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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

**The Margueritte B. Piers Living Free
Sanctuary for Animals and Nature Conserv**

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

A Employer identification number

73-1576163

Room/suite

PO Box 1086

City or town, state, and ZIP code

Ardmore, OK 73402-1086

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 **483719.** (Part I, column (d) must be on cash basis.) J Accounting method: Cash Accrual
 (from Part II, col (c), line 16) Other (specify)

B Telephone number

580.223.7739

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► Foreign organizations meeting the 85% test,
2. check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► **Part I Analysis of Revenue and Expenses**

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

		(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	31444.			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	16665.	15557.	16665.	Statement 1
4	Dividends and interest from securities	4558.	4558.	4558.	Statement 2
5a	Gross rents	100.	100.	100.	Statement 3
b	Net rental income or (loss)	100.			
6a	Net gain or (loss) from sale of assets not on line 10	88.			
b	Gross sales price for all assets on line 6a	88.			
7	Capital gain net income (from Part IV, line 2)	1.	88.	0.	
8	Net short-term capital gain	1.		0.	
9	Income modifications	121.			
10a	Gross sales less returns and allowances	174508.	NOV 10 2012		Statement 4
b	Less Cost of goods sold	14580.			Statement 5
c	Gross profit or (loss)	159928.		159928.	
11	Other income				
12	Total. Add lines 1 through 11	212783.	20303.	181251.	
13	Compensation of officers, directors, trustees, etc	50977.	10000.	0.	40977.
14	Other employee salaries and wages	85906.	0.	0.	85906.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	9076.	1000.	0.	8076.
c	Other professional fees				
17	Interest	1.	0.	0.	0.
18	Taxes	11692.	1014.	0.	10678.
19	Depreciation and depletion	56742.	0.	34056.	
20	Occupancy	24844.	0.	0.	24844.
21	Travel, conferences, and meetings	5152.	0.	0.	5152.
22	Printing and publications				
23	Other expenses	76803.	836.	0.	75967.
24	Total operating and administrative expenses. Add lines 13 through 23	321193.	12850.	34056.	251600.
25	Contributions, gifts, grants paid	0.			0.
26	Total expenses and disbursements. Add lines 24 and 25	321193.	12850.	34056.	251600.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<108410. >			
b	Net investment income (if negative, enter -0-)		7453.		
c	Adjusted net income (if negative, enter -0-)			147195.	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	21161.	23812.	22416.
2	Savings and temporary cash investments	141536.		
3	Accounts receivable ► 29172.		29172.	
	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 Stmt 10	37114.		
b	Investments - corporate stock Stmt 10	147614.	127722.	0.
c	Investments - corporate bonds Stmt 11	250000.	250000.	0.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	31230.		
14	Land, buildings, and equipment: basis ► 654013.			
	Less accumulated depreciation Stmt 12 ► 266719.	313835.	387294.	436295.
15	Other assets (describe ► Statement 13)	18756.	16256.	25008.
16	Total assets (to be completed by all filers)	961246.	834256.	483719.
17	Accounts payable and accrued expenses	2750.	2852.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable	11328.		
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	14078.	2852.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.
29	Retained earnings, accumulated income, endowment, or other funds	947168.	831404.	
30	Total net assets or fund balances	947168.	831404.	
31	Total liabilities and net assets/fund balances	961246.	834256.	

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	947168.
2	Enter amount from Part I, line 27a	2	<108410.>
3	Other increases not included in line 2 (itemize) ►	3	88.
4	Add lines 1, 2, and 3	4	838846.
5	Decreases not included in line 2 (itemize) ► <u>Long Term Capital Gain Losses</u>	5	7442.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	831404.

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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.)
1a Capital Gains Dividends					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 88.			88.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			88.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	88.	
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			3	0.	

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

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

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

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

Yes No

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

1 Enter the appropriate amount in each column for each year; see 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 (col. (b) divided by col. (c))
2010	292057.	0.	.000000
2009	280954.	0.	.000000
2008	311727.	0.	.000000
2007	244573.	0.	.000000
2006	201556.	0.	.000000
			2 .000000
			3 .000000
			4 489545.
			5 0.
			6 75.
			7 75.
			8 251600.

2 Total of line 1, column (d)

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

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

5 Multiply line 4 by line 3

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

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

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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

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

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

6a	
6b	
6c	
6d	
7	0.
8	
9	75.
10	
11	

Refunded ►

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		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

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

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

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

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

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*

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

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?

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?

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

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

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

OK

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

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

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

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
N/A		
6	X	
7	X	
8b	X	
9	X	
10	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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14 The books are in care of ► <u>Chambers, Jackson and Fox, PC</u> Telephone no. ► <u>580-223-1877</u> Located at ► <u>129 C Street NW, Ardmore, OK</u> ZIP+4 ► <u>73401</u>		
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	<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	<input checked="" type="checkbox"/>
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 ► _____, _____, _____, _____, _____		
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	
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?	<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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	<input checked="" type="checkbox"/>
	4b	<input checked="" type="checkbox"/>

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 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

6b

X

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

If "Yes" to 6b, file Form 8870

Yes No

N/A

7b

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

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

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		50977.	0.	0.

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

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

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

►

0

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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
NONE		

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

►

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

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2	N/A	0.
3	N/A	0.
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	32000.
b	Average of monthly cash balances	1b	15000.
c	Fair market value of all other assets	1c	450000.
d	Total (add lines 1a, b, and c)	1d	497000.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	497000.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7455.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	489545.
6	Minimum investment return. Enter 5% of line 5	6	24477.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	251600.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	251600.
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	75.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	251525.

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)**N/A**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years: _____ , _____ , _____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ _____				
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				
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				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

► 03/21/01

 4942(j)(3) or 4942(j)(5)

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

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
24477.	0.	0.	0.	0.	24477.
20805.	0.	0.	0.	0.	20805.
251600.	292203.	281212.	311975.	1136990.	
0.	0.	0.	0.	0.	0.
251600.	292203.	281212.	311975.	1136990.	
					0.
					0.
16318.	0.	0.	0.	0.	16318.
					0.
					0.
					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

Barbara Woodruff, 405-329-3416
PO Box 720958, Norman, OK 73070-4742

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

N/A

c Any submission deadlines:

N/A

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

N/A

The Margueritte B. Piers Living Free
Sanctuary for Animals and Nature Conserv

Form 990-PF (2011)

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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
Name and address (home or business)				
<i>a Paid during the year</i>				
None				
Total				► 3a 0
<i>b Approved for future payment</i>				
None				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	523000	16665.			
4 Dividends and interest from securities	523000	4558.			
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	531190	100.			
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	88.			
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory	211110	159928.			
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		181339.		0.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	181339.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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

The Margueritte B. Piers Living Free
Sanctuary for Animals and Nature Conserv

Employer identification number

73-1576163

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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

The Margueritte B. Piers Living Free
Sanctuary for Animals and Nature Conserv

Employer identification number

73-1576163

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	Howard Woodruff PO Box 720958 Norman, OK 73070-4742	\$ 31444.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

The Margueritte B. Piers Living Free
Sanctuary for Animals and Nature Conserv

Employer identification number

73-1576163

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

Name of organization

**The Margueritte B. Piers Living Free
Sanctuary for Animals and Nature Conserv**

Employer identification number

73-1576163

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.

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

2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	Furniture & Fixtures											
2	Furniture and Fixtures	103100200DB5.00	17		1000.				1000.	1000.	0.	0.
2	Furniture and Fixtures	073100200DB5.00	17		938.				938.	938.	0.	0.
5	Furniture and Fixtures	052606200DB3.00	17		4076.				4076.	4076.	0.	0.
16	COMPUTER											
17	Furniture and Fixtures	070106200DB3.00	17		1694.				1694.	1694.	0.	0.
18	Furniture and Fixtures	080106200DB3.00	17		3496.				3496.	3496.	0.	0.
19	Furniture and Fixtures	120806200DB3.00	17		7990.				7990.	7990.	0.	0.
	HOUSEHOLD											
24	FURNISHINGS & ANTIQ	010106200DB4.00	17		23343.				23343.	23343.	0.	0.
27	Furniture and Fixtures	071307200DB4.00	17		759.				759.	700.	59.	59.
28	Mattress	110907200DB4.00	17		543.				543.	484.	59.	59.
29	Furniture and Fixtures	112707200DB4.00	17		5974.				5974.	5321.	653.	653.
30	Furniture and Fixtures	120307200DB4.00	17		783.				783.	698.	85.	85.
31	Furniture and Fixtures	121707200DB4.00	17		1542.				1542.	1374.	168.	168.
34	ELECTRONICS	021908200DB3.00	17		1046.				523.	515.	8.	8.
352	CHESTS	073008200DB3.00	17		664.				332.	304.	28.	28.
36	WASHER & DRYER	101008200DB3.00	17		1649.				825.	824.	740.	84.
43	COMPUTER	050609200DB3.00	17		1287.				644.	643.	518.	91.
	* 990-PF Pg 1 Total				56784.				2324.	54460.	53191.	0.
	Furniture & Fixtur											1235.

2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Of Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	Machinery & Equipment											
7	TRACTOR	073101200DB5.00	17		4599.				4599.			0.
7	TRACTOR Security Gate 9 Replacement	032004200DB4.00	17		944.				472.			472.
10	42" Lawn Tractor	063004200DB4.00	17		1078.				539.			539.
12	RANCH EQUIPMENT	072105200DB4.00	17		1500.				1500.			0.
20	MOWER/EDGER TRACTOR AND 21 BRUSHHOG	040106200DB4.00	17		1999.				1999.			0.
041506200DB4.00					12200.				12200.			0.
22	FEED BUCKETS	042306200DB3.00	17		2426.				2426.			0.
23	18' TRAILER	052506200DB3.00	17		1375.				1375.			0.
25	Security Equipment	011807200DB3.00	17		1381.				1381.			0.
26	Kitchen Equipment	041707200DB3.00	17		314.				314.			0.
32	Ranch Equipment	020107200DB3.00	17		4367.				4367.			0.
33	Zero Turn Mower	100107200DB3.00	17		3853.				3853.			0.
37	Farm Equipment	031108200DB3.00	17		1209.				604.			9.
38	Lawnmower	042108200DB3.00	17		2070.				1035.			55.
42	TRACTOR	102009200DB3.00	17		25000.				12500.			2546.
44	DISC HUSTLER FASTRACK	092809200DB3.00	17		7341.				3671.			611.
45	MOWER	040910200DB3.00	17		6700.				6700.			2605.

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
46BALE SPIKE		0609102000DB3.00	17	625.		625.	260.					243.
47EQUIPMENT		0819102000DB3.00	17	1600.		1600.	400.					800.
48SECURITY CAMERAS		0910102000DB3.00	17	9492.		9492.	2373.					4746.
60Trailer		022111SL	3.00	19B	10600.		10600.					3092.
61Feeder		010411SL	3.00	19B	1200.		1200.					350.
62Heavy Bilt Bin		030111SL	3.00	19B	7195.		7195.					2099.
63Lawn Mower		032311SL	3.00	19B	225.		225.					66.
64Fencing & Corrals		060111SL	4.00	19C	57225.		57225.					8941.
* 990-PF Pg 1 Total					166518.		147696.					27174.
Machinery & Equipment							53859.					
Transportation												
Equipment												
1998 Green	3Chevrolet Pickup	06300002000DB5.00	21	18449.		18449.	18449.					0.
1989 GMAC Sierra	4Pickup	0731002000DB5.00	21	2200.		2200.	2200.					0.
112006 Toyota Avalon		1004052000DB3.00	21	34846.		34846.	15479.					1675.
154 WHEELER		0923062000DB3.00	17	4300.		4300.	4300.					0.
40BRONCO		0710082000DB3.00	17	2500.		1250.	1250.					104.
49FEED TRUCK		1221102000DB3.00	17	2595.			2595.					1586.
552006 CHEVY FLATBED		1212102000DB3.00	17	7522.			7522.					4597.
57Hummer		031811SL	3.00	19B	19924.		19924.					5811.

2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Of Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
582006	Hummer	062911SL	3.00	19B	26532.			26532.				5528.
* 990-PF Pg 1 Total	Transportation Equ				118868.		1250.	117618.	42417.	0.	0.	19301.
Land					251000.			251000.	0.	0.	0.	0.
1Land		063000L			251000.		0.	251000.	0.	0.	0.	0.
* 990-PF Pg 1 Total	Land											
Other												
6Land IMPROVEMENTS		0731002000DB7.00	17	28694.			28694.	28694.			0.	0.
13HORSE		0807052000DB3.00	17	2000.			2000.	2000.			0.	0.
14IMPROVEMENTS		0630062000DB4.00	17	4550.			4550.	4550.			0.	0.
50IMPROVEMENTS		0701102000DB4.00	17	1300.			1300.	244.			528.	528.
51IMPROVEMENTS		0708102000DB4.00	17	12500.			12500.	2344.			5078.	5078.
52DOORS		1101102000DB4.00	17	2000.			2000.	125.			938.	938.
53IMPROVEMENTS		1105102000DB4.00	17	1500.			1500.	94.			703.	703.
54IMPROVEMENTS		1108102000DB4.00	17	1000.			1000.	63.			469.	469.
Dozer Work		062111SL	4.00	19C	4500.			4500.			703.	703.
56Improvements		010311SL	4.00	19C	2800.			2800.			613.	613.
59Improvements					60844.		0.	60844.	38114.	0.	0.	9032.
* 990-PF Pg 1 Total												56742.
Other												
* Grand Total												
990-PF Pg 1 Depr					654014.		22396.	631618.	187581.	0.	0.	56742.

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CHARLES SCHWAB	875.
Landmark	147.
Morgan Stanley	15643.
Total to Form 990-PF, Part I, line 3, Column A	16665.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CHARLES SCHWAB	319.	0.	319.
Foreign Tax	18.	0.	18.
Morgan Stanley	4309.	88.	4221.
Total to Fm 990-PF, Part I, ln 4	4646.	88.	4558.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Surface Rents	1	100.
Total to Form 990-PF, Part I, line 5a		100.

Form 990-PF

Income and Cost of Goods Sold
Included on Part I, Line 10

Statement 4

Income

1. Gross receipts	174508
2. Returns and allowances	
3. Line 1 less line 2	174508
4. Cost of goods sold (line 15)	14580
5. Gross profit (line 3 less line 4)	159928
6. Other Income	
7. Gross Income (add lines 5 and 6)	159928

Cost of Goods Sold

8. Inventory at beginning of year	
9. Merchandise purchased	
10. Cost of labor	
11. Materials and supplies	
12. Other costs	14580
13. Add lines 8 through 12	14580
14. Inventory at end of year	
15. Cost of goods sold (line 13 less line 14) . .	14580

Form 990-PF

Cost of Goods Sold - Other Costs

Statement 5

Description	Amount
Gross Production Tax	12080.
Cost Depletion	2500.
Total Other Costs	14580.

Form 990-PF

Accounting Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	9076.	1000.	0.	8076.
To Form 990-PF, Pg 1, ln 16b	9076.	1000.	0.	8076.

Form 990-PF

Taxes

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll	10937.	850.	0.	10087.
Ad Valorem	591.	0.	0.	591.
Foreign Taxes	18.	18.	0.	0.
Other Tax	146.	146.	0.	0.
To Form 990-PF, Pg 1, ln 18	11692.	1014.	0.	10678.

Form 990-PF

Other Expenses

Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Supplies	15246.	0.	0.	15246.
Insurance	14848.	0.	0.	14848.
Contract Labor	2800.	0.	0.	2800.
Dues/Subscriptions	151.	0.	0.	151.
Farm Auto	3950.	0.	0.	3950.

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Repairs and Maintenance	29265.	0.	0.	29265.
Miscellaneous	2804.	0.	0.	2804.
Feed & Vet	6649.	0.	0.	6649.
Postage	154.	0.	0.	154.
Advisor Fees	262.	262.	0.	0.
Loss On LLC	574.	574.	0.	0.
Donations	100.	0.	0.	100.
To Form 990-PF, Pg 1, ln 23	76803.	836.	0.	75967.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	9
-------------	--	-----------	---

Description	Amount
Long Term Capital Gain Dividend Distributions	88.
Total to Form 990-PF, Part III, line 3	88.

Form 990-PF	Corporate Stock	Statement	10
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
Stocks	127722.	0.
Total to Form 990-PF, Part II, line 10b	127722.	0.

Form 990-PF	Corporate Bonds	Statement	11
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
Corporate Fixed Income	250000.	0.
Total to Form 990-PF, Part II, line 10c	250000.	0.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 12

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	251000.	0.	251000.
Furniture and Fixtures	1000.	1000.	0.
1998 Green Chevrolet Pickup	18449.	18449.	0.
1989 GMAC Sierra Pickup	2200.	2200.	0.
Furniture and Fixtures	938.	938.	0.
Land IMPROVEMENTS	28694.	28694.	0.
TRACTOR	4599.	4599.	0.
Security Gate Replacement	944.	1416.	<472. >
42" Lawn Tractor	1078.	1617.	<539. >
2006 Toyota Avalon	34846.	17154.	17692.
RANCH EQUIPMENT	1500.	1500.	0.
hORSE	2000.	2000.	0.
IMPROVEMENTS	4550.	4550.	0.
4 WHEELER	4300.	4300.	0.
COMPUTER	4076.	4076.	0.
FURNiture and Fixtures	1694.	1694.	0.
Furniture and Fixtures	3496.	3496.	0.
FURNiture and Fixtures	7990.	7990.	0.
MOWER/EDGER	1999.	1999.	0.
TRACTOR AND BRUSHHOG	12200.	12200.	0.
FEED BUCKETS	2426.	2426.	0.
18' TRAILER	1375.	1375.	0.
HOUSEHOLD FURNISHINGS &			
ANTIQUES	23343.	23343.	0.
Security Equipment	1381.	1381.	0.
Kitchen Equipment	314.	314.	0.
Furniture and Fixtures	759.	759.	0.
Mattress	543.	543.	0.
Furniture and Fixtures	5974.	5974.	0.
Furniture and Fixtures	783.	783.	0.
Furniture and Fixtures	1542.	1542.	0.
RanCH EQUIPMENT	4367.	4367.	0.
Zero Turn Mower	3853.	3853.	0.
ELECTRONICS	1046.	1046.	0.
2 CHESTS	664.	664.	0.
WASHER & DRYER	1649.	1649.	0.
FARM EQUIPMENT	1209.	1209.	0.
LAWNMOWER	2070.	2070.	0.
BRONCO	2500.	2500.	0.
TRACTOR	25000.	23727.	1273.
COMPUTER	1287.	1253.	34.
DISC	7341.	7035.	306.
HUSTLER FASTRACK MOWER	6700.	5397.	1303.
BALE SPIKE	625.	503.	122.
EQUIPMENT	1600.	1200.	400.
SECURITY CAMERAS	9492.	7119.	2373.
FEED TRUCK	2595.	1802.	793.

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IMPROVEMENTS	1300.	772.	528.
IMPROVEMENTS	12500.	7422.	5078.
DOORS	2000.	1063.	937.
IMPROVEMENTS	1500.	797.	703.
IMPROVEMENTS	1000.	532.	468.
2006 CHEVY FLATBED	7522.	5224.	2298.
Dozer Work Improvements	4500.	703.	3797.
Hummer	19924.	5811.	14113.
2006 Hummer	26532.	5528.	21004.
Improvements	2800.	613.	2187.
Trailer	10600.	3092.	7508.
Feeder	1200.	350.	850.
Heavy Bilt Bin	7195.	2099.	5096.
Lawn Mower	225.	66.	159.
Fencing & Corrals	57225.	8941.	48284.
Total To Fm 990-PF, Part II, ln 14	654014.	266719.	387295.

Form 990-PF	Other Assets	Statement 13	
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Leasehold Costs Producing	18748.	16248.	25000.
Non-Producing Leasehold Costs	8.	8.	8.
To Form 990-PF, Part II, line 15	18756.	16256.	25008.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 14

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Howard L. Woodruff P.O. Box 720958 Norman, OK 730704742	Member, Director, Pres. 0.00	0.	0.	0.
Barbara L. Woodruff P.O. Box 720958 Norman, OK 730704742	Member, Director, Sec/Trea 0.00	0.	0.	0.
Barbara L. Woodruff P.O. Box 720958 Norman, OK 730704742	Executive Director 20.00	50977.	0.	0.
Dr. Doug Nightengale, DVM 1115 Pairie Valley Road Ardmore, OK 73401	Member, Director 0.00	0.	0.	0.
James A. Chambers P.O. Box 1171 Ardmore, OK 734021171	Member, Director 0.00	0.	0.	0.
Linda J. Chambers 2208 Ridgeway Ardmore, OK 734021171	Member, Director 0.00	0.	0.	0.
G. M. Richardson 129 "C" Street NW Ardmore, OK 73401	Member, Director 0.00	0.	0.	0.
James Louis Kee-Rees P.O. Box 720958 Norman, OK 730704742	Member, Director 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		50977.	0.	0.