Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning OCT 1, 2011 , and ending SEP 30, 2012

Name of foundation: MARY & JAMES HARRISON FOUNDATION

A Employer identification number: 27-4461173

Number and street (or P O box number if mail is not delivered to street address): 9520 N MAY AVE - BOK TRUST CO.

Room/suite:

B Telephone number: (405)936-3988

City or town, state, and ZIP code: OKLAHOMA CITY, OK 73120

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 3,374,868.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

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)
Revenue	1 Contributions, gifts, grants, etc., received	1,514.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	57,322.	57,322.		STATEMENT 1
	5a Gross rents	2,285.	2,285.		STATEMENT 2
	b Net rental income or (loss) <2,980.>				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	<157.>			
	b Gross sales price for all assets on line 6a 661,407.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	143,618.	143,618.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	204,582.	203,225.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,618.	13,963.		4,655.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	544.	75.		0.
	b Accounting fees STMT 6	4,425.	0.		4,425.
	c Other professional fees STMT 7	6,354.	0.		6,354.
	17 Interest				
	18 Taxes STMT 8	10,344.	9,225.		0.
	19 Depreciation and depletion	19,094.	19,094.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	5,265.	5,265.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	64,644.	47,622.		15,434.
	25 Contributions, gifts, grants paid	139,000.			139,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	203,644.	47,622.		154,434.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	938.			
	b **Net investment income** (if negative, enter -0-)		155,603.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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		Part II **Balance Sheets** 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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	53,799.	19,574.	19,574.
	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 10	1,026,333.	1,027,600.	1,121,323.
	c	Investments - corporate bonds STMT 11	746,131.	917,828.	957,113.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	1,227,766.	1,235,140.	1,276,858.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	3,054,029.	3,200,142.	3,374,868.
Liabilities	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	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ 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	3,054,029.	3,200,142.	
	30	**Total net assets or fund balances**	3,054,029.	3,200,142.	
	31	**Total liabilities and net assets/fund balances**	3,054,029.	3,200,142.	

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	3,054,029.
2	Enter amount from Part I, line 27a	2	938.
3	Other increases not included in line 2 (itemize) ▶ CONTRIBUTED ASSETS	3	145,175.
4	Add lines 1, 2, and 3	4	3,200,142.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,200,142.

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	BOK ST SECURITIES - SEE ATTACHED	P	VARIOUS	09/30/12
b	BOK LT SECURITIES - SEE ATTACHED	P	VARIOUS	09/30/12
c	CAPITAL GAINS DIVIDENDS			
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	48,386.		48,006.	380.
b	598,190.		613,558.	<15,368.>
c	14,831.			14,831.
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				380.
b				<15,368.>
c				14,831.
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 <157.>

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 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.

(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	104,212.	2,980,195.	.034968
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	.034968
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	.034968
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,240,675.
5	Multiply line 4 by line 3	5	113,320.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,556.
7	Add lines 5 and 6	7	114,876.
8	Enter qualifying distributions from Part XII, line 4	8	154,434.

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

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

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			1	1,556.
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-)			2	0.
3	Add lines 1 and 2			3	1,556.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,556.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,480.		
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	4,480.
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	2,924.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 2,924. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ NONE

14 The books are in care of ▶ BANK OF OKLAHOMA Telephone no. ▶ 405-936-3900

Located at ▶ 9520 N MAY AVE, OKLAHOMA CITY, OK ZIP+4 ▶ 73120

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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 ☒ 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

(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? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

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

(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
ROBERT HARRISON 9520 N MAY AVE OKLAHOMA CITY, OK 73120	EXECUTIVE OFFICER & SECRET 0.00	0.	0.	0.
RUSSELL HARRISON 9520 N MAY AVE OKLAHOMA CITY, OK 73120	EXECUTIVE OFFICER & SECRET 0.00	0.	0.	0.
DAVID HARRISON 9520 N MAY AVE OKLAHOMA CITY, OK 73120	EXECUTIVE OFFICER & SECRET 0.00	0.	0.	0.
JOHN HARRISON 9520 N MAY AVE OKLAHOMA CITY, OK 73120	EXECUTIVE OFFICER & SECRET 0.00	0.	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	
All other program-related investments. See instructions. 3	
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	2,127,211.
b	Average of monthly cash balances	1b	112,782.
c	Fair market value of all other assets	1c	1,050,032.
d	**Total** (add lines 1a, b, and c)	1d	3,290,025.
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	3,290,025.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,350.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,240,675.
6	**Minimum investment return.** Enter 5% of line 5	6	162,034.

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	162,034.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 1,556.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	1,556.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	160,478.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	160,478.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	160,478.

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	154,434.
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	154,434.
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	1,556.
6	***Adjusted qualifying distributions.*** Subtract line 5 from line 4	6	152,878.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				160,478.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,188.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 154,434.				
a Applied to 2010, but not more than line 2a			3,188.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				151,246.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				9,232.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FOCUS ON THE FAMILY PO BOX 2086 OMAHA, NE 68103			CHARITABLE	17,000.
CIRCLE OF CARE PO BOX 467 LINDSAY, OK 73052			RELIGIOUS	10,000.
LINDSAY HIGH SCHOOL 800 W CREEK LINDSAY, OK 73052			EDUCATIONAL	3,000.
OSU FOUNDATION 900 N PORTLAND OKLAHOMA CITY, OK 73107			EDUCATIONAL	35,000.
UNITED METHODIST CHURCH PO BOX 467 LINDSAY, OK 73052			RELIGIOUS	37,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	139,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

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) Exclusion 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					
4 Dividends and interest from securities			14	57,322.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	<2,980.>	
6 Net rental income or (loss) from personal property					
7 Other investment income	211110		15	143,618.	
8 Gain or (loss) from sales of assets other than inventory			14	<157.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		197,803.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 197,803.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee ▶

Date 12-5-12

Title ▶ Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROY W. CHANDLER	Roy W Chandler	11/29/12		P00337443

Firm's name ▶ PETERS & CHANDLER, P.C.

Firm's EIN ▶ 73-1078673

Firm's address ▶ 2601 N.W. EXPRESSWAY 600 EAST
OKLA CITY, OK 73112

Phone no. (405)843-9371

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CHILD CARE CENTER PO BOX 1125 OKLAHOMA CITY, OK 73101			CHARITABLE	1,000.
ZOE MINISTRY 700 WATERFIELD RIDGE PL GARNER, NC 27529			RELIGIOUS	15,000.
INTERNATIONAL MISSIONS BOARD PO BOX 6767 RICHMOND, VA 23230			CHARITABLE	17,000.
REGIONAL FOOD BANK OF OKLAHOMA PO BOX 270968 OKLAHOMA CITY, OK 73137			CHARITABLE	4,000.
Total from continuation sheets				37,000.

123631 08-03-11

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF OKLAHOMA	72,153.	14,831.	57,322.
TOTAL TO FM 990-PF, PART I, LN 4	72,153.	14,831.	57,322.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENT HOUSE	1	2,285.
TOTAL TO FORM 990-PF, PART I, LINE 5A		2,285.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
INSURANCE		1,616.	
REPAIRS & MAINTENANCE		2,148.	
MISCELLANEOUS		1,326.	
UTILITIES		175.	
- SUBTOTAL -	1		5,265.
TOTAL RENTAL EXPENSES			5,265.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<2,980.>

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	101,358.	101,358.	
SURFACE DAMAGE	41,924.	41,924.	
MISCELLANEOUS	316.	316.	
FARM	20.	20.	
TOTAL TO FORM 990-PF, PART I, LINE 11	143,618.	143,618.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	544.	75.		0.
TO FM 990-PF, PG 1, LN 16A	544.	75.		0.

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 FEES	4,425.	0.		4,425.
TO FORM 990-PF, PG 1, LN 16B	4,425.	0.		4,425.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MGMT FEES	6,354.	0.		6,354.
TO FORM 990-PF, PG 1, LN 16C	6,354.	0.		6,354.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAX	1,119.	0.		0.
FEDERAL INCOME TAX	4,459.	4,459.		0.
FEDERAL INCOME TAX ESTIMATES	4,480.	4,480.		0.
FOREIGN TAXES	286.	286.		0.
TO FORM 990-PF, PG 1, LN 18	10,344.	9,225.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,616.	1,616.		0.
REPAIRS & MAINTENANCE	2,148.	2,148.		0.
MISCELLANEOUS	1,326.	1,326.		0.
UTILITIES	175.	175.		0.
TO FORM 990-PF, PG 1, LN 23	5,265.	5,265.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY FUNDS	1,027,600.	1,121,323.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,027,600.	1,121,323.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	917,828.	957,113.
TOTAL TO FORM 990-PF, PART II, LINE 10C	917,828.	957,113.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE	COST	356,000.	364,395.
MINERAL INTERESTS	COST	656,418.	685,637.
MUTUAL FUNDS	COST	222,722.	226,826.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,235,140.	1,276,858.

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TAX PREPARER·         DEP
TRUST ADMINISTRATOR·  BKM                          LEGEND   F - FEDERAL      S - STATE      I - INHERITED
INVESTMENT OFFICER·   482                                   E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION              SHARES    DATE           SALES PRICE          COST BASIS           GAIN/LOSS    TERM  NC
--------------------              ------    ----           -----------          ----------           ---------    ----  --

      2685 2850  AMERICAN AADVANTAGE GROWTH & INC FD - 02368A208 - MINOR = 496
            SOLD                            11/16/2011        50000.00
            ACQ                2685.2850    06/24/2008        50000 00            55558.55            -5558 55    LT15  Y
       165.4850  AMERICAN AADVANTAGE GROWTH & INC FD - 02368A208 - MINOR = 496
            SOLD                            08/14/2012         3500 00
            ACQ                 165.4850    06/24/2008         3500.00             3423 88               76.12    LT15  Y
       166.2230  ARTISAN SML CAP VAL FD #963 - 04314H501 - MINOR = 496
            SOLD                            08/14/2012         2500.00
            ACQ                 166.2230    11/16/2011         2500 00             2729.38             -229 38    ST    Y
       612 9180  ARTISAN MID CAP VALUE      FD#1464 - 04314H709 - MINOR = 496
            SOLD                            11/16/2011        13000.00
            ACQ                 612 9180    07/23/2010        13000.00            11148 98             1851 02    LT15  Y
        95 9230  ARTISAN MID CAP VALUE      FD#1464 - 04314H709 - MINOR = 496
            SOLD                            08/14/2012         2000 00
            ACQ                  95.9230    07/11/2011         2000 00             2094 96              -94 96    LT15  Y
      4615 3850  CAVANAL HILL US LCP EQ INST FD#0049 - 14956P604 - MINOR = 496
            SOLD                            04/19/2012        54507 70
            ACQ                4615.3850    07/23/2010        54507 70            46615 39             7892 31    LT15  Y
        72.0000  CITIGROUP INC - 172967424 - MINOR = 463
            SOLD                            11/16/2011         1970 64
            ACQ                  72 0000    06/24/2008         1970 64            13532 40           -11561 76    LT15  Y
        59 7730  DIAMOND HILL LONG/SHORT-I   FD#0011 - 25264S833 - MINOR = 585
            SOLD                            12/13/2011         1000.00
            ACQ                  59.7730    06/07/2011         1000 00             1005.38               -5 38    ST    Y
       186 4230  FIDELITY LEVERAGED CO STOCK FD#0122 - 316389873 - MINOR = 585
            SOLD                            04/16/2012         5300.00
            ACQ                 186 4230    06/07/2011         5300.00             5458.47             -158 47    ST    Y
       334 2000  HARBOR INTERNATIONAL FUND - 411511306 - MINOR = 497
            SOLD                            11/16/2011        18000.00
            ACQ                 290 2370    06/24/2008        15632.15            19283.35            -3651.20    LT15  Y
                                  3.0000    04/09/2010          161.58              169 26               -7.68    LT15  Y
                                 40.9630    07/23/2010         2206.27             2173.91               32 36    LT15  Y
       300.0000  ISHARES DJ SELECT DIVIDEND FD - 464287168 - MINOR = 478
            SOLD                            05/15/2012        16604 66
            ACQ                 300.0000    07/23/2010        16604 66            13577 70             3026 96    LT15  Y
       460 0000  ISHARES MSCI EAFE VALUE INX FD - 464288877 - MINOR = 478
            SOLD                            11/16/2011        19876 36
            ACQ                 460.0000    07/23/2010        19876 36            20950 70            -1074 34    LT15  Y
       430 0000  ISHARES MSCI EAFE VALUE INX FD - 464288877 - MINOR = 478
            SOLD                            05/15/2012        18097.00
            ACQ                 430 0000    07/23/2010        18097.00            19584 35            -1487 35    LT15  Y
       408.3240  IVY ASSET STRATEGY-I        FD#0473 - 466001864 - MINOR = 585
            SOLD                            04/16/2012        10400.00
            ACQ                 408.3240    09/20/2011        10400.00             9701.78              698 22    ST    Y
       185 8590  IVY ASSET STRATEGY-I        FD#0473 - 466001864 - MINOR = 585
            SOLD                            08/13/2012         4600.00
            ACQ                 185.8590    09/20/2011         4600 00             4416 01              183.99    ST    Y
       489 9560  MFS INT'L NEW DISCOVERY-I   FD#0874 - 552981854 - MINOR = 497
            SOLD                            11/16/2011        10000 00
            ACQ                 489.9560    06/24/2008        10000 00            11317 98            -1317 98    LT15  Y
       828 8870  MFS INT'L NEW DISCOVERY-I   FD#0874 - 552981854 - MINOR = 497
            SOLD                            12/13/2011        16171 59
            ACQ                 724.3150    06/24/2008        14131 39            16731.68            -2600.29    LT15  Y
                                 13 0000    04/09/2010          253 63              258.96               -5.33    LT15  Y
                                 91 5720    12/16/2008         1786.57             1182 20              604.37    LT15  Y
      1844 8460  NEUBERGER BERMAN GENESIS INSTL #1229 - 641233200 - MINOR = 496
            SOLD                            11/16/2011        89456 58
            ACQ                 821 0280    06/24/2008        39811 65            40813 30            -1001 65    LT15  Y
                                  9 0000    04/09/2010          436.41              365 67               70.74    LT15  Y
                                960 8330    07/23/2010        46590 79            37501 31             9089.48    LT15  Y
                                 53 9850    12/15/2008         2617.73             1520 23             1097.50    LT15  Y
        27 1090  NUVEEN MID CAP GRWTH OPP-I FD#2453 - 670690759 - MINOR = 496
            SOLD                            08/14/2012         1250.00
            ACQ                  27 1090    07/14/2011         1250 00             1308.01              -58 01    LT15  Y
       193 7360  OPPENHEIMER DEV MKTS FD-Y FD#0788 - 683974505 - MINOR = 496
            SOLD                            11/16/2011         6000.00
            ACQ                 193.7360    07/11/2011         6000.00             6773.01             -773 01    ST    Y
      2317 0840  OPPENHEIMER DEV MKTS FD-Y FD#0788 - 683974505 - MINOR = 496
            SOLD                            09/13/2012        77367 43
            ACQ                1236.4700    07/11/2011        41285 73            43226.99            -1941.26    LT15  Y
                                864.8030    07/14/2011        28875 77            30000.00            -1124 23    LT15  Y
                                121 6550    04/19/2012         4062 06             4000 00               62 06    ST
                                 94 1560    05/15/2012         3143 87             2900 00              243.87    ST
      9216 5900  PIMCO TOTAL RETURN - 693390700 - MINOR = 592
            SOLD                            11/16/2011       100000 00
            ACQ                9216 5900    07/23/2010       100000.00           104331 80            -4331 80    LT15  Y
      2617 3280  PIMCO COMMOD RR STRAT-INST  FD#0045 - 722005667 - MINOR = 585
            SOLD                            09/13/2012        19054 15
            ACQ                1791 8090    06/07/2011        13044 37            17326 80            -4282.43    LT15  Y
                                  8 1840    12/07/2011           59.58               62 12               -2 54    ST    Y
                                 34 3980    12/07/2011          250 42              261.08              -10.66    ST    Y
                                188 4250    12/13/2011         1371 73             1400 00              -28 27    ST    Y
                                594 5120    04/16/2012         4328 05             3900 00              428 05    ST
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                                                   TRUST YEAR ENDING  09/30/2012

TAX PREPARER·          DEP
TRUST ADMINISTRATOR· BKM                                  LEGEND·  F - FEDERAL     S - STATE     I - INHERITED
INVESTMENT OFFICER·  482                                           E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION          SHARES        DATE            SALES PRICE         COST BASIS           GAIN/LOSS    TERM  NC
--------------------          ------        ----            -----------         ----------           ---------    ----  --

        42 8690  T ROWE PRICE NEW HORIZONS - 779562107 - MINOR = 496
              SOLD                          08/14/2012           1500 00
              ACQ              42.8690      11/16/2011           1500 00           1505.56               -5 56    ST    Y
        44 2480  VANGUARD MIDCAP GRTH IDX-ADM FD#5832 - 921937728 - MINOR = 496
              SOLD                          08/14/2012           1250.00
              ACQ              44.2480      07/14/2011           1250.00           1275.17              -25 17    LT15  Y
      3189 4930  VANGUARD S/T BD INDX-SIG    FD#1349 - 921937850 - MINOR = 593
              SOLD                          09/07/2012          34000.00
              ACQ            3189 4930      07/23/2010          34000 00          33872.42              127 58    LT15  Y
      1876.1730  VANGUARD S/T BD INDX-SIG    FD#1349 - 921937850 - MINOR = 593
              SOLD                          09/19/2012          20000 00
              ACQ            1876.1730      07/23/2010          20000 00          19924 96               75 04    LT15  Y
      3748 8280  VANGUARD S/T BD INDX-SIG    FD#1349 - 921937850 - MINOR = 593
              SOLD                          09/24/2012          40000 00
              ACQ            3748 8280      07/23/2010          40000 00          39812 55              187 45    LT15  Y
        17 8410  VANGUARD INSTITUTIONAL INDEX #94 - 922040100 - MINOR = 496
              SOLD                          08/14/2012           2300 00
              ACQ              17 8410      06/24/2008           2300 00           2152 70              147 30    LT15  Y
        32 0000  VANGUARD MSCI EMERGING MARKETS ETF - 922042858 - MINOR = 478
              SOLD                          09/19/2012           1370 52
              ACQ              32 0000      09/13/2012           1370 52           1364 80                5 72    ST
       115 6870  VANGUARD MID CAP INDX-INSTL FD#0864 - 922908835 - MINOR = 496
              SOLD                          08/14/2012           2500 00
              ACQ             115.6870      04/19/2012           2500 00           2528 92              -28 92    ST
        81.7210  VANGUARD SM CAP INDX-INSTL  FD#0857 - 922908876 - MINOR = 496
              SOLD                          08/14/2012           3000.00
              ACQ               9 0000      04/09/2010            330.39            281 61               48 78    LT15  Y
                               72 7210      06/24/2008           2669.61           2239 81              429 80    LT15  Y
                                                          --------------     --------------
                                             TOTALS           646576.63          661564.09
                                                          ==============     ==============


SUMMARY OF CAPITAL GAINS/LOSSES
-------------------------------

FEDERAL                     SHORT TERM    LONG TERM 28%   LONG TERM 15%      ST WASH SALE    LT WASH SALE      1250 GAIN
                          ------------    ------------    ------------      ------------    ------------    ------------
NONCOVERED FROM ABOVE          -331.06            0 00       -15367 18              0 00            0 00           0.00*
COVERED FROM ABOVE              710 78            0.00            0.00              0 00            0 00
COMMON TRUST FUND                 0.00            0.00            0.00                                              0 00
CAPITAL GAIN DIVIDENDS         2936.60           17.42        14813 85                                              0.00
                          ------------    ------------    ------------      ------------    ------------    ------------
                               3316 32           17.42         -553 33              0 00            0 00            0 00
                          ============    ============    ============      ============    ============    ============
STATE

NONCOVERED FROM ABOVE          -331 06            0 00       -15367 18              0 00            0 00            0 00*
COVERED FROM ABOVE              710 78            0 00            0 00              0.00            0 00
COMMON TRUST FUND                 0 00            0 00            0 00                                              0 00
CAPITAL GAIN DIVIDENDS         2936 60           17.42        14813 85                                              0 00
                          ------------    ------------    ------------      ------------    ------------    ------------
                               3316 32           17 42         -553 33              0.00            0 00            0 00
                          ============    ============    ============      ============    ============    ============
                                                                     * - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE


CAPITAL LOSS CARRYOVER
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FEDERAL                         0 00                            0 00

OKLAHOMA                         N/A                             N/A
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