



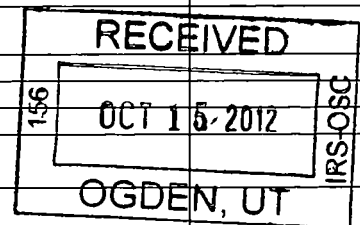
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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements.**For calendar year 2011, or tax year beginning , 2011, and ending**

Name of foundation WILL FOUNDATION		A Employer identification number 73-1340405
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1447	Room/suite	B Telephone number (see the instructions) (405) 275-1650
City or town SHAWNEE	State ZIP code OK 74802-1447	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 227,621.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc. received (att sch)		40,000.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
3 Interest on savings and temporary cash investments		20.			
4 Dividends and interest from securities		3,258.			
5a Gross rents					
b Net rental income or (loss)					
6a Net gain/(loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain				0.	
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)					
12 Total. Add lines 1 through 11		43,278.	0.	0.	
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach sch)		975.			
c Other prof fees (attach sch)		52.			
17 Interest					
18 Taxes (attach schedule)(see instrs)		321.			
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		1,348.			
25 Contributions, gifts, grants paid		33,800.			
26 Total expenses and disbursements. Add lines 24 and 25		35,148.			
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,130.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				0.	



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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	57,361.	160,376.	160,376.
	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			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	28,343.	36,628.	37,806.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	97,616.	3,207.	3,117.
	11 Investments — land, buildings, and equipment basis			
LIABILITIES	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	35,083.	26,322.	26,322.
	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)	218,403.	226,533.	227,621.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUND ASSETS	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)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
BALANCE SHEETS	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	218,403.	226,533.	
	30 Total net assets or fund balances (see instructions)	218,403.	226,533.	
	31 Total liabilities and net assets/fund balances (see instructions)	218,403.	226,533.	

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	218,403.
2 Enter amount from Part I, line 27a	2	8,130.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	226,533.
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	226,533.

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 STCL PER ARVEST TRUST STATEMENT ATTACHED		P	Various	Various
b LTCL PER ARVEST TRUST STATEMENT ATTACHED		P	Various	Various
c STCL PER ARVEST TRUST STATEMENT ATTACHED		P	Various	Various
d LTCG PER ARVEST TRUST STATEMENT ATTACHED		P	Various	Various
e See Columns (a) thru (d)				

(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 4,395.		4,632.	-237.
b 66.		79.	-13.
c 7,693.		8,146.	-453.
d 98,387.		96,725.	1,662.
e See Columns (e) thru (h)		97,358.	-3,578.

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			-237.
b			-13.
c			-453.
d 0.	0.	0.	1,662.
e See Columns (i) thru (l)			-3,578.

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	-2,619.
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	-2,619.

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	47,400.	236,331.	0.200566
2009	64,750.	119,768.	0.540629
2008	49,100.	98,948.	0.496220
2007	30,400.	84,783.	0.358562
2006	29,462.	94,756.	0.310925

2 Total of line 1, column (d)	2	1.906902
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	0.381380
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	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 from Part XII, line 4	8	33,800.

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.

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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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
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	0.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>TAXPAYER</u> Telephone no <u>(405) 275-1650</u> Located at <u>P.O. BOX 1447 SHAWNEE OK</u> ZIP + 4 <u>74802-1447</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1 b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	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))		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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) <input type="checkbox"/>	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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) <input type="checkbox"/>	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4 a	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? <input type="checkbox"/>	4 b	X

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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**

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD W. ORR P.O. BOX 1447 SHAWNEE OK 74802	TRUSTEE 1.00	0.	0.	0.
ROBERT L. POURCHOT P.O. BOX 1447 SHAWNEE OK 74802	TRUSTEE 1.00	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				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

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

None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	26,322.
b Average of monthly cash balances	1b	83,441.
c Fair market value of all other assets (see instructions)	1c	108,869.
d Total (add lines 1a, b, and c)	1d	218,632.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	218,632.
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.

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	10,768.
2a Tax on investment income for 2011 from Part VI, line 5	2a	0.
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.

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	33,800.
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	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 foundation qualifies for the section 4940(e) reduction of tax in those years.

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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.			
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 XII, line 4 ▶ \$ 33,800.				
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 (Election required — see instructions)				
d Applied to 2011 distributable amount				
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:				
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.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see 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				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.			

Part XV Supplementary Information (continued)

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

<div> <div> Recipient </div> <div> Name and address (home or business) </div> </div>		<div> If recipient is an individual, show any relationship to any foundation manager or substantial contributor </div>	<div> Foundation status of recipient </div>	<div> Purpose of grant or contribution </div>	<div> Amount </div>
<div> <div> a Paid during the year </div> </div>					
<div> <div> PRESBYTERIAN MINISTRIES </div> <div> MAIN ST </div> <div> SHAWNEE OK 74801 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 500. </div>
<div> <div> </div> <div> IMED </div> <div> MAIN ST </div> <div> SHAWNEE OK 74801 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 1,500. </div>
<div> <div> </div> <div> SALVATION ARMY </div> <div> 200 E. 9TH ST </div> <div> SHAWNWEE OK 74801 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 1,500. </div>
<div> <div> </div> <div> GIDEONS INTERNATIONAL </div> <div> PO BOX 140800 </div> <div> NASHVILLE TN 37214 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 2,000. </div>
<div> <div> </div> <div> YOUNG LIFE </div> <div> PO BOX 520 </div> <div> COLORADO SPRINGS CO 80901 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 1,600. </div>
<div> <div> </div> <div> CAMPUS CRUSADE FOR CHRIST </div> <div> PO BOX 628222 </div> <div> ORLANDO FL 32862 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 500. </div>
<div> <div> </div> <div> SEARCH MINISTRIES </div> <div> 5038 DORSEY HALL DR </div> <div> ELLICOTT MD 21042 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 1,200. </div>
<div> <div> </div> <div> WYCLIFFE BIBLE TRANSLATOR </div> <div> PO BOX 628200 </div> <div> ORLANDO FL 32862 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 3,600. </div>
<div> <div> </div> <div> OMF INTERNATIONAL </div> <div> 10 WEST DRY CREEK CIRCLE </div> <div> LITTLETON CO 80120 </div> </div>		<div> NONE </div>	<div> PUBLIC </div>	<div> FINANCIAL SUPPORT </div>	<div> 1,500. </div>
<div> <div> </div> <div> See Line 3a statement </div> </div>					<div> 19,900. </div>
<div> <div> Total </div> <div> ▶ 3a </div> </div>					<div> 33,800. </div>
<div> <div> b Approved for future payment </div> </div>					
<div> <div> Total </div> <div> ▶ 3b </div> </div>					

2011 Tax Information Statement

Account Number: 640140000

Recipient's Tax ID Number: 73-1340405

Payer's Federal ID Number: 71-0694124

☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:

ARVEST TRUST COMPANY, N.A.
P.O. BOX 1156
BARTLESVILLE, OK 74005

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

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
386442SF5	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	0.00
459200101	1.0000 IBM	03/08/2011	06/19/2008	162.59	125.36	37.23	0.00
46625H100	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 KRAFT FOODS INC CL A	03/08/2011	01/22/2010	94.14	83.76	10.38	0.00
552966806	52.9310 MFS INSTL TR INTL EQUITY FD 403	03/09/2011	06/05/2008	980.82	975.03	5.79	0.00
552966806	149.8830 MFS INSTL TR INTL EQUITY FD 403	08/04/2011	06/05/2008	2,570.49	2,760.97	-190.48	0.00
656168MX6	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
678688JJ2	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 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	0.00
679077QM2	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 OKLAHOMA ST RF BLDG SER A 5% 7/15/18	01/28/2011	07/30/2008	5,470.00	5,288.80	181.20	0.00
67920PDD9	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 SOUTHERN CO	01/11/2011	06/19/2008	604.04	560.64	43.40	0.00
872540109	2.0000 TJX COMPANIES INC	03/08/2011	12/10/2008	98.86	40.93	57.93	0.00
872540109	15.0000 TJX COMPANIES INC	07/06/2011		806.24	299.78	506.46	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.

2011 Tax Information Statement

Account Number: 6401400000

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

Recipient's Tax ID Number: 73-1340405

Payer's Federal ID Number: 71-0694124

☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:

ARVEST TRUST COMPANY, N.A.
P.O. BOX 1156
BARTLESVILLE, OK 74005

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
899607GD1	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	03/08/2011	06/11/2008	166.69	133.36	33.33	0.00
914760V26	10000 0000 UNIVERSITY OK REVS 4 6% 07/01/26 HEALTH SCIENCE CTR A	01/27/2011	08/28/2008	9,960.00	9,963.30	-3.30	0.00
254687106	3 0000 WALT DISNEY CO	03/08/2011	06/19/2008	129.51	99.06	30.45	0.00
254687106	21 0000 WALT DISNEY CO	07/06/2011		828.65	638.12	190.53	0.00
949746101	7 0000 WELLS FARGO & CO NEW COM	03/08/2011	06/19/2008	227.43	178.15	49.28	0.00
Total Long Term 15% Sales Reported on 1099-B					96,725.36	1,661.71	0.00
Report on Form 8949, Part II, with Box B checked							
Long Term Wash Sales Loss Disallowed Reported on 1099-B							
020002101	4 0000 ALLSTATE CORP	03/08/2011	06/19/2008	127.80	193.92	-66.12	0.00
17275R102	4 0000 CISCO SYSTEMS INC	03/08/2011	06/29/2009	72.76	75.73	-2.97	0.00
20825C104	3 0000 CONOCOPHILLIPS	03/08/2011	06/19/2008	234.95	281.31	-46.36	0.00
428236103	4 0000 HEWLETT PACKARD CO	03/08/2011	06/19/2008	169.92	187.08	-17.16	0.00
478160104	2 0000 JOHNSON & JOHNSON	03/08/2011	06/19/2008	121.54	129.80	-8.26	0.00
742718109	1 0000 PROCTOR & GAMBLE	03/08/2011	06/19/2008	62.03	65.10	-3.07	0.00
Total Long Term Wash Sales Loss Disallowed Reported on 1099-B					932.94	-143.94	0.00
Report on Form 8949, Part II, with Box B checked							

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	P	Various	Various
STCL PER TRUST CO OF OKLA STATEMENT	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.		933.	-144.
92,991.		96,425.	-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)

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))
			-144.
			-3,434.
Total			-3,578.

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

Line 3a statement

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

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

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
MAINE STREET FOUNDATION				Person or <input type="checkbox"/>
701 W. MAINE				Business <input checked="" type="checkbox"/>
ENID OK 73701	NONE	PUBLIC	FINANCIAL SUPPORT	700.
COMMUNITY MINISTRIES				Person or <input type="checkbox"/>
PO BOX 1245				Business <input checked="" type="checkbox"/>
TEMPE AZ 85280	NONE	PUBLIC	FINANCIAL SUPPORT	1,800.
				Person or <input type="checkbox"/>
				Business <input type="checkbox"/>
VOICE OF MARTYRS				Person or <input type="checkbox"/>
PO BOX 443				Business <input checked="" type="checkbox"/>
BARTLESVILLE OK 74005	NONE	PUBLIC	FINANCIAL SUPPORT	600.
AMERICAN CENTR LAW JUSTICE				Person or <input type="checkbox"/>
PO BOX 90555				Business <input checked="" type="checkbox"/>
WASHINGTON DC 20090	NONE	PUBLIC	FINANCIAL SUPPORT	200.
EQUIP				Person or <input type="checkbox"/>
12000 FINDLEY RD STE150				Business <input checked="" type="checkbox"/>
JOHNA CREEK GA 30097	NONE	PUBLIC	FINANCIAL SUPPORT	1,000.
				Person or <input type="checkbox"/>
				Business <input type="checkbox"/>
OUTDOOR LEADERSHIP				Person or <input type="checkbox"/>
5948 E CALEY AVE				Business <input checked="" type="checkbox"/>
CENTENNIAL CO 80111	NONE	PUBLIC	FINANCIAL SUPPORT	300.
SHAWNEE RESCUE MISSION				Person or <input type="checkbox"/>
PO BOX 25				Business <input checked="" type="checkbox"/>
TECUMSEH OK 74073	NONE	PUBLIC	FINANCIAL SUPPORT	1,000.
ALPHA USA				Person or <input type="checkbox"/>
2275				Business <input checked="" type="checkbox"/>
BANACHBURN IL 60015	NONE	PUBLIC	FIINANCIAL SUPPORT	2,000.
WORLD VENTURE				Person or <input type="checkbox"/>
1601 W MINERAL AVE				Business <input checked="" type="checkbox"/>
LITTLETON CO 80120	NONE	PUBLIC	FINANCIAL SUPPORT	800.
				Person or <input type="checkbox"/>
				Business <input checked="" type="checkbox"/>

Total

19,900.

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

L-10b Stmt

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

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

L- 10c Stmt

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



ACCT U346 6842-05-04
FROM 07/12/2011
TO 12/31/2011

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

PAGE 25

RUN 02/03/2012
04 45 46 PM

TRUST YEAR ENDING 12/31/2011

TAX PREPARER 1
TRUST ADMINISTRATOR: 26
INVESTMENT OFFICER 3

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
71 0000 AT&T INC - 00206R102 - MINOR = 42							
SOLD		08/05/2011	2051 19				
ACQ	20 0000	12/09/2009	577 80	549.72	28 08	LT15	Y
	51 0000	02/10/2011	1473 39	1444.73	28 66	ST	Y
97 0000 ALCOA (FORMERLY ALUMINUM CO OF - 013817101 - MINOR = 42							
SOLD		08/05/2011	1227 35				
ACQ	97 0000	02/10/2011	1227.35	1668 31	-440 96	ST	Y
47 0000 ALLSTATE CORP - 020002101 - MINOR = 42							
SOLD		08/05/2011	1234.12				
ACQ	9 0000	06/19/2008	236 32	436 32	-200 00	LT15	Y
	4 0000	04/30/2009	105 03	94.07	10 96	LT15	Y
	34 0000	02/10/2011	892 77	1064.81	-172 04	ST	Y
11.0000 APPLE COMPUTER - 037833100 - MINOR = 42							
SOLD		08/05/2011	4149 12				
ACQ	1 0000	06/12/2008	377 19	172 27	204 92	LT15	Y
	2 0000	04/30/2009	754.39	251 54	502 85	LT15	Y
	8 0000	02/10/2011	3017 54	2838 59	178.95	ST	Y
25 0000 BECTON DICKINSON & CO - 075887109 - MINOR = 42							
SOLD		08/05/2011	2000.38				
ACQ	6.0000	06/12/2008	480 09	486.30	-6 21	LT15	Y
	2.0000	04/30/2009	160 03	121.82	38 21	LT15	Y
	16.0000	02/10/2011	1280 24	1300.87	-20 63	ST	Y
	1 0000	03/08/2011	80 02	80 04	-0.02	ST	Y
26.0000 BIOGEN IDEC - 09062X103 - MINOR = 42							
SOLD		08/05/2011	2403 91				
ACQ	9 0000	07/15/2010	832.12	477 82	354.30	LT15	Y
	17 0000	02/10/2011	1571.79	1126 21	445 58	ST	Y
23 0000 CATERPILLAR TRACTOR CO COM - 149123101 - MINOR = 42							
SOLD		08/05/2011	2091 36				
ACQ	7 0000	11/18/2010	636 50	581.30	55 20	ST	Y
	14 0000	02/10/2011	1273 00	1409 72	-136 72	ST	Y
	2.0000	03/09/2011	181 86	204 76	-22.90	ST	Y
32 0000 COCA-COLA COM - 191216100 - MINOR = 42							
SOLD		08/05/2011	2107.71				
ACQ	10 0000	02/06/2009	658.66	434.58	224 08	LT15	Y
	22 0000	02/10/2011	1449.05	1395.02	54 03	ST	Y
33 0000 CONOCOPHILLIPS - 20825C104 - MINOR = 42							
SOLD		08/05/2011	2228 94				
ACQ	4.0000	06/19/2008	270 17	375 08	-104.91	LT15	Y
	5.0000	04/30/2009	337 72	204 70	133.02	LT15	Y
	24.0000	02/10/2011	1621.05	1680.90	-59 85	ST	Y
107 0000 CORNING INC - 219350105 - MINOR = 42							
SOLD		08/05/2011	1536.52				
ACQ	28 0000	12/03/2008	402.08	239 93	162 15	LT15	Y
	4 0000	01/20/2009	57 44	36 88	20.56	LT15	Y
	63 0000	02/10/2011	904 68	1401.63	-496.95	ST	Y
	12.0000	03/09/2011	172 32	267 24	-94 92	ST	Y
27 0000 DEVON ENERGY - 25179M103 - MINOR = 42							
SOLD		08/05/2011	1898 07				
ACQ	5 0000	04/30/2009	351.49	595 95	-244 46	LT15	Y
	4 0000	04/30/2009	281.20	207 34	73 86	LT15	Y
	18.0000	02/10/2011	1265.38	1563 39	-298 01	ST	Y
44.0000 WALT DISNEY - 254687106 - MINOR = 42							
SOLD		08/05/2011	1550 20				
ACQ	44 0000	02/10/2011	1550 20	1905 64	-355 44	ST	Y
29.0000 DU PONT EI DENEMOURS - 263534109 - MINOR = 42							
SOLD		08/05/2011	1385 09				
ACQ	16 0000	08/16/2010	764.19	646 23	117 96	ST	Y
	13 0000	02/10/2011	620.90	706 92	-86.02	ST	Y
17 0000 FEDEX - 31428X106 - MINOR = 42							
SOLD		08/05/2011	1413 01				
ACQ	5.0000	02/04/2010	415 59	399 15	16 44	LT15	Y
	10.0000	02/10/2011	831 18	945.87	-114 69	ST	Y
	2.0000	03/08/2011	166 24	180.12	-13 88	ST	Y
22 0000 FISERV - 337738108 - MINOR = 42							
SOLD		08/05/2011	1246 96				
ACQ	22.0000	04/21/2011	1246 96	1399 60	-152 64	ST	Y
116 0000 GENERAL ELECTRIC - 369604103 - MINOR = 42							
SOLD		08/05/2011	1927.89				
ACQ	21 0000	06/19/2008	349.01	587 37	-238 36	LT15	Y
	18 0000	01/20/2009	299.16	234.18	64 98	LT15	Y
	77 0000	02/10/2011	1279 72	1637.64	-357.92	ST	Y
39 0000 GILEAD SCIENCES INC - 375558103 - MINOR = 42							
SOLD		08/05/2011	1450 38				
ACQ	39.0000	06/17/2011	1450 38	1542.84	-92.46	ST	Y
9 0000 GOLDMAN SACHS GROUP - 38141G104 - MINOR = 42							
SOLD		08/05/2011	1139.66				
ACQ	1 0000	12/17/2010	126.63	167 86	-41.23	ST	Y
	2 0000	02/10/2011	253 26	330.18	-76 92	ST	Y
	6 0000	03/08/2011	759 77	968 02	-208.25	ST	Y
273.2530 GOLDMAN SACHS MID CAP VALUE FD INST - 38141W398 - MINOR = 45							
SOLD		08/11/2011	8853 39				
ACQ	55.1060	06/05/2008	1785 43	1893 45	-108 02	LT15	Y
	217.3300	02/10/2011	7041.49	8254 22	-1212 73	ST	Y
	8170	12/09/2010	26.47	28.63	-2 16	ST	Y



ACCT U346 6842-05-04
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THE TRUST COMPANY OF OKLAHOMA
STATEMENT OF CAPITAL GAINS AND LOSSES
WILL FOUNDATION INV MAN AGENCY

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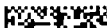
RUN 02/03/2012
04 45 46 PM

TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 1
TRUST ADMINISTRATOR 26
INVESTMENT OFFICER: 3

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
43.0000 HEINZ H J - 423074103 - MINOR = 42							
SOLD		08/05/2011	2192 97				
ACQ	14 0000	02/17/2009	713 99	468 17	245.82	LT15	Y
	28 0000	02/10/2011	1427 98	1344 22	83.76	ST	Y
	1 0000	03/09/2011	51 00	49 91	1.09	ST	Y
46.0000 HELMERICH & PAYNE INC COM - 423452101 - MINOR = 42							
SOLD		08/05/2011	2605 14				
ACQ	13 0000	08/06/2009	736 24	457.03	279 21	LT15	Y
	26 0000	02/10/2011	1472 47	1546 95	-74 48	ST	Y
	7 0000	03/09/2011	396 43	437 34	-40 91	ST	Y
38 0000 HEWLETT-PACKARD - 428236103 - MINOR = 42							
SOLD		08/05/2011	1241 46				
ACQ	9 0000	06/19/2008	294.03	420 93	-126 90	LT15	Y
	1 0000	04/30/2009	32 67	36 13	-3 46	LT15	Y
	28 0000	02/10/2011	914.76	1358 22	-443.46	ST	Y
74 0000 INTEL - 458140100 - MINOR = 42							
SOLD		08/05/2011	1545.87				
ACQ	25 0000	06/19/2008	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 - 459200101 - MINOR = 42							
SOLD		08/05/2011	2413 18				
ACQ	4.0000	06/19/2008	689 48	501.44	188 04	LT15	Y
	10 0000	02/10/2011	1723 70	1640 12	83 58	ST	Y
32 0000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 42							
SOLD		08/05/2011	1213.75				
ACQ	10 0000	01/20/2009	379.30	189 40	189 90	LT15	Y
	22 0000	02/10/2011	834.45	998 54	-164.09	ST	Y
28 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 42							
SOLD		08/05/2011	1762.02				
ACQ	8 0000	06/19/2008	503.43	519 20	-15.77	LT15	Y
	20 0000	02/10/2011	1258.59	1218 15	40.44	ST	Y
68 0000 KRAFT FOODS INC - 50075N104 - MINOR = 42							
SOLD		08/05/2011	2339 48				
ACQ	21 0000	01/22/2010	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	464 36	446 78	17.58	LT15	Y
	45 0000	02/10/2011	908.53	1101 51	-192.98	ST	Y
	4 0000	03/09/2011	80.76	107 36	-26.60	ST	Y
20 0000 MCDONALDS CORP - 580135101 - MINOR = 42							
SOLD		08/05/2011	1663.20				
ACQ	6 0000	06/29/2010	498.96	398.55	100 41	LT15	Y
	12 0000	02/10/2011	997.92	909 93	87 99	ST	Y
	2 0000	03/08/2011	166.32	151.27	15.05	ST	Y
53 0000 MORGAN STANLEY DEAN WITTER DISCOVER - 617446448 - MINOR = 42							
SOLD		08/05/2011	1069.00				
ACQ	17 0000	08/12/2009	342 89	508 91	-166 02	LT15	Y
	34 0000	02/10/2011	685 77	1011 77	-326.00	ST	Y
	2.0000	03/09/2011	40 34	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	Y
	41.0000	02/10/2011	1149 22	1546 44	-397 22	ST	Y
24 0000 OCCIDENTAL PETROLEUM - 674599105 - MINOR = 42							
SOLD		08/05/2011	2120.60				
ACQ	8.0000	09/21/2010	706.87	611 00	95 87	ST	Y
	16 0000	02/10/2011	1413.73	1580 23	-166 50	ST	Y
36 0000 PPL - 69351T106 - MINOR = 42							
SOLD		08/05/2011	962.63				
ACQ	11 0000	01/11/2011	294.14	289 95	4 19	ST	Y
	22 0000	02/10/2011	588.27	546.26	42 01	ST	Y
	3.0000	03/08/2011	80.22	76 80	3 42	ST	Y
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
	5 9100	01/20/2009	103 19	104 37	-1 18	LT15	Y
	22.0000	02/10/2011	384.12	419 28	-35 16	ST	Y
	44 0000	03/09/2011	768 25	865 92	-97 67	ST	Y
29 0000 PROCTER & GAMBLE - 742718109 - MINOR = 42							
SOLD		08/05/2011	1729.67				
ACQ	9.0000	06/19/2008	536 79	585 90	-49 11	LT15	Y
	20.0000	02/10/2011	1192.88	1292.75	-99 87	ST	Y
30.0000 PUBLIC SERVICE ENTERPRISE GROUP - 744573106 - MINOR = 42							
SOLD		08/05/2011	913.48				
ACQ	9.0000	01/12/2011	274.04	289 08	-15 04	ST	Y
	18 0000	02/10/2011	548 09	592 87	-44.78	ST	Y
	3 0000	03/08/2011	91 35	95 25	-3 90	ST	Y
33 0000 TJX COS INC NEW - 872540109 - MINOR = 42							
SOLD		08/05/2011	1728 85				
ACQ	33 0000	02/10/2011	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



ACCT U346 6842-05-04
FROM 07/12/2011
TO 12/31/2011

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

PAGE 27

RUN 02/03/2012
04 45 46 PM

TRUST YEAR ENDING 12/31/2011

TAX PREPARER 1
TRUST ADMINISTRATOR 26
INVESTMENT OFFICER 3

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
22 0000 TRAVELERS COMPANIES - 89417E109 - MINOR = 42							
SOLD		08/05/2011	1164 22				
ACQ	20 0000	02/22/2011	1058 38	1214 27	-155 89	ST	Y
	2 0000	03/09/2011	105 84	118.95	-13 11	ST	Y
10000 0000 TULSA CNTY OK SCH 4 000% 12/01/11 - 899559MG0 - MINOR = 35							
SOLD		12/01/2011	10000 00				
ACQ	10000 0000	10/24/2008	10000.00	10000 00	0 00	LT15	Y
22 0000 UNION PACIFIC CORPORATION COM - 907818108 - MINOR = 42							
SOLD		08/05/2011	2006.80				
ACQ	22 0000	03/30/2011	2006.80	2165 81	-159 01	ST	Y
28 0000 UNITED TECHNOLOGIES CORPORATION - 913017109 - MINOR = 42							
SOLD		08/05/2011	2095.74				
ACQ	5 0000	06/11/2008	374.24	333 40	40 84	LT15	Y
	3 0000	04/30/2009	224.54	146 73	77 81	LT15	Y
	20.0000	02/10/2011	1496 96	1696 54	-199 58	ST	Y
50 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 42							
SOLD		08/05/2011	1261 97				
ACQ	3.0000	06/19/2008	75 72	76 35	-0 63	LT15	Y
	9 0000	01/20/2009	227 15	129.14	98 01	LT15	Y
	38 0000	02/10/2011	959 10	1251.72	-292.62	ST	Y
47 0000 ACCENTURE PLC IRELAND SHS CLASS A - G1151C101 - MINOR = 42							
SOLD		08/05/2011	2696.34				
ACQ	12 0000	06/19/2008	688.43	476 76	211 67	LT15	Y
	1 0000	04/30/2009	57 37	29 37	28 00	LT15	Y
	34 0000	02/10/2011	1950.54	1797 52	153 02	ST	Y
TOTALS			92991.14	96424.58			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-5737 47	0 00	2304 03	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0 00	0.00			0 00
	-5737 47	0.00	2304 03	0 00	0 00	0 00
STATE						
NONCOVERED FROM ABOVE	-5737 47	0 00	2304 03	0.00	0 00	0 00*
COVERED FROM ABOVE	0 00	0.00	0 00	0.00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	-5737 47	0 00	2304.03	0.00	0.00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	OKLAHOMA
0 00	N/A
	N/A