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Form **990-PF**

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

OMB No 1545 0052

2011

Department of the Treasury Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirement reginning , 2011, and ending

	For c	alenda	r year 2011, or ta	x year beginning	, 201 ⁻	, and ending		X		
		of founda					A	Employer identification nur 73-1340405	nber	
4			UNDATION eet (or P.O. box numbe	r if mail is not delivered to stre	et address)	Room/suite	В	Telephone number (see the	instructions)	
	P.0	. BC	X 1447		·		Ĺ	(405) 275-16	50	
	City or	town WNEE	ı			ZIP code 74802-1447	С	If exemption application is	nending check here	
			II that apply	Initial rature	Initial Return of a for		1	,		
	u c	ieck a	iii tilat apply	Initial return Final return	Amended return	mer public charity	D	1 Foreign organizations, chec	k here	
				Address change	Name change			2 Foreign organizations meet		
	Н		type of organizat		(c)(3) exempt private t		1	here and attach computation	n	Ш
				nonexempt charitable tr			E	If private foundation status under section 507(b)(1)(A)		\Box
			rket value of all assets art II, column (c), line		ounting method X C	Cash Accrual	_		•	
	•			· L.	column (d) must be or		F	If the foundation is in a 60 under section 507(b)(1)(B)		
	Parl		Inalysis of Re	venue and	(a) Revenue and	(b) Net investme	nt	(c) Adjusted net	(d) Disbursement	ts
		E	xpenses (The	total of amounts in nd (d) may not neces-	expenses per books	income		income	for charitable	
		s	arily equal the am	ounts in column (a)					purposes (cash basis only	<i>(</i>)
2012		1 1	See instructions))	grants, etc. received (att sch)	40,000.				_	—
		2		undn is not req to att Sch B	10,000					
0		3	Interest on save	ngs and temporary	20					
		4	cash investmen Dividends and intere		20. 3,258.	, , , , , , , , , , , , , , , , , , , ,		 	<u> </u>	
DEC		5	a Gross rents		5,233					
			b Net rental income or (loss)							t
	R E	6	 Net gain/(loss) from Gross sales price for 	sale of assets not on line 10				-		
	V E	7	assets on line 6a	me (from Part IV, line 2)			0.			
N.	N	8	· . · . · . · . · . · . · . · . ·					0.		
SCANNED	U	9	Income modifica a Gross sales less	ations						
- 47	_	10	a Gross sales less returns and allowances							i
			b Less Cost of goods sold							i
			c Gross profit/(loss)	(att sch)						
		11	Other income (a	attach schedule)						
		12	Total. Add lines	1 through 11	43,278.		0.	0.		
		13		cers, directors, trustees, etc	20,210					=
		14	, ,	•	}	<u> </u>				
2012		- 1	•	employee benefits						—
		<u> </u>	 Legal fees (attach se Accounting fees (att 	•	975.					
2 7		:' I	c Other prof fees (atta		52.					_
>		17	Interest							
7 9 5 NOV	Ri	[18	, ,,		321.					
7	Ť	i 19	Depreciation (at sch) and deplet					RECI	IVED	
0	` i '	20								
2		~'		nces, and meetings				S OCT 1	5 2012	
7	N D	Š 23		(attach schedule)					5 2012 Q	
\simeq		E		· · · · · · · · · · · · · · · · · · ·		 		OGDE	KI III	
2	1	24	Total operating	and administrative lines 13 through 23	1,348.			[000	14, 01	
183n4232		25			33,800					
Š		26	Total expenses	and disbursements.	25 140					
4	}	27	Add lines 24 an Subtract line 26		35,148.				 	
\simeq	2		a Excess of rever	nue over expenses	0.100					
ريز	-	1	and disbursement uses		8,130		0.			
\mathcal{A})			me (if negative, enter -0-) (if negative, enter 0-)		 	<u> </u>	0.		
V)	BAA	For P		ion Act Notice, see ins	tructions.		TE	EA0301 12/02/11	Form 990-PF (2	2011)

Cash - non-interest-bearing Cash	1 Cash - non-interest-bearing 2 Savings and temporary cash investments 57, 361. 160, 376. 160, 376. 2 Savings and temporary cash investments 57, 361. 160, 376. 160, 376. 3 Accounts receivable Less allowance for doubtful accounts	Cash - non-interest-bearing Savings and temporary cash investments S7, 361 160, 376 160,	Par	t II	Balance Sheets Attached schedules and amounts in the description column should be for end-of year amounts only	Beginning of year	End o						
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	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) 2 Enter amount from Part I, line 27a 1 218, 403. 2 8, 130.	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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5		٥.		218,403.	226,533.						
Part III Analysis of Changes in Net Assets or Fund Balances	end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 2 8,130.	end-of-year figure reported on prior year's return) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 1 218, 403. 2 8,130. 4 226,533. 5 Decreases not included in line 2 (itemize) 5 5	Par	t III	Analysis of Changes in Net Assets or Fund Balance	es							
1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with	2 Enter amount from Part I, line 27a 2 8,130.	2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 Enter amount from Part I, line 27a 2 8,130. 3 4 226,533.	1	Tota	I net assets or fund balances at beginning of year — Part II, colum	nn (a), line 30 (must agre	e with	218.403					
		3 Other increases not included in line 2 (itemize) 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5 5	2				<u> </u>						
	3 Other increases not included in line 2 (itemize)	4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) 5	_		·								
3 Other increases not included in line 2 (itemize)		5 Decreases not included in line 2 (itemize)	_			_~	· 	226,533.					
	4 Add lines 1, 2, and 3 4 226,533.	` '	_				5						
4 Add lines 1, 2, and 3 4 226, 5			_6	Tota	I net assets or fund balances at end of year (line 4 minus line 5) -	- Part II, column (b), line	30 6	226,533.					
	A Add lines 1.2 and 2		_					220,000.					
4 Add lines 1, 2, and 3 4 226, 5					` ' =========		 	226,533.					

Par	Capital Gains and L	<u>osses for Tax on Investmen</u>	t Income			
	(a) List and describe 2-story brick warehous	e the kind(s) of property sold (e g , re se, or common stock, 200 shares ML	C Company)	D) How acquir P — Purchase D — Donation	e (month, day, year)	(d) Date sold (month, day, year)
1 a	STCL PER ARVEST TRU	ST STATEMENT ATTACHED	P		Various	Various
b	LTCL PER ARVEST TRU	ST STATEMENT ATTACHED	P		Various	Various
с	STCL PER ARVEST TRU	ST STATEMENT ATTACHED	P		Various	Various
d	LTCG PER ARVEST TRU	ST STATEMENT ATTACHED	P		Various	Various
<u> </u>	See Columns (a) thru (d)			·		<u> </u>
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (e) plus (f) m	(loss) nnus (g)
a	4,395.		4,	632.		<u>-237.</u>
b	66.			79.		13 <u>.</u>
c	7,693.			146.		
d	98,387.			725.		<u>1,662.</u>
е				358.		
		ng gain in column (h) and owned by			(I) Gains (Col	
	(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		gain minus column (than -0-) or Losses (f	
а						<u>-237.</u>
b						-13.
c						-453.
d	0.	0.		0.		1,662.
е	See Columns (i) thru (l)					-3,578.
	Capital gain net income or (net	į	2	-2,619.		
	Net short-term capital gain or (I If gain, also enter in Part I, line in Part I, line 8 Qualification Under		3	-2,619.		
If 'Ye	s,' the foundation does not quali	ion 4942 tax on the distributable ame fy under section 4940(e) Do not con	plete this part		Yes	X No
	<u>' </u>	each column for each year, see the		ny entries		
	(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use asset	ts ((d) Distributio column (b) divided	
	2010	47,400.	236,	331.		0.200566
	2009	64,750.		768.		0.540629
	2008	49,100.	98,	948.		0.496220
	2007	30,400.	84,	,783.		0.358562
	2006	29,462.	94,	756.		0.310925
	Total of line 1, column (d)		2	1.906902		
3	Average distribution ratio for the number of years the foundation		3	0.381380		
4		able-use assets for 2011 from Part)	•		4	215,353.
_						
5 Multiply line 4 by line 3					5	82,131.
6 Enter 1% of net investment income (1% of Part I, line 27b)					6	0.
7	Add lines 5 and 6				7	82,131.
8	Enter qualifying distributions fro	·		<u>'</u>	8	33,800.
	Part VI instructions	an line 7, check the box in Part VI,	ine 1b, and complete that par	t using a 1		
BAA					For	m 990-PF (2011

Form 990-PF (2011) WILL FOUNDATION						340		F	⊃age 4
	vestment Income (Section	 _			see i	nstruc	tions)		
1 a Exempt operating foundations described in section		and enter 'N/		Į.		-			1
Date of ruling or determination letter	(attach copy of letter		– se	e instrs)		.			^
b Domestic foundations that meet the se		art V,			ŀ	1			0.
check here ► _ and enter 1% of Pa	· ·	40/ of Dod 1 loss	10	duara (b)					
c All other domestic foundations enter 2% of line	Z/D Exempt foreign organizations enter	4% of Part I, line	12, 00	ווווווווו (ט)					
2 Tax under section 511 (domestic section foundations only Others enter -0-)	on 4947(a)(1) trusts and taxable	:				2			0.
3 Add lines 1 and 2						_3			0.
4 Subtitle A (income) tax (domestic sect				Others enter -0-)	}	4			<u>0.</u>
5 Tax based on investment income. Sub	otract line 4 from line 3 If zero o	or less, enter -	٠0-			5			0.
6 Credits/Payments		1	1						
a 2011 estimated tax pmts and 2010 overpayment of		<u> </u>	6a						
b Exempt foreign organizations — tax wi		<u> </u>	6b						
c Tax paid with application for extension	· · · · · · · · · · · · · · · · · · ·	-	6c						
d Backup withholding erroneously withhe		<u> </u>	6d			_			/
7 Total credits and payments Add lines	, i	¬			1	7			
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									0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded Refunded									
Part VIIA Statements Regarding				Refunded		11			
								Yes	No
1 a During the tax year, did the foundation participate or intervene in any political		al, state, or lo	cal I	egislation or did it			18		X
b Did it spend more than \$100 during the (see the instructions for definition)?	e year (either directly or indirect	ly) for politica	l pur	poses			11	3	X
If the answer is 'Yes' to 1a or 1b , attac or distributed by the foundation in con		activities and c	оріе	s of any materials _i	oubli	shed			
c Did the foundation file Form 1120-POL							10	٤	<u> </u>
d Enter the amount (if any) of tax on pol				the year					}
(1) On the foundation ► \$e Enter the reimbursement (if any) paid		ndation manaç		anditure tax impose	d on				
foundation managers	by the foundation during the year	ai ioi politicai	cxpc	multure tax impose	u on			1	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?							2		X
If 'Yes,' attach a detailed description o	f the activities	•							
Has the foundation made any changes of incorporation, or bylaws, or other si	, not previously reported to the	IRS, in its gov	ernir	ng instrument, artic	les		3		. X
4a Did the foundation have unrelated bus				-			4:	a	Х
b If 'Yes,' has it filed a tax return on For	-						41	b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?						5		Х	
If 'Yes,' attach the statement required									1
6 Are the requirements of section 508(e)		ugh 4945) satis	sfied	either					
 By language in the governing instrur 	· · · · · · · · · · · · · · · · · · ·								
 By state legislation that effectively a with the state law remain in the gove 	mends the governing instrument erning instrument?	t so that no ma	anda	tory directions that	conf	lict	6	X	-
7 Did the foundation have at least \$5,000 in assets	at any time during the year? If 'Yes,' co	omplete Part II, col	lumn ((c), and Part XV			7	X	1
8a Enter the states to which the foundation	n reports or with which it is regi	istered (see in	struc	ctions)	-		_ _		
							_		
b If the answer is 'Yes' to line 7, has the foundation	n furnished a copy of Form 990-PF to th	e Attorney Genera	l				81	-	~

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

BAA

Form **990-PF** (2011)

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

r al	t vii-A Statements Regarding Activities (Continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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		<u>x</u> _
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
14	The books are in care of ► TAXPAYER Telephone no ► (405)	275	<u>-16</u> 5	·0
	Located at ► P.O. BOX 1447 SHAWNEE OK ZIP + 4 ► 74802-144	7	_	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here		•	
	and enter the amount of tax-exempt interest received or accrued during the year			
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_	Yes	No 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 ►			
Par	t 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 X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)?	1 b		
	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?	1 c		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))			
а	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 X No			
	If 'Yes,' list the years ► 20, 20, 20			
L				
C	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		<u> </u>
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			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No			
b	olf '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 holding acquired by gift or bequest, or (3) the lapse of the 10, 15, or 20 year first phase holding period? (Ise Schedule C. Form 4720, to			
	(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		L
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		х
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?	4 b		<u> </u>
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Form 990-PF (2011) WILL FOUNDATION	Control Control	4700 M D . D	73-134	10405 Page	<u>6</u>
Part VII-B Statements Regarding Activit		4/20 May Be Req	uirea (continuea)		_ _i
5a During the year did the foundation pay or incur(1) Carry on propaganda, or otherwise attemp	•	(section 4945(e))?	Yes X	No	-
(2) Influence the outcome of any specific publi on, directly or indirectly, any voter registra	c election (see section 4 tion drive?	1955), or to carry	Yes X	No	1
(3) Provide a grant to an individual for travel,	study, or other similar p	urposes?	Yes X	No	
(4) Provide a grant to an organization other th in section 509(a)(1), (2), or (3), or section	an a charitable, etc, org 4940(d)(2)? (see instruc	anization described ctions)	Yes X	No	
(5) Provide for any purpose other than religious educational purposes, or for the prevention			Yes X	No	
b If any answer is 'Yes' to 5a(1)-(5), did any of the described in Regulations section 53 4945 or in (see instructions)?	he transactions fail to qua current notice regardi	ualify under the exception ng disaster assistance	ons	5b	.
Organizations relying on a current notice regar	ding disaster assistance	check here	▶ [_]		
c If the answer is 'Yes' to question 5a(4), does the tax because it maintained expenditure responsing If 'Yes,' attach the statement required by Regulation.	ibility for the grant?	•	Yes	No	
6a Did the foundation, during the year, receive an on a personal benefit contract?	, ,		Yes X	[- 1
b Did the foundation, during the year, pay premit If 'Yes' to 6b, file Form 8870	ums, directly or indirectly	y, on a personal benefit		6Ь Х	7
7a At any time during the tax year, was the found b If 'Yes,' did the foundation receive any proceed				No	}
Part VIII Information About Officers, D and Contractors					_
1 List all officers, directors, trustees, foundation	n managers and their co	ompensation (see instr	uctions).		_
(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	.,
DONALD W. ORR					
P.O. BOX 1447	TRUSTEE				
SHAWNEE OK 74802	1,00	0.	0.	0	•
ROBERT L. POURCHOT P.O. BOX 1447	TRUSTEE				
SHAWNEE OK 74802	1.00	0.	0.	0	·
2 Compensation of five highest-paid employee	s (other than those incl	uded on line 1— see ins	structions). If none, ente	er '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	i,
NONE					
0					_
0					_
0					
0					

Form 990-PF (2011) WILL FOUNDATION	73-134	0405 Page 7
Information About Officers, Directors, Trustees, Foundation and Contractors (continued)	on Managers, Highly Paid Ei	
3 Five highest-paid independent contractors for professional services (see instruc	tions). 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	>	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 informations and other beneficiaries served, conferences convened, research papers produced, etc.	mation such as the number of	Expenses
1		
2		
3		
4		
Part MaB Summary of Program-Related Investments (see Instruction	ns)	
Describe the two largest program-related investments made by the foundation during th	e tax year on lines 1 and 2	Amount
1		
2		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3	>	
BAA		Form 990-PF (2011)

see instructions.)	eign to	oundations,
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	1 a	26,322.
b Average of monthly cash balances	1 b	83,441.
c Fair market value of all other assets (see instructions)	1 c	108,869.
d Total (add lines 1a, b, and c)	1 d	218,632.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c		
(attach detailed explanation)	2	
2 Acquisition indebtedness applicable to line 1 assets	3	218,632.
3 Subtract line 2 from line 1d	3	210,032.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,279.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	215,353.
6 Minimum investment return. Enter 5% of line 5	6	10,768.
Particular Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private opera and certain foreign organizations check here ► ☐ and do not complete this part.)	ting fo	undations
1 Minimum investment return from Part X, line 6	1	10,768.
2a Tax on investment income for 2011 from Part VI, line 5		
b Income tax for 2011 (This does not include the tax from Part VI) 2b		
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	10,768.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	10,768.
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	10,768.
Qualifying Distributions (see instructions)	- 1	
 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes Expenses, contributions, gifts, etc — total from Part I, column (d), line 26 	1 a	33,800.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3ь	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,800.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	33,800.
Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the		
qualifies for the section 4940(e) reduction of tax in those years		Form 990-PF (2011

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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				10,768.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20 , 20 , 20				
3 Excess distributions carryover, if any, to 2011				
a From 2006 24,746.				:
b From 2007 26, 282.				İ
c From 2008 49,100.				
d From 2009 45, 351.				
e From 2010 35, 583.				
f Total of lines 3a through e	181,062.			·
4 Qualifying distributions for 2011 from Part				1
XII, line 4 ► \$ 33,800.				1
a Applied to 2010, but not more than line 2a				·
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus			_	1
(Election required – see instructions)				
d Applied to 2011 distributable amount	22 222			
e Remaining amount distributed out of corpus	33,800.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the				
same amount must be shown in column (a))				•
6 Enter the net total of each column as				
indicated below:	014 060			:
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	214,862.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		r
c Enter the amount of prior years' undistribut-				
ed 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 instructions		0.		
a Undertended income for 2010. Subtract time to from				
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.				10,768.
7 Amounts treated as distributions out of	· 			
corpus to satisfy requirements imposed				
by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not				
applied on line 5 or line 7 (see instructions)	24,746.			
9 Excess distributions carryover to 2012.				
Subtract lines 7 and 8 from line 6a	190,116.			
10 Analysis of line 9				
a Excess from 2007 26, 282.				
b Excess from 2008 49,100.				
c Excess from 2009 45, 351.				
d Excess from 2010 35, 583.				
e Excess from 2011 33,800.				

Form 990-PF (2011) WILL FOUNDATION		· · · · · · · · · · · · · · · · · · ·		73-1340405	
PartXIV Private Operating Foundat					N/A
1 a If the foundation has received a ruling or do is effective for 2011, enter the date of the r	uling				7 4042(1)(5)
b Check box to indicate whether the foundation		ating foundation des		4942(j)(3) or	4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 agents qualifying under					
(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				i	
 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				145.000	
Supplementary Information assets at any time during the	(Complete this e vear — see in	part only if the	organization n	ad \$5,000 or mor	e in
Information Regarding Foundation Manag List any managers of the foundation who h close of any tax year (but only if they have	ers: ave contributed mo	re than 2% of the to	otal contributions red ection 507(d)(2))	ceived by the foundati	on before the
b List any managers of the foundation who o a partnership or other entity) of which the f	wn 10% or more of oundation has a 10	the stock of a corpo % or greater interes	oration (or an equal st	ly large portion of the	ownership of
2 Information Regarding Contribution, Gran Check here ► X if the foundation only m requests for funds If the foundation makes complete items 2a, b, c, and d	akes contributions gifts, grants, etc, (to preselected char (see instructions) to	itable organizations individuals or orgai		
a The name, address, and telephone number	of the person to w	hom applications sh	nould be addressed		
b The form in which applications should be s	ubmitted and inforr	nation and materials	s they should includ	e	
c Any submission deadlines					
d Any restrictions or limitations on awards, s	uch as by geograpl	nical areas, charitat	ole fields, kinds of in	nstitutions, or other fa	ctors
	 	· · · · · · · · · · · · · · · · · · ·			

Part XV Supplementary Information (continued)

3 .Grants and Contributions Pa	aid Duri	ng the Yea		re Payment				
Recipient		- <u>-</u>	If recipient is an individual, show any relationship to any foundation manager or	Foundation status of recipient	Purpose cont	of grant or ribution		Amount
Name and address (home of	r busine	ess)	substantial contributor	тестрієті			_	
a Paid during the year								
PRESBYTERIAN MINISTR	LES							
MAIN ST SHAWNEE	ок	74801	NONE	PUBLIC	FINANCIAL	CIIDDODT		500.
IMED	OK	/4001	NONE	LOPPIC	FINANCIAL	SOFFORT		500.
MAIN ST								
SHAWNEE	OK	74801	NONE	PUBLIC	FINANCIAL	SUPPORT		1,500.
SALVATION ARMY								·
200 E. 9TH ST								
SHAWNWEE	OK	74801	NONE	PUBLIC	FINANCIAL	SUPPORT		1,500.
GIDEONS INTERNATIONAL	<u></u>							
PO BOX 140800								
NASHVILLE	TN	37214	NONE	PUBLIC	FINANCIAL	SUPPORT		2,000.
YOUNG LIFE								
PO BOX 520								
COLORADO SPRINGS	CO	80901	NONE	PUBLIC	FINANCIAL	SUPPORT		1,600.
CAMPUS CRUSADE FOR CI	HRIST							
PO BOX 628222		20060		DIIDI TO		GUDDOD#		500.
ORLANDO	FL	32862	NONE	PUBLIC	FINANCIAL	SUPPORT		500.
SEARCH MINISTRIES 5038 DORSEY HALL DR								
ELLICOTT	MD	21042	NONE	PUBLIC	FINANCIAL	SUPPORT		1,200.
WYCLIFFE BIBLE TRANS			NONE	LOPPIC	TIMANCIAL	DOLLOWI		1,200.
PO BOX 628200	LAI OK			ļ				
ORLANDO	FL	32862	NONE	PUBLIC	FINANCIAL	SUPPORT		3,600.
OMF INTERNATIONAL					•			·
10 WEST DRY CREEK CI	RCLE							
LITTLETON	CO	80120	NONE	PUBLIC	FINANCIAL	SUPPORT		1,500.
See Line 3a statement								
							ĺ	19,900.
Total				1		>	3a	33,800.
b Approved for future payment	ł							
							1	
					İ			
			<u> </u>		1			
Total						<u> </u>	3 b	

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Part XVI-A	Analys	s of Incom	a-Producine	Activities
Parl AVI-A	Anaiys	is of incom	e-Producing	a Activities

ter gross amounts unless otherwise indicated	Unrelated	ousiness income	Excluded by	section 512, 513, or 514	(e)
Program service revenue	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income (See instructions)
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
Membership dues and assessments					
Interest on savings and temporary cash investments			14	20.	
Dividends and interest from securities		_	14	3,258.	
Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property				4	
Net rental income or (loss) from personal property					
Other investment income					<u> </u>
Gain or (loss) from sales of assets other than inventory		_			
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory					
Other revenue					
a					
b					
c					
d					
e			ļ		
Subtotal Add columns (b), (d), and (e)				3,278.	
Total. Add line 12, columns (b), (d), and (e)				13 _	3,27
e worksheet in line 13 instructions to verify calculati	ons)				
ert XVI-B Relationship of Activities to th	e Accomplisi	ment of Exem	nt Purpose	!s	
ne No. Explain below how each activity for which is accomplishment of the foundation's exempt	ncome is reporte	d in column (e) of F	Part XVI-A co	ntributed importantly	to the

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)

Form 990-PF (2011) WILL FOUNDATION 73-1340405 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

								i [res	NO
de	escribe	d in section 501(c) of the Code (oth	ngage in any of the following oner than section 501(c)(3)	ng with any organization	other organization ons) or in section 52	27,			1
	•	to political organiz		a noncharitable exempt ord	nanization	of				
) Cast	•	ig loundation to a	a nonchantable exempt of	janization	OI		1a (1)		X ,
•	-	r assets						1a (2)		X
•	•	ensactions								
		s of assets to a ne	oncharitable exer	not organization				1 b (1)		X
•	•			ole exempt organization				1 b (2)		X
-	-	al of facilities, equ						1 b (3)		X
•	-	nbursement arrang	•					1 b (4)		X
(5) Loan	ns or loan guarant	ees					1 b (5)		X
(6) Perfe	ormance of service	es or membershi	p or fundraising solicitation	าร			1 b (6)		Χ
c Sl	haring	of facilities, equip	ment, mailing list	s, other assets, or paid en	nployees			1 c		Χ
th	e aood	s, other assets, or	r services aiven l	complete the following sche by the reporting foundation low in column (d) the value	ı If the fou	ndation received les	ss than fair marke	et value in	Oī	
(a) Line	-	(b) Amount involved		of noncharitable exempt organizati		(d) Description of tran			gements	;
			,							
					,					
_						·				
		· · · · · · · · · · · · · · · · · · ·								
_										
								 -		
								.		
2a ls	the for	undation directly of	or indirectly affilia	ited with, or related to, one ther than section 501(c)(3)	or more t	ax-exempt organiza	tions	∏Yes	¥	No
		•	,	ner man section 501(c)(5);) or iii sect	1011 527				140
וועם		complete the follow Name of organiz		(b) Type of organ			c) Description of	relationshin		
	(a)	Name or organiz	ation	(b) Type of organ	12411011		c) Description of	relationship		
				-						
	Under p	enalties of perjury, I de	clare that I have exam	ined this return, including accompa	anying schedu	les and statements, and to	the best of my knowle	edge and belief, if	ıs true,	
	correct,	and complete Declarat	ion of preparer (other	than taxpayer) is based on all infor	rmation of whi	ch preparer has any know	ledge			
Sign		\Box		- $g/2$	4/10	> MANA	CED	May the I this retur preparer	n with th	ne i
Here				0//	1/12	· — — —	UN	(see inst		
	Signa	ture of officer or trustee		Date		Title		, PTIN	Yes	No
		Print/Type preparer's		Preparer entheturo	1	Date Date	Check X	ır		
Paid		Robert M.		<u> </u>	linton	08/23/12	self employed	P00968	1019	
Prepa	rer	Firm's name	ROBERT M.	CLINTON PLLC		<u>-</u>	Firm's EIN ► 20-	-11513/0		
Use O	nly	Firm's address	1011 24TH	AVE NW		72060 6265	-	05) 570	7200	
		I	NORMAN		OK_	73069-6365	Phone no (4	05) 579-		
BAA								Form 99	U-PF	(2011)

2011 Tax Information Statement

Recipient's Tax ID Number: Payer's Federal ID Number: Account Number: Corrected

73-1340405 71-0694124 640140000

2nd TIN notice

C/O ROBERT LYNN POURCHOT Recipient's Name and Address: SHAWNEE, OK 74802-3399 WILL FOUNDATION PO BOX 3399

> Payer's Name and Address: ARVEST TRUST COMPANY, N.A. **BARTLESVILLE, OK 74005** P.O. BOX 1156

Cusip		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain	Federal Income Tax Withheld
Noncovered	Noncovered (Box 6 is checked)		(Box 1a)	-	(Box 2)			(Box 4)
386442SF5	10000.0000	10000.0000 GRAND RIVER DAM AUTH OK 4% .06/01/15 REV SER A	01/28/2011	09/11/2008	10,616.30	10,361 80	254.50	00 0
459200101	1 0000 IBM	ВМ	03/08/2011	06/19/2008	162.59	125.36	37.23	000
46625H100	1.0000	1.0000 J P MORGAN CHASE & CO COM	03/08/2011	06/19/2008	46.35	37.99	8.36	0.00
50075N104	3.0000 k	3.0000 KRAFT FOODS INC CL A	03/08/2011	01/22/2010	94.14	83.76	10.38	000
552966806	52.9310 N	52.9310 MFS INSTL TR INTL EQUITY FD 403	03/09/2011	06/05/2008	980,82	975.03	5.79	000
252966806	149.8830 N	149.8830 MFS INSTL TR INTL EQUITY FD 403	08/04/2011	06/05/2008	2,570.49	2,760.97	-190.48	00.0
656168MX6	10000.00001	10000.0000 NORMAN OK SER B 3.625% 12/01/2013	01/28/2011	11/12/2008	10,440.00	10,156 40	283.60	0.00
678688332	10000.00001	10000.0000 OKLAHOMA CNTY OK 3.25% 08/01/2012	01/28/2011	07/09/2008	10,331.50	10,036.90	294.60	0.00
67886MHS1	5000.0000	5000.0000 OKLAHOMA ST HSG FIN 3 375% 03/01/13 AGY SINGLE FAMILY MTG REV NON AMT	01/28/2011	09/10/2008	4,956 45	5,000 00	-43.55	00 0
679077QM2	10000.0000 C	10000.0000 OKLAHOMA ST REF 5% 07/15/2011 BLDG-SER A	07/15/2011	06/10/2008	10,000.00	10,677.00	-677 00	0.00
679077RB5	5000.0000	5000.0000 OKLAHOMA ST RF BLDG SER A 5% 7/15/18	01/28/2011	07/30/2008	5,470.00	5,288.80	181 20	00.00
67920PDD9	15000.0000 C	15000.0000 OKLAHOMA ST TRANS AUTH 5 25% 1/1/18 TPK SYS REV UNREF BAL 2ND SR SER B	01/28/2011	09/03/2008	15,343.20	15,871.65	-528.45	0.00
842587107	16.0000 S	16.0000 SOUTHERN CO	01/11/2011	06/19/2008	604.04	560.64	43.40	0.00
872540109	2.0000 Ţ	2.0000 TJX COMPANIES INC	03/08/2011	12/10/2008	98 86	40 93	57.93	00.0
872540109	15.0000_T	5.0000_TJX COMPANIES INC	07/06/2011	:	806.24	299 78	506.46	00 0

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2011 Tax Information Statement

Account Number: Corrected

C/O ROBERT LYNN POURCHOT Recipient's Name and Address: PO BOX 3399 SHAWNEE, OK 74802-3399 WILL FOUNDATION

2nd TIN notice 640140000 73-1340405 71-0694124 Recipient's Tax ID Number: Payer's Federal ID Number: Payer's Name and Address: ARVEST TRUST COMPANY, N.A. **BARTLESVILLE, OK 74005** P.O. BOX 1156

Cusip Number		Description	Date of Sale	Date of Acquisition	Sales Price of Stocks Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
Noncovered	Noncovered (Box 6 is checked)	(8 xo8)	(Box 1a)		(Box 2)			(Box 4)
899607GD1	10000.0000 TULSA CNT 9 UNION B	10000.0000 TULSA CNTY OK 3.25% 04/01/13 ISD NO 9 UNION BRD ED COMP PURP	01/28/2011	06/10/2008	10,387.50	10,032.80	354 70	0.00
913017109	2 0000 UNITED TECHNOLOGIES	CHNOLOGIES	03/08/2011	06/11/2008	166.69	133.36	33.33	0.00
914760V26	10000 0000 UNIVERSIT	10000 0000 UNIVERSITY OK REVS 4 6% 07/01/26 HEALTH SCIENCE CTR A	01/27/2011	08/28/2008	00 096'6	9,963.30	-3.30	00 0
254687106	3.0000 WALT DISNEY CO	VEY CO	03/08/2011	03/08/2011 06/19/2008	129 51	90 66	30 45	00'0
254687106	21.0000 WALT DISNEY CO	VEY CO	07/06/2011		828.65	638.12	190.53	0.00
949746101	7.0000 WELLS FARGO & CO NEW COM	RGO & CO NEW COM	03/08/2011	06/19/2008	227.43	178.15	49.28	00.0
Total Long Tern Report on Forn	Total Long Term 15% Sales Reported on 1099-B Report on Form 8949, Part II, with Box B checked	099-B checked			98,387.07	96,725.36	1,661.71	0.00
Long Term Wash 020002101	Long Term Wash Sales Loss Disallowed Reported on 1099-B 020002101 4.0000 ALLSTATE CORP	ported on 1099-B CORP	03/08/2011	06/19/2008	127.80	193.92	-66.12	0.00
17275R102	4.0000 CISCO SYSTEMS INC	STEMS INC	03/08/2011	06/29/2009	7276	75.73	-2 97	0.00
20825C104	3.0000 CONOCOPHILLIPS	HILLIPS	03/08/2011	06/19/2008	234 95	281.31	-46.36	0 0
428236103	4.0000 HEWLETT PACKARD CO	PACKARD CO	03/08/2011	06/19/2008	169.92	187.08	-17 16	0.00
478160104	2.0000 JOHNSON & JOHNSON	NOSNHOC &	03/08/2011	06/19/2008	121.54	129.80	-8 26	00 0
742718109	1.0000 PROCTOR & GAMBLE	& GAMBLE	03/08/2011	06/19/2008	62.03	65.10	-3.07	0.00
Total Long Term Report on Forr	Total Long Term Wash Sales Loss Disallowed Reported on 1099-B Report on Form 8949, Part II, with Box B checked	/ed Reported on 1099-B : checked			789.00	932.94	-143.94	0.00



This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income **Columns (a) thru (d)**

(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)
STCL PER ARVEST TRUST STATEMENT ATTACHED STCL PER TRUST CO OF OKLA STATEMENT	P	Various	Various
	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Columns (e) thru (h)

(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)
789. 92,991.		933. 96,425.	$\frac{-144.}{-3,434.}$
Total		97,358.	-3,578.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income **Columns (i) thru (l)**

(i) Fair Market Value	(j) Adjusted basis	(k) Excess of column (ı)	Gains (column (h) gain minus column (k), but not less than -0-) or losses (from
as of 12/31/69	as of 12/31/69	over column (j), if any	column (h)) -1443,434.

Form 990-PF, Page 11, Part XV, line 3a Line 3a statement

Recipient	If recipient is an individual,	Foun- dation	Purpose of grant or contribution	Person or Business
Name and address	show any	status		Checkbox
(home or business)	relationship to	of re-		
	any foundation	cipient		Amount
	manager or			
	substantial			
	contributor			
a Paid during the year				
VITAL TRUTH MINISTRIES				Person or
PO BOX 6147				Business X
NORMAN OK 73070	NONE	PUBLIC	FINANCIAL SUPPORT	7,500.
HOPE FOR THE HUNGARY				Person or
PO BOX 786				Business X
BELTON TX 76513	NONE	PUBLIC	FINANCIAL SUPPORT	4,000.

Form 990-PF, Page 11, Part XV, line 3a Line 3a statement

Continued

Recipi	ent	If recipient is	Foun-	Purpose of	Person or
		an ındıvıdual,	dation	grant or contribution	Business
Name and	address	show any	status		Checkbox
(home or bi	usiness)	relationship to	of re-		
		any foundation	cipient		Amount
		manager or			
		substantial			
		contributor			
					-
a Paid during the year MAINE STREET Formula					Person or
701 W. MAINE	O O NO ALLON				Business X
		NONE	DUDI IC	FINANCIAL SUPPORT	700.
ENID COMMUNITY MINI	OK 73701			FINANCIAL SUPPORT	Person or
					Business X
PO_BOX_1245		NONE			·
TEMPE	AZ 85280	NONE	LAORTIC	FINANCIAL SUPPORT	1,800.
		- -			Person or
					Business
VOICE OF MARTY	RS				Person or
PO BOX 443					Business X
BARTLESVILLE	OK 74005	NONE	PUBLIC	FINANCIAL SUPPORT	600.
AMERICAN CENTR					Person or
PO BOX 90555					Business X
WASHINGTON	DC 20090	NONE	PUBLIC	FINANCIAL SUPPORT	200.
EQUIP				***	Person or
12000 FINDLEY	RD STE150				Business X
JOHNA CREEK		NONE	PUBLIC	FINANCIAL SUPPORT	1,000.
Oddini Onder	<u> </u>	I I I I I I I I I I I I I I I I I I I		221112102112 0012 011	Person or
					Business
OUTDOOR LEADER					Person or
5948 E CALEY A					Business X
	CO 80111	NONE	PUBLIC	FINANCIAL SUPPORT	300.
SHAWNEE RESCUE	MISSION _				Person or
PO_BOX_25					Business X
TECUMSEH	OK 74073	NONE	PUBLIC	FINANCIAL SUPPORT	
ALPHA USA					Person or
2275					Business X
BANACHBURN	IL 60015	NONE	PUBLIC	FIINANCIAL SUPPORT	2,000.
WORLD VENTURE					Person or
1601 W MINERAL	AVE		-		Business X
LITTLETON			PUBLIC	FINANCIAL SUPPORT	800.
	 				Person or
					Business X
		1		1	

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

	End of	Year
Line 10b - Investments - Corporate Stock:	Book Value	Fair Market Value
TRUST CO OF OKLAHOMA	36,628.	37,806.
Total	36,628.	37,806.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

	End of Year			
Line 10c - Investments - Corporate Bonds:	Book Value	Fair Market Value		
TRUST CO OF OKALHOMA	3,207.	3,117.		
Total	3,207.	3,117.		

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THE TRUST COMPANY OF OKLAHOMA STATEMENT OF CAPITAL GAINS AND LOSSES WILL FOUNDATION INV MAN AGENCY

TRUST YEAR ENDING 12/31/2011

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TAX PREPARER 1 TRUST ADMINISTRATOR: 26 INVESTMENT OFFICER 3	NATOR: 36 PATOR: 36 DATE SALES PRICE COST BASIS COST COST BASIS COST BAS					
PROPERTY DESCRIPTION SHARES	DATE 	SALES PRICE				
		2051 19				
ACQ 20 0000 51 0000 97 0000 ALCOA (FORMERLY ALUMI	12/09/2009 02/10/2011	1473 39	549.72 1444.73	28 08 28 66		
SOLD ACQ 97 0000 47 0000 ALLSTATE CORP - 02000	08/05/2011 02/10/2011 2101 - MINOR = 42	Correct Cost Basis	ST	Y		
ACQ 9 0000 4 0000	06/19/2008 04/30/2009	SALES PRICE COST BASIS GAIN/LOSS TEF 19	LT15	Y		
34 0000 11.0000 APPLE COMPUTER - 0378 SOLD	08/05/2011	4149 12			Q COST UNKNOWN GAIN/LOSS TERM N 28 08 LT15 Y 28 66 ST Y -440 96 ST Y -440 96 ST Y -200 00 LT15 Y 10 96 LT15 Y 10 96 LT15 Y 172 04 ST Y 204 92 LT15 Y 502 85 LT15 Y 178.95 ST Y -6 21 LT15 Y 38 21 LT15 Y 20 63 ST Y -20 63 ST Y -20 63 ST Y 445 58 ST Y 354.30 LT15 Y 445 58 ST Y -6 21 LT15 Y 354.30 LT15 Y 354.30 LT15 Y 354.30 LT15 Y 20 63 ST Y -104.91 LT15 Y 133.02 LT15 Y -22.90 ST Y -146.91 LT15 Y 20.56 LT15 Y 20.56 LT15 Y -59 85 ST Y -104.91 LT15 Y 20.56 LT15 Y -59 85 ST Y -104.91 LT15 Y 20.56 LT15 Y -59 85 ST Y -104.91 LT15 Y -138 ST Y -1496.95 ST Y -1496.95 ST Y -1496.95 ST Y -244 46 LT15 Y -38 6 LT15 Y -48 7 Y -48	_
2 0000 8 0000	04/30/2009 02/10/2011	754.39 3017 54	251 54 2838 59	502 85		Y
COLD	00/05/2011	2000 38	496 30	-6 21	ፒ.ሞ1.ፍ	v
ACQ 6.0000 2.0000	06/12/2008 04/30/2009	160 03	121.82		LT15	Y
16.0000 1 0000 26.0000 BIOGEN IDEC - 09062X1	02/10/2011 03/08/2011 03 - MINOR = 42	SALES PRICE				
SOLD ACO 9 0000	08/05/2011 07/15/2010	2403 91 832.12	477 82	354.30	LT15	Y
17 0000	02/10/2011	1571.79	1126 21	445 58	ST	Y
SOLD SOLD	08/05/2011	2091 36				
ACQ 7 0000	11/18/2010 02/10/2011	636 50 1273 00	581.30 1409 72	55 20 -136 72		
2.0000	03/09/2011	181 86	204 76	-22.90		Y
32 0000 COCA-COLA COM - 19121	6100 - MINOR = 42	2107.71				
ACQ 10 0000 22 0000	02/06/2009 02/10/2011 5C104 - MINOR = 42	658.66 1449.05	434.58 1395.02	224 08 54 03		
SOLD	08/05/2011	2228 94	275 00	104 01	TTTTE	v
	06/19/2008 04/30/2009	270 17 337 72	204 70			
24.0000	02/10/2011	1621.05	1680.90	-59 85	ST	Y
107 0000 CORNING INC - 2193501 SOLD	08/05/2011	1536.52				
ACQ 28 0000	12/03/2008	402.08	239 93			
	02/10/2011	904 68	1401.63	-496.95	ST	Y
12.0000	03/09/2011	172 32	267 24	-94 92	40 96 ST Y 00 00 LT15 Y 10 96 LT15 Y 72 04 ST Y 04 92 LT15 Y 02 85 LT15 Y 78.95 ST Y -6 21 LT15 Y 38 21 LT15 Y 38 21 LT15 Y 38 21 LT15 Y 45 58 ST Y 55 20 ST Y 22.90 ST Y 24 08 LT15 Y 22.90 ST Y 24 08 LT15 Y 25 85 ST Y 26 15 LT15 Y 27 86 LT15 Y 28 85 ST Y 29 85 ST Y 21 4 4 6 LT15 Y 29 8 01 ST Y 21 4 4 6 LT15 Y 21 4 6 LT15 Y 22 8 6 LT15 Y 23 8 6 LT15 Y 24 92 ST Y 25 8 6 LT15 Y 26 95 ST Y 27 8 8 ST Y 28 8 8 LT15 Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 20 8 8 ST Y 21 8 8 ST Y 22 9 8 ST Y 23 8 8 LT15 Y 24 8 ST Y 25 8 8 ST Y 26 8 8 ST Y 27 8 8 ST Y 28 8 9 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 20 8 ST Y 21 8 8 ST Y 22 8 8 ST Y 23 8 8 ST Y 24 8 ST Y 25 8 8 ST Y 26 8 8 ST Y 27 8 8 ST Y 28 8 9 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 29 8 01 ST Y 20 8 ST Y 21 8 8 ST Y 22 8 8 ST Y 23 8 3 8 LT15 ST Y 24 8 ST Y 25 8 8 ST Y 26 8 8 ST Y 27 8 8 ST Y 28 8 8 ST Y 29 8 9 ST Y 29 8 9 ST Y 29 8 9 ST Y 29 8 9 ST Y 29 8 9 ST Y 29 8 9 ST Y 20 8 ST Y 21 8 8 ST Y 22 8 8 ST Y 23 8 3 8 LT15 ST Y 24 8 ST Y 24 8 ST Y 25 8 ST Y 26 8 ST Y 27 8 ST Y 28 8 ST Y 28 8 ST Y 29 8 ST Y 29 8 ST Y 29 8 ST Y 29 8 ST Y 29 8 ST Y 29 8 ST Y 29 8 ST Y 20 8 ST Y 21 8 ST Y 21 8 ST Y 21 8 ST Y 21 8 ST Y 21 8 ST Y 21 8 ST Y	Y
SOLD	08/05/2011	1898 07		244.46	. m	37
	04/30/2009 04/30/2009	351.49 281 20				_
18.0000	02/10/2011	1265.38			ST	Y
SOLD	08/05/2011	1550 20	1905 64	-355 44	ST	Y
ACQ 16 0000	08/16/2010	764.19				
		620.90	706 92	-86.02	ST	Y
SOLD	08/05/2011		200.15	16.44	T T 1 E	v
						Y
2.0000	03/08/2011			-13 88	ST	Y
SOLD ACQ 22.0000	08/05/2011 04/21/2011	1246 96	1399 60	-152 64	ST	Y
116 0000 GENERAL ELECTRIC - 36 SOLD		1927.89				
39 0000 GILEAD SCIENCES INC -	375558103 - MINOR					
ACQ 39.0000 9 0000 GOLDMAN SACHS GROUP -	06/17/2011 38141G104 - MINOF	1450 38 R = 42	1542.84	-92.46	ST	Y
ACQ 1 0000	12/17/2010	126.63				
2 0000	02/10/2011					
273.2530 GOLDMAN SACHS MID CAR	VALUE FD INST - 3	88141W398 - MINOR =		200.23		-
SOLD ACQ 55.1060	08/11/2011 06/05/2008		1893 45	-108 02	TERM NO. LT15 YY ST Y LT15 YY LT15 YY LT15 YY LT15 YY ST Y LT15 Y	Y
217.3300	02/10/2011	7041.49	8254 22	-1212 73	ST	Y Y
8170	12/09/2010	26.47	28.03	-2 10	٠.	•

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THE TRUST COMPANY OF OKLAHOMA STATEMENT OF CAPITAL GAINS AND LOSSES WILL FOUNDATION INV MAN AGENCY

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TO 12/31/2011 WILL FOUNDATION INV MA	N AGENCY			02/03/20: 04 45 46	
• TRUST YEAR ENDING 12/3	1/2011				
TAX PREPARER: 1 TRUST ADMINISTRATOR 26 INVESTMENT OFFICER: 3		FEDERAL S - STA EXEMPT FROM STATE			
PROPERTY DESCRIPTION SHARES DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
43.0000 HEINZ H J - 423074103 - MINOR = 42	2192 97				
SOLD 08/05/2011 ACQ 14 0000 02/17/2009	713 99	468 17	245.82		Y
28 0000 02/10/2011 1 0000 03/09/2011	1427 98 51 00	1344 22 49 91	83.76 1.09	ST ST	Y Y
46.0000 HELMERICH & PAYNE INC COM - 423452101 -	MINOR = 42				
SOLD 08/05/2011 ACQ 13 0000 08/06/2009	2605 14 736 24	457.03	279 21	LT15	Y
26 0000 02/10/2011	736 24 1472 47 396 43	1546 95 437 34	-74 48 -40 91	ST ST	Y Y
38 0000 HEWLETT-DACKARD - 428236103 - MINOR = 42	,	437 34	-40 91	51	•
SOLD 08/05/2011 ACQ 9 0000 06/19/2008	1241 46 294 03	420 93	-126 90	LT15	Y
1 0000 04/30/2009	32 67	36 13	-3 46	LT15 ST	Y Y
SOLD 08/05/2011 ACQ 9 0000 06/19/2008 1 0000 04/30/2009 28 0000 02/10/2011 74 0000 INTEL - 458140100 - MINOR = 42 SOLD 08/05/2011	914.76	1358 22	-443.46	51	1
SOLD 08/05/2011 ACQ 25 0000 06/19/2008	1545.87 522.25	517 58	4.67	LT15	Y
49 0000 02/10/2011	1023 62	1069 09	-45.47	ST	Y
14 0000 INTERNATIONAL BUSINESS MACHINES - 459200 SOLD 08/05/2011	101 - MINOR = 4 2413 18	.2			
ACQ 4.0000 06/19/2008	689 48	501.44	188 04 83 58	LT15 ST	Y Y
10 0000 02/10/2011 32 0000 J P MORGAN CHASE & CO - 46625H100 - MINO	1723 70 OR = 42	1640 12	63 36	31	1
SOLD 08/05/2011 ACQ 10 0000 01/20/2009 22 0000 02/10/2011	1213.75 379.30	189 40	189 90	LT15	Y
		189 40 998 54	-164.09	ST	Ÿ
28 0000 JOHNSON & JOHNSON - 478160104 - MINOR = SOLD 08/05/2011	1762.02				
ACQ 8 0000 06/19/2008	503.43	519 20 1218 15	-15.77 40.44	LT15 ST	Y Y
20 0000 02/10/2011 68 0000 KRAFT FOODS INC - 50075N104 - MINOR = 42		1216 15	40.44	31	1
SOLD 08/05/2011 ACQ 21 0000 01/22/2010	2339 48 722 49	586.31	136 18	LT15	Y
47 0000 02/10/2011	1616 99	1450 89	166 10	ST	Y
72.0000 LOWES INC 548661107 - MINOR = 42 SOLD 08/05/2011	1453 65				
ACQ 23 0000 10/21/2008 45 0000 02/10/2011	464 36 908.53	446 78 1101 51	17.58 -192.98	LT15 ST	Y Y
4 0000 03/09/2011	80.76	107 36	-26.60	ST	Ÿ
20 0000 MCDONALDS CORP - 580135101 - MINOR = 42 SOLD 08/05/2011	1663.20				
ACQ 6 0000 06/29/2010	498.96	398.55 909 93	100 41 87 99	LT15 ST	Y Y
12 0000 02/10/2011 2 0000 03/08/2011	997.92 166.32	151.27		ST	Ÿ
53 0000 MORGAN STANLEY DEAN WITTER DISCOVER - 61 SOLD 08/05/2011	L7446448 - MINOF 1069.00	R = 42			
ACQ 17 0000 08/12/2009	342 89	508 91	-166 02 -326.00	LT15 ST	Y Y
34 0000 02/10/2011 2.0000 03/09/2011	685 77 40 34	1011 77 57 54	-17 20	ST	Y
62 0000 NYSE EURONEXT - 629491101 - MINOR = 42 SOLD 08/05/2011	1737.85				
ACQ 21.0000 04/27/2009	588.63	471.10	117.53	LT15	
41.0000 02/10/2011 24 0000 OCCIDENTAL PETROLEUM - 674599105 - MINOR	1149 22 R = 42	1546 44	-397 22	ST	Y
SOLD 08/05/2011	2120.60 706.87	611 00	95 87	ST	Y
16 0000 02/10/2011	1413.73	1580 23	-166 50	ST	Ÿ
36 0000 PPL - 69351T106 - MINOR = 42 SOLD 08/05/2011	962.63				
ACQ 11 0000 01/11/2011	294.14	289 95	4 19 42 01	ST ST	Y Y
22 0000 02/10/2011 3.0000 03/08/2011	588.27 80.22	546.26 76 80	3 42	ST	Ý
77 0000 PFIZER - 717081103 - MINOR = 42 SOLD 08/05/2011	1344 43				
ACQ 5 0900 12/08/2008	88.87	89.89	-1 02	LT15	Y Y
5 9100 01/20/2009 22.0000 02/10/2011	103 19 384.12	104 37 419 28	-1 18 -35 16	LT15 ST	Y
44 0000 03/09/2011 29 0000 PROCTER & GAMBLE - 742718109 - MINOR = 4	768 25	865 92	-97 67	ST	Y
SOLD 08/05/2011	1729.67		40.11	7 M1 F	17
ACQ 9.0000 06/19/2008 20.0000 02/10/2011	536 79 1192.88	585 90 1292.75	-49 11 -99 87	LT15 ST	Y Y
30.0000 PUBLIC SERVICE ENTERPRISE GROUP - 744573					
SOLD 08/05/2011 ACQ 9.0000 01/12/2011	274.04	289 08	-15 04	ST	Y
18 0000 02/10/2011 3 0000 03/08/2011	548 09 91 35	592 87 95 25	-44.78 -3 90	ST ST	Y Y
33 0000 TJX COS INC NEW - 872540109 - MINOR = 42	2	25 25			
SOLD 08/05/2011 ACQ 33 0000 02/10/2011	1728 85 1728 85	1646 64	82 21	ST	Y
38.0000 TARGET - 87612E106 - MINOR = 42 SOLD 08/05/2011	1833.59				
ACQ 38 0000 07/06/2011	1833.59	1841.29	-7 70	ST	Y

MARK ACTS

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THE TRUST COMPANY OF OKLAHOMA STATEMENT OF CAPITAL GAINS AND LOSSES WILL FOUNDATION INV MAN AGENCY

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TRUST YEAR ENDING 12/31/2011

•	TRUS	T YEAR ENDING 1:	2/31/2011					
TAX PREPARER 1 TRUST ADMINISTRATOR 26 INVESTMENT OFFICER 3				E - EXEMP	AL S - ST T FROM STATE	ATE I - INHERI U - ACQ COST UNKNO	TED NWO	
PROPERTY DESCRIPTION	SHARES	DATE	SALES PR	ICE	COST BASIS	GAIN/LOSS	TERM	
22 0000 TRAVELE SOLD ACQ 10000 0000 TULSA (SOLD ACQ 22 0000 UNION E SOLD ACQ 28 0000 UNITED SOLD ACQ 50 0000 WELLS E SOLD	ERS COMPANIES -	89417E109 - MING	OR = 42					
SOLD	20.0000	08/05/2011	1164	22	1014 07	155 00	00	Y
ACQ	20 0000	02/22/2011	1058	38	1214 27	-13 89 -13 11	ST ST	
10000 0000 TULSA 0	ENTY OK SCH	4 000% 12/01/11	- 899559MG0 -	MINOR = 3	5	13 11	51	•
SOLD		12/01/2011	10000	00				
ACQ	10000 0000	10/24/2008	10000	.00	10000 00	0 00	LT15	Y
22 0000 UNION I	PACIFIC CORPORA	TION COM - 90781	B108 - MINOR :	= 42				
9 CO 20TD	22 0000	08/05/2011	2006	-80	2165 81	-159 01	ST	Y
28 0000 UNITED	TECHNOLOGIES C	ORPORATION - 913	2006 017109 - MINO	R = 42	2100 01	-139 01	91	•
SOLD		08/05/2011	2095	. 74				
ACQ	5 0000	06/11/2008	374	. 24	333 40	40 84	LT15	
	3 0000	04/30/2009	224	. 54	146 73	77 81	LT15	
EO OOOO WELLS	20.0000	02/10/2011	1496	96	1696 54	-199 58	ST	Y
20 0000 METP2 ;	MAN UU & UUNEW	- 949/46101 - MII	NOK = 42 1241	97				
ACO	3.0000	06/03/2011	75	72	76 35	-0 63	LT15	Y
	9 0000	01/20/2009	227	15	129.14	98 01	LT15	
	38 0000	02/10/2011	959	10	1251.72	-0 63 98 01 -292.62	ST	Y
47 0000 ACCENTU	JRE PLC IRELAND	SHS CLASS A - G	1151C101 - MIN	NOR = 42				
SOLD	12 0000	08/05/2011	2696	.34	176 76	211 67	7 77 1 5	v
ACQ	1 0000	06/19/2008	57	.43	29 37	28 00	1.T15	A I
	34 0000	02/10/2011	1950	. 54	1797 52	153 02	ST	Ŷ
		,,				211 67 28 00 153 02		
		TOTALS	92991	. 14	96424.58			
			=======================================					
UMMARY OF CAPITAL GAINS	SHORT TERM	LONG TERM 28%	LONG TERM 15	5% ST	WASH SALE	LT WASH SALE	1250 G#	AIN
ONCOVERED FROM ABOVE OVERED FROM ABOVE OMMON TRUST FUND APITAL GAIN DIVIDENDS	-5737 47	0 00	2304 (03	0 00	0 00	0	00.
OVERED FROM ABOVE	0 00	0 00	0 (00	0 00	0 00	·	
OMMON TRUST FUND	0.00	0.00	0.0	00			0.	00
APITAL GAIN DIVIDENDS	0.00	0 00	0.0	00			0	00
		0.00	2204 /		0.00	0.00		00
	-5/3/ 4/	0.00	2304 (J	0 00	0 00	U 	
ATE						-		
								_
ONCOVERED FROM ABOVE	-5737 47	0 00	2304 (03	0.00	0 00	0	00
ONCOVERED FROM ABOVE OVERED FROM ABOVE OMMON TRUST FUND APITAL GAIN DIVIDENDS	0 00	0.00	0 (00	0.00	0 00	^	00
APITAL CAIN DIVIDENDS	0 00	0 00	0 (JU 10			0	00
GAIN DIVIDENDS								
			2304 (าว		0.00	n	0.0

CAPITAL LOSS CARRYOVER

FEDERAL

0 00

-5737 47

0 00

2304.03

0.00

0.00 * - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

0 00

OKLAHOMA

N/A

N/A