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

2011

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

, and ending

Name of foundation

SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC

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

P.O. BOX 702298

Room/suite

City or town, state, and ZIP code

TULSA, OK 74170-2298

G Check all that apply:

Initial return       Initial return of a former public charity  
 Final return       Amended return  
 Address change       Name change

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

I Fair market value of all assets at end of year

J Accounting method:  Cash       Accrual

(from Part II, col (c), line 16)

► \$ 454,927. (Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

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

		(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	46,175.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3	Dividends and interest from securities	11,033.	11,033.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	15,074.			
7	Capital gain net income (from Part IV, line 2)		15,074.	226	JUN 04 2012
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	20,170.	0.		STATEMENT 1
12	Total Add lines 1 through 11	92,452.	26,107.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees	STMT 2	2,750.		0.
17	Interest		2,750.		
18	Taxes	STMT 3	565.	0.	65.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4	3,157.	3,157.	0.
24	Total operating and administrative expenses Add lines 13 through 23		6,472.	5,907.	65.
25	Contributions, gifts, grants paid		85,000.		85,000.
26	Total expenses and disbursements. Add lines 24 and 25		91,472.	5,907.	85,065.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		980.	20,200.	N/A

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	400.	693.	693.
	2	Savings and temporary cash investments	15,895.	16,125.	16,125.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 5	234,736.	204,109.
	c	Investments - corporate bonds	STMT 6	169,110.	200,194.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 7	1.	1.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► )			
	16	<b>Total assets (to be completed by all filers)</b>		420,142.	454,927.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ► )			
	23	<b>Total liabilities (add lines 17 through 22)</b>		0.	0.
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		420,142.	421,122.
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b>		420,142.	421,122.
	31	<b>Total liabilities and net assets/fund balances</b>		420,142.	421,122.

**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	420,142.
2	Enter amount from Part I, line 27a	2	980.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	421,122.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	421,122.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE ATTACHMENT TO PART IV</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b> 74,668.		59,594.	15,074.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>		
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>			
<b>a</b>			15,074.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	15,074.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8</b>	<b>If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8</b>		<b>3</b>	N/A	

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

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

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

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

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

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

<b>(a) Base period years Calendar year (or tax year beginning in)</b>	<b>(b) Adjusted qualifying distributions</b>	<b>(c) Net value of noncharitable-use assets</b>	<b>(d) Distribution ratio (col. (b) divided by col. (c))</b>
2010	84,190.	425,412.	.197902
2009	81,328.	399,060.	.203799
2008	104,946.	490,283.	.214052
2007	75,418.	618,363.	.121964
2006	48,965.	525,316.	.093211

2 Total of line 1, column (d) 2 .830928

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 .166186

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 445,283.

5 Multiply line 4 by line 3 5 74,000.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 202.

7 Add lines 5 and 6 7 74,202.

8 Enter qualifying distributions from Part XII, line 4 8 85,065.

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)**

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached

8

9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

10

11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►

58.  Refunded ►

11

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes  No

1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$  (2) On foundation managers. ► \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2

*If "Yes," attach a detailed description of the activities*

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

*If "Yes," attach the statement required by General Instruction T.*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7

*If "Yes," complete Part II, col. (c), and Part XV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

N/A

**OK**

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation

8b

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

9

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

10

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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? 13  **X**

Website address ► **N/A**

14 The books are in care of ► **MARK SOUTHARD** Telephone no. ► **(918) 492-3351**  
Located at ► **P.O. BOX 702298, TULSA, OK** ZIP+4 ► **74170-2298**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15**  **N/A** **0.** ►

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 ►

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

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  **X** No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  **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)?

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

**N/A**

**1b**

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?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  Yes  **X** No

If "Yes," list the years ► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)

**N/A**

**2b**

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes  **X** No

b If "Yes," did it have excess business holdings in 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)

**N/A**

**3b**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

**4a**

**X**

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

**4b**

**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  
 Yes  No

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

**N/A**

**5b**



Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes  No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

**N/A**

**7b**



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

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

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
SEE STATEMENT 8		0.	0.	0.

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

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

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



0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

Total number of others receiving over \$50,000 for professional services



0

**Part IX-A | Summary of Direct Charitable Activities**

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

Expenses

1	<b>N/A</b>	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	<b>N/A</b>	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

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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 <b>428,725.</b>
b	Average of monthly cash balances	1b <b>23,339.</b>
c	Fair market value of all other assets	1c
d	<b>Total</b> (add lines 1a, b, and c)	1d <b>452,064.</b>
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e <b>0.</b>
2	Acquisition indebtedness applicable to line 1 assets	2 <b>0.</b>
3	Subtract line 2 from line 1d	3 <b>452,064.</b>
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 <b>6,781.</b>
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 <b>445,283.</b>
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 <b>22,264.</b>

**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 <b>22,264.</b>
2a	Tax on investment income for 2011 from Part VI, line 5	2a <b>202.</b>
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c <b>202.</b>
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 <b>22,062.</b>
4	Recoveries of amounts treated as qualifying distributions	4 <b>0.</b>
5	Add lines 3 and 4	5 <b>22,062.</b>
6	Deduction from distributable amount (see instructions)	6 <b>0.</b>
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 <b>22,062.</b>

**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 <b>85,065.</b>
b	Program-related investments - total from Part IX-B	1b <b>0.</b>
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 <b>85,065.</b>
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 <b>202.</b>
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6 <b>84,863.</b>

**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)

	<b>(a) Corpus</b>	<b>(b) Years prior to 2010</b>	<b>(c) 2010</b>	<b>(d) 2011</b>
1 Distributable amount for 2011 from Part XI, line 7				<b>22,062.</b>
2 Undistributed income, if any, as of the end of 2011			<b>0.</b>	
a Enter amount for 2010 only			<b>0.</b>	
b Total for prior years:		<b>0.</b>		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	<b>23,290.</b>			
b From 2007	<b>45,357.</b>			
c From 2008	<b>80,570.</b>			
d From 2009	<b>61,509.</b>			
e From 2010				
f Total of lines 3a through e	<b>210,726.</b>			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <b>85,065.</b>			<b>0.</b>	
a Applied to 2010, but not more than line 2a			<b>0.</b>	
b Applied to undistributed income of prior years (Election required - see instructions)		<b>0.</b>		
c Treated as distributions out of corpus (Election required - see instructions)		<b>0.</b>		
d Applied to 2011 distributable amount				<b>22,062.</b>
e Remaining amount distributed out of corpus	<b>63,003.</b>			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	<b>0.</b>			<b>0.</b>
6 Enter the net total of each column as indicated below:	<b>273,729.</b>			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			<b>0.</b>	
b Prior years' undistributed income. Subtract line 4b from line 2b			<b>0.</b>	
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			<b>0.</b>	
d Subtract line 6c from line 6b. Taxable amount - see instructions			<b>0.</b>	
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				<b>0.</b>
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				<b>0.</b>
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	<b>0.</b>			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	<b>23,290.</b>			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	<b>250,439.</b>			
10 Analysis of line 9:				
a Excess from 2007	<b>45,357.</b>			
b Excess from 2008	<b>80,570.</b>			
c Excess from 2009	<b>61,509.</b>			
d Excess from 2010				
e Excess from 2011	<b>63,003.</b>			



**SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC**

Form 990-PF (2011)

**73-1462475** Page 11

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
CITY OF TULSA 175 E 2ND STREET, SUITE 690 TULSA, OK 74103			FIRST SERVE TENNIS PROGRAM	60,000.
FIRST TEE OF TULSA 2636 E. 61ST STREET TULSA, OK 74136			GOLF PROGRAM	25,000.
<b>Total</b>			► 3a	85,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			► 3b	0.

SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC

Form 990-PF (2011)

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## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

**12 Subtotal. Add columns (b), (d), and (e)**

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

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

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC

**Form 990-PF (2011)**

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

**b Other transactions:**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SOUTHERN HILLS CNTRY CLUB	501 (C) (7)	SEE STATEMENT 9

**Sign  
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

5-23-12 A  
Date Title

Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>DANIEL P. SKERBITZ, CPA</b>	Preparer's signature <b>DANIEL P. SKERBITZ</b>	Date <b>05/21/12</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00254283</b>
	Firm's name ► <b>STANFIELD &amp; O'DELL, P.C.</b>			Firm's EIN ► <b>73-1293433</b>	
	Firm's address ► <b>3211 S. LAKEWOOD AVE. TULSA, OK 74135-4934</b>			Phone no. <b>918-628-0500</b>	

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

**2011****Name of the organization****SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC****Employer identification number****73-1462475****Organization type (check one):****Filers of:**

Form 990 or 990-EZ

**Section:**

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

**Special Rules**

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

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

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

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

## Name of organization

SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC

## Employer identification number

73-1462475

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BISON ELECTRIC, INC. 1209 NORTH 143RD EAST AVENUE TULSA, OK 74116	\$ 6,922.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
2	ANCHOR DRILLING FLUIDS USA 2431 E 61ST ST, SUITE 710 TULSA, OK 74136	\$ 5,034.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC

Employer identification number

73-1462475

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

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

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**Name of organization**

SOUTHERN HILLS COUNTRY CLUB CHARITABLE  
FOUNDATION INC

**Employer identification number**

73-1462475

**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once) ► \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>

## SOUTHERN HILLS COUNTRY CLUB CHARITABLE F

73-1462475

FORM 990-PF

OTHER INCOME

STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	20,170.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,170.	0.	

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,750.	2,750.		0.
TO FORM 990-PF, PG 1, LN 16C	2,750.	2,750.		0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXCISE TAXES	65. 500.	0. 0.		65. 0.
TO FORM 990-PF, PG 1, LN 18	565.	0.		65.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	3,157.	3,157.		0.
TO FORM 990-PF, PG 1, LN 23	3,157.	3,157.		0.

STATEMENT(S) 1, 2, 3, 4

## SOUTHERN HILLS COUNTRY CLUB CHARITABLE F

73-1462475

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN GENESIS INSTL #1229	5,616.	8,462.
ARTISAN MID CAP VALUE FD	15,676.	17,113.
ISHARES S&P MIDCAP 400 FD	13,782.	15,857.
AMER BEACON LG CAP VAL-INST FD #0066	46,458.	50,384.
FIDELITY CONTRAFUND INC FD #0022	20,269.	28,464.
HARBOR INTERNATIONAL INSTL FD #2011	14,854.	17,722.
LAZARD EMRG MKTS-INST FD #0638	21,106.	22,764.
VANGUARD INSTL INDX-INSTL FD #0094	32,650.	40,876.
ARTISAN SML CAP VAL FD #963	7,804.	7,181.
MSIF MIDCAP GROWTH-INSTL FD #8128	17,078.	15,197.
T ROWE PRICE NEW HORIZONS FD #0042	8,816.	8,962.
TOTAL TO FORM 990-PF, PART II, LINE 10B	204,109.	232,982.

FORM 990-PF

CORPORATE BONDS

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAYS AGGREG BOND FD	16,270.	17,420.
VANGUARD S/T BD INDX-SIG FD #1349	38,759.	39,145.
TEMPLETON GLOBAL BD-ADV #0616	45,760.	46,289.
PIMCO TOTAL RETURN-INST #0035	55,213.	56,185.
ISHARES IBOXX \$ INVEST GRADE CORP BD FD	33,131.	35,266.
FEDERATED HI YLD BD INST FD #0900	11,061.	10,821.
TOTAL TO FORM 990-PF, PART II, LINE 10C	200,194.	205,126.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT MANAGEMENT AGENCY AGREEMENT	COST	1.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		1.	1.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD F. KELLER P.O. BOX 702298 TULSA, OK 74170-2298	PRESIDENT 1.00	0.	0.	0.
JEFFREY H. COPE P.O. BOX 702298 TULSA, OK 74170-2298	1ST VP 1.00	0.	0.	0.
JOE R. BRANDT P.O. BOX 702298 TULSA, OK 74170-2298	2ND VP 1.00	0.	0.	0.
STAN L. JOHNSON P.O. BOX 702298 TULSA, OK 74170-2298	3RD VP/TREASURER 1.00	0.	0.	0.
JERRY L. HUDSON P.O. BOX 702298 TULSA, OK 74170-2298	SECRETARY 1.00	0.	0.	0.
NICHOLAS S. SIDORAKIS P.O. BOX 702298 TULSA, OK 74170-2298	ASST SEC/TREAS 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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990-PF            AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS            STATEMENT    9  
                  PART XVII, LINE 2, COLUMN (C)

---

## NAME OF AFFILIATED OR RELATED ORGANIZATION

---

SOUTHERN HILLS CNTRY CLUB

## DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

---

COMMON OFFICERS/DIRECTORS

SOUTHERN HILLS COUNTRY CLUB CHAR FDN

Account Number:  
Statement Period:

61-0099-01-2  
01/01/11 - 12/31/11

**Sales**

Date		Cash	Cost	Gain/Loss
<b>Assets Sold/Matured</b>				
<b>Amer Beacon Lg Cap Val-Inst Fd#0066</b>				
04/13/11	Sold 131 Shs 04/12/11 @ 20.51	2,686.81	-1,788.15	898.66
05/11/11	Sold 65 Shs 05/10/11 @ 21.01	1,365.65	-1,246.05	119.60
06/13/11	Sold 33 Shs 06/10/11 @ 19.59	646.47	-632.61	13.86
06/14/11	Sold 67 Shs 06/13/11 @ 19.67	1,317.89	-914.55	403.34
06/24/11	Sold 167 Shs 06/23/11 @ 19.8	3,306.60	-3,201.39	105.21
<b>Artisan Mid Cap Value Fd#1464</b>				
04/13/11	Sold 39 Shs 04/12/11 @ 22.19	865.41	-705.12	160.29
05/11/11	Sold 19 Shs 05/10/11 @ 22.79	433.01	-343.52	89.49
06/13/11	Sold 10 Shs 06/10/11 @ 21.38	213.80	-180.80	33.00
06/14/11	Sold 20 Shs 06/13/11 @ 21.36	427.20	-356.00	71.20
06/24/11	Sold 50 Shs 06/23/11 @ 21.61	1,080.49	-890.77	189.72
12/16/11	Long Term Capital Gains Dist At \$ 1.122 Per Share	904.84		904.84
12/16/11	Short Term Capital Gains Dist At \$.363 Per Share	292.51		292.51
<b>Artisan Sml Cap Val Fd #963</b>				
04/13/11	Sold 23 Shs 04/12/11 @ 18.05	415.15	-386.63	28.52
05/11/11	Sold 12 Shs 05/10/11 @ 18.52	222.24	-190.44	31.80
06/13/11	Sold 6 Shs 06/10/11 @ 17.24	103.44	-95.22	8.22
06/14/11	Sold 12 Shs 06/13/11 @ 17.17	206.04	-201.72	4.32
06/24/11	Sold 30 Shs 06/23/11 @ 17.61	528.30	-476.10	52.20
12/16/11	Long Term Capital Gains Dist At \$ 1.059 Per Share	510.12		510.12
12/16/11	Short Term Capital Gains Dist At \$.288 Per Share	138.90		138.90
<b>Federated HI Yld Bd-Inst Fd#0900</b>				
04/13/11	Sold 39 Shs 04/12/11 @ 10.11	394.29	-384.93	9.36
05/11/11	Sold 20 Shs 05/10/11 @ 10.16	203.20	-197.40	5.80



SOUTHERN HILLS COUNTRY CLUB CHAR FDN

Account Number:  
Statement Period:61-0099-01-2  
01/01/11 - 12/31/11**Sales**

Date		Cash	Cost	Gain/Loss
06/13/11	Sold 10 Shs 06/10/11 @ 10.01	100 10	-98 70	1 40
06/14/11	Sold 20 Shs 06/13/11 @ 9.99	199 80	-197 40	2 40
06/24/11	Sold 50 Shs 06/23/11 @ 9.91	495 50	-493 50	2 00
12/06/11	Long Term Capital Gains Dist At \$ .086 Per Share	70 20		70.20
12/06/11	Short Term Capital Gains Dist At \$ .016 Per Share	13 78		13 78
<b>Fidelity Contrafund Inc Fd#0022</b>				
02/07/11	Short Term Capital Gains Dist At \$ .085 Per Share	41 81		41 81
04/13/11	Sold 20 Shs 04/12/11 @ 70 05	1,401 00	-912 75	488 25
05/11/11	Sold 10 Shs 05/10/11 @ 72.08	720 80	-444 60	276.20
06/13/11	Sold 5 Shs 06/10/11 @ 67.74	338.70	-222.30	116 40
06/14/11	Sold 10 Shs 06/13/11 @ 67.58	675 80	-677 51	-1 71
06/24/11	Sold 26 Shs 06/23/11 @ 68 33	1,776 58	-1,155 96	620 62
12/19/11	Short Term Capital Gains Dist At \$ .067 Per Share	28 24		28 24
<b>Harbor International-Instl Fd#2011</b>				
04/13/11	Sold 16 Shs 04/12/11 @ 63.82	1,021.12	-637.44	383 68
05/11/11	Sold 8 Shs 05/10/11 @ 65.48	523.84	-456.80	67 04
06/13/11	Sold 4 Shs 06/10/11 @ 62.55	250 19	-228 40	21 79
06/14/11	Sold 8 Shs 06/13/11 @ 62.78	502 24	-318 72	183.52
06/24/11	Sold 21 Shs 06/23/11 @ 61.93	1,300 52	-1,199.10	101.42
<b>Ishares Barclays Aggregate Bond Fund</b>				
04/14/11	Sold 6 Shs 04/11/11 To Investment Technology Group @ 104.62	627 40	-599 82	27.58
05/13/11	Sold 3 Shs 05/10/11 To Investment Technology Group @ 106.67	319 85	-299 91	19.94
06/15/11	Sold 1 Shs 06/10/11 To Investment Technology Group @ 107.58	107.52	-99 97	7 55

SOUTHERN HILLS COUNTRY CLUB CHAR FDN

Account Number:  
Statement Period:

61-0099-01-2  
01/01/11 - 12/31/11

**Sales**

Date		Cash	Cost	Gain/Loss
06/16/11	Sold 3 Shs 06/13/11 To Investment Technology Group @ 107.45	322.31	-313.65	8.66
06/28/11	Sold 7 Shs 06/23/11 To Investment Technology Group @ 107.6	752.83	-699.79	53.04
12/08/11	Long Term Capital Gains Dist At \$.083 Per Share	9.63		9.63
12/08/11	Short Term Capital Gains Dist At \$.251 Per Share	28.97		28.97
<b>Ishares Iboxx \$ Investment Grade Corporate Bd Fd</b>				
04/14/11	Sold 11 Shs 04/11/11 To Investment Technology Group @ 108.05	1,187.97	-1,123.21	64.76
05/13/11	Sold 5 Shs 05/10/11 To Investment Technology Group @ 110.69	553.18	-530.55	22.63
06/15/11	Sold 3 Shs 06/10/11 To Investment Technology Group @ 110.83	332.33	-318.33	14.00
06/16/11	Sold 6 Shs 06/13/11 To Investment Technology Group @ 110.7	664.12	-612.66	51.46
06/28/11	Sold 14 Shs 06/23/11 To Investment Technology Group @ 111.05	1,553.97	-1,485.53	68.44
<b>Ishares S&amp;P Midcap 400 Fd</b>				
04/14/11	Sold 9 Shs 04/11/11 To Investment Technology Group @ 97.85	880.18	-478.80	401.38
05/13/11	Sold 4 Shs 05/10/11 To Investment Technology Group @ 100.43	401.51	-332.56	68.95
06/15/11	Sold 2 Shs 06/10/11 To Investment Technology Group @ 93.37	186.63	-166.28	20.35
06/16/11	Sold 4 Shs 06/13/11 To Investment Technology Group @ 93.32	373.23	-212.80	160.43
06/28/11	Sold 11 Shs 06/23/11 To Investment Technology Group @ 93.58	1,028.81	-914.54	114.27
<b>Lazard Emrg Mkts-Inst Fd#0638</b>				
04/13/11	Sold 64 Shs 04/12/11 @ 21.82	1,396.48	-688.64	707.84

SOUTHERN HILLS COUNTRY CLUB CHAR FDN

Account Number:  
Statement Period:

61-0099-01-2  
01/01/11 - 12/31/11

**Sales**

Date		Cash	Cost	Gain/Loss
05/11/11	Sold 32 Shs 05/10/11 @ 21.94	702.08	-632.32	69.76
06/13/11	Sold 16 Shs 06/10/11 @ 21.19	339.04	-316.16	22.88
06/14/11	Sold 33 Shs 06/13/11 @ 21.22	700.26	-355.08	345.18
06/24/11	Sold 81 Shs 06/23/11 @ 21.04	1,704.24	-1,600.56	103.68
12/29/11	Long Term Capital Gains Dist At \$ .480 Per Share	632.35		632.35
<b>Msif Midcap Growth-Instl Fd#8128</b>				
04/13/11	Sold 21 Shs 04/12/11 @ 40.82	857.22	-782.25	74.97
05/11/11	Sold 10 Shs 05/10/11 @ 42.3	423.00	-372.50	50.50
06/13/11	Sold 5 Shs 06/10/11 @ 39.63	198.15	-186.25	11.90
06/14/11	Sold 11 Shs 06/13/11 @ 39.49	434.39	-409.75	24.64
06/24/11	Sold 27 Shs 06/23/11 @ 40.08	1,082.16	-1,005.75	76.41
12/19/11	Long Term Capital Gains Dist At \$ 1.741 Per Share	761.18		761.18
12/19/11	Short Term Capital Gains Dist At \$ .087 Per Share	38.39		38.39
<b>Neub Berm Genesis-Instl Fd#1229</b>				
04/13/11	Sold 9 Shs 04/12/11 @ 49.42	444.78	-235.08	209.70
05/11/11	Sold 4 Shs 05/10/11 @ 50.97	203.88	-165.40	38.48
06/13/11	Sold 2 Shs 06/10/11 @ 47.86	95.72	-82.70	13.02
06/14/11	Sold 4 Shs 06/13/11 @ 47.57	190.28	-104.48	85.80
06/24/11	Sold 11 Shs 06/23/11 @ 48.63	534.93	-454.85	80.08
12/19/11	Long Term Capital Gains Dist At \$ 1.101 Per Share	196.04		196.04
<b>Pimco Total Return-Inst Fd#0035</b>				
04/13/11	Sold 182 Shs 04/12/11 @ 10.93	1,989.26	-1,904.36	84.90
05/11/11	Sold 91 Shs 05/10/11 @ 11.04	1,004.64	-1,008.28	-3.64
06/13/11	Sold 46 Shs 06/10/11 @ 11.03	507.38	-509.68	-2.30
06/14/11	Sold 94 Shs 06/13/11 @ 11.03	1,036.82	-974.78	62.04

SOUTHERN HILLS COUNTRY CLUB CHAR FDN

Account Number:  
Statement Period:

61-0099-01-2  
01/01/11 - 12/31/11

**Sales**

Date		Cash	Cost	Gain/Loss
06/24/11	Sold 233 Shs 06/23/11 @ 11.01	2,565.34	-2,581.64	-16.30
	<b>T Rowe Price New Horizons Fd#0042</b>			
04/13/11	Sold 12 Shs 04/12/11 @ 36.41	436.92	-397.68	39.24
05/11/11	Sold 6 Shs 05/10/11 @ 38.1	228.60	-175.98	52.62
06/13/11	Sold 3 Shs 06/10/11 @ 35.24	105.72	-87.99	17.73
06/14/11	Sold 6 Shs 06/13/11 @ 35.14	210.84	-198.84	12.00
06/24/11	Sold 15 Shs 06/23/11 @ 36.16	542.40	-439.95	102.45
12/16/11	Long Term Capital Gains Dist At \$ 4.170 Per Share	1,046.46		1,046.46
12/16/11	Short Term Capital Gains Dist At \$ .370 Per Share	92.85		92.85
	<b>Templeton Global Bd-Adv Fd#0616</b>			
04/13/11	Sold 131 Shs 04/12/11 @ 13.81	1,809.11	-1,498.64	310.47
05/11/11	Sold 65 Shs 05/10/11 @ 13.95	906.75	-879.45	27.30
06/13/11	Sold 33 Shs 06/10/11 @ 13.85	457.05	-446.49	10.56
06/14/11	Sold 67 Shs 06/13/11 @ 13.85	927.95	-766.48	161.47
06/24/11	Sold 167 Shs 06/23/11 @ 13.75	2,296.25	-2,259.51	36.74
12/19/11	Long Term Capital Gains Dist At \$ .079 Per Share	214.13		214.13
	<b>Vanguard Instl Indx-Instl Fd#0094</b>			
04/13/11	Sold 17 Shs 04/12/11 @ 120.28	2,044.76	-1,384.65	660.11
05/11/11	Sold 9 Shs 05/10/11 @ 124.32	1,118.88	-998.64	120.24
06/13/11	Sold 4 Shs 06/10/11 @ 116.69	466.76	-443.84	22.92
06/14/11	Sold 9 Shs 06/13/11 @ 116.81	1,051.29	-733.05	318.24
06/24/11	Sold 22 Shs 06/23/11 @ 117.93	2,594.46	-2,441.12	153.34
	<b>Vanguard S/T Bd Indx-Sig Fd#1349</b>			
03/23/11	Long Term Capital Gains Dist At \$ .007 Per Share	21.96		21.96
03/23/11	Short Term Capital Gains Dist At \$ .001 Per Share	3.14		3.14

990 -PF attachment

page 6 of 6

**SOUTHERN HILLS COUNTRY CLUB CHAR FDN**

**Account Number:**  
**Statement Period:**

61-0099-01-2  
01/01/11 - 12/31/11

**Sales**

Date		Cash	Cost	Gain/Loss
04/13/11	Sold 130 Shs 04/12/11 @ 10.52	1,367.60	-1,306.88	60.72
05/11/11	Sold 64 Shs 05/10/11 @ 10.59	677.76	-643.20	34.56
06/13/11	Sold 33 Shs 06/10/11 @ 10.65	351.45	-331.65	19.80
06/14/11	Sold 67 Shs 06/13/11 @ 10.65	713.55	-708.19	5.36
06/24/11	Sold 165 Shs 06/23/11 @ 10.66	1,758.90	-1,658.25	100.65
12/23/11	Long Term Capital Gains Dist At \$ .041 Per Share	109.88		109.88
12/23/11	Short Term Capital Gains Dist At \$ .008 Per Share	21.44		21.44
<b>Total Assets Sold/Matured</b>		<b>74,667.89</b>	<b>-59,593.97</b>	<b>15,073.92</b>

**Net Sweep Sales**

**BOK Short-Term Cash Fund I**

12/31/11	Sales (19) 01/01/11 To 12/31/11	202,560.08	-202,560.08
<b>Total Net Sweep Sales</b>		<b>202,560.08</b>	<b>-202,560.08</b>
<b>Total Sales</b>		<b>277,227.97</b>	<b>-262,154.05</b>

**For Your Information**

\*\* THIS STATEMENT IS NOT AN OFFICIAL STATEMENT FOR TAX REPORTING PURPOSES. \*\*  
 \*\* ASSET MARKET VALUES REPORTED ON THIS STATEMENT - PUBLICLY TRADED SECURITIES ARE VALUED IN ACCORDANCE WITH MARKET QUOTATIONS OR VALUATIONS FROM INDUSTRY SERVICES BELIEVED RELIABLE. NON-PUBLICLY TRADED SECURITIES AND NON-SECURITY ASSETS REFLECT VALUES FROM OTHER THIRD-PARTY SOURCES OR INTERNALLY GENERATED VALUATIONS WHICH MAY BE AS OF A DATE PRIOR TO THE STATEMENT DATE. ASSETS FOR WHICH A CURRENT VALUE IS NOT AVAILABLE MAY NOT BE PRICED, MAY BE REFLECTED AS NOT VALUED OR AT A NOMINAL VALUE OF \$1.00. VALUES SHOWN DO NOT NECESSARILY REFLECT PRICES AT WHICH ASSETS COULD HAVE BEEN BOUGHT OR SOLD. \*\*\* THIS STATEMENT REPORTS ALL ACTIVITY OCCURRING IN THE ACCOUNT DURING THE REPORTING PERIOD. PLEASE PROMPTLY REVIEW THE STATEMENT AND REPORT TO US ANY MATTERS ABOUT WHICH YOU HAVE QUESTIONS OR BELIEVE TO BE AN ERROR OR OMISSION. IF YOU DO NOT NOTIFY US IN WRITING OF ANY SUSPECTED ERROR WITHIN SIXTY DAYS OF RECEIVING THIS STATEMENT, YOU WILL BE DEEMED TO HAVE REVIEWED AND CONSENTED TO ALL ACTIVITY REPORTED HEREIN.

Application for Extension of Time To File an  
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

► 

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

► 

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print	Name of exempt organization or other filer, see instructions <b>SOUTHERN HILLS COUNTRY CLUB CHARITABLE FOUNDATION INC</b>	Employer identification number (EIN) or <b><input checked="" type="checkbox"/> 73-1462475</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>P.O. BOX 702298</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>TULSA, OK 74170-2298</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MARK SOUTHARD**

- The books are in the care of ► **P.O. BOX 702298 – TULSA, OK 74170-2298**

Telephone No ► **(918) 492-3351** FAX No. ► 

- If the organization does not have an office or place of business in the United States, check this box

► 

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

**AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for

►  calendar year **2011** or►  tax year beginning , and ending .2 If the tax year entered in line 1 is for less than 12 months, check reason  Initial return  Final return Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$ <b>202.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$ <b>260.</b>
<b>c</b> Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$ <b>0.</b>

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)