Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

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

A Employer identification number 73-1210115

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

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 21,288,217.

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)	1,290,986.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	280,976.	280,976.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	940,452.			
b Gross sales price for all assets on line 6a 6,520,983.				
7 Capital gain net income (from Part IV, line 2)		940,452.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Statement 1	470.	470.		
12 **Total.** Add lines 1 through 11	2,512,884.	1,221,898.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch) See St 2	144,813.	144,813.		
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	11,404.	6,701.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	156,217.	151,514.		
25 Contributions, gifts, grants paid Part XV	801,000.			801,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	957,217.	151,514.	0.	801,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,555,667.			
b Net investment income (if negative, enter -0-)		1,070,384.		
c Adjusted net income (if negative, enter -0-)			0.	

RECEIVED MAY 14 2012 OGDEN, UT

SCANNED MAY 21 2012

15

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	437,128.	77,973.	77,973.
	2 Savings and temporary cash investments	1,799,376.	1,103,779.	1,103,779.
	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 instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,360.	9,657.	9,657.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Attachment 1	11,781,314.	14,334,436.	20,046,808.
	c Investments – corporate bonds (attach schedule) Attachment 1		50,000.	50,000.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	14,020,178.	15,575,845.	21,288,217.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12,878,325.	14,020,178.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,141,853.	1,555,667.	
	30 **Total net assets or fund balances** (see instructions)	14,020,178.	15,575,845.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	14,020,178.	15,575,845.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,020,178.
2	Enter amount from Part I, line 27a	2	1,555,667.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	15,575,845.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	15,575,845.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,520,983.		5,580,531.	940,452.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				940,452.
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	940,452.
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 instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	609,969.	16,214,902.	0.037618
2009	754,069.	13,769,858.	0.054762
2008	711,428.	14,712,992.	0.048354
2007	221,750.	14,269,276.	0.015540
2006	70,750.	12,293,507.	0.005755

2	Total of line 1, column (d)	2	0.162029
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	0.032406
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,778,142.
5	Multiply line 4 by line 3	5	640,930.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,704.
7	Add lines 5 and 6	7	651,634.
8	Enter qualifying distributions from Part XII, line 4	8	801,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary – see instrs) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] 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, column (b)		1	10,704.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	10,704.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	10,704.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 9,657.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	9,657.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	1,047.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	Refunded ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OK			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 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 2011.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	17,751,735.
b	Average of monthly cash balances		1b	2,317,940.
c	Fair market value of all other assets (see instructions)		1c	9,657.
d	**Total** (add lines 1a, b, and c)		1d	20,079,332.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	20,079,332.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	301,190.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	19,778,142.
6	**Minimum investment return.** Enter 5% of line 5		6	988,907.

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

1	Minimum investment return from Part X, line 6		1	988,907.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 10,704.		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	10,704.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	978,203.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	978,203.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	978,203.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	801,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	801,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	10,704.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	790,296.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				978,203.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			799,120.	
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 801,000.				
a Applied to 2010, but not more than line 2a			799,120.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				1,880.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				976,323.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

Ruth K. Nelson

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

None

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

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

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

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 3			SEE ATTACHMENT 3	801,000.
,				
Total			► 3a	801,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	280,976.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	940,452.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Securities Litigation			1	470.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,221,898.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,221,898.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Ruth C Nelson — Signature of officer or trustee | 5/3/2012 — Date | Trustee — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Non-Paid Preparer			
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
Ruth Nelson Family Foundation	73-1210115

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
Ruth Nelson Family Foundation

Employer identification number
73-1210115

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Ruth K. Nelson 1350 S. Boulder, Ste 400 Tulsa, OK 74119	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Ruth K. Nelson 1350 S. Boulder, Ste 400 Tulsa, OK 74119	$ 677,560.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	Ruth K. Nelson 1350 S. Boulder, Ste 400 Tulsa, OK 74119	$ 498,863.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
4	Ruth K. Nelson 1350 S. Boulder, Ste 400 Tulsa, OK 74119	$ 351,950.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Ruth Nelson Family Foundation	73-1210115

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	3675 Shs International Business Machines Corp	$ 677,560.	12/28/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	5300 Shs Occidental Pete Corp	$ 498,863.	12/28/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	5000 Shs Edwards Lifesciences Corp	$ 351,950.	12/28/11

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

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

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

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Securities Litigation	$ 470.	$ 470.	
Total	$ 470.	$ 470.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees	$ 144,813.	$ 144,813.		
Total	$ 144,813.	$ 144,813.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Tax	$ 4,703.			
Foreign Income Tax	6,701.	$ 6,701.		
Total	$ 11,404.	$ 6,701.	$ 0.	$ 0.

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

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

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

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

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

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

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2011

CORPORATE STOCK	Number of Shares	Cost	FMV
ABB LTD	13,000	147,188	244,790
ABBOTT LABORATORIES	3,625	162,642	203,834
AMERICAN EXPRESS COMPANY	7,500	292,341	353,775
ANHEUSER BUSCH	1,150	59,688	70,139
APACHE CORP	2,200	258,376	199,276
APPLE INC	1,000	261,906	405,000
AUTOMATIC DATA PROCESSING	1,075	48,004	58,061
BAXTER INTL	2,150	101,747	106,382
BBH BROAD MARKET FUND CL N	50,532	500,000	518,965
BBH INTERNATIONAL EQUITY FUND	23,330	277,961	273,893
BERKSHIRE HATHAWAY INC	1,950	151,864	148,785
BOK FINANCIAL	42,856	226,749	2,354,080
CABOT OIL & GAS CORP	3,300	201,276	250,470
CENOVUS ENERGY INC	7,000	177,462	232,400
CHUBB CORP	1,575	77,906	109,022
CHURCH & DWIGHT CO INC	4,350	135,721	199,056
COMCAST CORPORATION CL A	5,275	104,383	125,070
DANAHER CORP	6,400	230,880	301,056
DELL INC	3,875	88,536	56,691
DENBURY RESOURCES INC	13,000	197,575	196,300
DENTSPLY INTERNATIONAL INC	1,950	54,526	68,231
DIAGEO PLC SPONSORED ADR	1,400	84,008	122,388
EBAY INC	2,725	46,173	82,649
ECOLAB INC	975	38,855	56,365
EDWARDS LIFESCIENCES CORP	9,000	302,021	636,300
EOG RESOURCES INC	4,025	383,382	396,503
EXPRESS SCRIPTS INC	4,350	132,984	194,402
EXXON MOBIL CORP	2,200	175,122	186,472
FISERV INC	4,000	191,212	234,960
FMC TECHNOLOGIES INC	4,800	126,317	250,704
GENERAL ELECTRIC	20,000	308,675	358,200
HENRY SCHEIN INC COM	725	46,113	46,712
HOLOGIC INC	15,000	275,410	262,650
ICONIX BRAND GROUP INC	10,000	152,002	162,900
INTERNATIONAL BUSINESS MACHINES	5,550	566,129	1,020,534
JOHNSON & JOHNSON	1,075	67,057	70,499
JPMORGAN CHASE & CO	9,000	332,027	299,250
LENNAR CORP	16,500	256,766	324,225
LIBERTY MEDIA INTERACTIVE A	4,459	67,952	72,303
LIMITED BRANDS INC	5,000	185,315	201,750
LONGLEAF PARTNERS SMALL CAP FD	1,711	25,030	43,172
LUXOTTICA GROUP SPA	11,500	343,619	321,195
MCDONALDS CORP	4,200	158,204	421,386
MICROSOFT CORP	1,975	48,133	51,271
MOODYS	10,200	280,329	343,536
NESTLA SA-SPONSORED ADR	8,675	353,677	500,634
NOVARTIS AG SPON ADR	7,925	428,533	453,072

ATTACHMENT 1

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2011

CORPORATE STOCK	Number of Shares	Cost	FMV
OCCIDENTAL PETROLEUM	8,800	436,145	824,560
OMNICOM GROUP INC	5,000	223,946	222,900
ORACLE CORP	10,800	144,001	277,020
PEPSICO INC	750	47,285	49,763
PFIZER INC	11,000	218,753	238,040
PRAXAIR INC	3,100	248,843	331,390
PRECISION CASTPARTS CORP	2,200	314,861	362,538
PROGRESSIVE CORP	4,600	83,934	89,746
ROPER INDUSTRIES INC NEW	4,175	178,899	362,682
SCHLUMBERGER LTD	3,900	173,367	266,409
SIRONA DENTAL SYSTEMS INC	7,000	333,308	308,280
SONOVA HOLDING AG	3,000	307,334	315,722
SOTHEBYS	4,075	72,868	116,260
SOUTHWSTN ENERGY CO	1,875	69,478	59,888
TARGET CORP	1,725	85,547	88,355
TIFFANY & CO NEW	4,075	252,144	270,010
T ROW PRICE INST	32,680	300,000	300,327
TYCO INTERNATIONAL LTD	7,500	259,523	350,325
US BANCORP	4,700	109,842	127,135
VARIAN MEDICAL SYSTEMS INC	4,500	193,440	302,085
VISA INC CL A	1,175	86,208	119,298
WALGREEN CO	9,150	351,916	302,499
WAL-MART STORES INC	2,125	119,710	126,990
WALT DISNEY CO	6,400	196,080	240,000
WASTE MANAGEMENT INC	3,700	123,154	121,027
WELLS FARGO	2,925	91,088	80,613
WISCONSIN ENERGY CORP	5,825	180,980	203,642
TOTAL COMMON STOCK SECURITIES	520,818	14,334,436	20,046,808

CORPORATE BONDS

GOLDSTAR TRUST COMPANY	50,000	50,000	50,000

ATTACHMENT 1

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2011

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
NEUBERGER BERMAN							
5100	Edwards Lifesciences Corp	07/30/09	01/06/11		165,492	402,181	236,689
375	Mednax Inc	06/01/09	01/06/11		15,490	25,977	10,487
175	Mednax Inc	02/16/10	01/06/11		9,378	12,122	2,744
300	Edwards Lifesciences Corp	07/30/09	01/07/11		9,735	23,701	13,966
4750	Oracle Corp	01/12/05	01/12/11		65,599	147,534	81,935
950	Lennar Corp	06/24/10	01/13/11		13,986	19,148	5,162
400	Lennar Corp	10/05/10	01/13/11		6,210	8,062	1,852
250	Occidental Pete Corp	05/01/07	01/28/11		12,684	23,465	10,781
325	Church & Dwight Co Inc	01/19/10	02/10/11		20,726	23,135	2,409
275	Church & Dwight Co Inc	11/17/10	02/10/11		17,726	19,576	1,849
200	Church & Dwight Co Inc	01/12/11	02/10/11		14,218	14,237	19
450	General Electric Co	12/23/10	02/10/11		8,131	9,498	1,367
1000	General Electric Co	01/12/11	02/10/11		18,640	21,106	2,466
500	Johnson & Johnson	12/10/96	02/11/11		4,552	30,399	25,847
275	Johnson & Johnson	12/29/05	02/11/11		16,558	16,719	161
2500	Johnson & Johnson	01/26/06	02/11/11		146,277	151,993	5,715
1075	Johnson & Johnson	10/13/09	02/11/11		65,489	65,357	(132)
450	Roper Industries Inc New	07/24/06	02/11/11		19,110	37,765	18,655
850	Iconix Brand Group Inc	08/05/09	02/17/11		14,675	18,660	3,985
450	Iconix Brand Group Inc	11/17/10	02/17/11		7,900	9,879	1,979
200	Church & Dwight Co Inc	01/19/10	02/24/11		12,755	14,630	1,875
350	Church & Dwight Co Inc	08/05/10	02/24/11		22,009	25,603	3,594
1700	ABB Ltd	10/23/08	02/28/11		19,314	41,506	22,193
5050	Hologic Inc	07/13/07	02/28/11		146,671	102,672	(43,999)
1525	Cenovus Energy Inc	01/11/10	03/04/11		39,815	60,174	20,359
1665	Lubrizol Corp	01/13/11	03/14/11		175,327	222,960	47,633
185	Lubrizol Corp	01/13/11	03/15/11		19,481	24,772	5,291
600	Lubrizol Corp	01/25/11	03/15/11		63,214	80,341	17,127
2000	Cisco Systems Inc	08/10/05	03/16/11		37,495	34,693	(2,802)
1000	Cisco Systems Inc	08/22/05	03/16/11		17,894	17,347	(547)
1900	Cisco Systems Inc	11/18/05	03/16/11		32,493	32,958	465
1100	Cisco Systems Inc	12/29/05	03/16/11		18,942	19,081	139
2000	Cisco Systems Inc	01/04/06	03/16/11		35,464	34,693	(771)
700	Cisco Systems Inc	02/22/06	03/16/11		13,905	12,143	(1,762)
1100	Mednax Inc	06/01/09	03/24/11		45,437	69,926	24,489
1100	Teva Pharmaceutical	11/05/10	03/24/11		56,190	55,282	(908)
1000	Mednax Inc	06/01/09	03/25/11		41,307	65,467	24,160
600	Mednax Inc	06/01/09	03/29/11		24,784	39,137	14,353
900	Mednax Inc	06/01/09	03/30/11		37,176	59,067	21,891
700	Cenovus Energy Inc	01/11/10	03/31/11		18,276	27,503	9,227
100	Mednax Inc	06/01/09	03/31/11		4,131	6,619	2,488
2600	Teva Pharmaceutical	04/28/09	04/04/11		117,737	130,628	12,891
250	Teva Pharmaceutical	04/29/09	04/04/11		11,229	12,560	1,332
1200	Teva Pharmaceutical	05/07/09	04/04/11		53,500	60,290	6,790
1100	Teva Pharmaceutical	05/28/09	04/04/11		50,880	55,266	4,385

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2011

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
300	Teva Pharmaceutical	11/05/10	04/04/11		15,324	15,072	(252)
100	Tyco International Ltd	11/10/09	04/11/11		3,450	4,917	1,467
575	Tyco International Ltd	11/11/09	04/11/11		19,980	28,273	8,293
225	Tyco International Ltd	10/05/10	04/11/11		8,437	11,063	2,626
500	Tyco International Ltd	12/02/10	04/11/11		20,108	24,585	4,478
500	Tyco International Ltd	12/23/10	04/11/11		20,765	24,585	3,820
925	Nestle Sa-Sponsored Adr	02/10/11	04/15/11		49,108	56,286	7,177
325	Nestle Sa-Sponsored Adr	02/11/11	04/15/11		17,255	19,776	2,521
700	Abbott Laboratories	03/29/10	04/21/11		37,151	35,957	(1,195)
225	Abbott Laboratories	03/29/10	04/25/11		11,942	11,543	(398)
75	Abbott Laboratories	11/17/10	04/25/11		3,594	3,848	253
1300	Danaher Corp	06/27/07	04/26/11		47,852	70,515	22,663
225	Abbott Laboratories	11/17/10	05/09/11		10,783	11,832	1,049
500	Abbott Laboratories	12/23/10	05/09/11		23,938	26,294	2,355
525	Abbott Laboratories	12/30/10	05/09/11		24,968	27,608	2,641
4450	Procter & Gamble Co	03/31/11	05/09/11		274,925	289,888	14,963
150	Procter & Gamble Co	04/01/11	05/09/11		9,304	9,772	467
400	Procter & Gamble Co	04/20/11	05/09/11		25,539	26,057	518
650	Nestle Sa-Sponsored Adr	05/06/10	06/02/11		30,463	41,582	11,119
375	Nestle Sa-Sponsored Adr	02/10/11	06/02/11		19,909	23,990	4,081
4000	Ingersoll Rand Plc	10/21/10	06/23/11		154,905	176,653	21,748
350	Ingersoll Rand Plc	10/22/10	06/23/11		13,549	15,457	1,908
650	Ingersoll Rand Plc	11/17/10	06/23/11		26,453	28,706	2,254
1000	Ingersoll Rand Plc	03/07/11	06/23/11		45,038	44,163	(875)
100	McDonalds Corp	01/12/11	06/29/11		7,382	8,426	1,044
825	McDonalds Corp	01/14/11	06/29/11		60,957	69,518	8,561
1800	Metlife Inc	08/03/10	07/05/11		75,600	78,484	2,884
1000	Metlife Inc	03/02/11	07/05/11		44,166	43,602	(564)
300	Metlife Inc	04/01/11	07/05/11		13,691	13,081	(610)
600	Cenovus Energy Inc	01/11/10	07/14/11		15,665	22,602	6,937
800	Goldman Sachs Group Inc	03/03/11	07/18/11		131,831	103,473	(28,358)
450	Goldman Sachs Group Inc	03/04/11	07/18/11		72,911	58,204	(14,707)
450	Goldman Sachs Group Inc	03/16/11	07/18/11		69,858	58,204	(11,654)
450	Goldman Sachs Group Inc	03/31/11	07/18/11		71,655	58,204	(13,451)
500	Goldman Sachs Group Inc	04/01/11	07/18/11		8,057	6,467	(1,590)
100	Goldman Sachs Group Inc	04/13/11	07/18/11		16,114	12,934	(3,180)
200	Goldman Sachs Group Inc	04/20/11	07/18/11		30,580	25,868	(4,712)
1175	Cenovus Energy Inc	01/11/10	07/25/11		30,677	47,143	16,466
3200	Metlife Inc	07/05/11	07/25/11		134,400	131,952	(2,448)
1000	Metlife Inc	10/05/10	07/25/11		39,917	41,235	1,318
500	Metlife Inc	11/17/10	07/25/11		19,333	20,618	1,284
25	Apple Inc	05/05/10	08/05/11		6,367	9,417	3,050
100	Apple Inc	07/22/10	08/05/11		25,883	37,667	11,783
125	Apple Inc	10/19/10	08/05/11		38,690	47,084	8,394
100	Apple Inc	12/23/10	08/05/11		32,373	37,667	5,294
550	Cabot Oil & Gas Corp	06/16/11	08/05/11		32,938	37,142	4,204
600	CME Group Inc	10/19/10	08/05/11		167,712	160,938	(6,774)

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2011

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
200	CME Group Inc	11/17/10	08/05/11	57,890	53,646	(4,244)
200	CME Group Inc	12/23/10	08/05/11	64,767	53,646	(11,121)
200	CME Group Inc	04/20/11	08/05/11	62,268	53,646	(8,622)
5000	McGraw Hill Companies Inc	01/12/11	08/05/11	188,699	208,583	19,884
1675	Coach Inc	04/20/10	08/11/11	70,874	87,971	17,097
1400	Coach Inc	08/03/10	08/11/11	51,309	73,528	22,219
1700	Church & Dwight Co Inc	01/15/10	08/12/11	53,314	70,484	17,170
250	Church & Dwight Co Inc	08/05/10	08/12/11	7,860	10,365	2,505
4200	Oracle Corp	01/12/05	09/21/11	58,003	127,144	69,141
2450	Berkshore Hathaway Inc Del	07/14/08	09/22/11	189,918	161,648	(28,270)
350	Berkshore Hathaway Inc Del	11/11/09	09/22/11	23,816	23,093	(724)
400	Berkshore Hathaway Inc Del	04/20/11	09/22/11	32,693	26,391	(6,302)
450	Abbott Laboratories	10/12/06	09/30/11	20,973	23,310	2,337
200	McDonalds Corp	01/12/11	09/30/11	14,764	17,872	3,108
75	Abbott Laboratories	10/12/06	10/03/11	3,496	3,830	334
100	International Business Machines	11/13/07	10/13/11	10,300	18,589	8,290
400	Abbott Laboratories	10/12/06	10/19/11	18,643	22,004	3,361
475	Abbott Laboratories	12/30/10	10/19/11	22,590	26,130	3,540
225	Abbott Laboratories	10/12/06	10/20/11	10,487	12,161	1,674
1900	Chevron Corporation	10/28/11	11/15/11	207,602	197,900	(9,702)
	Total Neuberger Berman Gain(Loss)			4,999,766	5,816,122	816,356

BROWN BROTHERS

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
550	Walgreen Co	08/07/08	01/03/11	19,432	21,620	2,188
43	Grainger WW Inc	08/07/08	01/05/11	3,710	5,962	2,252
325	Walgreen Co	08/07/08	02/04/11	11,482	13,744	2,262
250	Costco Wholesale Corp	09/08/08	02/07/11	17,321	18,479	1,159
300	Walgreen Co	08/07/08	02/11/11	10,599	12,686	2,087
25	Costco Wholesale Corp	02/13/08	02/15/11	1,638	1,858	220
150	Costco Wholesale Corp	09/08/08	02/15/11	10,392	11,149	757
75	Occidental Petroleum	09/09/10	02/22/11	5,896	7,675	1,779
175	Occidental Petroleum	09/08/08	02/23/11	12,616	18,225	5,609
25	Occidental Petroleum	09/09/10	02/23/11	1,965	2,604	638
125	EOG Resources Inc	05/06/10	03/24/11	12,730	14,294	1,564
14	WW Grainger Inc	02/13/08	03/30/11	1,079	1,930	851
57	WW Grainger Inc	08/07/08	03/30/11	4,918	7,859	2,940
79	WW Grainger Inc	02/13/08	03/31/11	6,089	10,856	4,767
120	Costco Wholesale Corp	12/13/08	04/08/11	7,865	9,239	1,374

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2011

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
75	Coca Cola Co	02/13/08	04/15/11	4,453	5,106	653
150	Coca Cola Co	09/15/08	04/15/11	8,292	10,212	1,920
155	Costco Wholesale Corp	12/13/08	04/15/11	10,159	11,906	1,747
174	WW Grainger Inc	02/13/08	04/18/11	13,410	25,456	12,046
108	WW Grainger Inc	02/13/08	04/19/11	8,324	15,797	7,473
250	Costco Wholesale Corp	02/13/08	05/10/11	16,385	20,612	4,228
175	Novartis Ag	02/11/11	05/31/11	9,754	11,198	1,444
50	Novartis Ag	04/04/11	05/31/11	2,729	3,200	471
225	Nestle Sa-Sponsored Adr	08/07/08	06/01/11	9,979	14,566	4,587
375	Walgreen Co	08/07/08	07/20/11	13,249	15,726	2,478
825	Walgreen Co	06/23/10	08/11/11	23,272	28,317	5,045
425	Walgreen Co	06/30/10	08/11/11	11,403	14,587	3,184
125	Coca Cola Co	09/08/08	09/19/11	6,666	8,795	2,129
275	Coca Cola Co	09/15/08	09/19/11	15,207	19,349	4,142
223	Coca Cola Co	10/17/11	10/17/11	11,893	14,961	3,068
27	Coca Cola Co	09/08/08	10/18/11	1,440	1,807	367
275	Coca Cola Co	10/09/08	10/18/11	11,952	18,403	6,451
135	Costco Wholesale Corp	05/12/09	10/27/11	6,279	11,525	5,245
100	Costco Wholesale Corp	07/23/10	10/27/11	5,530	8,537	3,007
175	Visa Inc Cl A	12/07/10	11/15/11	13,607	16,605	2,998
350	Liberty Global Inc	02/13/08	11/28/11	13,252	13,725	473
325	Liberty Global Inc	02/13/08	11/29/11	12,306	12,606	300
325	Liberty Global Inc	02/13/08	11/30/11	12,306	12,706	400
265	Costoco Wholesale Cop	05/12/09	11/30/11	12,326	22,523	10,197
	Longleaf Partners Small Cap		11/05/11		3,029	3,029
200	Liberty Global Inc	02/13/08	12/05/11	7,573	8,013	440
11	Liberty Global Inc	09/08/08	12/05/11	370	441	70
639	Liberty Global Inc	09/08/08	12/06/11	21,522	25,385	3,864
11993.38	BBH International Equity Fund	12/21/09	12/08/11	147,039	145,000	(2,039)
100	Visa Inc Cl A	12/07/10	12/19/11	7,776	9,840	2,065
25	EOG Resources Inc	05/06/10	12/22/11	2,546	2,458	(88)
125	EOG Resources Inc	05/25/10	12/22/11	12,035	12,290	255
	BBH Broad Market Fund		12/15/11		2,001	2,001
	Total Brown Brothers Gain(Loss)			580,766	704,861	124,095
	TOTAL 2011 GAIN(LOSS)			5,580,531	6,520,983	940,452

RUTH NELSON FAMILY FOUNDATION
CONTRIBUTIONS
FYE DECEMBER 31, 2011

DATE	CK #	RECIPIENT	ADDRESS	AMOUNT	STATUS	PURPOSE
9/22/2011	1819	Alzheimer's Association	6465 S Yale, Ste 206, Tulsa, OK 74136	1,000	public	charitable
12/28/2011	1821	Circle Cinema	3730 S Terwilleger Blvd , Tulsa, OK 74105	30,000	public	educational
12/28/2011	1822	Cornerstone FWB Church	5601 S 41st W Ave , Tulsa, OK 74107	100,000	public	charitable
12/28/2011	1823	Mental Health Association	1870 S Boulder, Tulsa, OK 74119	500,000	private	health
12/28/2011	1824	Neighbor for Neighbor	505 E 36th St N , Tulsa, OK 74106	50,000	private	charitable
11/2/2011	1820	OSU Medical Center	744 W 9th St , Tulsa, OK 74127	70,000	public	health
12/28/2011	1825	OSU Medical Center	744 W 9th St , Tulsa, OK 74127	50,000	public	health
		Total 2011 Contributions		801,000		