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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

12/01, 2011, and ending

11/30, 2012

Name of foundation SARKEYS FOUNDATION		A Employer identification number 73-0736496
Number and street (or P O box number if mail is not delivered to street address) 530 E. MAIN		B Telephone number (see instructions) (405) 364-3703
City or town, state, and ZIP code NORMAN, OK 73071		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ 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 (from Part II, col (c), line 16) ▶ \$ 92,051,898.		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)
D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, 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) (see instructions).)		(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 (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	610,685.	192,585.		
	4 Dividends and interest from securities	1,331,712.	1,413,940.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,132,323.			
	b Gross sales price for all assets on line 6a	114,650,806.			
	7 Capital gain net income (from Part IV, line 2)		1,545,700.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	11,769.	46,923.	11,722.	ATCH 1
	12 Total. Add lines 1 through 11	4,086,489.	3,199,148.	11,722.	
	13 Compensation of officers, directors, trustees, etc.	288,600.	14,430.	0	272,770.
	14 Other employee salaries and wages	464,245.	2,671.	0	458,891.
	15 Pension plans, employee benefits	97,674.	1,050.	0	96,624.
	16a Legal fees (attach schedule) ATCH 2	5,610.	5,610.	0	
	b Accounting fees (attach schedule) ATCH 3	61,431.	3,072.	0	58,359.
	c Other professional fees (attach schedule) *	292,097.	281,503.	0	10,594.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) *	118,254.	2,871.	0	42,371.
	19 Depreciation (attach schedule) and depletion	61,688.			ATCH 17
	20 Occupancy	14,414.	288.	0	14,125.
	21 Travel, conferences, and meetings	36,278.	978.	0	35,300.
	22 Printing and publications	6,084.	304.	0	5,779.
	23 Other expenses (attach schedule) ATCH 6	176,145.	180,655.	11,722.	103,846.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,622,520.	493,432.	11,722.	1,098,659.
	25 Contributions, gifts, grants paid	2,594,423.			3,244,423.
	26 Total expenses and disbursements. Add lines 24 and 25	4,216,943.	493,432.	11,722.	4,343,082.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-130,454.			
	b Net investment income (if negative, enter -0-)		2,705,716.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		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	1,538,914.	1,042,420.	1,042,420.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	5,600.	5,600.	5,600.	
	10 a	Investments - U S and state government obligations (attach schedule)	6,522,298.			
	b	Investments - corporate stock (attach schedule) ATCH 8	61,067,316.	79,689,918.	79,689,918.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	7,778,086.			
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8	8,956,367.	9,374,470.	9,374,470.		
14	Land, buildings, and equipment basis	2,836,463.				
	Less: accumulated depreciation (attach schedule) ATCH 17	1,008,428.	1,828,035.	1,828,035.		
15	Other assets (describe ▶ ATCH 10)	207,810.	111,455.	111,455.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	87,958,706.	92,051,898.	92,051,898.		
Liabilities	17	Accounts payable and accrued expenses	62,437.	58,485.		
	18	Grants payable	550,000.			
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)	0			
	23	Total liabilities (add lines 17 through 22)	612,437.	58,485.		
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	87,346,269.	91,993,413.		
	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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	87,346,269.	91,993,413.		
	31	Total liabilities and net assets/fund balances (see instructions)	87,958,706.	92,051,898.		

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	87,346,269.
2	Enter amount from Part I, line 27a	2	-130,454.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	4,777,598.
4	Add lines 1, 2, and 3	4	91,993,413.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	91,993,413.

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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 PUBLICLY TRADED SECURITIES-SEE PART IV SCHEDULE					
b CAPITAL LOSS FROM FLOW THROUGH INVESTMENTS-SEE PART IV SCHEDULE					
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					
b					
c					
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					
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	1,545,700.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	4,586,103.	90,829,623.	0.050491
2009	3,902,876.	84,630,053.	0.046117
2008	4,299,567.	75,078,070.	0.057268
2007	4,454,592.	93,113,797.	0.047840
2006	4,821,474.	106,202,231.	0.045399
2 Total of line 1, column (d)			2 0.247115
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049423
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 87,863,620.
5 Multiply line 4 by line 3			5 4,342,484.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,057.
7 Add lines 5 and 6			7 4,369,541.
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.			8 4,350,488.

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	54,114.
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	
3 Add lines 1 and 2		3	54,114.
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	54,114.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	85,501.	
b Exempt foreign organizations - tax withheld at source	6b	0	
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	85,501.	
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	31,387.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 13,529. Refunded ☐	11	17,858.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ☐ \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.SARKEYS.ORG				
14	The books are in care of MS. KIM HENRY Telephone no. (405) 364-3703			
Located at 530 E. MAIN, NORMAN, OK ZIP + 4 73071				
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			
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	Yes	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? ☐ 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)? ☐	1b	X
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.) ☐	2b	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? ☐ 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) ☐	3b	N/A
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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870.

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		288,600.	9,749.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		342,500.	39,032.	0

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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 14		178,337.
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 ATTACHMENT 18	51,835.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	88,916,578.
b	Average of monthly cash balances	1b	174,317.
c	Fair market value of all other assets (see instructions)	1c	110,750.
d	Total (add lines 1a, b, and c)	1d	89,201,645.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	89,201,645.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	1,338,025.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	87,863,620.
6	Minimum investment return. Enter 5% of line 5	6	4,393,181.

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	4,393,181.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	54,114.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	54,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,339,067.
4	Recoveries of amounts treated as qualifying distributions	4	100,000.
5	Add lines 3 and 4	5	4,439,067.
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	4,439,067.

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	4,343,082.
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	7,406.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,350,488.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,350,488.

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				4,439,067.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			2,985,656.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	0			
c From 2008	0			
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 4,350,488.				
a Applied to 2010, but not more than line 2a			2,985,656.	
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				1,364,832.
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 instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				3,074,235.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
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				

Form 990-PF (2011)

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

NOT APPLICABLE

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)

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

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

N/A

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.

N/A

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.

ATTACHMENT 15

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

ATTACHMENT 15

c Any submission deadlines

ATTACHMENT 15

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

ATTACHMENT 15

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)					
a Paid during the year					
ATTACHMENT 16					3,244,423.
Total				► 3a	3,244,423.
b Approved for future payment					
NONE					
Total				► 3b	NONE

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(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			14	610,685.	
4	Dividends and interest from securities			14	1,331,712.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income			15	47.	
8	Gain or (loss) from sales of assets other than inventory			18	2,132,323.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	EDUC. PROGRAMS INC.					11,722.
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				4,074,767.	11,722.
13	Total. Add line 12, columns (b), (d), and (e)				13	4,086,489.

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

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
114650806.		PUBLICLY TRADED SECURITIES					VAR	VAR
		PROPERTY TYPE: SECURITIES						
		112518483.					2,132,323.	
0.	0.	CAPITAL LOSS FROM FLOW THROUGH INVEST.					VAR	VAR
							-586,623.	
TOTAL GAIN(LOSS)							<u>1,545,700.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INCOME			
EDUCATIONAL PROGRAMS INCOME	11,722.	46,876.	11,722.
ROYALTY INCOME	47.	47.	
TOTALS	<u>11,769.</u>	<u>46,923.</u>	<u>11,722.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	5,610.	5,610.		
TOTALS	<u>5,610.</u>	<u>5,610.</u>		

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	61,431.	3,072.		58,359.
TOTALS	<u>61,431.</u>	<u>3,072.</u>		<u>58,359.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY SERVICE	246,457.	246,457.		
CUSTODIAL FEES	34,488.	34,488.		
OTHER PROFESSIONAL FEES	11,152.	558.		10,594.
TOTALS	<u>292,097.</u>	<u>281,503.</u>		<u>10,594.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAXES	73,012.			
PAYROLL TAXES	43,089.	718.		42,371.
FOREIGN TAXES	2,153.	2,153.		
TOTALS	<u>118,254.</u>	<u>2,871.</u>		<u>42,371.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
RENTAL PROPERTY EXPENSES	56,054.	55,807.		247.
COMPUTER MAINT.	35,609.	1,780.		33,829.
DUES & SUBS	20,703.	1,035.		19,668.
EDUCATIONAL PROGRAMS EXPENSE	15,905.		11,722.	4,183.
INSURANCE	20,513.	1,026.		19,488.
OTHER CHARITABLE ACTIVITIES	10,743.			10,743.
TELEPHONE	13,293.	665.		12,628.
OFFICE SUPPLIES	2,473.	222.		2,251.
POSTAGE	852.	43.		809.
PORTFOLIO EXP. - FLOW THROUGH		120,077.		
TOTALS	<u>176,145.</u>	<u>180,655.</u>	<u>11,722.</u>	<u>103,846.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 7</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. OBLIGATIONS	6,522,298.	0.	0.
US OBLIGATIONS TOTAL	<u>6,522,298.</u>	<u>0.</u>	<u>0.</u>

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

ATTACHMENT 8

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT TO MKT	% YLD TO MKT	SEC NUMB TICKER
STOCKS							
COMMON STOCKS							
MATERIALS							
2,620	KAPSTONE PAPER AND PACKAGING CO	0 .00	57,430.40 45,568.19	21.920 17.392	.06		48562P-10-3 KS
3,432	MONSANTO CO	5,148 .00	314,336.88 241,583.79	91.590 70.392	.35	1.64	61166W-10-1 MON
1,735	ROCK-TENN COMPANY -CL A	1,561 .00	112,844.40 100,439.72	65.040 57.890	.13	1.38	772739-20-7 RKT
	TOTAL MATERIALS	6,709 .00	484,611.68 387,591.70		.54	1.38	
INDUSTRIALS							
1,295	AVERY DENNISON CORP	1,398 .00	43,317.75 34,873.36	33.450 26.929	.05	3.23	053611-10-9 AVY
5,190	BLOUNT INTERNATIONAL INC	0 .00	74,061.30 81,488.25	14.270 15.701	.08		095180-10-5 BLT
2,420	BOEING CO	4,259 1,064.80	179,757.60 173,049.29	74.280 71.508	.20	2.37	097023-10-5 BA
21,550	CASELLA WASTE SYSTEMS INC-A	0 .00	95,251.00 184,299.20	4.420 8.552	.11		147448-10-4 CWST
2,865	COINSTAR INC	0 .00	134,769.60 135,082.54	47.040 47.149	.15		19259P-30-0 CSTR
2,790	CON-WAY INC	1,116 279.00	78,371.10 77,867.11	28.090 27.909	.09	1.42	205944-10-1 CNW
4,015	DYCOM INDUSTRIES INC	0 .00	72,109.40 55,395.86	17.960 13.797	.08		267475-10-1 DY
5,625	JOHN BEAN TECHNOLOGIES	1,575 393.75	91,631.25 95,865.01	16.290 17.043	.10	1.72	477839-10-4 JBT

ATTACHMENT 8
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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
7,350	KELLY SERVICES INC -CL A	1,470 367.50	100,401.00 117,216.53	13.660 15.948	.11	1.46	488152-20-8 KELYA
1,644	PRECISION CASTPARTS CORP	197 .00	301,493.16 213,881.83	183.390 130.098	.34	.07	740189-10-5 PCP
2,200	PROGRESSIVE WASTE SOLUTIONS	1,238 .00	45,760.00 46,928.87	20.800 21.331	.05	2.71	74339G-10-1 BIN
1,555	SAIA INC	0 .00	33,681.30 32,320.61	21.660 20.785	.04		78709Y-10-5 SAIA
7,045	TELETECH HOLDINGS INC	0 .00	119,905.90 114,158.69	17.020 16.204	.13		879939-10-6 TTEC
2,770	TRIMAS CORP	0 .00	71,743.00 52,129.48	25.900 18.819	.08		896215-20-9 TRS
1,682	UNION PACIFIC CORP	4,642 1,160.58	206,515.96 136,167.59	122.780 80.956	.23	2.25	907818-10-8 UNP
2,278	UNITED TECHNOLOGIES CORP	4,874 1,218.73	182,490.58 179,468.03	80.110 78.783	.20	2.67	913017-10-9 UTX
TOTAL INDUSTRIALS		20,769 4,484.36	1,831,259.90 1,730,192.25		2.05	1.13	
TELECOMMUNICATION							
2,029	CROWN CASTLE INTL CORP	0 .00	136,998.08 110,996.29	67.520 54.705	.15		228227-10-4 CCI
10,040	PREMIERE GLOBAL SERVICES INC	0 .00	85,239.60 78,242.08	8.490 7.793	.10		740585-10-4 PGI
TOTAL TELECOMMUNICATION		0 .00	222,237.68 189,238.37		.25	0.00	

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

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BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
CONSUMER DISCRETION							
2,900	AARON'S INC	197 49.30	83,230.00 76,101.44	28.700 26.242	.09	.24	002535-30-0 AAN
1,634	AMAZON.COM INC	0 .00	411,849.70 256,424.88	252.050 156.931	.46		023135-10-6 AMZN
1,280	AMERICAN GREETINGS CORP-CL A	768 .00	22,067.20 26,962.04	17.240 21.064	.02	3.48	026375-10-5 AM
1,146	BORGWARNER INC	0 .00	75,979.80 86,871.23	66.300 75.804	.09		099724-10-6 BWA
3,395	BURBERRY GROUP PLC	3,323 .00	140,050.54 131,392.40	41.252 38.702	.16	2.37	12082W-20-4 BURY
522	CHIPOTLE MEXICAN GRILL - CL A	0 .00	137,693.16 146,024.04	263.780 279.740	.15		169656-10-5 CMG
2,791	COACH INC	3,349 .00	161,431.44 140,360.06	57.840 50.290	.18	2.07	189754-10-4 COH
3,803	THE WALT DISNEY CO.	2,852 .00	188,856.98 138,305.24	49.660 36.367	.21	1.51	254687-10-6 DIS
8,540	THE DOLAN COMPANY	0 .00	29,292.20 90,336.04	3.430 10.578	.03		25659P-40-2 DM
4,206	DUNKIN BRANDS GROUP INC	2,523 .00	133,834.92 114,322.27	31.820 27.181	.15	1.89	265504-10-0 DNKN
2,804	EBAY INC	0 .00	148,107.28 138,237.34	52.820 49.300	.17		278642-10-3 EBAY
2,765	EZCORP INC-CL A	0 .00	53,143.30 63,925.78	19.220 23.120	.06		302301-10-6 EZPW
1,210	FAMILY DOLLAR STORES	1,016 .00	86,152.00 78,270.17	71.200 64.686	.10	1.18	307000-10-9 FDO
2,075	THE FINISH LINE-CL A	498 124.50	42,807.25 41,552.50	20.630 20.025	.05	1.16	317923-10-0 FINL

SCHEDULE A - ASSETS AND LIABILITIES
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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
7,532	INDITEX SA	2,184 .00	206,504.84 147,001.87	27.417 19.517	.23	1.06	455793-10-9 IDEXY
2,039	LULULEMON ATHLETICA INC	0 .00	146,359.42 120,393.14	71.780 59.045	.16		550021-10-9 LULU
4,435	MOTORCAR PARTS OF AMERICA INC	0 .00	28,738.80 34,351.80	6.480 7.746	.03		620071-10-0 MPAA
2,709	NIKE INC -CL B	4,551 .00	264,073.32 202,360.40	97.480 74.699	.30	1.72	654106-10-3 NKE
1,235	RALPH LAUREN CORP	1,976 .00	194,006.15 115,659.04	157.090 93.651	.22	1.02	751212-10-1 RL
5,723	TJX COMPANIES INC	2,632 .00	253,757.82 247,322.73	44.340 43.216	.28	1.04	872540-10-9 TJX
1,955	TENNECO INC	0 .00	62,696.85 59,490.28	32.070 30.430	.07		880349-10-5 TEN
1,355	WMS INDUSTRIES INC	0 .00	22,899.50 21,341.79	16.900 15.750	.03		929297-10-9 WMS
1,135	WEIGHT WATCHERS INTL INC	794 .00	58,974.60 54,652.15	51.960 48.152	.07	1.35	948626-10-6 WTW
180	WILEY (JOHN) & SONS -CL A	172 .00	7,686.00 7,496.21	42.700 41.646	.01	2.25	968223-20-6 JW A
2,771	YUM! BRANDS INC	3,713 .00	185,878.68 192,961.65	67.080 69.636	.21	2.00	988498-10-1 YUM
TOTAL CONSUMER DISCRETION		30,548 173.80	3,146,071.75 2,732,116.49		3.52	0.97	
CONSUMER STAPLES							
5,495	FRESH DEL MONTE PRODUCE INC	2,198 549.50	142,595.25 118,226.43	25.950 21.515	.16	1.54	G36738-10-5 FDP

ATTACHMENT 8
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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
2,517	COSTCO WHOLESALE CORP	2,768 .00	261,566.64 185,891.71	103.920 73.854	.29	1.06	22160K-10-5 COST
3,494	ESTEE LAUDER COMPANIES-CL A	2,515 2,515.68	203,525.50 157,172.14	58.250 44.983	.23	1.24	518439-10-4 EL
1,913	MEAD JOHNSON NUTRITION	2,295 .00	130,447.47 114,156.44	68.190 59.674	.15	1.76	582839-10-6 MJN
5,273	MONDELEZ INTL INC	2,741 .00	136,517.97 141,664.68	25.890 26.866	.15	2.01	609207-10-5 MDLZ
1,755	WHOLE FOODS MARKET INC	1,404 .00	163,846.80 71,171.19	93.360 40.553	.18	.86	966837-10-6 WFM
TOTAL CONSUMER STAPLES		13,921 3,065.18	1,038,499.63 788,282.59		1.16	1.34	
ENERGY							
2,264	CONCHO RESOURCES INC	0 .00	181,708.64 195,027.68	80.260 86.143	.20		20605P-10-1 CXO
1,345	MITCHAM INDUSTRIES INC	0 .00	19,489.05 17,072.51	14.490 12.693	.02		606501-10-4 MIND
2,702	NATIONAL OILWELL VARCO INC	1,405 .00	184,546.60 204,342.90	68.300 75.627	.21	.76	637071-10-1 NOV
1,775	OCCIDENTAL PETROLEUM CORP	3,834 .00	133,497.75 154,171.48	75.210 86.857	.15	2.87	674599-10-5 OXY
2,456	SCHLUMBERGER LTD	2,701 675.40	175,898.72 167,648.92	71.620 68.261	.20	1.54	806857-10-8 SLB
1,900	TESCO CORP	0 .00	20,520.00 19,275.01	10.800 10.145	.02		88157K-10-1 TESO
3,010	TIDEWATER INC	3,010 752.50	135,028.60 144,355.61	44.860 47.959	.15	2.23	886423-10-2 TDW

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

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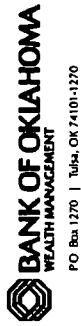
BANK OF OKLAHOMA, N.A. CUSTODIAN
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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
	TOTAL ENERGY	10,950 1,427.90	850,689.36 901,894.11		.95	1.29	
	FINANCIALS						
3,619	AMERICAN TOWER CORP COM REIT	3,329 .00	271,171.67 206,468.47	74.930 57.051	.30	1.23	03027X-10-0 AMT
4,185	BROWN & BROWN INC	1,506 .00	112,325.40 76,370.07	26.840 18.249	.13	1.34	115236-10-1 BRO
3,700	CATHAY GENERAL BANCORP	148 37.00	66,230.00 63,395.39	17.900 17.134	.07	.22	149150-10-4 CATY
2,365	CHEMICAL FINANCIAL CORP	1,986 .00	51,486.05 47,486.21	21.770 20.079	.06	3.86	163731-10-2 CHFC
3,700	COLUMBIA BANKING SYSTEM INC	1,332 .00	63,862.00 68,693.98	17.260 18.566	.07	2.09	197236-10-2 COLB
1,935	EAST WEST BANCORP INC	774 .00	40,925.25 34,347.73	21.150 17.751	.05	1.89	27579R-10-4 EWBC
8,786	FIRST HORIZON NATIONAL CORP	351 .00	83,115.56 99,481.91	9.460 11.323	.09	.42	320517-10-5 FHN
3,220	FULTON FINANCIAL CORP	1,030 .00	31,330.60 30,111.76	9.730 9.351	.04	3.29	360271-10-0 FULT
1,710	GLACIER BANCORP INC	957 .00	24,846.30 23,132.38	14.530 13.528	.03	3.85	37637Q-10-5 GBCI
1,782	GOLDMAN SACHS GROUP INC	3,564 891.00	209,901.78 242,611.33	117.790 136.146	.23	1.70	38141G-10-4 GS
1,870	GOLUB CAPITAL BDC INC	2,393 .00	29,564.70 29,297.92	15.810 15.667	.03	8.10	38173M-10-2 GBDC
3,040	HCC INSURANCE HOLDINGS INC	2,006 .00	112,115.20 73,029.67	36.880 24.023	.13	1.79	404132-10-2 HCC

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SARKEYS FOUNDATION
EIN 73-0736496
NOVEMBER 30, 2012

PO Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

ATTACHMENT 8

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
1,810	HANOVER INSURANCE GROUP INC/	2,172 .00	66,155.50 67,318.59	36.550 37.193	.07	3.28	410867-10-5 THG
2,375	IBERIABANK CORP	3,230 .00	115,781.25 116,449.49	48.750 49.031	.13	2.79	450828-10-8 IBKC
949	MASTERCARD INC - CLASS A	1,138 .00	463,757.32 261,195.02	488.680 275.232	.52	.25	57636Q-10-4 MA
11,017	MORGAN STANLEY	2,203 .00	185,856.79 194,160.81	16.870 17.624	.21	1.19	617446-44-8 MS
1,080	OLD NATIONAL BANCORP/IN	388 97.20	12,679.20 12,217.46	11.740 11.312	.01	3.07	680033-10-7 ONB
4,280	OLD REPUBLIC INTL CORP	3,038 759.70	44,897.20 44,353.88	10.490 10.363	.05	6.77	680223-10-4 ORI
2,895	RAYMOND JAMES FINANCIAL INC	1,621 .00	109,286.25 83,472.15	37.750 28.833	.12	1.48	754730-10-9 RJF
1,235	TOWERS WATSON & CO-CL A	568 .00	65,306.80 65,057.60	52.880 52.678	.07	.87	891894-10-7 TW
1,355	TRIANGLE CAPITAL CORP	2,872 .00	34,579.60 33,908.03	25.520 25.024	.04	8.31	895848-10-9 TCAP
1,705	VISA INC-CLASS A SHARES	2,250 562.65	255,255.55 152,969.22	149.710 89.718	.29	.88	92826C-83-9 V
2,420	WINTRUST FINANCIAL CORP	435 .00	89,031.80 79,525.96	36.790 32.862	.10	.49	97650W-10-8 WTFC
2,290	ZIONS BANCORPORATION	91 .00	45,960.30 42,737.25	20.070 18.663	.05	.20	989701-10-7 ZION
TOTAL FINANCIALS		39,382 2,347.55	2,585,422.07 2,147,792.28		2.89	1.52	

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SCHEDULE A - ASSETS AND LIABILITIES
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BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
HEALTHCARE							
1,855	ABBOTT LABORATORIES	3,784 .00	120,575.00 131,214.66	65.000 70.736	.13	3.14	002824-10-0 ABT
2,013	ALEXION PHARMACEUTICALS INC	0 .00	193,288.26 135,029.13	96.020 67.079	.22		015351-10-9 ALXN
2,132	ALLERGAN INC	426 106.60	197,743.00 155,683.55	92.750 73.022	.22	.22	018490-10-2 AGN
1,304	BIOGEN IDEC INC	0 .00	194,413.36 183,889.86	149.090 141.020	.22		09062X-10-3 BIIB
2,003	BRISTOL-MYERS SQUIBB CO	2,724 .00	65,357.89 68,007.59	32.630 33.953	.07	4.17	110122-10-8 BMY
3,806	EXPRESS SCRIPTS HOLDING CO	0 .00	204,953.10 189,123.02	53.850 49.691	.23		30219G-10-8 ESRX
2,034	GILEAD SCIENCES INC	0 .00	152,550.00 137,386.05	75.000 67.545	.17		375558-10-3 GILD
1,340	HILL-ROM HOLDINGS INC	670 .00	37,466.40 39,641.94	27.960 29.584	.04	1.79	431475-10-2 HRC
1,894	ILLUMINA INC	0 .00	101,726.74 90,482.90	53.710 47.773	.11		452327-10-9 ILMN
1,290	NOVO-NORDISK A/S-SPONS ADR	2,363 .00	204,684.30 162,045.79	158.670 125.617	.23	1.15	670100-20-5 NVO
940	PERRIGO CO	338 84.60	97,290.00 105,973.51	103.500 112.738	.11	.35	714290-10-3 PRGO
2,258	SHIRE PLC ADR	1,038 .00	195,610.54 173,992.73	86.630 77.056	.22	.53	82481R-10-6 SHPG
2,325	UNITEDHEALTH GROUP INC	1,976 .00	126,456.75 128,018.87	54.390 55.062	.14	1.56	91324P-10-2 UNH
3,656	VERTEX PHARMACEUTICALS INC	0 .00	145,472.24 117,636.62	39.790 32.176	.16		92532F-10-0 VRTX

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
	TOTAL HEALTHCARE	13,319 191.20	2,037,587.58 1,818,126.22		2.28	0.65	
	INFORMATION TECHNOLOGY						
3,107	AVAGO TECHNOLOGIES LTD	1,988 .00	109,055.70 101,292.17	35.100 32.601	.12	1.82	Y0486S-10-4 AVGO
1,333	APPLE INC COM	14,129 .00	780,178.24 278,915.38	585.280 209.239	.87	1.81	037833-10-0 AAPL
3,286	ARM HOLDINGS PLC-SPONS ADR	515 .00	122,633.52 89,649.41	37.320 27.282	.14	.42	042068-10-6 ARMH
8,525	ARRIS GROUP INC	0 .00	119,094.25 96,187.60	13.970 11.283	.13		04269Q-10-0 ARRS
1,204	BAIDU INC SPONS ADR REPSTG ORD SHS CL A	0 .00	115,957.24 110,596.16	96.310 91.857	.13		056752-10-8 BIDU
3,670	BROADCOM CORP-CL A	1,468 367.00	118,834.60 123,487.91	32.380 33.648	.13	1.24	111320-10-7 BRCM
7,375	DATALINK CORP	0 .00	63,720.00 68,888.38	8.640 9.341	.07		237934-10-4 DTLK
10,466	EMC CORP MASS	0 .00	259,766.12 282,783.01	24.820 27.019	.29		268648-10-2 EMC
5,433	FACEBOOK INC-A	0 .00	152,124.00 166,575.98	28.000 30.660	.17		30303M-10-2 FB
2,055	GLOBAL PAYMENTS INC	164 .00	90,235.05 90,552.22	43.910 44.064	.10	.18	37940X-10-2 GPN
634	GOOGLE INC-CL A	0 .00	442,766.58 328,305.26	698.370 517.832	.50		38259P-50-8 GOOG
1,262	INTL BUSINESS MACHINES CORP	4,290 1,072.70	239,868.34 184,905.16	190.070 146.518	.27	1.79	459200-10-1 IBM

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SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
2,786	INTUIT INC	1,894 .00	166,909.26 160,967.87	59.910 57.777	.19	1.14	461202-10-3 INTU
4,380	JABIL CIRCUIT INC	1,401 157.60	83,220.00 79,676.36	19.000 18.191	.09	1.68	466313-10-3 JBL
1,593	LINKEDIN CORP A	0 .00	172,267.02 125,327.56	108.140 78.674	.19		53578A-10-8 LNKD
15,860	ON SEMICONDUCTOR CORPORATION	0 .00	104,913.90 112,335.25	6.615 7.083	.12		682189-10-5 ONNN
194	PRICELINE.COM INC	0 .00	128,658.86 103,247.05	663.190 532.201	.14		741503-40-3 PCLN
1,854	QUALCOMM INC	1,854 .00	117,951.48 90,928.60	63.620 49.045	.13	1.57	747525-10-3 QCOM
1,974	RACKSPACE HOSTING INC	0 .00	136,442.88 94,169.82	69.120 47.705	.15		750086-10-0 RAX
3,955	RED HAT INC	0 .00	195,377.00 179,068.89	49.400 45.277	.22		756577-10-2 RHT
597	ROPER INDUSTRIES INC	328 .00	66,583.41 51,793.20	111.530 86.756	.07	.49	776696-10-6 ROP
4,290	ROVI CORP	0 .00	65,808.60 65,179.30	15.340 15.193	.07		779376-10-2 ROVI
1,609	SALESFORCE.COM INC	0 .00	253,691.03 179,707.35	157.670 111.689	.28		79466L-30-2 CRM
1,272	SPLUNK INC	0 .00	38,414.40 41,497.86	30.200 32.624	.04		848637-10-4 SPLK
5,105	SYKES ENTERPRISES INC	0 .00	74,839.30 79,036.36	14.660 15.482	.08		871237-10-3 SYKE
3,015	SYNNEX CORP	0 .00	99,555.30 97,120.38	33.020 32.212	.11		87162W-10-0 SNX

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

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BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
1,660	TW TELECOM INC	0 .00	42,645.40 28,263.79	25.690 17.026	.05		87311L-10-4 TWTC
1,996	TENCENT HOLDINGS LTD-UNS ADR	173 .00	65,211.32 56,376.21	32.671 28.245	.07	.27	88032Q-10-9 TCEHY
1,164	TERADATA CORP	0 .00	69,234.72 79,121.81	59.480 67.974	.08		88076W-10-3 TDC
4,730	VALUECLICK INC	0 .00	89,255.10 77,734.58	18.870 16.434	.10		92046N-10-2 VCLK
4,630	VISHAY INTERTECHNOLOGY INC	0 .00	44,911.00 47,245.60	9.700 10.204	.05		928298-10-8 VSH
2,431	VMWARE INC- CL A	0 .00	221,099.45 192,623.26	90.950 79.236	.25		928563-40-2 VMW
617	WORKDAY INC-A	0 .00	30,911.70 25,744.95	50.100 41.726	.03		98138H-10-1 WDAY
641	YOUKU TODOU INC ADR	0 .00	10,935.46 30,823.02	17.060 48.086	.01		98742U-10-0 YOKU
TOTAL INFORMATION TECHNOLOGY		28,204 1,597.30	4,893,070.23 3,920,127.71		5.48	0.58	
MISCELLANEOUS EQUITIES							
7,520	THL CREDIT INC	9,926 .00	109,040.00 106,087.97	14.500 14.107	.12	9.10	872438-10-6 TCRD
TOTAL MISCELLANEOUS EQUITIES		9,926 .00	109,040.00 106,087.97		.12	9.10	
TOTAL COMMON STOCKS							
		173,728 13,287.29	17,198,489.88 14,721,449.69		19.24	1.01	

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SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
POOLED EQUITY FUNDS							
114,625.424	DODGE & COX STK	228,563.00	13,651,888.00	119.100	15.28	1.67	256219-10-6 DODGX
200,037.799	HARTFORD GBL REAL ASST-Y	25,804.00	2,142,404.83	10.710	2.40	1.20	41664M-55-7 HRLYX
158,819.096	MANAGERS CADENCE MD CP INS	0.00	4,288,115.59	27.000	4.80		561717-48-9 MCMFX
946,437.303	TEMPLETON INSTL FGN EQTY#454	481,736.00	18,323,026.19	19.360	20.50	2.63	880210-50-5 TFEQX
TOTAL POOLED EQUITY FUNDS		736,103.00	38,405,434.61 (A)		42.97	1.92	
TOTAL STOCKS		909,831.00	55,603,924.49		62.22	1.64	
FIXED INCOME SECURITIES							
POOLED FIXED INCOME FUNDS							
529,856.762	PIMCO SHORT TERM-INSTL	59,081.00	5,250,880.51	9.910	5.88	1.13	693390-60-1 PTSHX
1,471,157.126	VANGUARD TOT BD MKT INDX-INSTL #0222	392,226.00	16,462,248.24	11.190	18.42	2.38	921937-50-4 VBPIX
TOTAL POOLED FIXED INCOME FUNDS		451,307.00	21,713,128.75		24.30	2.08	
TOTAL FIXED INCOME SECURITIES		451,307.00	21,713,128.75 (A)		24.30	2.08	

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/12

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
LIMITED PARTNERSHIPS							
9,374,470	GROSVENOR INST PARTNERS LP FUND	0	9,374,470.00	1.000	10.49		HAC103-19-9
		.00	9,374,470.00	1.000			
TOTAL LIMITED PARTNERSHIPS		0	9,374,470.00	Other Investments	10.49	0.00	
		.00	9,374,470.00	Line 13, Part II			
ALTERNATIVE INVESTMENTS							
OPEN END MUTUAL FUNDS							
185,380.001	PIMCO ALL ASSET-INST FD#0034	134,771	2,372,864.01	12.800	2.66	5.68	722005-62-6 PAAIX
		.00	2,235,672.55	12.060			
TOTAL OPEN END MUTUAL FUNDS		134,771	2,372,864.01		2.66	5.68	
		.00	2,235,672.55				
TOTAL ALTERNATIVE INVESTMENTS		134,771	2,372,864.01		2.66	5.68	
		.00	2,235,672.55				
CASH AND EQUIVALENTS							
303,560.960	CAVANAL HILL CASH MNG ADMIN FD#0001	30	303,560.96	1.000	.34	.01	14956P-83-6 APCXX
		3.63	303,560.96	1.000			
TOTAL CASH AND EQUIVALENTS		30	303,560.96		.34	0.01	
		3.63	303,560.96				
CASH		0	.00	.000			
		.00	.00	.000			
TOTAL CASH		0	.00	.00	.00	0.00	
		.00	.00				
NET ASSETS		1,495,939	89,367,948.21				
		51,605.57	87,590,868.34				

NET ASSETS & ACCRUALS

89,419,553.78

Σ A = 79,689,918 Corporate Stock, Line 10b, Part II

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ATTACHMENT 9FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS	7,778,086.	0.	0.
TOTALS	<u>7,778,086.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EXCISE TAX RECEIVABLE	19,853.	31,416.	31,416.
ACCRUED DIVIDENDS	13,601.	9,721.	9,721.
ACCRUED INTEREST	126,348.	41,885.	41,885.
DEFERRED EXCISE TAXES	48,008.	28,433.	28,433.
TOTALS	<u>207,810.</u>	<u>111,455.</u>	<u>111,455.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	4,777,598.
TOTAL	<u>4,777,598.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KIM HENRY 530 E. MAIN NORMAN, OK 73071	EXECUTIVE DIRECTOR 40.00	183,400.	9,749.	0
TERESA ADWAN 530 E. MAIN NORMAN, OK 73071	TRUSTEE, SEC./TREAS. 1.00	13,400.	0	0
DAN LITTLE 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	12,400.	0	0
JOSEPH MORRIS 530 E. MAIN NORMAN, OK 73071	PRESIDENT 1.00	13,400.	0	0
TERRY WEST 530 E. MAIN NORMAN, OK 73071	VICE PRESIDENT 1.00	13,400.	0	0
ELIZABETH BASE 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	13,400.	0	0

SARKEYS FOUNDATION

73-0736496

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CLAY J. CHRISTENSEN 530 E. MAIN NORMAN, OK 73071	BOARD MEMBER 1.00	13,400.	0	0
JOHN BELL 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	13,400.	0	0
JIM LOFTIS 530 E. MAIN NORMAN, OK 73071	BOARD MEMBER 1.00	12,400.	0	0
GRAND TOTALS		288,600.	9,749.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
SUSAN FRANTZ 530 E. MAIN NORMAN, OK 73071	SR. PROGRAM OFFICER 40.00	106,230.	16,131. 0
DIANA HARTLEY 530 E. MAIN NORMAN, OK 73071	PROGRAM OFFICER 40.00	82,154.	5,022. 0
LINDA WEEKS 530 E. MAIN NORMAN, OK 73071	SR. PROGRAM OFFICER 40.00	94,219.	14,204. 0
ANGELA HOLLADAY 530 E. MAIN NORMAN, OK 73071	OFFICE MANAGER 40.00	59,897.	3,675. 0
	TOTAL COMPENSATION	<u>342,500.</u>	<u>39,032. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JENNISON ASSOCIATES POST OFFICE BOX 533 NEW YORK, NY 10163-0000	INVESTMENT ADVISORY	98,337.
R.V. KUHNS & ASSOCIATES, INC 1 PENN PLAZA # 2128 NEW YORK, NY 10119	INVESTMENT ADVISORY	80,000.
TOTAL COMPENSATION		<u>178,337.</u>

Sarkeys Foundation Grant Guidelines

Proposal deadlines are February 1, 2013 and August 1, 2013, at 5 p.m.

I. Definition

The Sarkeys Foundation is a private, charitable foundation, incorporated under the laws of the State of Oklahoma and operated exclusively for providing support through gifts and grants to charitable, scientific, and educational institutions which are qualified under section 501(c)(3) and which are not private foundations within the meaning of section 509(a) of the Internal Revenue Service Code of 1954 or comparable sections of the Internal Revenue Service Code added at a later date.

II. Governing Body

The Foundation is administered by a Board of Trustees and an Executive Director.

III. Meetings

The Trustees meet quarterly in January, April, July and October. Grant proposals for 2013 will be considered at the April and October meetings.

IV. Response to Inquiries

A response to each request or inquiry will be made by the Foundation within a reasonable time.

V. Proposals

The Trustees invite proposals and applications from qualified charitable institutions. A careful evaluation of each such request will be made. Applicants are required to participate in a pre-grant interview with a program officer, at which time they will receive an access code for the online application. Nonprofit representatives are urged not to wait until the final deadline.

A. Major areas of support by the Sarkeys Foundation include:

1. Education;
2. Social service and human service needs;
3. Cultural and humanitarian programs of regional significance.

B. Needs normally outside the range of support by the Sarkeys Foundation:

1. Local programs appropriately financed within the community;
2. Direct mail solicitations and annual campaigns;
3. Out of state institutions;
4. Hospitals;
5. Operating expenses;
6. Purchase of vehicles;
7. Grants to individuals;
8. Responsibility for permanent financing of a program;
9. Programs whose ultimate intent is to be profit making;
10. Start-up funding for new organizations;
11. Feasibility studies;
12. Grants which trigger expenditure responsibility by Sarkeys Foundation;
13. Direct support to government agencies;
14. Individual public or private elementary or secondary schools, unless they are serving the needs of a special population which are not being met elsewhere; and
15. Religious institutions and their subsidiaries.

VI. Application Frequency

Organizations are limited to one application per calendar year or twelve month period. Organizations with a current grant from Sarkeys Foundation are prohibited from applying for additional funding until final payment has been received.

VII. Content of Proposals

Sarkeys accepts proposals through an online process at www.sarkeys.org. The application for the February 1, 2013 deadline will be available Dec. 3, 2012 and the application for the August 1, 2013 deadline will be available June 1, 2013. A copy of the application form required for submitting proposals to the Sarkeys Foundation may be requested by contacting a program officer. Sarkeys Foundation does not accept faxed or e-mailed proposals.

Below are the primary components of the application:

- Organization Information
- Executive Summary
- Project Information
- Financial and Endowment Information
- Board Information
- Description of the Organization
- Description of the Project
- Collaborative Efforts in Your Community
- Line-item Budget for the Request
- List of Secured Funds and Pledges, Outstanding Requests, and Other Potential Sources of Funding

VIII. Challenge Grants

The Board may, at its discretion, determine to award a grant contingent upon the fulfillment of an institution's additional fund-raising obligation for the project in question within a specified time period.

IX. Proposal Format

Your application must be completed online. You will need to set up an account at www.sarkeys.org. If for some reason, you are not able to complete an application online, contact a program officer for assistance and you will be allowed to mail or deliver a proposal to the Foundation offices at 530 E. Main, Norman, OK 73071.

Sarkeys Foundation

2011 Grant Application

Deadline: February 1, 2011

We require all applicants to work with a program officer prior to submitting the application by calling 405.364.3703 and scheduling a pre-grant interview. You may complete this application and mail it in or you can complete the grant application by visiting our website www.sarkeys.org under the Grant Making tab. You will need the access code and to establish an account, then follow the directions provided.

If you are unable to submit an online application, you can mail the completed application with attachments to:

Sarkeys Foundation
530 East Main Street
Norman, Oklahoma 73071

Within the last 90 days with which program officer have you spoken regarding this project?

Diana Hartley

Kim Henry

Susan Frantz

Linda English Weeks

Organization Information

Legal name of the organization:

The name of the organization must be the same as the name on the IRS letter that states your organization has tax exempt status.

Employer identification number:

Mailing address of the organization

The IRS letter should also reflect the current address of the organization:

Organization Telephone Number Including Area Code:

Fax Number:

Website Address:

Year the organization began:

Mission statement (50 words or less) - *Please list the most current mission statement adopted by the Board. BoardSource defines a mission statement as: "Every organization needs to define its fundamental purpose, philosophy, and values. The mission statement clarifies the essence of organizational existence. It describes the needs the organization was created to fill and answers the basic question of why the organization exists."* :

Organization Primary Contact

Please fill in the fields below as they pertain to your organization's CEO.

Primary Contact Name:

Primary Contact Title:

Primary Contact Office Phone Number:

Primary Contact Mobile Phone Number:

Primary Contact E-mail Address:

Is there a change in leadership anticipated?

If yes please explain:

If a change in employment with the CEO occurs during the grant application process, please immediately notify a program officer or your application will not be considered for funding.

Additional Organization Information

A brief description of your activities and the people and geographic area you serve (75 words or less):

How many unduplicated clients/customers were served in the last fiscal year?

General Board Information

How often does your Board meet:

This number will reflect the number of regularly scheduled full Board Meetings, not committee meetings.

How many members constitute a quorum:

How often does your Board review the by-laws:

What are the board term limits established in your by-laws:

Term length:

Number of consecutive terms allowed:

Are term limits consistent for all governing board members:

If not, please explain:

If there are terms limits, are they strictly observed:

If not, please explain:

Has any board member received compensation for services performed for the organization in the past 3 years: yes no

If yes, describe the services performed and the compensation:

Is your organization affiliated with a state-wide or national organization:

yes no

If yes, what is the name of the organization:

If yes, does the local chapter's board have full responsibility for governance and financial issues for that chapter:

Please list current board members' *names, city of residence, and profession*:

Example:

Donna Smith, Bethany, OK, Retired School Teacher

Tom Wilson, Elk City, OK, Engineer

Please single space only between each board member on the list.

Board information from the last complete fiscal year (*based on governing board members only*):

How many board members do you have:

What was the total number of volunteer hours in direct service to the organization, not including Board meetings, contributed by your Board in the last fiscal year:

How many of the Board members contributed these hours:

What is the total value of in-kind tangible contributions from your Board:

How many of the Board members made these contributions:

What is the total amount of the Board's personal, out-of-pocket financial contribution for the last complete fiscal year:

How many of the Board members contributed:

How many Board members are active in fundraising on behalf of your organization:

Board financial information for this project:

The total amount of the governing Board's personal, out-of-pocket financial contribution for this project:

The number of Board members contributing:

Employee Information

Number of full time employees:

Number of part time employees:

Please list the top ten paid employees' *names* and *position/titles*:

Collaboration Information:

Sarkeys Foundation encourages collaborative efforts among organizations with similar constituencies or shared goals. We are looking for examples of how your organization coordinates efforts and reduces duplication of services. Please list five organizations/coalitions with whom you have significant working partnerships (not funders) and briefly describe the partnership or joint effort (please limit the description to 50 words or less).

Example: We serve as clinical education sites for two college nursing programs. Nursing students studying the theory and practice of end-of-life care are assigned to our facility as a clinical practicum experience. The knowledge gained from the practicum enables future nurses to meet goals of providing comfort and dignity during the dying process, and our patients receive the benefit of compassionate, loving care from students.

Organization:

Description:

Organization:

Description:

Organization:

Description:

Organization:

Description:

Organization:

Description:

Executive Summary (100 words or less):

This should be a succinct and persuasive summary of the request. The summary forms the reviewers' initial impressions of the application and provides a framework for the readers to visualize the project. The remainder of the proposal serves to deepen and amplify the vision. Pretend that this is the one chance to state your case to someone who knows nothing about your organization or project, so clearly and concisely summarize all key information including the actual dollar amount of this grant request.

Example: Peter's Place is a soup kitchen and food pantry that feeds the hungry and homeless of Tyler every day. Our mission is to provide hot, nutritious meals and groceries. We also welcome our guests into a safe and caring community – for two hours a day, a respite from homelessness, inclement weather, fear of eviction, money worries, and loneliness. In this declining economy, the number of needy people asking for our services is growing. We request \$20,000 to provide weekend grocery bags to 100 new families during the year.

The project is...

Project Information

Program Area:

Total Project Cost:

What is the total cost of the project for which you are seeking funding? If you are asking us to fund a particular piece of a larger campaign or project, give the campaign total:

Request Amount:

Must be above \$10,000. If your request is below this amount, please use the below \$10,000 application.

Geographical Area Served:

This should be the area of Oklahoma in which these funding dollars will be used.

How many people will be impacted by this project:

If the leader/organizer of this project/program is different than the organization's CEO, please enter that contact's information in the fields below. List the person to whom questions regarding the proposal will be addressed. The person named should be an employee or Board member of the organization, not an externally hired consultant. You are responsible for forwarding any correspondence to the appropriate personnel within given deadlines.:

Project Contact Name:

Project Contact Title:

Project Contact Office Phone Number:

Mobile Number:

Project Contact Address:

Project Contact E-mail:

If the office address for the primary contact of the project/program is different than the organization's address, please use the fields below to enter the different information:

Request Office Address:

Request Office Phone Number:

What is the fiscal year-end date of your most recent 990:

(MM/DD/YYYY):

Summary of income and expenses for the last three complete fiscal years. Please enter the beginning and ending dates included in each column.

	<i>Two Years Ago</i>	<i>Previous Year</i>	<i>Most Recent</i>
<i>Year</i>			
Income:			
Contributions & Grants:			
Program Services Revenue:			
Investment Income:			
Other :			
Total Income:	0	0	0
Expenses:			
Salaries & Employee Benefits:			
Program Services:			
Overhead (Rent, Utilities, Supplies, etc.):			
Other:			
Total Expenses:	0	0	0
Excess of Income over (under) Expenses	0	0	0

When did you last comply with the annual requirement to register with the State of Oklahoma as a fund-raising organization as mandated by state law:

(MM/DD/YYYY):

Financial information from the last year – *please use audited numbers that match your organization's 990 information. For more information about how to calculate numbers for these three categories, visit the IRS website at <http://www.irs.gov/pub/irs-pdf/i990.pdf> and look at page 35 or Part IX:*

Percent of the budget which is spent on fundraising

Percent of the budget spent on program services

Percent of the budget spent on management & general expenses

Total % of the budget for management & general expenses, fundraising, and program services

Please indicate the approximate percentage of your organization's funding from:

Religious Organizations	Individual Donors
Civic Clubs	Private Foundations
Corporate Donors	Special Events
Endowment/Interest Income	United Way
Fees for services/products	Government Grants
Government Contracts	
Other (please specify)	Total

Please indicate the dollar amount of coverage of each of the following:

Directors and Officers Liability Insurance:

General Liability Insurance:

Fundraising Information:

Is any staff person receiving additional compensation for fundraising activities:

If so, under what terms:

Is any board member receiving compensation of any type for fundraising activities:

If so, under what terms:

Has an outside consultant been hired to help raise the funds for this project:

If so, who is it:

What are the terms of the contract – *Please include how much the consultant is receiving per hour or per project and how many hours per week they are working for your organization:*

Endowment Information:

Does your organization have an endowment – *Answer yes if you have a formally established endowment, which is a fund designated by a donor or donors as permanently restricted from which only the income is available for use as determined by the board of directors. An endowment is not funds set aside by the board as a "rainy-day" fund. :*

yes no

If yes, please answer the following questions:

How much is it:

Where is it held:

Total endowment earnings (or losses) for the last fiscal year:

Amount of earnings available for expenditure:

Required Attachments:

1. A one to two page description of your organization (not project). *We suggest adding some brief historical information about how the organization was started, major milestones you have achieved, and the types of programs and services you now provide.*
2. A three to four page narrative description of your project (not your organization) including the following:
 - a. An account of the problem or need. *Please provide a thorough explanation of the problem or need in your community. We discourage use of statistics unless they have relevance to your project.*
 - b. An explanation of how the project will solve or alleviate the problem. *This portion should provide a clear picture of what you hope to accomplish with this grant.*
 - c. A summary of how the project relates to or helps fulfill your mission. *This section of the application should clearly tie the project back to your mission statement and your organization's strategic goals.*
 - d. An account of your organization's qualifications to address that problem or need. *Please avoid listing all the staff and their academic degrees, instead tell us what makes your organization qualified to tackle this issue. This could be based on previous successes, collaborations with other nonprofits, strategic goals based on board priorities, etc.*
 - e. How do you define success? How do you know when you achieve success? How do you know you are on track? *The terminology used most often around this question is outcomes. We are simply asking for you to tell us what behaviors you are hoping to change and how you plan to track it. If you're asking for a piece of equipment, this is where you will tell us how it will help you with effectiveness and efficiency.*
 - f. A time frame for the project. *Please provide a start date, major milestones you expect, and an end date.*
 - g. A description of how ongoing or future needs will be funded after the grant ends.
3. A line-item budget for the project. *We expect a detailed budget that breaks down expenses into categories. If you are asking for a portion of a project, make sure you identify how you expect to use Sarkeys funds.*
4. In one document please clearly identify the three following areas:
 - a. A list of secured funds and pledges for this project.
 - b. A list of all outstanding requests and their amounts for this project.
 - c. A list of other potential sources of funding, if any, for this project.
5. A complete copy of the IRS tax exempt determination letter stating that your organization is not a private foundation and that it has Internal Revenue Service Code section 501(c)(3) status.
6. A copy of your organization's most recent audit and management letter (within the last two fiscal years). If the organization's yearly income or total assets are less than \$500,000 a financial statement signed by the board treasurer is required in lieu of an audit.

Sarkeys Foundation
11/30/2012

ATTACHMENT 16

EIN: 73-0736496

Grants Paid During 2011-2012 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Statutes and Dates</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
Cameron University Foundation 2800 W. Gore Boulevard Lawton, OK 73505	501(c)(3) 5/1/1972 509(a)(1) 2/12/2009	Academic Commons Technology for Student Success	\$50,000.00	12/27/2011
City Care 2400 General Pershing Blvd Oklahoma City, OK 73107	501(c)(3) 10/1/1996 509(a)(1) 7/19/2000	Towards expenses associated with building a new outdoor pavilion at Crystal Lake	\$25,000.00	12/27/2011
Rogers State University Foundation 1701 West Will Rogers Boulevard Claremore, OK 74017-3252	501(c)(3) 6/1/1974 509(a)(1) 4/28/1999	Expansion of the Honors College Scholarship fund	\$50,000.00	12/27/2011
Community Literacy Centers 5131 N. Classen Circle, Ste. 204 Oklahoma City, OK 73118-4420	501(c)(3) 8/1/1999 509(a)(1) 9/2/1997	Discretionary grant	\$500.00	1/9/2012
Leflore County Child Advocacy Network 300 Rogers Avenue Poteau, Oklahoma 74953	501(c)(3) 7/1/2000 509(a)(1) 7/1/2000	Discretionary grant	\$500.00	3/5/2012
East Central University Foundation 1100 E. 14th PMB Y-8 Ada, OK 74820	501(c)(3) 9/1/1970 509(a)(1) 9/1/1970	Synergistic Learning and Research Center	\$50,000.00	4/24/2012
Oklahoma City Community College Foundation 7777 South May Oklahoma City, OK 73159-4444	501(c)(3) 4/1/1998 509(a)(2) 4/1/1998	Construction of a performing arts center	\$200,000.00	4/24/2012
Oklahoma City Educare, Inc Oklahoma Tower 210 Park Avenue, Suite 3150 Oklahoma City, Oklahoma 73102	501(c)(3) 7/26/2006 509(a)(1) 7/26/2006	Capital campaign	\$200,000.00	4/24/2012

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Grants Paid During 2011-2012 Fiscal Year

Big Brothers Big Sisters of Oklahoma 5840 S. Memorial Drive, Suite 105 Tulsa, OK 74075	501(c)(3) 5/1/1985 509(a)(1) 5/1/1985	Discretionary Grant for BBBBS in Cleveland County	\$500.00	4/26/2012
Oklahoma School of Science and Mathematics Foundation 1141 North Lincoln Boulevard Oklahoma City, OK 73104	501(c)(3) 7/1/1992 509(a)(1) 10/15/1997	Edna McDuffie Manning Faculty Endowment Society.	\$20,000.00	4/26/2012
A Chance To Change Foundation 5228 Classen Boulevard Oklahoma City, OK 73118	501(c)(3) 11/1/1981 509(a)(1) 11/1/1981	Partial funding for the school based program A Chance to SUCCEED program and the Addition Education Series.	\$25,000.00	5/11/2012
Bridges, Inc. 1670 N. Stubbeman Norman, OK 73069	501(c)(3) 4/1/1997 509(a)(1) 3/30/2001	Career Coaching/Student Outreach	\$25,000.00	5/11/2012
Crosstown Learning Center, Inc. 2501 East Archer Tulsa, OK 74110	501(c)(3) 8/1/2001 509(a)(1) 8/28/2001	A continuance of assistance with the cost of groceries and kitchen supplies for Crosstown Learning Center for 2012.	\$20,000.00	5/11/2012
Dentists for the Disabled and Elderly in Need of Treatment 11212 N. May Avenue, Suite 110 Oklahoma City, OK 73120	501(c)(3) 11/1/1988 509(a)(1) 1/29/1993	Restorative Dental Care for Veterans	\$35,000.00	5/11/2012
Domestic Violence Intervention Services 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	501(c)(3) 3/1/1978 509(a)(1) 7/15/1982	Operating Expenses for DVIS/Call Rape Emergency Shelter	\$50,000.00	5/11/2012
Good Shepherd Community Clinic 20 12th Ave. NW Ardmore, OK 73401	501(c)(3) 6/1/1997 509(a)(1) 6/1/1997	The purchase of medications, a pill counter, and a Cavatron Scaler	\$26,830.00	5/11/2012
Great Expectations Foundation 601 North Grand Avenue Tahlequah, OK 74464	501(c)(3) 9/1/1993 509(a)(1) 9/1/1993	Great Expectations for Rural Schools	\$50,000.00	5/11/2012

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Grants Paid During 2011-2012 Fiscal Year

Happy Hands Education Center 8801 S. Garnett Road Broken Arrow, Oklahoma 74012	501(c)(3) 8/1/1993 509(a)(1) 8/1/1993	Scholarships	\$20,000.00	5/11/2012
Health Alliance for the Uninsured, Inc. 5929 N. May Avenue, Suite 511 Oklahoma City, OK 73112	501(c)(3) 7/1/2008 509(a)(1) 2/4/2010	Cooperative Central Pharmacy medications	\$31,875.00	5/11/2012
Helping Hand Ministry, Inc. (formerly Boston Avenue Helping Hands, Inc.) 709 South Boston Avenue Tulsa, OK 74119-1609	501(c)(3) 2/1/1997 509(a)(1) 2/1/1997	General operating support to provide "Basic Needs Assistance" (financial and food) to individuals and families who live in the Greater Tulsa Area who find themselves in a temporary financial crisis.	\$10,000.00	5/11/2012
Hope House Of McAlester Inc P.O. Box 3041 McAlester, OK 74502	501(c)(3) 8/1/2008 509(a)(1) 8/1/2008	Purchase and teach Tackling Tough Skills Program; and, supplement transportation costs for attending appointments for the homeless in our shelter.	\$4,042.00	5/11/2012
Infant Crisis Services 4224 N. Lincoln Blvd. Oklahoma City, OK 73105	501(c)(3) 9/1/1991 509(a)(1) 5/3/1996	Formula, Food and Diapers for Needy Babies and Toddlers Project	\$50,000.00	5/11/2012
Iron Gate 501 S. Cincinnati Avenue Tulsa, Oklahoma 74103	501(c)(3) 11/1/2005 509(a)(1) 11/1/2005	Feeding the hungry of Tulsa	\$50,000.00	5/11/2012
Leadership Oklahoma 5500 N. Western, Suite 142 Oklahoma City, OK 73118	501(c)(3) 2/1/1988 509(a)(1) 10/31/1991	Youth Leadership Oklahoma Class XII	\$3,500.00	5/11/2012
LIFE Senior Services, Inc. 5950 E 31st St Tulsa, OK 74135	501(c)(3) 7/1/1978 509(a)(1) 7/20/1994	To assist with the funding gap for LIFE Senior Services' Adult Day Services	\$25,000.00	5/11/2012
Little Dixie Community Action Agency 209 N. 4th Street Hugo, OK 74743	501(c)(3) 8/1/1968 509(a)(1) 8/28/1968	Early Childhood State Pilot Project	\$20,000.00	5/11/2012

Sarkeys Foundation
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Grants Paid During 2011-2012 Fiscal Year

Oklahoma Baptist Homes for Children 3800 North May Oklahoma City, OK 73112-6506	501(c)(3) 3/1/1965 509(a)(1) 2/17/1994	Security Gate System for Madill Campus	\$11,870.00	5/11/2012
Oklahoma Blood Institute 1001 North Lincoln Boulevard Oklahoma City, OK 73104	501(c)(3) 11/1/1977 509(a)(2) 11/1/1977	Oklahoma Public Umbilical Cord Blood Bank	\$50,000.00	5/11/2012
Oklahoma Lions Boys Ranch P.O. Box 400 Perkins, OK 74059	501(c)(3) 7/1/1940 509(a)(2) 7/1/1940	Lions' Family Resource Center	\$15,000.00	5/11/2012
Operation Homefront Oklahoma Inc. PO Box 1933 Lawton, OK 73502	501(c)(3) 12/1/2005 509(a)(1) 12/1/2005	Fund a part-time Director of Client Services, and additional staffing	\$30,000.00	5/11/2012
Peppers Ranch, Inc. Post Office Box 3814 Edmond, Oklahoma 73083	501(c)(3) 9/1/2001 509(a)(1) 9/1/2001	Peppers Children's Village	\$50,000.00	5/11/2012
Rebuilding Together Tulsa P.O. Box 52201 Tulsa, OK 74152	501(c)(3) 11/1/1997 509(a)(1) 10/21/2003	Roof Program partnered with energy efficiency repairs	\$30,000.00	5/11/2012
The Homeless Alliance 1729 NW 3rd Street Oklahoma City, Oklahoma 73106	501(c)(3) 9/1/2004 509(a)(1) 9/30/2004	Building WestTown Resource Center Capacity to End Family Homelessness	\$50,000.00	5/11/2012
The Tristesse Healing Hearts Grief Center, Inc. 3930 E. 31st Street Tulsa, OK 74135	501(c)(3) 4/1/2002 509(a)(1) 4/1/2002	Children's Grief Education and Intervention Program in Oklahoma public schools.	\$15,000.00	5/11/2012
Tulsa Boys' Home P. O. Box 1101 Tulsa, OK 74101-1101	501(c)(3) 1/1/1947 509(a)(1) 10/28/2002	Education Building Capital Expansion Project	\$50,000.00	5/11/2012

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Grants Paid During 2011-2012 Fiscal Year

United Way of Central Oklahoma 1444 NW 28th Street Oklahoma City, OK 73106	501(c)(3) 8/1/1952 509(a)(1) 12/2/1987	Legacy of Giving Facility Campaign	\$50,000.00	5/11/2012
Volunteers Of America Inc. 9605 East 61st Street Tulsa, OK 74133	501(c)(3) 5/1/1965 509(a)(1) 5/1/1965	Payee Services	\$30,000.00	5/11/2012
White Fields Inc. 7127 County Line Road, N.E. Piedmont, OK 73078	501(c)(3) 1/1/2005 509(a)(1) 1/1/2005	White Fields Education Center Furnishings	\$50,000.00	5/11/2012
Young Women's Christian Association of Enid 525 S. Quincy Enid, OK 73701-5456	501(c)(3) 12/1/1941 509(a)(1) 3/27/1997	Portable educational and awareness presentation equipment	\$1,397.30	5/11/2012
Young Women's Christian Association of Oklahoma City 2460 I-44 Service Road Oklahoma City, OK 73112	501(c)(3) 6/1/1964 509(a)(2) 2/23/1998	Safe Transitional Housing for victims of domestic violence and their children.	\$50,000.00	5/11/2012
Youth Services for Oklahoma County 201 NE 50th Street Oklahoma City, OK 73105-1811	501(c)(3) 7/1/1973 509(a)(1) 2/3/1975	Housing assistance for at-risk teens	\$35,000.00	5/11/2012
Youth Services For Stephens County, Inc PO Box 1603 Duncan, OK 73534	501(c)(3) 11/1/1975 509(a)(1) 11/1/1975	Construction costs for a new shelter/home	\$50,000.00	5/11/2012
Edmond Mobile Meals Inc 25 W 3rd Street Edmond, OK 73003-5558	501(c)(3) 4/1/1988 509(a)(1) 4/1/1988	Groceries for mobile meals program	\$10,000.00	5/12/2012
Infant Parent Intervention Center 2242 NW 39th Street Oklahoma City, OK 73112	501(c)(3) 1/1/2008 509(a)(2) 1/1/2008	Canadian County Expansion Project	\$50,000.00	5/12/2012

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Grants Paid During 2011-2012 Fiscal Year

Life Change Ballroom 4509 Tamarisk Dr. Oklahoma City, OK 73142	501(c)(3) 5/1/2007 509(a)(1) 5/2/2007	Youth Empowerment & Leadership Program	\$15,000.00	5/12/2012
Mission Shawnee Post Office Box 1223 Shawnee, Oklahoma 74802-1223	501(c)(3) 2/1/2006 509(a)(1) 1/1/2006	Replacement of air conditioning /heating units for the dining hall and kitchen	\$12,500.00	5/12/2012
Safenet Services Inc P.O. Box 446 Claremore, OK 74018	501(c)(3) 6/1/1989 509(a)(1) 6/1/1989	Safenet Services Family Visitation Center	\$50,000.00	5/12/2012
Travelers Aid And Homeless Assistance Center 1033 North Walker Ave. Oklahoma City, OK 73102	501(c)(3) 1/1/1965 509(a)(1) 1/1/1965	Client Services Renovation Project	\$25,000.00	5/12/2012
Youth Services of Tulsa 311 South Madison Tulsa, OK 74120	501(c)(3) 1/1/1970 509(a)(1) 7/16/1999	Food for homeless youth	\$20,000.00	5/12/2012
American Red Cross- Heart of Oklahoma Chapter 1205 Halley Avenue Norman, Oklahoma 73069	501(c)(3) 12/1/1938 509(a)(1) 1/1/1938	Immediate and long-term housing for victims of disaster in Garvin and Pontotoc Counties.	\$9,000.00	5/21/2012
Family Promise of Lawton Inc. P.O. Box 142 Lawton, OK 73502	501(c)(3) 9/1/2009 509(a)(1) 9/1/2009	Part-time Case-Manager	\$22,000.00	5/21/2012
Jasmine Moran Children's Museum Foundation Post Office Box 1828 Seminole, OK 74868	501(c)(3) 4/1/1989 509(a)(1) 9/29/1993	Scholarship admissions	\$10,000.00	5/21/2012
Northeast Oklahoma Community Action Agency Inc 856 E Melton P. O. Box 603 Jay, OK 74346	501(c)(3) 10/1/1970 509(a)(1) 10/1/1970	PROJECT HOPE (Helping Others Procure Employment), a jobs coaching and mentoring program	\$25,000.00	5/21/2012

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Grants Paid During 2011-2012 Fiscal Year

Oklahoma Center for Nonprofits 720 W. Wilshire Blvd., Ste 115 Oklahoma City, OK 73116	501(c)(3) 10/1/1996 509(a)(1) 10/1/1996	For year-round scholarships	\$10,000.00	5/21/2012
Oklahoma Dental Foundation For Research and Education 317 NE 13th St. Oklahoma City, OK 73104	501(c)(3) 11/1/1963 509(a)(2) 11/1/1963	Mobile Dental Program for Women Leaving Prison	\$50,000.00	5/21/2012
Rogers County Volunteers for Youth 1700 S. Lynn Riggs Blvd., Ste. A Claremore, OK 74017	501(c)(3) 10/1/1999 509(a)(1) 10/1/1999	Assist with funding gap for PAL program	\$20,000.00	5/21/2012
Saint Gregory's College 1900 West MacArthur Street Shawnee, OK 74804	501(c)(3) 3/1/1946 509(a)(1) 3/1/1946	Benedictine Hall Restoration Fund	\$50,000.00	5/21/2012
Thunderbird Challenge Inc., d/b/a Thunderbird Youth Academy Foundation 824 Park Street Building 313 Room 100 Pryor, OK 74361	501(c)(3) 2/1/1997	Project Coordinator/Grant Writer	\$49,791.00	5/21/2012
William W. Barnes Children's Advocacy Center P.O. Box 1889 Claremore, OK 74018	501(c)(3) 10/1/2001 509(a)(1) 2/2/2010	Healing After Child Abuse	\$8,000.00	5/21/2012
Girl Scouts of Eastern Oklahoma, Inc. 2432 East 51st Street Tulsa, OK 74105-6002	501(c)(3) 12/1/1937 509(a)(1) 12/1/1937	Girl Scouts Beyond Bars Outreach Program	\$10,000.00	6/11/2012
Hearts For Hearing 3525 N.W. 56th Suite A-150 Oklahoma City, OK 73112	501(c)(3) 9/1/2004 509(a)(1) 9/1/2004	Tapping into Tele-Practice	\$50,000.00	6/11/2012

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11/30/2012

EIN: 73-0736496

Grants Paid During 2011-2012 Fiscal Year

Mental Health Association in Tulsa 1870 South Boulder Tulsa, OK 74119-5234	501(c)(3) 10/1/1968 509(a)(1) 5/10/1995	Safe Team program	\$25,000.00	6/11/2012
Oklahoma School of Science and Mathematics Foundation 1141 North Lincoln Boulevard Oklahoma City, OK 73104	501(c)(3) 7/1/1992 509(a)(1) 10/15/1997	The Sarkeys Summer Mathematics Institute at OSSM	\$35,000.00	6/11/2012
Ronald McDonald House Charities Of Oklahoma City Inc 1301 NE 14th St Oklahoma City, OK 73117	501(c)(3) 3/1/1981 509(a)(1) 3/1/1981	Ronald McDonald House II - Keeping More Families Near, Helping More Children Heal	\$20,000.00	6/11/2012
Saville Center Inc PO Box 393 Stillwater, OK 74076	501(c)(3) 10/1/1999 509(a)(1) 10/1/1999	Counseling Cottage	\$50,000.00	6/11/2012
Communities Foundation of Oklahoma, Inc. 2932 N. W. 122, Suite D Oklahoma City, OK 73120	501(c)(3) 6/1/1992 509(a)(1) 6/1/1992	Discretionary Grant for OKAN to use towards their moving expenses.	\$500.00	7/17/2012
Norman Public School Foundation 131 South Flood Norman, OK 73069	501(c)(3) 5/25/1984 509(a)(1) 8/29/1986	Discretionary Grant for SPUD -Students Performing Unselfish Deeds	\$500.00	7/17/2012
Food and Shelter For Friends 104 West Comanche Norman, OK 73069	501(c)(3) 8/1/1984 509(a)(1) 10/16/1985	Discretionary Grant	\$250.00	8/23/2012
Tulsa Historical Society 2445 S. Peoria Avenue Tulsa, OK 74114-1326	501(c)(3) 1/1/1965 509(a)(2) 1/6/1984	Sponsorship for the 2012 Tulsa Hall of Fame	\$10,000.00	9/7/2012
Ministries Of Jesus Inc 1100 E. I-35 Frontage Rd Edmond, OK 73034	501(c)(3) 2/1/2002 509(a)(1) 2/1/2002	Funds for discounted medical tests and surgeries for Oklahoma City area patients who are uninsured with little or no means to pay.	\$50,000.00	10/31/2012

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Grants Paid During 2011-2012 Fiscal Year

The Council for Developmental Disabilities dba ABLE 303 East Tonhawa Norman, OK 73069	501(c)(3) 3/1/1983 509(a)(1) 3/1/1983	Insulation and ceiling tiles	\$10,000.00	10/31/2012
Knights of Columbus Building Corporation of Oklahoma City 6300 N. Santa Fe Avenue Oklahoma City, OK	501(c)(3) 1/1/2008 509(a)(2) 1/1/2008	Discretionary grant	\$500.00	11/1/2012
Muscular Dystrophy Association 5601 Northwest 72nd Street #124 Oklahoma City, OK 73132	501(c)(3) 1/1/1952 509(a)(1) 1/1/1952	Discretionary Grant in memory of Monte Blaine	\$500.00	11/13/2012
A Pocket Full Of Hope Inc 1325 East Apache Tulsa, OK 74106	501(c)(3) 8/1/2000 509(a)(1) 8/1/2000	UpBeat 360 Program	\$10,000.00	11/15/2012
Bethesda, Inc. 1181 E. Main Street Norman, OK 73071	501(c)(3) 11/1/1985 509(a)(1) 11/1/1985	New computers, hard drives, monitors, printers, server and back-up drive with software to run and transfer data.	\$25,000.00	11/15/2012
Calm Waters Center for Children and Families 4334 Northwest Expressway, Suite 101 Oklahoma City, OK 73116	501(c)(3) 5/1/1999 509(a)(1) 5/27/1999	Free Grief Support Groups	\$25,000.00	11/15/2012
CASA of Oklahoma County Inc. 5905 N. Classen Court, Room 302 Oklahoma City, OK 73118	501(c)(3) 10/1/2007 509(a)(1) 9/17/2007	Support to recruit community volunteers to represent the best interest of abused and neglected children.	\$35,000.00	11/15/2012
Center of Family Love 635 West Texas P.O. Box 245 Okarche, OK 73762	501(c)(3) 11/1/1984 509(a)(2) 11/1/1984	New Dining Room	\$50,000.00	11/15/2012
Child Abuse Network 2829 South Sheridan Avenue Tulsa, OK 74129	501(c)(3) 12/1/1988 509(a)(1) 12/1/1988	Specialized Program Equipment	\$18,043.49	11/15/2012

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Community Literacy Centers 5131 N. Classen Circle, Ste. 204 Oklahoma City, OK 73118-4420	501(c)(3) 8/1/1999 509(a)(1) 9/2/1997	LEAP: To provide three new classes and partially fund a coordinator for our LEAP program.	\$24,183.00	11/15/2012
Community Service Council of Greater Tulsa 16 East 16th Street, Suite 202 Tulsa, OK 74119	501(c)(3) 9/1/1946 509(a)(1) 11/2/1982	Updating 2-1-1 Information in Small Eastern Oklahoma Communities	\$30,000.00	11/15/2012
East Central University Foundation 1100 E. 14th PMB Y-8 Ada, OK 74820	501(c)(3) 9/1/1970 509(a)(1) 9/1/1970	ECU's Rudolph Moot Courtroom	\$50,000.00	11/15/2012
Family Promise of Shawnee 39604 W. Independence P.O. Box 3044 Shawnee, OK 74802	501(c)(3) 4/1/2004 509(a)(1) 1/25/2008	Furnishings for family day center and roll-away beds	\$17,956.00	11/15/2012
Health Outreach Prevention Education Inc 3540 East 31st Street, Suite 3 Tulsa, OK 74135	501(c)(3) 5/1/1998 509(a)(1) 5/1/1998	"Empowered 4 Life-Making Thoughtful Choices" project for young adults ages 13-29 years	\$12,000.00	11/15/2012
HeartLine Inc. Post Office Box 12832 Oklahoma City, OK 73157-2832	501(c)(3) 3/1/1972 509(a)(1) 5/2/2001	Chat Program for the National Suicide Prevention Lifeline	\$30,345.36	11/15/2012
Legal Aid Services of Oklahoma 2915 N. Classen Blvd., Suite 500 Oklahoma City, OK 73106	501(c)(3) 7/1/1977 509(a)(1) 10/16/1979	Legal Check-up Clinic for the Homeless	\$50,000.00	11/15/2012
Madill Community Day Care Center Association, Inc. P.O. Box 247 Madill, OK 73446	501(c)(3) 12/1/1972 509(a)(1) 12/1/1972	Classroom renovation to be name the Prudence Little classroom	\$35,000.00	11/15/2012
Muskogee County Child Advocacy Center, Inc. Post Office Box 277 Muskogee, OK 74402	501(c)(3) 4/1/1997 509(a)(1) 6/6/2001	Expansion of Family/Victim Advocate Program.	\$10,000.00	11/15/2012

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Grants Paid During 2011-2012 Fiscal Year

NAIC-Center for Oklahoma Alcohol and Drug Services 215 W. Linn Street Post Office Box 824 Norman, OK 73070	501(c)(3) 509(a)(1)	12/1/1972 8/7/2003	Addiction Treatment for Adults, Adolescents and Families	\$20,000.00	11/15/2012
Neighborhood Services Organization 8101 South Walker Avenue, Suite C Oklahoma City, OK 73139	501(c)(3) 509(a)(1)	8/1/1970 8/1/1970	Housing + Healthcare = Hope capital campaign to build a new Dental Clinic and Administrative Services facility.	\$50,000.00	11/15/2012
OKC Metro Alliance 1940 Linwood Boulevard Oklahoma City, OK 73106	501(c)(3) 509(a)(1)	1/1/1978 10/1/1978	Study Room Furniture, New Beds, and Laundry Appliances for a Men's Residential Recovery Program	\$18,500.00	11/15/2012
Oklahoma Brain Tumor Foundation 730 W. Wilshire Blvd, Suite 114 Oklahoma City, OK 73116	501(c)(3) 509(a)(1)	6/1/2003 6/23/2003	Patient Navigation and Counseling Services for Uninsured Brain Tumor Families	\$10,000.00	11/15/2012
Oklahoma City University 2501 North Blackwelder Oklahoma City, OK 73106-1493	501(c)(3) 509(a)(1)	10/1/1959 10/1/1959	Educational equipment for nursing school	\$50,000.00	11/15/2012
Oklahoma Community Health Services 1025 Straka Terrace Oklahoma City, OK 73139	501(c)(3) 509(a)(1)	5/1/1980 7/14/1987	Increasing Access to Care for the Uninsured and Underinsured	\$50,000.00	11/15/2012
Oklahoma Institute for Child Advocacy 3909 N Classen, Suite 101 Oklahoma City, OK 73118	501(c)(3) 509(a)(1)	1/1/1984 1/1/1984	Fighting for Our Future: Stories Matter!	\$32,500.00	11/15/2012
Oklahoma Lawyers for Children 4901 Richmond Square, Suite 101 Oklahoma City, OK 73118	501(c)(3) 509(a)(1)	8/1/1998 8/1/1998	OLFC's Expanded Outreach for Children	\$40,000.00	11/15/2012
Regional Food Bank of Oklahoma 3355 S Purdue Oklahoma City, OK 73139	501(c)(3) 509(a)(1)	8/1/1997 3/20/2004	School Pantry Program Waiting List	\$25,000.00	11/15/2012

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Grants Paid During 2011-2012 Fiscal Year

San Miguel School Of Tulsa Inc 2444 East Admiral Blvd. Tulsa, OK 74110	501(c)(3) 3/1/1946 509(a)(1) 3/1/1946	HVAC, fire suppression and monitoring, security fence.	\$50,000.00	11/15/2012
Special Care 12201 N. Western Oklahoma City, OK 73114	501(c)(3) 11/1/1984 509(a)(1) 7/9/1992	Scholarship Support	\$50,000.00	11/15/2012
Stand In The Gap Inc. 3939 S. Harvard Ave., Ste. 120 Tulsa, OK 74135-4600	501(c)(3) 10/1/1998 509(a)(1) 10/1/1998	Program Expansion for Life Launch, Women in Transitioning and Widows	\$50,000.00	11/15/2012
The Christmas Connection P.O. Box 891020 5728 South May Avenue (73119) Oklahoma City, OK 73189-1020	501(c)(3) 12/1/1984 509(a)(1) 12/1/1984	School Connections-School Uniform Program	\$6,500.00	11/15/2012
The Grace Center Of Southern Oklahoma Inc 11 A Street, N.W. Ardmore, OK 73401	501(c)(3) 7/1/1942 509(a)(2) 7/1/1942	New shower, and washer and dryer for our Day Center.	\$10,000.00	11/15/2012
The Urban Mission Inc 3737 N. Portland Ave. Okla. City, OK 73112	501(c)(3) 12/1/1986 509(a)(1) 12/1/1986	Food for the pantry 2012-2013	\$30,000.00	11/15/2012
American Red Cross - Tulsa Area Chapter 10151 East 11th Street Tulsa, OK 74128	501(c)(3) 12/1/1938 509(a)(1) 12/22/1981	Disaster Response in Southeast Oklahoma	\$10,000.00	11/19/2012
Freedom School Oklahoma City, Inc. P.O. Box 54364 Oklahoma City, OK 73154	501(c)(3) 12/1/2008 509(a)(2) 12/1/2008	Books, classroom supplies, and breakfast for children for a summer literacy program	\$9,840.00	11/20/2012

Total Grants Paid: \$3,244,423.15

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ATTACHMENT 17

FORM 990-PF, PART I, LINE 19 AND PART II, LINE 14

Cost

Land	415,872
Furniture & Fixtures	379,781
Computer Equipment	89,558
Building	<u>1,951,252</u>
TOTAL	<u>2,836,463</u>

Accumulated Depreciation	<u>(1,008,428)</u>
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Current Year Depreciation Expense	<u>61,688</u>
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ATTACHMENT 18

Sarkeys Foundation incurred program expenses during the year in carrying out the following primary activities:

A. The Oklahoma Institute for Nonprofit Leadership is an education program designed to increase the impact of the volunteer and professional leadership team of nonprofit organizations. The three-day retreat provides information and learning experiences that strengthen the administration and financial management of the organization, assists leadership teams in responding to critical organizational issues and problems, and clarifies roles and expectations of the leadership team, the board, and the staff. The Institute was held in June, 2012, in Ardmore Oklahoma at the Noble Foundation Conference Center with teams from 13 nonprofits participating in the program.

Total OINL Expenses 27,802

B. The Foundation's conference center, in addition to holding training seminars and workshops, is available for use by nonprofit organizations for meeting space. State-of-the-art audio visual equipment is available to users of the conference center. The Foundation's nonprofit library is also available for research or to hold events for smaller groups.

Total Conference Center Expenses 11,260

C. Property expenses and upkeep of offices plus minor furniture and fixtures and supplies to assist nonprofit organizations, providing office space, and a conference center to public charities. A three-year lease agreement was signed in 2010 with Big Brothers/Big Sisters of Cleveland County and Meals of Wheels for office space at below market cost. The Sarkeys staff also provides outreach services by conducting nonprofit board trainings, facilitating board retreats, and hosting grant writing workshops.

Direct Charitable activities to support local nonprofits 12,773

Total 51,835