grant	\$250.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Oklahoma Center for Nonprofits 720 W. Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	501(c)(3) 10/1/1996 509(a)(1) 10/1/1996	For education and training programs. Payment will be made on an 'as needed' basis upon notification to Sarkeys Foundation of a planned program, along with the specific program budget.	\$510.00
Oklahoma Medical Research Foundation 825 NE 13th Street Oklahoma City, OK 73104	501(c)(3) 5/1/1950 509(a)(1) 11/5/1982	Capital campaign	\$500,000.00
Lyric Theatre of Oklahoma 1727 N. W. 16th Street Oklahoma City, OK 73106	501(c)(3) 1/31/1984 509(a)(1) 1/31/1984	Building renovation	\$50,000.00
East Central University Foundation 1100 E. 14th PMB Y-8 Ada, OK 74820	501(c)(3) 9/1/1970 509(a)(1) 9/1/1970	Synergistic Learning and Research Center	\$50,000.00
Saint Simeon's Episcopal Home 3701 North Cincinnati Tulsa, OK 74106	501(c)(3) 5/9/2005 509(a)(2) 6/1/1961	Assisted Living Expansion campaign	\$50,000.00
Rogers State University Foundation 1701 West Will Rogers Boulevard Claremore, OK 74017-3252	501(c)(3) 6/1/1974 509(a)(1) 4/28/1999	Capital campaign	\$50,000.00
HeartLine Inc. Post Office Box 12832 Oklahoma City, OK 73157-2832	501(c)(3) 3/1/1972 509(a)(1) 5/2/2001	Call center staffing	\$30,000.00
Happy Hands Education Center 8801 S. Garnett Road Broken Arrow, Oklahoma 74012	501(c)(3) 8/1/1993 509(a)(1) 8/1/1993	Scholarships	\$50,000.00
Oklahoma City Educare, Inc Oklahoma Tower 210 Park Avenue, Suite 3150	501(c)(3) 7/26/2006 509(a)(1)	Capital campaign	\$200,000.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Oklahoma City, Oklahoma 73102 7/26/2006

Daily Living Centers 3000 N. Rockwell P.O. Box 608 Bethany, OK 73008	501(c)(3) 1/1/1978 509(a)(1) 1/23/1989	Capital campaign	\$50,000.00
Oklahoma City Community College Foundation 7777 South May Oklahoma City, OK 73159-4444	501(c)(3) 4/1/1998 509(a)(2) 4/1/1998	Construction of a performing arts center	\$200,000.00
WildCare Foundation 7601 84th St Noble, OK 73068	501(c)(3) 5/1/1995 509(a)(1) 5/1/1995	Discretionary grant	\$100.00
Preserving Oklahoma's Legacy Institute 4310 E. 79th Street Tulsa, OK 74136	501(c)(3) 9/1/2009 509(a)(1) 9/1/2009	Voices of Oklahoma program	\$10,000.00
Rogers County Elder Day Care Center Inc 2680 N. Highway Claremore, OK 74017	501(c)(3) 7/1/1993 509(a)(1) 7/1/1993	Provide food for clients	\$7,080.00
William W. Barnes Children's Advocacy Center P.O. Box 1889 Claremore, OK 74018	501(c)(3) 10/1/2001 509(a)(1) 2/2/2010	Healing After Child Abuse therapy program	\$8,000.00
Parents Assistance Center 415 N.W. 5th Oklahoma City, OK 73102	501(c)(3) 11/1/1976 509(a)(1) 1/1/1976	Therapist's salary for the Parent Child Interaction Therapy (PCIT) program	\$8,475.00
Leadership Oklahoma 5500 N. Western, Suite 142 Oklahoma City, OK 73118	501(c)(3) 2/1/1988 509(a)(1) 10/31/1991	Youth leadership Oklahoma Class XI	\$3,500.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

NewView 501 N. Douglas Oklahoma City, OK 73106	501(c)(3) 8/1/1951 509(a)(2) 8/1/1951	Scholarships for the Emergency Intervention Vision Rehabilitation Training Program	\$8,500.00
Wings, Special Needs Community, Inc PO Box 2095 Edmond, OK 73083-2095	501(c)(3) 10/1/2004 509(a)(2) 10/1/2004	Acquisition of Art Design and Production Equipment	\$9,600.00
Arts Council of Oklahoma City 400 West California Oklahoma City, OK 73102	501(c)(3) 11/1/1967 509(a)(2) 11/1/1967	Arts After School program	\$8,536.00
Little Dixie Community Action Agency 209 N. 4th Street Hugo, OK 74743	501(c)(3) 8/1/1968 509(a)(1) 8/28/1968	Early Childhood State Pilot Project	\$20,000.00
Oklahoma School of Science and Mathematics Foundation 1141 North Lincoln Boulevard Oklahoma City, OK 73104	501(c)(3) 7/1/1992 509(a)(1) 10/15/1997	Summer Mathematics Institute	\$35,000.00
Volunteers Of America Inc. 9605 East 61st Street Tulsa, OK 74133	501(c)(3) 5/1/1965 509(a)(1) 5/1/1965	Case manager position	\$30,000.00
Infant Crisis Services 4224 N. Lincoln Blvd. Oklahoma City, OK 73105	501(c)(3) 9/1/1991 509(a)(1) 5/3/1996	Provide food, formula and diapers	\$30,000.00
Oklahoma Safe Kids Coalition Post Office Box 26307 Oklahoma City, Oklahoma 73104	501(c)(3) 3/1/2003 509(a)(1) 3/1/2003	Child Passenger Safety Community Program	\$50,000.00
Youth Services of Tulsa 311 South Madison Tulsa, OK 74120	501(c)(3) 1/1/1970 509(a)(1) 7/16/1999	Case manager and program coordinator expenses	\$33,784.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Great Expectations Foundation 601 North Grand Avenue Tahlequah, OK 74464	501(c)(3) 9/1/1993 509(a)(1) 9/1/1993	Great Expectations Mentor Position	39,500
Oklahoma Lawyers for Children 4901 Richmond Square, Suite 101 Oklahoma City, OK 73118	501(c)(3) 8/1/1998 509(a)(1) 8/1/1998	Outreach for Kids Project	\$20,000.00
Green Country Free Clinic 500 S.E. Franklin Phillips Blvd. Bartlesville, OK 74003	501(c)(3) 7/1/1990 509(a)(1) 4/27/1995	Dental Clinic	\$40,000.00
Calm Waters Center for Children and Families 4334 Northwest Expressway, Suite 101, Oklahoma City, OK 73116	501(c)(3) 5/1/1999 509(a)(1) 5/27/1999	Grief Support Groups program	\$25,000.00
Variety Health Center Post Office Box 2098 Oklahoma City, OK 73101	501(c)(3) 6/1/1960 509(a)(1) 10/30/1979	Straka Family Health Center Communications System	\$42,447.00
Education and Employment Ministry, Inc. 14 N.E. 13th Street Oklahoma City, OK 73104	501(c)(3) 10/1/1987 509(a)(1) 10/22/1987	Supportive services to prepare clients for employment	\$25,000.00
Health Alliance for the Uninsured, Inc. 5929 N. May Avenue, Suite 511 Oklahoma City, OK 73112	501(c)(3) 7/1/2008 509(a)(1) 2/4/2010	Cooperative Central Pharmacy	\$25,000.00
New Hope Camp, Inc. 10901 South Yale Tulsa, OK 74137	501(c)(3) 6/1/2007 509(a)(2) 3/11/2006	The residential summer camp for children whose parents are or have been incarcerated	\$25,000.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Help In Crisis Post Office Box 1975 Tahlequah, OK 74465	501(c)(3) 7/1/1981 509(a)(1) 6/24/1986	Funding for two positions: volunteer coordinator and children's advocate.	\$41,625.00
BritVil Community Food Pantry P.O. Box 14755 Oklahoma City, OK 73113	501(c)(3) 3/1/1993 509(a)(1) 2/2/2010	Technology Improvements	\$12,900.00
Life Change Ballroom 4509 Tamarisk Dr. Oklahoma City, OK 73142	501(c)(3) 5/1/2007 509(a)(1) 5/2/2007	Scholarships for the Youth Empowerment & Leadership Program	\$15,000.00
Norman Firehouse Art Center 444 South Flood Norman, OK 73069	501(c)(3) 5/1/1971 509(a)(1) 5/7/1971	Update the computers and phone system, and purchase children's work tables and chairs	\$26,150.00
Domestic Violence Intervention Services 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	501(c)(3) 3/1/1978 509(a)(1) 7/15/1982	Comprehensive Therapeutic Children's Program	\$40,000.00
Crosstown Learning Center, Inc. 2501 East Archer Tulsa, OK 74110	501(c)(3) 8/1/2001 509(a)(1) 8/28/2001	Expenses associated with the nutrition program	\$20,000.00
Oklahoma Humane Society, Inc. 9300 North May Ave., Suite 400- 281 Oklahoma City, Oklahoma 73129	501(c)(3) 4/1/2007 509(a)(1) 4/1/2007	Quarantine Facility	\$25,000.00
Oklahoma State University Foundation Post Office Box 1749 Stillwater, OK 74076-1749	501(c)(3) 1/1/1963 509(a)(1) 1/1/1963	Equipment for the Sarkeys Electrical Power Technology lab.	\$48,050.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

The Oklahoma Wondertorium P.O. Box 1299 Stillwater, OK 74076	501(c)(3) 3/1/2002 509(a)(1) 3/1/2002	'Museum Without Walls' exhibit	\$28,343.00
Positive Tomorrows Community Board, Inc. 1804 North Brauer Oklahoma City, OK 73106	501(c)(3) 2/1/1992 509(a)(1) 11/28/1995	Curriculum update	\$20,000.00
Rebuilding Together Tulsa P.O. Box 52201 Tulsa, OK 74152	501(c)(3) 11/1/1997 509(a)(1) 10/21/2003	Roof Program	\$30,000.00
Neighborhood Services Organization 431 Southwest 11th Street Oklahoma City, OK 73109	509(a)(1) 8/1/1970 501(c)(3) 8/1/1970	Transitional Living Follow-Up Program	\$30,000.00
Good Shepherd Community Clinic #20 12th Avenue N.W Ardmore, Oklahoma 73401	501(c)(3) 6/1/1997 509(a)(1) 6/1/1997	Inhouse Pharmacy	\$15,000.00
Southeastern Foundation Post Office Box 4187 Durant, OK 74701	501(c)(3) 1/1/1968 509(a)(1) 1/26/1987	Student wellness center	\$50,000.00
Jasmine Moran Children's Museum Foundation Post Office Box 1828 Seminole, OK 74868	501(c)(3) 4/14/1989 509(a)(1) 9/29/1993	Endowment	\$50,000.00
Mission Shawnee Post Office Box 1223 Shawnee, Oklahoma 74802-1223	501(c)(3) 1/1/2006 509(a)(1) 1/1/2006	Commerical grade appliances	\$18,000.00
Health for Friends 317 E Himes St Norman, OK 73069	501(c)(3) 1/1/1986 509(a)(1) 2/12/1986	Conversion to electronic medical records	\$48,482.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Possibilities Post Office Box 60254 Oklahoma City, OK 73146	501(c)(3) 9/1/1998 509(a)(1) 5/8/2003	Possibilities Innovation Program	\$15,000.00
Oklahoma Center for Nonprofits 720 W. Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	501(c)(3) 10/1/1996 509(a)(1) 10/1/1996	2011 Education Programs & Scholarships	\$20,000.00
Oklahoma Center for Nonprofits 720 W. Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	501(c)(3) 10/1/1996 509(a)(1) 10/1/1996	For education and training programs. Payment will be made on an 'as needed' basis upon notification to Sarkeys Foundation of a planned program, along with the specific program budget.	\$1,165.00
Oklahoma Center for Nonprofits 720 W. Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	501(c)(3) 10/1/1996 509(a)(1) 10/1/1996	For education and training programs. Payment will be made on an 'as needed' basis upon notification to Sarkeys Foundation of a planned program, along with the specific program budget.	\$522.00
Stillwater C.A.R.E.S. Post Office Box 1452 Stillwater, Oklahoma 74076-1452	501(c)(3) 7/22/2010 509(a)(1) 7/22/2010	Discretionary grant to support "Bridges Out Poverty" workshop	\$500.00
U R Special Ministries, Inc. 25 W 3rd Street Edmond, Oklahoma 73003	501(c)(3) 10/1/1993 509(a)(1) 10/1/1993	Discretionary grant	\$500.00
Jasmine Moran Children's Museum Foundation Post Office Box 1828 Seminole, OK 74868	501(c)(3) 4/14/1989 509(a)(1) 9/29/1993	Discretionary grant in honor of Melvin Moran	\$200.00
Great Expectations Foundation 601 North Grand Avenue Tahlequah, OK 74464	501(c)(3) 9/1/1993 509(a)(1) 9/1/1993	Discretionary grant in memory of Charlie Hollar	\$500.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Oklahoma City Museum of Art 415 Couch Drive Oklahoma City, OK 73102-2214	501(c)(3) 12/1/1946 509(a)(1) 6/30/1989	Dale Chihuly: The Collection Reinstallation and Supplemental Exhibition Project	\$10,000.00
Special Care 12201 N. Western Oklahoma City, OK 73114	501(c)(3) 11/1/1984 509(a)(1) 7/9/1992	Scholarships for low-income families	\$50,000.00
Sunbeam Family Services 616 NW 21st Street Oklahoma City, OK 73103	501(c)(3) 5/1/1960 509(a)(1) 2/4/2002	Expand marketing and development capacity in order to increase funding from private sources.	\$50,000.00
Panhandle State Foundation P.O. Box 430 Goodwell, OK 73939	501(c)(3) 12/1/1978 509(a)(1) 12/19/1978	Gas chromatographs for water quality laboratory	\$50,000.00
22nd Judicial District Casa Inc 514 E 10th Street Ada, OK 74820	501(c)(3) 3/1/2005 509(a)(1) 3/1/2005	Medical exams and training and peer review equipment	\$9,780.00
Oklahoma Philharmonic Society 428 West California Suite 210 Oklahoma City, OK 73102	501(c)(3) 12/1/1988 509(a)(1) 12/7/1988	Spring Youth Concerts	\$20,000.00
Alzheimers Disease And Related Disorders Association 3555 NW 58th Street, Suite 220 Oklahoma City, OK 73112	501(c)(3) 6/1/1985 509(a)(1) 6/1/1985	Care Connections Rural Outreach program	\$50,000.00
Western Oklahoma Family Care Center, Inc. PO Box 1727 Elk City, OK 73648	501(c)(3) 5/1/2008 509(a)(1) 5/1/2008	Housing and utility assistance	\$10,000.00
A Pocket Full Of Hope Inc 1325 East Apache Tulsa, OK 74106	501(c)(3) 8/1/2000 509(a)(1) 8/1/2000	UpBeat 360 Program, in which youth develop several theatrical performances	\$10,000.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Artist Incubation Inc. 421 N. Main Guymon, Ok., OK 73942	501(c)(3) 10/1/2006 509(a)(1) 10/1/2006	New roof for Wild Horse Gallery	\$27,000.00
Citizens Caring for Children 730 W. Wilshire Blvd., Suite 111 & 112 Oklahoma City, OK 73116	501(c)(3) 4/1/1985 509(a)(1) 5/15/1987	To provide shoes and blankets to foster children	\$24,975.00
Rebuilding Together Oklahoma City Inc. 730 W. Wilshire Blvd. #108 Oklahoma City, OK 73116	501(c)(3) 6/1/1994 509(a)(1) 6/22/1994	Rebuilding Together OKC Roofing Program	\$25,000.00
Northwest Family Services 620 Flynn Street Alva, OK 73717	501(c)(3) 2/1/1978 509(a)(1) 2/1/1978	Purchase of computers for the Family Building Blocks program	\$2,000.00
Love Link Ministries Inc PO Box 2023 Oklahoma City, OK 73101	501(c)(3) 5/1/1992 509(a)(1) 5/1/1992	To purchase equipment for the building renovation	\$9,750.00
Marlow Samaritans 214 West Main Marlow, OK 73055	501(c)(3) 12/1/1992 509(a)(1) 12/1/1992	Double-door Commercial Refrigerator Purchase and delivery	\$3,051.00
Owasso Community Resources 109 North Birch, Suite 109 Owasso, OK 74055	501(c)(3) 12/1/1995 509(a)(1) 1/1/1995	For utility assistance in the Basic Needs Program	\$8,000.00
Community Literacy Centers P.O. Box 60687 Oklahoma City, OK 73146-0687	501(c)(3) 8/1/1999 509(a)(1) 9/2/1997	To add two GED classes to LEAP sites	\$25,168.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Parent Child Center of Tulsa 1421 South Boston Avenue Tulsa, OK 74119	501(c)(3) 5/1/1981 509(a)(1) 10/4/1980	Never Shake a Baby Public Awareness Campaign	\$24,900.00
Cleveland County Christmas Store Post Office Box 256 Norman, OK 73071-0256	501(c)(3) 5/1/1993 509(a)(1) 5/1/1993	Discretionary grant	\$100.00
YMCA of Greater Oklahoma City 500 N. Broadway, Suite 500 Oklahoma City, OK 73102	501(c)(3) 8/1/1942 509(a)(1) 11/3/1976	Western Heights After School and Summer Camp Programs	\$20,000.00
Food and Shelter For Friends 104 West Comanche Norman, OK 73069	501(c)(3) 8/1/1984 509(a)(1) 10/16/1985	Soup Kitchen Renovation	\$50,000.00
Urban League of Greater Oklahoma City 3900 N. Martin Luther King Ave. Oklahoma City, OK 73111	501(c)(3) 5/1/1948 509(a)(1) 4/22/1999	Educational materials, furniture, equipment, technology, food vouchers and utility assistance for the Children and Families Program	\$11,400.00
CASA of Oklahoma County Inc. 5905 N. Classen Court, Room 302 Oklahoma City, OK 73118	501(c)(3) 10/1/2007 509(a)(1) 9/17/2007	Salaries for new recruitment and training positions	\$41,000.00
Christian Helping Hands of Comanche Inc. 115 N. 2nd Street Comanche, OK 73529	501(c)(3) 1/1/1997 509(a)(1) 1/1/1997	Home renovation for Hands of Hope Housing program	\$10,000.00
Regional Food Bank of Oklahoma 3355 S Purdue Oklahoma City, OK 73139	501(c)(3) 8/1/1997 509(a)(1) 3/20/2004	Phase I of the Food for Kids School Pantry Program	\$50,000.00
Youth Services for Oklahoma County 201 NE 50th Street Oklahoma City, OK 73105-1811	501(c)(3) 7/1/1973 509(a)(1) 2/3/1975	Discretionary grant	\$250.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Junior Achievement of Oklahoma 3947 S. 103rd East Ave. Tulsa, OK 74146	501(c)(3) 5/1/1994 509(a)(1) 2/1/1951	Financial Education in Rural Oklahoma	\$10,000.00
Camp Fire - Green Country Council 706 South Boston Avenue Tulsa, OK 74119-1610	501(c)(3) 3/1/1958 509(a)(1) 6/3/1997	Purchase of air conditions for cabins, a commercial dishwasher, and a proofer	\$14,463.00
Oklahoma Centennial Botanical Garden Inc 2 West 6th Street, Suite 325 Tulsa, OK 74119	501(c)(3) 10/1/2002 509(a)(1) 10/1/2002	Equipment and Storage Facility for Centennial Lake Plantings	\$10,000.00
Oklahoma Foundation for the Disabled 8421 N Walker Ave Oklahoma City, OK 73114	501(c)(3) 1/1/1964 509(a)(1) 1/1/1964	Waiting List Client Scholarship Program	\$26,250.00
Nature Conservancy - Oklahoma Chapter 2727 E. 21st Street, Suite 102 Tulsa, OK 74114	501(c)(3) 3/1/1954 509(a)(1) 1/6/2004	Pontotoc Ridge Preserve Infrastructure - Phase I	\$50,000.00
Street School 1135 South Yale Avenue Tulsa, OK 74112	501(c)(3) 1/1/1975 509(a)(1) 1/1/1975	Renovation fo the kitchen classroom	\$50,000.00
Stand In The Gap Inc. 3939 S. Harvard Ave., Ste. 120 Tulsa, OK 74135-4600	501(c)(3) 10/1/1998 509(a)(1) 10/1/1998	Life Launch, a transitional services program for youth aging out of foster care	\$25,000.00
Arts and Humanities Council of Tulsa 2210 South Main Suite B, Tulsa, OK 74114-1190	501(c)(3) 3/1/1964 509(a)(1) 6/15/1981	Campaign for the Hardesty Arts Center - Phoenix Rising Program	\$15,000.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Great Plains Youth And Family Services Inc 901 S. Broadway Hobart, OK 73651	501(c)(3) 1/1/1980 509(a)(1) 1/1/1980	Supplies and training for parent education	\$8,556.25
LIFE Senior Services, Inc. 5950 E 31st St Tulsa, OK 74135	501(c)(3) 7/1/1978 509(a)(1) 7/20/1994	To assist with the funding gap for LIFE Senior Services' Adult Day Services	\$25,000.00
United Way of Norman 550 24th Avenue N.W., Suite D Norman, OK 73069	501(c)(3) 7/1/1969 509(a)(1) 7/1/1969	Discretionary grant	\$500.00
Northeastern Oklahoma A&M College Development Foundation 200 I Street NE Miami, OK 74354	501(c)(3) 8/1/1985 509(a)(1) 8/13/1985	An Affair of the Arts: Sarkeys' Summer Art Academy for one year	\$22,754.00
Youth and Family Services of El Reno Post Office Box 1207 El Reno, OK 73036	501(c)(3) 6/1/1976 509(a)(1) 12/7/1992	Educational Services for the Youth Independent Living Program	\$50,000.00
Child Development Center Inc. 344 S Elm Ponca City, OK 74601	501(c)(3) 1/1/1968 509(a)(2) 1/1/1968	Child Development Capital Improvement	\$50,000.00
The Christmas Connection P.O. Box 891020 5728 South May Avenue (73119) Oklahoma City, OK 73189-1020	501(c)(3) 12/1/1984 509(a)(1) 12/1/1984	School Connections-School Uniform Program	\$5,000.00
Oklahoma Outreach Foundation 720 W. Wilshire Blvd., Suite 101-A Oklahoma City, OK 73116	501(c)(3) 11/1/2001 509(a)(1) 11/2/2001	Tuition scholarships	\$50,000.00
Keystone Adventure School And Farm Inc 19201 North Western Avenue Edmond, OK 73012	501(c)(3) 10/1/2005 509(a)(1) 10/1/2005	To purchase hardware and software for educational purposes	\$8,814.00

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16A

EIN: 73-0736496

11/30/2011

Angels Foster Family Network Okc Inc. PO Box 31746 Edmond, OK 73003	501(c)(3) 3/1/2009 509(a)(1) 3/1/2009	Office equipment and technology upgrades	\$10,000.00
Oklahoma City National Memorial Foundation Post Office Box 323 Oklahoma City, OK 73101	501(c)(3) 12/1/1995 509(a)(1) 5/15/2000	Teaching Justice in Chapters 7B, 8 and 9 exhibit	\$25,000.00

Total Grants Paid: \$3,400,464.25

ATTACHMENT 16A

SARKEYS FOUNDATION

ATTACHMENT 16B

EIN: 73-0736496

11/30/2011

<u>Grantee Organization</u>	<u>Grantee Tax Statuses and Dates</u>	<u>Grant Purpose</u>	<u>Amount</u>
City Care 2400 General Pershing Blvd Oklahoma City, OK 73107	501(c)(3) 10/1/1996 509(a)(1) 7/19/2000	Towards expenses associated with building a new outdoor pavilion at Crystal Lake	\$25,000.00
Cameron University Foundation 2800 W. Gore Boulevard Lawton, OK 73505	501(c)(3) 5/1/1972 509(a)(1) 2/12/2009	Academic Commons Technology for Student Success	\$50,000.00
Rogers State University Foundation 1701 West Will Rogers Boulevard Claremore, OK 74017-3252	501(c)(3) 6/1/1974 509(a)(1) 4/28/1999	Expansion of the Honors College Scholarship fund	\$50,000.00

ATTACHMENT 16B

Sarkeys Foundation
EIN: 73-0736496
30-Nov-11

ATTACHMENT 17

FORM 990-PF, PART I, LINE 19 AND PART II, LINE 14

Cost

Land	415,872
Furniture & Fixtures	379,781
Computer Equipment	82,151
Building	<u>1,951,251</u>
TOTAL	<u>2,829,055</u>
Accumulated Depreciation	<u>(946,740)</u>
Current Year Depreciation Expense	<u>61,691</u>

Sarkeys Foundation
EIN: 73-0736496
November 30, 2011

ATTACHMENT 18

Sarkeys Foundation incurred program expenses during the year in carrying out the following primary activities:

A. In November 2011, the Southwest Regional Leadership Forum for nonprofit organizations, boards, community leaders and volunteers, was hosted by the Foundation. The Forum offered topics in leadership covering such specialized areas as risk management, board roles and responsibilities, ethical practices, development and fundraising, public relations, and strategic planning. Some 640 registrants, presenters and volunteers participated in the two day conference, plus another 56 persons also attended a pre-conference workshop offered at the Sarkeys Foundation conference center.

Total Southwest Regional Leadership Forum Expenses	<u>162,787</u>
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B. The Foundation's conference center, in addition to holding training seminars and workshops, is available for use by nonprofit organizations for meeting space. State-of-the-art audio visual equipment is available to users of the conference center. The Foundation's nonprofit library is also available for research or to hold events for smaller groups.

Total Conference Center Expenses	<u>6,063</u>
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C. Property expenses and upkeep of offices plus minor furniture and fixtures and supplies to assist nonprofit organizations, providing office space, and a conference center to public charities. A three-year lease agreement was signed in 2010 with Big Brothers/Big Sisters of Cleveland County and Meals of Wheels for office space at below market cost. The Sarkeys staff also provides outreach services by conducting nonprofit board trainings, facilitating board retreats, and hosting grant writing workshops.

Direct Charitable activities to support local nonprofits	<u>16,055</u>
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Total	<u><u>184,905</u></u>
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AMENDED AND RESTATED
BYLAWS
OF
SARKEYS FOUNDATION

ARTICLE I
MEMBERS

Section 1.1: MEMBERSHIP

The Members of this Corporation, who also serve as Lifetime Trustees, are:

Teresa Adwan
Elizabeth Base
John Bell
Dan Little
Joseph Morris
Terry West

The term of office of any Member shall be for life. Membership of any Member shall cease upon his/her death or resignation, or upon the adoption at a meeting of the Members of a resolution to terminate Membership, assented to by the vote or written consent incorporated in the minutes of the meeting, of not less than two-thirds of all the Members, on notice of such meeting having first been given to all Members as provided in Section 12.1.

Section 1.2: MINIMUM AND MAXIMUM NUMBER OF MEMBERS

The Membership shall be maintained with a minimum number of three (3) Members and a maximum number of six (6) Members. When a vacancy occurs due to death, resignation, or removal of a Member, the remaining Members may choose to reduce their number or may, pursuant to Section 2.2.1, elect a new Member, who will also serve as a Lifetime Trustee, so long as this results in the Membership being composed of no fewer than three and no more than six Members.

Section 1.3: PLACE OF MEETING OF MEMBERS

Notwithstanding anything to the contrary in these Bylaws provided, any meeting (whether regular, special, or adjourned) of the Members of this Corporation may be held at any place within or without the State of Oklahoma, including via telephone, which has been

designated therefor by the Members or President.

Section 1.4: REGULAR MEETINGS OF MEMBERS

Subject to the foregoing provision, the regular annual meeting of the Members, shall be held at the principal office of the Corporation in the City of Norman, County of Cleveland, State of Oklahoma, at 9:30 a.m. on the last Wednesday of October in each year, if not a legal holiday, and, if a legal holiday, then on the next succeeding business day not a legal holiday, or on such other date and at such other time as may be agreed to by a majority of Members. Notice of regular meetings will be given as provided in Section 12.1.

Section 1.5: SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members may be called at any time by the President, or by request of the majority of the Members. Notice of special meetings will be given as provided in Section 12.1.

Section 1.6: QUORUM, VOTING, AND PROXIES OF MEMBERS

At all meetings of the Members (whether regular, special, or adjourned), the presence in person or by proxy in writing of a majority of the Members shall constitute a quorum for the transaction of business. Participation in a meeting via conference telephone call shall be considered to be attendance in person. All proxies shall be in writing subscribed by the party entitled to vote, and no proxy shall be valid or confer any right or authority to vote or act thereunder unless such proxy has been provided in writing to the Secretary of the Corporation prior to the meeting at which the same is to be used; provided that, in case any meeting of Members (whether regular, special, or adjourned) shall have been for any cause adjourned, proxies shall be valid and may be used at such adjourned meeting, which have been provided in writing to the Secretary of the Corporation prior to the date upon which said adjourned meeting shall be in fact held. No proxy shall be valid after the expiration of six (6) months from the date of its execution.

Section 1.7: ADJOURNMENT OF MEMBER MEETINGS

Any business which might be done at a regular meeting of the Members may be done at a

special or an adjourned meeting. If no quorum be present at any meeting of the Members (whether regular, special, or adjourned), such meeting may be adjourned by those present, from day to day or from time to time, until such quorum be obtained, such adjournment and the reason therefor being recorded in the journal or minutes of proceedings of the Members, and no notice need be given of any such adjourned meeting, unless the adjournment be for thirty (30) days or more, in which case a new notice must be given in pursuant to Section 12.1 as in the case of a meeting originally called.

Section 1.8: AMENDMENT OF THE ARTICLES OR CERTIFICATE OF INCORPORATION AND BYLAWS

The Members only shall have the right and responsibility to adopt, amend, or repeal the Articles or Certificate of Incorporation or the Bylaws from time to time or at any time.

ARTICLE II TRUSTEES

Section 2.1: NUMBER

The number of Trustees of this Corporation shall be a minimum of three (3) and a maximum of nine (9). Trustees may or may not be Members of this Corporation.

Section 2.2: TYPES

Additional Trustees may be admitted under conditions and terms set forth in these Bylaws. There are two (2) types of Trustees: Lifetime Trustees, who also serve as Members, and Term Trustees.

2.2.1: LIFETIME TRUSTEES: Lifetime Trustees are those Trustees elected for life by vote of not less than two-thirds of the Members. Upon such election, the new Lifetime Trustee will be deemed to be a Member. Lifetime Trustees shall serve for life, or until they resign, are removed, or voluntarily elect to take retirement.

2.2.2: TERM TRUSTEES: A Term Trustee is one who has been elected by the Members to the Board of Trustees for a term of years. Vacancies on the Board of Trustees, resulting from the death, resignation or removal of a Term Trustee, or from the expiration of the term of a Term

Trustee, may be filled by the election of a Term Trustee at any regular or special meeting of the Members by a vote of at least two-thirds of the Members. Term Trustees shall serve for a term of three (3) years. Term Trustees shall serve a single term, but may be re-elected to an additional term or terms as a Term Trustee after a period of twelve (12) months from the termination of a prior term as Term Trustee. The length of term may be adjusted where necessary to avoid more than two (2) Term Trustees having terms that expire within the same year or at the discretion of the Members. Members may, upon unanimous vote, choose to waive the twelve-month waiting period between terms.

Section 2.3: RESIGNATIONS

Any Trustee may resign at any time by giving written notice of his/her resignation to the Board or the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall be effective shall not be specified therein it shall be effective immediately and the acceptance of such resignation shall not be necessary to make it effective. If the Board of Trustees accepts the resignation of a Trustee tendered to take effect at a future time, the Members shall have the power to elect a successor to take office when the resignation is to become effective.

Section 2.4: VACANCIES AND TERMINATIONS

The Members shall declare vacant the office of a Trustee if he/she misses four (4) consecutive regular meetings of the Members, is declared of unsound mind by an order of court, or convicted of a felony, or is deceased, or may do so within sixty (60) days after notice of his/her election if he/she does not accept such office in writing. The Members may terminate a Trustee by resolution, assented to by the vote or written consent incorporated in the minutes of the meeting of not less than two-thirds of the Members, on not less than ten days notice of intent to present such resolution to such meeting having first been given to all Members as provided in section 12.1.

Section 2.5: QUORUM

Except as herein otherwise specifically provided, a majority of the total number of Term and Lifetime Trustees (the "Trustees") shall constitute a quorum of the Board for the transaction

of business. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board of Trustees, provided that a minority of the Board of Trustees in the absence of a quorum, may adjourn any meeting of the Board of Trustees from time to time until a quorum is present. Trustees may not vote by proxy at a Board of Trustees meeting.

Section 2.6: COMPENSATION

Trustees (as such) may receive a reasonable allowance for personal services rendered and reimbursement for expenses incurred, which may include a reasonable monthly fee; provided, however, that nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor. All such determinations shall be made by the Board of Trustees.

Section 2.7: POWERS AND DUTIES

Subject to the limitations of the Certificate of Incorporation and Bylaws, as may be amended from time to time, and of pertinent restrictions of the corporation statutes of the State of Oklahoma, the Members and the Board of Trustees shall exercise all corporate powers and control the business and affairs of the Corporation. Without prejudice to such general powers but subject to the limitations herein set forth, the Board of Trustees shall have the power:

(1) Subject to the reserved and exclusive powers of the Members set forth in Articles II, IV, and IX, to select and remove, at pleasure, all the agents and employees of the Corporation, prescribe such duties for them as may not be inconsistent with law and these Bylaws, set their compensation and, in their discretion, require from them security for faithful service.

(2) To appoint committees to make recommendations to the Board; provided, however, that any such committee shall be composed of three (3) or more Trustees.

(3) To disburse the principal or the income of the property of the Corporation to beneficiaries for religious, charitable, scientific, or educational purposes.

(4) To fix from time to time the office of the Corporation, and to designate from time to time any place or places where meetings of the Board of Trustees of this Corporation shall or

may be held; to adopt, make, and use a corporate seal, and to alter the form of such seal from time to time as in its judgment deems best.

(5) Generally to do and perform every act and thing whatsoever that may pertain to the office of a Trustee or to a Board of Trustees of a nonprofit organization not reserved herein to the Members.

ARTICLE III MEETINGS OF TRUSTEES

Section 3.1: PLACE OF MEETINGS

Notwithstanding anything provided to the contrary in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of Trustees of the Corporation may be held at any place within or without the State of Oklahoma, which has heretofore been designated for that purpose by a majority of the Board of Trustees.

Section 3.2: REGULAR MEETINGS

Subject to the next preceding provision, regular meetings of the Board of Trustees shall be held quarterly on the last Wednesday of July, October, January, and April, at 10:00 a.m. at the principal office of the Corporation in Norman, Oklahoma, or on such other date and at such time as may be agreed to by a majority of the Trustees. Notice of regular meetings will be given as provided in Section 12.1.

Section 3.3: SPECIAL MEETINGS

Special meetings of the Board of Trustees may be called at any time by the President or a majority of the Trustees. Notice of special meetings will be given as provided in Section 12.1.

Section 3.4: BUSINESS AT A SPECIAL OR ADJOURNED MEETING

Any business which might be done at a regular meeting of the Board of Trustees may be done at a special or an adjourned meeting of the Board.

ARTICLE IV
OFFICERS

Section 4.1: ELECTION AND QUALIFICATION

The officers of this corporation shall consist of a President, a Vice-President, a Secretary and Treasurer, or a Secretary-Treasurer, and an Assistant Secretary-Treasurer. They shall be chosen by the Members, and the President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer must be chosen from among the Members. The Assistant Secretary-Treasurer may or may not be a Member. The same person may be chosen for and hold any of two (2) or more of said offices, except that the same person may not hold both the office of President and Secretary. The Members shall appoint an Executive Director and other officers as may be deemed necessary for the efficient management of the Corporation.

Section 4.2: TERMS

The term of office of said officers shall be fixed and determined by the Members and may be altered by the Members from time to time and at any time at their pleasure.

Section 4.3: VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

ARTICLE V
PRESIDENT

Section 5.1: POWERS AND DUTIES

- (1) To preside at all Member meetings and Board of Trustees meetings.
- (2) To call regular and special meetings of the Members and Board of Trustees and to designate the time and place of any meetings as he/she deems proper.
- (3) To carry out the policies and procedures specified by the Members and Board of

Trustees.

(4) To provide general supervision and direction of the Executive Director.

(5) To approve the agenda prepared for each regular and special meeting of the Members and Board of Trustees.

(6) To see that all required reports are prepared and filed with the appropriate offices.

(7) To affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates, and other papers and instruments in writing that may require the same.

ARTICLE VI VICE-PRESIDENT

Section 6.1: POWERS AND DUTIES

In case of the absence, disability, or death of the President, the Vice-President shall take his/her place and perform his/her duties. The Vice-President of this Corporation shall have such powers and perform such other duties as may be granted to him/her by the Members.

ARTICLE VII SECRETARY (OR SECRETARY-TREASURER)

Section 7.1: POWERS AND DUTIES

The powers and duties of the Secretary shall be:

(1) To keep a full and complete record of the proceedings of the Members and Board of Trustees.

(2) To keep the seal of the Corporation and to affix the same to all instruments which may require it.

(3) To make service and publication of all notices that may be necessary or proper. In case of the absence, inability, refusal, or neglect of the Secretary to make service or publication

of any notice, then such notice may be served and published by the President or Vice-President, or by any person thereunto authorized by either of them or by the Members or Board of Trustees.

(4) To supervise and control the keeping of the accounts and books of the Corporation.

Section 7.2: DELEGATION OF DUTIES

The powers and duties of the Secretary (or Secretary-Treasurer) may be delegated to the Executive Director or another employee of the Corporation upon approval of a majority of all the Members.

ARTICLE VIII

TREASURER (OR SECRETARY-TREASURER)

Section 8.1: POWERS AND DUTIES

The Treasurer shall receive all monies belonging to or paid into the Corporation and give receipts therefor, as shall be required. All funds of the Corporation not otherwise invested shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Members or Board of Trustees may from time to time designate or as may be designated by an officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Members or Board of Trustees. The Treasurer shall keep full and complete records of the funds received and disbursements thereof.

Section 8.2: DELEGATION OF DUTIES

The powers and duties of the Treasurer (or Secretary-Treasurer) may be delegated to the Executive Director or another employee of the Corporation upon approval of a majority of all the Members.

ARTICLE IX

EXECUTIVE DIRECTOR

Section 9.1: APPOINTMENT

An Executive Director will be appointed by a majority of the Members. The Executive

Director will be chief operating officer of the Corporation under the supervision and direction of the President and will be responsible for carrying out the policies and procedures prescribed by the Members or Board of Trustees, and will assume such other duties as may be necessary in the management of the Corporation and will employ such other personnel as may be needed to accomplish the work of the Corporation as authorized by the Members.

Section 9.2: RESPONSIBILITIES

The Executive Director shall be responsible for the preparation and filing of all reports that may be required by law of the Corporation, for the accounting of the Corporation, and for the preparation of an agenda and notice for each regular and special meeting of the Members and Board of Trustees.

Section 9.3: MONITOR OF GRANTS

The Executive Director shall monitor grants made by the Corporation to charitable organizations to insure that the requirements of Internal Revenue Code Section 4945 (or the corresponding provision of any future United States Internal Revenue Law) are complied with.

ARTICLE X

RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 10.1: RECEIPT OF FUNDS

The Corporation shall receive all monies and/or other property distributed to it for charitable purposes which are in accordance with the provision of its Certificate of Incorporation and of these Bylaws, However, nothing contained herein shall require the Members or Board of Trustees to accept or receive any money or property of any kind if it shall determine, in its discretion, that receipt of such money or property is contrary to the public interest or the interest of the Corporation or is undesirable for any other reason.

Section 10.2: INVESTMENT OF FUNDS

The Board of Trustees shall be responsible for investing the funds of the Corporation and may retain advisors and agents to assist in fulfilling that responsibility and may provide reasonable compensation to such advisors and agents.

Section 10.3: GENERAL HOLDING AND DISBURSEMENT OF FUNDS

The Corporation may hold or disburse any funds received by it from any source, but in holding or disbursing such funds, shall be bound by the terms and/or conditions, if any, under which such funds were given to the Corporation, if consistent with the purposes and aims of the Corporation.

Section 10.4: RESTRICTIONS ON DISBURSEMENTS

No funds or property of this Corporation shall be disbursed unless an adequate and full consideration is received therefor, or unless such funds or property are distributed for religious, charitable, scientific, or educational purposes. No disbursements to or for the direct or indirect benefit of any Trustee of this Corporation or to any firm or corporation controlled by such a Trustee shall be considered as being made for religious, charitable, scientific, or educational purposes within the meaning of this Section.

Section 10.5: DISTRIBUTION OF ASSETS AFTER DISSOLUTION

In the event of dissolution of this Corporation, the assets of the Corporation, after payment of legitimate expenses and liabilities, shall be distributed to religious, charitable, scientific, or educational organizations which have qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI

EXECUTION OF INSTRUMENTS

Section 11.1: GENERAL PROVISIONS

All checks, drafts, demands for money, transfers or other orders for the payment of money, and notes, acceptances, or other evidences of indebtedness issued by or in the name of the Corporation, and all written contracts of the Corporation shall be signed by such officer or officers, employee or employees, or agent or agents, as the Members or Board of Trustees may from time to time by resolution, designate. No officer, agent, or employee of the Corporation shall have power to bind the corporation by contract or otherwise unless authorized to do so by

the Members or Board of Trustees.

Section 11.2: CONTRACTS

The Members or Board of Trustees may authorize any officer or officers, employee or employees, or agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the Corporation any contract, and such authority may be general or may be confined to specific instance.

Section 11.3: CHECKS, DRAFTS, AND TRANSFERS

All checks, drafts, transfers or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued by or in the name of the Corporation shall be signed by such officer or officers, employee or employees, or agent or agents of the Corporation in such manner as shall be determined from time to time by the Members or Board of Trustees.

Section 11.4: DEPOSITS, BANK ACCOUNTS

All funds of the Corporation not otherwise invested shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Members or Board of Trustees may from time to time designate or as may be designated by an officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Members or Board of Trustees. The Members or Board of Trustees may make such special rules and regulations with respect to such accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient. Unless otherwise provided by the Members or Board of Trustees, endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the Corporation or by written endorsement of any officer without countersignature.

ARTICLE XII
NOTICES

Section 12.1: FORM OF NOTICES

Whenever notice is required by these Bylaws, it shall be given by written notice personally served on each Member, or deposited in the United States mail, postage prepaid, and addressed to him/her at his/her address appearing upon the books of the Corporation or supplied by him/her to the Executive Director for the purpose of notice at least ten (10) days before the time fixed for holding said meeting. Upon request by any individual Member or Trustee, notice to him/her may be given by email and/or fax at the address provided by him/her to the Executive Director.

Section 12.2: WAIVER OF NOTICE ATTENDANCE AT MEETING

Any Member, Trustee or officer may waive any notice required to be given under these Bylaws by a written waiver signed by the person entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIII
INDEMNIFICATION OF MEMBERS, TRUSTEES, OFFICERS, AND EMPLOYEES

Section 13.1: INDEMNITY

Except as to the actions, suits, proceedings, whether civil, criminal, administrative, or investigative brought by the Corporation, the Corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Member, Trustee, officer, or employee, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably believed to be in

or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had not reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 13.2: PROCEDURE

Any indemnification permitted herein (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Member, Trustee, officer, or employee is proper in the circumstances because he/she had met the applicable standard of conduct set forth in Section 13.1. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable or, even if obtainable and a majority of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 13.3: PREPAYMENT

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the Member, Trustee, officer, or employee to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 13.4: NONEXCLUSIVE

The indemnification provided by this Article shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased

to be a Member, Trustee, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 13.5: INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member, Trustee, officer, or employee of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE XIV MISCELLANEOUS

Section 14.1: FISCAL YEAR

The fiscal year of the Corporation shall be a twelve (12) month period beginning on December 1st and ending on November 30th of each year.

Section 14.2: SEAL

The corporate seal shall be a device containing the name of the Corporation and the word "Oklahoma."

Section 14.3: INSPECTION OF CORPORATE RECORDS

The Membership List; the books of account; a copy of the Bylaws, as amended and certified by the Secretary; and minutes of proceedings of the Trustees and of committees of the Trustees shall be open to inspection upon the written demand of any Trustee, at any reasonable time. Such inspection may be made in person or by an agent or attorney and shall include the right to make extracts. Demand of inspection, other than at a Trustees Meeting, shall be made in writing upon the President or Secretary of the Corporation.

ARTICLE XV
AMENDMENTS

Section 15.1: METHOD OF AMENDMENT

The Members only shall have the right and responsibility to adopt, amend, or repeal the Articles or Certificate of Incorporation or Bylaws from time to time or at any time.

The above Amended and Restated Bylaws were unanimously approved and adopted by the Members of SARKEYS FOUNDATION at a meeting held on the 12th day of July, 2011.

SARKEYS FOUNDATION

(CORPORATE SEAL)

By: Dan Little
Dan Little, President

ATTEST:

Terry West
Terry West, Secretary

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
136970545.		PUBLICLY TRADED SECURITIES					VAR	VAR
		PROPERTY TYPE: SECURITIES						
		133677277.					3,293,268.	
		CAPITAL LOSS FROM FLOW THROUGH INVEST.					VAR	VAR
0.		0.					-14,858.	
TOTAL GAIN (LOSS)					<u>3,278,410.</u>	