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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation The Samuel Roberts Noble Foundation Inc		A Employer identification number 73-0606209
% A JILL WALLACE		B Telephone number (see instructions) (580) 224-6227
Number and street (or P O box number if mail is not delivered to street address) P O Box 2180 Suite		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>
City or town, state, and ZIP code Ardmore, OK 734022180		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,172,213,441	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	1,360			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,486,824	4,090,032		
	4 Dividends and interest from securities.	12,823,695	16,695,361		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	22,661,838			
	b Gross sales price for all assets on line 6a 844,784,970				
	7 Capital gain net income (from Part IV, line 2)		23,228,814		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,766,026	83,737	7,485,316	
	12 Total. Add lines 1 through 11	46,739,743	44,097,944	7,485,316	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,516,589	192,458		2,285,374
	14 Other employee salaries and wages	19,567,032	38,302		19,571,863
	15 Pension plans, employee benefits	17,568,894	29,184		12,493,505
	16a Legal fees (attach schedule)	270,793	0	0	298,903
	b Accounting fees (attach schedule)	86,519	12,978	0	71,191
	c Other professional fees (attach schedule)	3,915,088	3,536,081		320,562
	17 Interest	21,311			21,311
	18 Taxes (attach schedule) (see instructions)	809,448	440,541		1,523
	19 Depreciation (attach schedule) and depletion	7,682,473			
	20 Occupancy	1,771,451			1,774,280
	21 Travel, conferences, and meetings	1,178,433	34,485		1,175,671
	22 Printing and publications	174,163			186,094
	23 Other expenses (attach schedule)	9,871,434	379,122	7,485,316	3,100,630
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	65,433,628	4,663,151	7,485,316	41,300,907
	25 Contributions, gifts, grants paid.	992,586			1,006,333
	26 Total expenses and disbursements. Add lines 24 and 25	66,426,214	4,663,151	7,485,316	42,307,240
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-19,686,471			
	b Net investment income (if negative, enter -0-)		39,434,793		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	1,200	8,898	8,898
2	Savings and temporary cash investments	12,912,335	8,334,632	8,334,632
3	Accounts receivable ► 839,726	602,854	839,726	839,726
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable	1,442,319	1,733,204	1,733,204
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use	159,743	167,647	167,647
9	Prepaid expenses and deferred charges	259,419	691,386	691,386
10a	Investments—U S and state government obligations (attach schedule)	16,277,122	18,802,500	18,802,500
b	Investments—corporate stock (attach schedule)	653,403,251	680,321,756	680,321,756
c	Investments—corporate bonds (attach schedule)	75,948,566	64,018,046	64,018,046
11	Investments—land, buildings, and equipment basis ► 54,160	9,224	9,224	1,371,527
	Less accumulated depreciation (attach schedule) ► 44,936			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	132,011,292	189,101,428	189,101,428
14	Land, buildings, and equipment basis ► 205,329,991	134,675,725	132,085,520	205,329,991
	Less accumulated depreciation (attach schedule) ► 73,244,471			
15	Other assets (describe ►)	1,843,185	1,492,700	1,492,700
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,029,546,235	1,097,606,667	1,172,213,441
Liabilities				
17	Accounts payable and accrued expenses	6,711,465	10,494,777	
18	Grants payable	601,250	585,000	
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 ►)	46,230,746	51,150,922	
23	Total liabilities (add lines 17 through 22)	53,543,461	62,230,699	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	974,079,171	1,033,293,087	
25	Temporarily restricted			
26	Permanently restricted	1,923,603	2,082,881	
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	976,002,774	1,035,375,968	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,029,546,235	1,097,606,667	

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	976,002,774
2	Enter amount from Part I, line 27a	2	-19,686,471
3	Other increases not included in line 2 (itemize) ►	3	79,059,665
4	Add lines 1, 2, and 3	4	1,035,375,968
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	1,035,375,968

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)
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1a See Additional Data Table

b

c

d

e

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
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a See Additional Data Table

b

c

d

e

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

(i) FMV 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))
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a See Additional Data Table

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	23,228,814
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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 page 18 of 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))
2011	49,636,354	948,679,081	0 052322
2010	46,690,504	897,745,400	0 052009
2009	49,336,824	800,029,775	0 061669
2008	60,453,120	1,016,200,804	0 059489
2007	53,584,102	1,174,468,024	0 045624

2 Total of line 1, column (d).

2 0 271113

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 054223

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.

4 921,295,641

5 Multiply line 4 by line 3.

5 49,955,414

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

6 394,348

7 Add lines 5 and 6.

7 50,349,762

8 Enter qualifying distributions from Part XII, line 4.

8 48,154,942

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	788,696
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 <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2.		3	788,696
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	788,696
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	715,000	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7	815,000	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached <input checked="" type="checkbox"/>	8	293	
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	26,011	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11	26,011	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/>		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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 <input checked="" type="checkbox"/>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T. <input checked="" type="checkbox"/></i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● By language in the governing instrument, or			
	● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> 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 .		Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	<i>If "Yes," complete Part XIV</i>			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► www.noble.org

14 The books are in care of ► A JILL WALLACE Telephone no ► (580) 224-6227
 Located at ► 2510 SAM NOBLE PARKWAY ARDMORE OK ZIP +4 ► 73401

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16 Yes

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ► VI

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b 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 page 20 of the instructions)? ► <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here.	1b	No
1c 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 2012? ► <input type="checkbox"/>	1c	No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	2b	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ► <input type="checkbox"/>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
b If "Yes," did it have excess business holdings in 2012 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 2012.) ► <input type="checkbox"/>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	4a	No
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 2012? ► <input type="checkbox"/>	4b	No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	No
	Organizations relying on a current notice regarding disaster assistance check here. ►			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
See Additional Data Table				

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
MICHAEL UDVARDI PO BOX 2180 ARDMORE, OK 734022180	INTERIM DIVISION DIR 40 0	159,120	43,101	381
RICK NELSON PO BOX 2180 ARDMORE, OK 73402	PROFESSOR 40 0	150,575	50,600	406
JEFF MOEN PO BOX 2180 ARDMORE, OK 73402	CORPORATE COUNSEL 40 0	155,146	25,652	4,580
TEAL PEMBERTON PO BOX 2180 ARDMORE, OK 734022180	DIR HUMAN RESOURCES 40 0	170,782	40,143	213
KEVIN STAGGS PO BOX 2180 ARDMORE, OK 73402	DIR INFORMATION SYS 40 0	162,776	31,812	430
Total number of other employees paid over \$50,000.			►	131

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
Calamos Advisors LLC PO BOX 2631 CAROL STREAM, IL 601322631	INVESTMENT MANAGER	442,493
Luther King Capital 301 Commerce ST Suite 1600 FORT WORTH, TX 76102	INVESTMENT MANAGER	341,777
Income Research & Management 100 FEDERAL ST 31ST FLOOR BOSTON, MA 02110	INVESTMENT MANAGER	246,269
Mercer (PKA Hammond Associates) 701 Market Street Suite 1100 ST LOUIS, MO 63101	Investment Advisor	430,742
Barrow Hanley Mewhinney 2200 Ross Avenue Suite 3100 DALLAS, TX 752012761	INVESTMENT MANAGER	258,450
Total number of others receiving over \$50,000 for professional services.	16

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 AGRICULTURAL-ASSISTS OVER 1500 FARMERS/RANCHERS IN REACHING THEIR FINANCIAL, PRODUCTION, STEWARDSHIP AND QUALITY OF LIFE GOALS THROUGH CONSULTATION, EDUCATION SERVICES AND RESEARCH	13,875,364
2 FORAGE IMPROVEMENT- SERVES AS LINK BETWEEN TRANSLATING BASIC PLANT SCIENCE RESEARCH INTO TANGIBLE VARIETIES FOR USE BY AGRICULTURAL PRODUCERS THRU VARIETY DEVELOPMENT/IMPROVEMENT	10,982,324
3 PLANT BIOLOGY-CONDUCTS BASIC BIOCHEMICAL, GENETIC GENOMIC PLANT RESEARCH FOR CROP IMPROVEMENT & PRODUCTION OF VIABLE QUANTITIES OF PLANT NATURAL PRODUCTS TO ENHANCE HEALTH	19,089,668
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 NO PROGRAM RELATED INVESTMENTS WERE MADE IN 2012 SEE GENERAL EXPLANATION ATTACHMENT FOR INFORMATION REGARDING EXPENDITURE RESPONSIBILITY FOR PRIOR YEAR ACTIVITY	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3.

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 933,786,069
b	Average of monthly cash balances.	1b 134,960
c	Fair market value of all other assets (see instructions).	1c 1,404,495
d	Total (add lines 1a, b, and c).	1d 935,325,524
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.	3 935,325,524
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 14,029,883
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 921,295,641
6	Minimum investment return. Enter 5% of line 5.	6 46,064,782

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 46,064,782
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 788,696
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 788,696
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 45,276,086
4	Recoveries of amounts treated as qualifying distributions.	4 97,781
5	Add lines 3 and 4.	5 45,373,867
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 45,373,867

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 42,307,240
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 5,847,702
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 48,154,942
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 48,154,942

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				45,373,867
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only.				
b Total for prior years 2010, 2009, 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	10,158,554			
c From 2009.	9,581,612			
d From 2010.	3,319,262			
e From 2011.	3,553,139			
f Total of lines 3a through e.	26,612,567			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 48,154,942				
a Applied to 2011, but not more than line 2a			0	
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 2012 distributable amount.				45,373,867
e Remaining amount distributed out of corpus	2,781,075			
5 Excess distributions carryover applied to 2012 (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:	29,393,642			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	29,393,642			
10 Analysis of line 9				
a Excess from 2008.	10,158,554			
b Excess from 2009.	9,581,612			
c Excess from 2010.	3,319,262			
d Excess from 2011.	3,553,139			
e Excess from 2012.	2,781,075			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization 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))

NA

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

NA

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 or e-mail of the person to whom applications should be addressed

The Samuel Roberts Noble Foundation
PO Box 2180
Ardmore, OK 73402
(580) 223-5810

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

AN INTRODUCTION LETTER DESCRIBING THE ORGANIZATION AND PROJECT

c Any submission deadlines

DECEMBER 1, MARCH 1, JUNE 1 AND SEPTEMBER 1

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

GENERALLY RESTRICTED TO SOUTHWESTERN UNITED STATES 501(C)(3) ORGANIZATIONS

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 <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	1,006,333
b <i>Approved for future payment</i> See Additional Data Table				
Total			► 3b	585,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
1A	The Noble Foundation operates seven farms on which it carries out programs of agricultural research and demonstration. With regard to the latter, the farms are used for demonstration purposes, that is, the full scale trial testing of the findings of our research and the research of others. Demonstration programs are available to the general public at no cost. These programs, in part, fulfill our charitable purpose and serve as a basis for our tax exempt status. As a by-product of our programs, certain marketable agricultural products such as livestock, pecans, and other farm products are produced. Rather than disposing of these products, in some instances, we sell them through common agricultural market outlets. The first hand knowledge acquired by carrying field trials through a market endpoint allows Foundation consultants to advise farmers and ranchers of economic realities they face in their own farming and ranching operations.
1B	Education seminars to provide farmers and ranchers training in agricultural operations and best agricultural management practices
1C	Various awards and subawards received in conjunction with plant science and agricultural research conducted in the Foundation's Agricultural, Plant Biology and Forage Improvement Divisions. While the majority of the awards/subawards are public research funds subject to audit under OMB Circular A-133, these awards/subawards further include public research funds provided through various State of Oklahoma programs, as well as private research funds.

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
NOBLE ENERGY	D	1969-10-31	2012-01-26
PARTNERSHIP K-1 ST GAIN/(LOSS)	P		
PARTNERSHIP K-1 LT GAIN	P		
PUBLICLY TRADED SECURITIES	P		
PARTNERSHIP K-1 SECT 1256 LOSS LT	P		
PUBLICLY TRADED SECURITIES ST	P		
K-1 SECTION 1256 ST LOSS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,997,374		16,588	4,966,410
			-404,819
989,699			989,699
750,058,061		728,030,699	22,027,362
			-2,117
88,739,836		93,086,145	-4,346,309
			-1,412

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
30,964	16,588	14,376	4,966,410
			-404,819
			989,699
			22,027,362
			-2,117
			-4,346,309
			-1,412

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM B BUCKNER 	PRESIDENT 400	411,188	29,396	17,278
PO BOX 2180 ARDMORE, OK 734022180				
MICHAEL A CAWLEY 	PRESIDENT 400	486,535	13,797	42,553
P O Box 2180 Ardmore, OK 734022180				
RICHARD A DIXON 	SR VP & DIVISION DIRECTOR 400	316,950	81,916	9,177
P O Box 2180 Ardmore, OK 734022180				
BILLY COOK 	SR VP & DIVISION DIRECTOR 400	154,872	40,841	6,005
P O Box 2180 Ardmore, OK 734022180				
E CHARLES BRUMMER 	SR VP & DIVISION DIRECTOR 400	212,563	46,248	13,435
P O Box 2180 Ardmore, OK 734022180				
STEVEN P RHINES 	VP & GENERAL COUNSEL 400	247,650	44,031	5,015
P O Box 2180 Ardmore, OK 734022180				
A JILL WALLACE 	VP & CHIEF FINANCIAL OFFICER 400	189,263	35,273	4,368
P O Box 2180 Ardmore, OK 734022180				
ELIZABETH ALDRIDGE 	SECRETARY 400	88,818	29,445	
P O Box 2180 Ardmore, OK 734022180				
CODY NOBLE 	TRUSTEE 60	25,000		
P O Box 2180 Ardmore, OK 734022180				
RUSSELL NOBLE 	TRUSTEE 60	29,500		723
P O Box 2180 Ardmore, OK 734022180				
MARIANNE ROONEY 	TRUSTEE 60	30,500		
P O Box 2180 Ardmore, OK 734022180				
ANN NOBLE BROWN 	TRUSTEE EMERITUS 60	6,000		
P O Box 2180 Ardmore, OK 734022180				
WILLIAM G THURMAN 	TRUSTEE 60	19,000		3,913
P O Box 2180 Ardmore, OK 734022180				
D RANDOLPH BROWN JR 	TRUSTEE 60	27,500		454
P O Box 2180 Ardmore, OK 734022180				
JESSIE NANCE 	TRUSTEE 60	29,500		2,112
P O Box 2180 Ardmore, OK 734022180				
STEPHEN YOUNG 	TRUSTEE 60	27,500		65
P O Box 2180 Ardmore, OK 734022180				
DAVID R BROWN 	TRUSTEE EMERITUS 60	8,000		
P O Box 2180 Ardmore, OK 734022180				
SUSAN BROWN 	TRUSTEE 60	29,500		633
P O Box 2180 Ardmore, OK 734022180				
JAMES C DAY 	TRUSTEE 60	29,500		325
P O Box 2180 Ardmore, OK 734022180				
SAM DUBOSE 	TRUSTEE 60	29,500		4,525
P O Box 2180 Ardmore, OK 734022180				
VIVIAN NOBLE DUBOSE 	TRUSTEE 60	31,500		756
P O Box 2180 Ardmore, OK 734022180				
BILL GODDARD 	TRUSTEE 60	31,500		1,276
P O Box 2180 Ardmore, OK 734022180				
SHELLEY DRU MULLINS 	TRUSTEE 60	29,500		3,014
P O Box 2180 Ardmore, OK 734022180				
GINGER DUBOSE 	TRUSTEE 60	21,250		
P O Box 2180 Ardmore, OK 734022180				
PATRICK ROONEY 	TRUSTEE 60	4,000		612
PO BOX 2180 ARDMORE, OK 734022180				

Form 990PF Part XV Line 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				
Arbuckle Life Solutions Inc Nine 10th Avenue NW Ardmore, OK 73401	None	Public Charity	Renewed operating support	30,000
Association of Professional Oklahoma Educators Fou PO Box 713 Norman, OK 73070	None	Public Charity	Renewed operating support	20,000
Atlanta Union Mission Corporation P O Box 1807 Atlanta, GA 30301	None	Public Charity	Support for the men's program	10,000
Atlanta Union Mission Corporation P O Box 1807 Atlanta, GA 30301	None	Public Charity	Support for the women's program	10,000
Carter County CASA Inc 20 B Street SW Ste 401 Ardmore, OK 73401	None	Public Charity	Operating support	10,000
Charles B Goddard Center for Visual and Performin P O Box 1624 Ardmore, OK 73402	None	Public Charity	Operating support and Art Education Outreach Progr	25,000
Colonial Williamsburg Foundation P O Box 1776 Williamsburg, VA 231871776	None	Public Charity	2012 Oklahoma Teachers Institute	10,000
Diabetes Solutions - OK Inc 3333 NW 63rd Suite 100 Oklahoma City, OK 73116	None	Public Charity	Support for Camp Endres	7,500
Education and Employment Ministry Inc 14 NE 13th Street Oklahoma City, OK 73104	None	Public Charity	Renewed operating support facilities	10,000
Gloria Ainsworth Child Care & Learning Center Inc 502 G Street NE Ardmore, OK 73401	None	Public Charity	Operating support	10,000
Good Shepherd Community Clinic Inc 20 12th Avenue Ardmore, OK 73401	None	Public Charity	Operating support electronics system animatronics upgrade	30,000
Great Expectations Foundation 717 North Grand Avenue Tahlequah, OK 744642399	None	Public Charity	Operating support	15,000
Greater Ardmore Scholarship Foundation Inc 301 W Main Suite 210 Ardmore, OK 73401	None	Public Charity	Distribution from the Pettitt Educational Fund support	59,626
Leadership Institute 1101 North Highland Street Steven PJ Wood Building Arlington, VA 22201	None	Public Charity	Renewed operating support	5,000
Murray State College One Murray Campus Tishomingo, OK 73460	None	Public Charity	2012/2013 agriculture scholarships	5,000

Form 990PF Part XV Line 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				
Oklahoma Arts Institute 111 NW 9th Street Oklahoma City, OK 73102	None	Public Charity	Support for the Summer Arts Institute	7,500
Oklahoma State University Foundation Post Office Box 1749 Stillwater, OK 740761749	None	Public Charity	Support for the Oklahoma Agricultural Leadership P	20,000
Oklahoma State University Foundation Post Office Box 1749 Stillwater, OK 740761749	None	Public Charity	2012/2013 agriculture scholarships	10,000
Panhandle State Foundation Post Office Box 430 Goodwell, OK 73939	None	Public Charity	2012/2013 agriculture scholarships	8,000
Philanthropy Roundtable 1730 M Street NW Suite 601 Washington, DC 20036	None	Public Charity	Renewed operating support	10,000
Southern Oklahoma Technology Center 2610 Sam Noble Parkway Ardmore, OK 734012100	None	Public Charity	2012/2013 scholarships	4,600
Southwestern Diabetic Foundation Inc P O Box 918 101 S Culberson Gainesville, TX 76241	None	Public Charity	Purchase and install new playground equipment	10,000
United Way of South Central Oklahoma Inc P O Box 323 Ardmore, OK 73402	None	Public Charity	Match for employees contribution 2013	38,748
Washington Legal Foundation 2009 Massachusetts Avenue NW Washington, DC 20036	None	Public Charity	Renewed operating support	5,000
YMCA of Ardmore 920 Fifteenth Avenue NW Ardmore, OK 73401	None	Public Charity	Renewed operating support	40,000
Ardmore City Schools PO Box 1709 Ardmore, OK 73402	None	Public Charity	Band program	100
Ardmore City Schools PO Box 1709 Ardmore, OK 73402	None	Public Charity	Spirit of the Tigers	100
Ardmore City Schools Enrichment Foundation PO Box 1709 Ardmore, OK 73402	None	Public Charity	General support	550
Aspen Prep Academy 5859 S University Blvd Greenwood Village, CO 80121	None	Public Charity	Promethean Campaign	100
Aspen Prep Academy 5859 S University Blvd Greenwood Village, CO 80121	None	Public Charity	Annual Fund	605

Form 990PF Part XV Line 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				
Avila University 11901 Wornall Road Kansas City, MO 64145	None	Public Charity	General support	250
Baylor College of Medicine Development and Advancement One Baylor Plaza MS BCM160 Houston, TX 770303411	None	Public Charity	MS research	5,000
Cameron University Foundation Inc 2800 W Gore Boulevard Lawton, OK 73505	None	Public Charity	KCCU-FM Program	2,220
Carney Public Schools PO Box 240 Carney, OK 74832	None	Public Charity	Carney FFA	2,212
Coleman City Schools PO Box 188 Coleman, OK 73432	None	Public Charity	Academic Team	325
College of William and Mary PO Box 1693 Williamsburg, VA 231871693	None	Public Charity	Geology Department	200
Colorado School of Mines Foundation PO Box 4005 Golden, CO 804010005	None	Public Charity	General support	100
Colorado School of Mines Foundation PO Box 4005 Golden, CO 804010005	None	Public Charity	Mines Fund	1,000
Colorado State University Foundation 510 University Services Center 601 South Howes Street Ft Collins, CO 805237115	None	Public Charity	Student Support Services	5,000
Cookson Hills Christian School RR 3 Box 200 Kansas, OK 74347	None	Public Charity	General support	2,127
Cornell University PO Box 223623 Pittsburgh, PA 15251	None	Public Charity	Legal Information Institute at Cornell Law School	500
Dickson Foundation for Excellence in Education In PO Box 994 Ardmore, OK 73401	None	Public Charity	General support	460
Dickson Public Schools 4762 State Hwy 199 Ardmore, OK 73401	None	Public Charity	Dickson FFA	40
Dickson Public Schools 4762 State Hwy 199 Ardmore, OK 73401	None	Public Charity	Dickson Agriculture Program	92
East Central University Foundation Inc 1100 E 14th PMB Y-8 Ada, OK 74820	None	Public Charity	General support	10,000

Form 990PF Part XV Line 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				
Episcopal High School PO Box 271299 Houston, TX 772771299	None	Public Charity	Annual Giving	2,500
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	Public Charity	Booster Club's athletics program	500
Episcopal School of Dallas 4100 Merrell Road Dallas, TX 75229	None	Public Charity	2011-2012 Annual Fund Program	1,000
Fay School 105 N Post Oak Lane Houston, TX 77024	None	Public Charity	Annual Fund	1,250
Fort Bend Independent School District 3019 FM 1092 Missouri City, TX 77459	None	Public Charity	Quail Valley Middle School PTO activities	100
Fort Worth Country Day School Inc 4200 Country Day Lane Fort Worth, TX 76109	None	Public Charity	Katherine Hooton Memorial Fund	2,000
Good Shepherd Nativity Mission School Inc 353 Baronne Street New Orleans, LA 701121628	None	Public Charity	Scholarship support	7,000
Grace Presbyterian School Foundation 10219 Ella Lee Lane Houston, TX 77042	None	Public Charity	Annual Fund	500
Graceland University Development Office 1 University Place Lamoni, IA 50140	None	Public Charity	Men's Volleyball Program	1,000
Graceland University Development Office 1 University Place Lamoni, IA 50140	None	Public Charity	General support	1,718
Graceland University Development Office 1 University Place Lamoni, IA 50140	None	Public Charity	Women's Soccer Fund tsunami relief efforts	2,000
Greater Ardmore Scholarship Foundation Inc 301 W Main Suite 210 Ardmore, OK 73401	None	Public Charity	General support	100
Green Mountain High School Foundation 13175 Green Mountain Drive Lakewood, CO 80228	None	Public Charity	General support	500
Houston Independent School District 1401 W 43rd Street Houston, TX 77018	None	Public Charity	Library book sponsor	45
Houston Independent School District 4400 W 18th Street Houston, TX 770928501	None	Public Charity	Bellaire High School women's lacrosse	300

Form 990PF Part XV Line 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				
Houston Independent School District 1401 W 43rd Street Houston, TX 77018	None	Public Charity	General support conditioner for Camp Sweeney cafeteria	1,000
Houston Independent School District 1401 W 43rd Street Houston, TX 77018	None	Public Charity	Murata Bunge Grant	3,000
Indiana University Foundation Showalter House PO Box 500 Bloomington, IN 47402	None	Public Charity	Parents Fund Competition	250
Jeffco Public Schools 4441 Salvia Street Golden, CO 80403	None	Public Charity	General support for Compass Montessori School-Gold	150
Jeffco Public Schools 2959 Royale Elk Way Evergreen, CO 80439	None	Public Charity	General support	626
Jeffco Public Schools 2959 Royale Elk Way Evergreen, CO 80439	None	Public Charity	Close the Gap campaign	800
John Cooper School One John Cooper Drive The Woodlands, TX 77381	None	Public Charity	General support	500
John Cooper School One John Cooper Drive The Woodlands, TX 77381	None	Public Charity	Annual Fund Drive	1,250
John Cooper School One John Cooper Drive The Woodlands, TX 77381	None	Public Charity	Act II Capital Campaign	3,000
Kanakuk Institute 1353 Lakeshore Drive Branson, MO 65616	None	Public Charity	General support	1,100
Kansas University Endowment Association PO Box 928 Lawrence, KS 66044	None	Public Charity	Geology Associates Fund	2,000
Kansas University Endowment Association PO Box 928 Lawrence, KS 66044	None	Public Charity	School of Engineering	3,000
Lafayette College Office of Development 307 Markle Hall Easton, PA 18042	None	Public Charity	Economics and Business Department	200
Lafayette College Office of Development 307 Markle Hall Easton, PA 18042	None	Public Charity	Friends of Skillman Library	250
Lafayette College Office of Development 307 Markle Hall Easton, PA 18042	None	Public Charity	Geology Department	250

Form 990PF Part XV Line 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				
Lafayette College Office of Development 307 Markle Hall Easton, PA 18042	None	Public Charity	Williams Center for the Arts	250
Lafayette College Office of Development 307 Markle Hall Easton, PA 18042	None	Public Charity	Maroon Club/Swimming and Diving Team	300
Louisiana State University Foundation 3838 West Lakeshore Drive Baton Rouge, LA 70808	None	Public Charity	ECE Capstone Design Support Fund	1,000
Louisiana Tech University PO Box 3167 Ruston, LA 71272	None	Public Charity	Diatetics Support Fund in the School of Human Ecol	1,000
Macalester College 1600 Grand Avenue St Paul, MN 55105	None	Public Charity	Alumni Annual Fund	200
Michigan State University 300 Spartan Way East Lansing, MI 48824	None	Public Charity	Geology Endowed Field Study Fund	1,020
Northern Arizona University Foundation Inc PO 4094 Flagstaff, AZ 860114094	None	Public Charity	Friday Lunch Clubbe	550
Oak Hall 2815 Mt Washington Ardmore, OK 73401	None	Public Charity	General support	650
Ohio Wesleyan University 61 South Sandusky Delaware, OH 43015	None	Public Charity	Ohio Wesleyan Fund	1,000
Oklahoma Baptist University OBU Box 61275 500 W University Shawnee, OK 74804	None	Public Charity	OBU Fund	1,000
Oklahoma Christian Schools Inc PO Box 509 Edmond, OK 730830509	None	Public Charity	Scholarship Fund	800
Oklahoma City University 2501 N Blackwelder Oklahoma City, OK 731061493	None	Public Charity	Tom J McDaniel Endowed Scholarship Fund in the Me	1,000
Oklahoma Educational Television Authority Foundati PO Box 14190 Oklahoma City, OK 731134190	None	Public Charity	General support	510
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 740761749	None	Public Charity	CASNR Enhancement Scholarship Fund	100
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 740761749	None	Public Charity	College of Veterinary Health Sciences	100

Form 990PF Part XV Line 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				
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 740761749	None	Public Charity	Plant and Soil Sciences Fund	100
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 740761749	None	Public Charity	C E Mason Memorial Scholarship	750
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 740761749	None	Public Charity	Phase II Club Seats	970
Oklahoma State University Foundation PO Box 1749 Stillwater, OK 740761749	None	Public Charity	James E Motes Endowed Scholarship Fund	3,000
Pennsylvania State University Office of University Development One Old Main University Park, PA 168021500	None	Public Charity	David and Kathleen Stover Trustee Scholarship/EMS	10,000
Phillips Theological Seminary Corporation 901 North Mingo Road Tulsa, OK 74116	None	Public Charity	Annual Fund	5,000
Plainview Public Schools 1140 S Plainview Road Ardmore, OK 73401	None	Public Charity	Plainview High School's football field	250
Presbyterian School Development Office 5300 Main Street Houston, TX 77004	None	Public Charity	Annual Fund	5,000
Purdue Foundation Inc 403 West Wood Street West Lafayette, IN 47907	None	Public Charity	School of Chemical Engineering	5,000
Regis Jesuit High School 6400 S Lewiston Way Aurora, CO 80016	None	Public Charity	Lark Program	1,000
Rhodes College 2000 North Parkway Memphis, TN 381121690	None	Public Charity	Brown Scholarship	1,000
Rockhurst University 1100 Rockhurst Road Kansas City, MO 64110	None	Public Charity	Rockhurst Fund	250
Rocky Mountain Public Broadcasting Network Inc 1089 Bancock Street Denver, CO 80204	None	Public Charity	RMPBS Television	155
Royal Independent School District 3714 FM 359 Pattison, TX 77466	None	Public Charity	Royal ISD Band	4,385
Slippery Rock University Foundation Inc 1 Morrow Way Slippery Rock, PA 16057	None	Public Charity	Carlton Dresden Endowed Scholarship	1,000

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a Paid during the year				
South Dakota School of Mines & Technology Foundation 306 East Saint Joseph Street Suite 200 Rapid City, SD 57701	None	Public Charity	Tim Anderson Scholarship	5,000
Southeastern Foundation 1405 N 4th Ave PMB 4187 Durant, OK 747010609	None	Public Charity	School of Arts and Sciences Scholarship	50
Southeastern Foundation 1405 N 4th Ave PMB 4187 Durant, OK 747010609	None	Public Charity	School of Business Scholarship	50
Southern Methodist University PO Box 750402 Dallas, TX 752750402	None	Public Charity	GLS fund for Faculty Excellence	150
Southern Methodist University PO Box 750402 Dallas, TX 752750402	None	Public Charity	BBA Business Scholars Program	5,000
Southern Methodist University PO Box 750333 Dallas, TX 752750333	None	Public Charity	Ed Noble Endowed MBA Scholarship/Cox School of Bus	5,000
Southern Methodist University PO Box 750402 Dallas, TX 752750402	None	Public Charity	George W Bush Presidential Center's Women's Initi	20,000
Southwest Educational Ministries Association DBA Lawton Christian School 1 NW Crusader Drive Lawton, OK 73505	None	Public Charity	Lawton Christian Schools' scholarship assistance p	500
Southwestern University 1001 E University Ave Georgetown, TX 78626	None	Public Charity	Technology Initiative	200
St Catherine's Montessori School 9125 Timberside Drive Houston, TX 77025	None	Public Charity	2011-2012 Annual Fund	400
St Cecilia Catholic School 11740 Joan of Arc Drive Houston, TX 77024	None	Public Charity	Annual Fund	500
St John's Northwestern Military Academy Inc 1101 North Genesee Street Delafield, WI 530181498	None	Public Charity	Excalibur Fundraiser	500
St Thomas High School 4500 Memorial Drive Houston, TX 770077332	None	Public Charity	2011-2012 Annual Fund	500
Stanford University 326 Galvez Street Stanford, CA 943056105	None	Public Charity	Hoover Institution	25,000
Stephen F Austin State University PO Box 6092 SFA Station Nacogdoches, TX 759626092	None	Public Charity	Thurman and Hazel Crawford Scholarship	10,000

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a Paid during the year				
Strake Jesuit College Preparatory 8900 Bellaire Blvd Houston, TX 77036	None	Public Charity	Annual Drive 2011	500
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	None	Public Charity	Douglas Von Gonten Endowed Scholarship Fund for Pe	1,000
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	None	Public Charity	H Phil Hobson, DVM Endowed Scholarship	1,000
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	None	Public Charity	Walk of Champions Endowment	1,200
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	None	Public Charity	Academic Support Fund	1,315
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	None	Public Charity	Wayne M Ahr '65 Endowed Memorial Fellowship	2,000
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	None	Public Charity	Class of '76 Texas Aggie Petroleum Engineers Schol	7,000
Texas A&M Foundation 401 George Bush Drive College Station, TX 77840	None	Public Charity	Mary Anne and J W Kornegay Scholarship	10,000
Texas Lutheran University 1000 West Court Street Seguin, TX 78155	None	Public Charity	Texas Lutheran Fund	1,000
Texas Tech Law School Foundation 1802 Hartford Avenue Lubbock, TX 79409	None	Public Charity	Board of Editors Award - 1980	425
Texas Tech University System Institutional Advancement PO Box 45025 Lubbock, TX 79409	None	Public Charity	Texas Tech Parents Association Fund for Excellence	1,000
Texas Tech University System Institutional Advancement PO Box 45025 Lubbock, TX 79409	None	Public Charity	Chancellor's Council Fund	1,100
The Woodlands Christian Academy 5800 Academy Way The Woodlands, TX 77384	None	Public Charity	Annual Fund	10,000
University of Dallas 1845 East Northgate Drive Irving, TX 750624736	None	Public Charity	Gary M Cieslak Memorial Scholarship	1,000
University of Delaware College of Earth Ocean and Enviro 212 Robinson Hall Newark, DE 19716	None	Public Charity	Department of Geology- Undergraduate Field Trips/Su	1,000

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Name and address (home or business)				
a Paid during the year				
University of Florida Foundation PO Box 14425 Gainesville, FL 32604	None	Public Charity	Geology Department Fund	600
University of Hawaii Foundation PO Box 11270 Honolulu, HI 968280270	None	Public Charity	Geology and Geophysics Field Trip Fund	3,500
University of Houston 4343 Elgin Street Fl 3 Houston, TX 77204	None	Public Charity	KUHF Houston Public Radio	100
University of Houston Donor and Alumni Records 306 McElhinney Hall Houston, TX 772045035	None	Public Charity	College of Natural Sciences and Mathematics - Dr	125
University of Houston Donor and Alumni Records 306 McElhinney Hall Houston, TX 772045035	None	Public Charity	Geosciences Equipment and Field Trip Fund	125
University of Houston 4343 Elgin Street Houston, TX 772040008	None	Public Charity	General support for Houston PBS Resources	252
University of Houston 4800 Calhoun Road Houston, TX 77004	None	Public Charity	College of Education Dean's Excellence Fund Managers and Rural Appraisers Scholarship	1,000
University of Houston Law Foundation 100 Law Center Houston, TX 772046060	None	Public Charity	Law Fund Annual Giving Campaign	1,000
University of Illinois Foundation Harker Hall 1305 West Green Street Urbana, IL 618012962	None	Public Charity	College of Agricultural, Consumer and Environmental Sciences	30
University of Illinois Foundation Harker Hall 1305 West Green Street Urbana, IL 618012962	None	Public Charity	College of Liberal Arts and Sciences Annual Fund	40
University of Illinois Foundation Harker Hall 1305 West Green Street Urbana, IL 618012962	None	Public Charity	LAS Annual Development Fund-Plant Biology	360
University of Illinois Foundation Harker Hall 1305 West Green Street Urbana, IL 618012962	None	Public Charity	Department of Crop Sciences Unrestricted Fund	370
University of Kentucky Office of Development 100 Sturgill Development Building Lexington, KY 40506	None	Public Charity	General support	500
University of Minnesota Foundation McNamara Alumni Center 200 Oak St SE Suite 500 Minneapolis, MN 55455	None	Public Charity	UMM James Van Alstine Geology and Environmental Sc	3,000
University of Notre Dame Development Office 400 Main Building Notre Dame, IN 465565602	None	Public Charity	General support	1,500

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a Paid during the year				
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	OU Band	25
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	Sooner Heritage Scholarship Annual Giving	50
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	Botany and Microbiology Centennial Legacy	75
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	Jimmy Everest Center Fund	100
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	OU Cancer Institute	100
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	College of Law Centennial Scholarship	1,000
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	Sooner Club	4,832
University of Oklahoma Foundation Inc 100 Timberdell Road Norman, OK 73019	None	Public Charity	OU Associates	7,500
University of Texas at Arlington Office of Development PO Box 19198 Arlington, TX 76019	None	Public Charity	College of Liberal Arts Dean's Excellence Fund	125
University of Texas at Arlington Office of Development PO Box 19198 Arlington, TX 76019	None	Public Charity	College of Science Excellence Fund	125
University of Texas at Austin 1 University Station C2100 Austin, TX 787120284	None	Public Charity	Cockrell School of Engineering Larry W Lake Schol Business	100
University of Texas at Austin Development Office PO Box 7458 Austin, TX 787137458	None	Public Charity	Jackson School of Geosciences Annual Giving Progra	100
University of Texas at Austin Development Office 2901 North IH-35 Suite 4100 Austin, TX 78722	None	Public Charity	Business Honors Program	250
University of Texas at Austin Development Office 2901 North IH-35 Suite 4100 Austin, TX 78722	None	Public Charity	Combs School of Business Accounting Department	250
University of Texas at Dallas 800 West Campbell Road Richardson, TX 75080	None	Public Charity	Fund for Excellence	5,000

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a Paid during the year				
University of Texas at El Paso Kelly Hall 6th Floor 500 W University Ave El Paso, TX 799680524	None	Public Charity	President's Gift Fund for Greatest Needs	250
University of Texas at El Paso Brumbelow Bldg Rm 109 500 W University Ave El Paso, TX 799680548	None	Public Charity	Volleyball program	500
University of Texas System MD Anderson Cancer Center PO Box 301439 Houston, TX 772301439	None	Public Charity	MD Anderson Cancer Center Gastro Esophageal Cancer	5,000
University of the South Office of University Relations 735 University Avenue Sewanee, TN 373831000	None	Public Charity	Sewanee Annual Fund	500
University of Tulsa 800 S Tucker Drive Tulsa, OK 74104	None	Public Charity	Engineering Department	1,500
Vernon Regional Junior College Foundation Inc 4400 College Drive Vernon, TX 76384	None	Public Charity	Joyce & A Q Johnson Scholarship	1,250
Victory Life Academy Inc 3412 W University Durant, OK 74701	None	Public Charity	Scholarship fund	1,200
Virginia Tech Foundation Inc 902 Prices Fork Road Suite 4000 Blacksburg, VA 24061	None	Public Charity	Geological Sciences Department	500
Washington University One Brookings Drive Box 1210 St Louis, MO 63130	None	Public Charity	Stephen Rose Scholarship Program in Physical Ther	400
Washington University One Brookings Drive Box 1210 St Louis, MO 63130	None	Public Charity	Support for Physical Therapy in the School of Medi	425
Washington University One Brookings Drive Box 1210 St Louis, MO 63130	None	Public Charity	Department of Biology in Arts & Sciences	825
Wesley Academy of First United Methodist Church 10570 Westpark Drive Houston, TX 77042	None	Public Charity	General support	4,400
Westminster Schools Inc 1424 W Paces Ferry Road NW Atlanta, GA 30327	None	Public Charity	Capital Campaign Scholarship Fund	625
William Marsh Rice University Office of Development PO Box 1892 Houston, TX 772511892	None	Public Charity	JGSB Jones Fund	500
William Marsh Rice University Office of Development PO Box 1892 Houston, TX 772511892	None	Public Charity	Rice Annual Fund	500

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a Paid during the year				
Acosta-Torres Elis PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Anderson Kelly PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Banning Alexis PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Scholarship	2,500
Bernero Laura PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Blount Stetson PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Breckenridge Holly PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Brown Danica PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Chen Junjun PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Clampitt Christian PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Clampitt Kathryn PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Coffey Richard PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Deacon Hanna PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Donica Madison PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Estevez Adriana PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Garvey Kristin PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500

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Grant Raven-Deneice PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Grotte Stephanie PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Guice Shawn PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Mathematics-Geosciences Equipment & Field Trip Fund	2,500
Holmes Eliot PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Scholarship in Geosciences	5,000
Huhman Ashley PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Memorial Scholarship	2,500
Hunter Kale PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Technology Support	5,000
Kornegay Matthew PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Nam Le Tran PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Environmental Sciences Fund	5,000
Ledlow Carolyn PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Lei Ziyiing PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Mackey Aubrey PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Dr W C MacQuown, Jr	2,500
Maxwell Charles PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Sciences Scholarship Fund	5,000
Mays Sarah PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
McCrite Alia PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Endowment	2,500
McSweeney Patrick PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Fund	5,000

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a Paid during the year				
Needham Kathleen PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Nelson Laura PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Nock Ellen PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Pierce Jordan PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund Cancer Center	5,000
Pigott Melissa PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Rogers Andrew PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Rogers Matthew PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Rueter Thomas PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Seely Tara PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Stolfa Victoria PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Sun William PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Udvardi Mayrah PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Wang Jie PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Wen Yixuan PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Wilkins Daylon PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500

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a Paid during the year				
Wolf Jennifer PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Zhang Shaopei PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	2,500
Zhou Zhonghui PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Zimmerman Joseph PO Box 2180 Ardmore, OK 73401	None	Public Charity	Noble Educational Fund	5,000
Allmon Lori Dawn PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	5,000
Bernhardt Will Caleb PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500
Briggs Kody Louise PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500
Burns Briar Ace PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	1,250
Butler Barrett Boone PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	5,000
Cleary Seth Charles PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500
Coffey Aaron James PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	6,250
Coffey Richard Seth PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	5,000
Coffey Sarah Elise PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	5,000
Combs Dustin Ray PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500
Crabtree Elizabeth Caitlin PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500

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Craig Charles C PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	5,000
Craig Clairissa Ann PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500
Donica Madison Jane PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship Medicine	5,000
Harrington Samuel Jacob PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500
Harrington Samuel Jacob PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	5,000
Hays Jessica Kay PO Box 2180 Ardmore, OK 73401	None	Public Charity	Sam Noble Scholarship	2,500
Lollis Jeri D PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Lowe Jinna Mae PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Midgley Taber Leon PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	3,125
Neal Jessica Diane PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Price Jess Patrick PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Rogers Kelsey Laine PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Rogers Matthew Benjamin PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Sparks John Dillon PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	6,250
Stevens Hannah Laura PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500

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Temple Seth David PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Temple-Lee Mary Dwayna PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Wallis Brody Donovan PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	6,250
Whitaker Andrew Hays PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
White Erin R PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	3,125
White Karl Robert PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Zachary Dakota Kent PO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Total			► 3a	1,006,333

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Acosta-Torres ElisPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Anderson KellyPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Banning AlexisPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Bernero LauraPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Blount StetsonPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Breckenridge HollyPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Brown DanicaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Chen JunjunPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Clampitt KathrynPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Coffey RichardPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Deacon HannaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Donica MadisonPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Estevez AdrianaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Grant Raven-DeneicePO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Guice ShawnPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Holmes EliotPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Huhman AshleyPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Hunter KalePO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Kornegay MatthewPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	15,000
Nam Le TranPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Ledlow CarolynPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Lei ZiyingPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Mackey AubreyPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Maxwell CharlesPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
McSweeney PatrickPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Needham KathleenPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Nelson LauraPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Pierce JordanPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Pigott MelissaPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Rogers AndrewPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500

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b Approved for future payment				
Rogers MatthewPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Rueter ThomasPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Udvardi MayrahPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Wen YixuanPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Wilkins DaylonPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	17,500
Wolf JenniferPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	7,500
Zhou ZhonghuiPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	12,500
Zimmerman JosephPO Box 2180 Ardmore, OK 73401	None		Noble Educational Fund	2,500
Allmon Lori DawnPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	7,500
Burns Briar AcePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	6,250
Butler Barrett BoonePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Cleary Seth CharlesPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	17,500
Coffey Aaron JamesPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	3,125
Coffey Richard SethPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	7,500
Coffey Sarah ElisePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Crabtree Elizabeth CaitlinPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Craigie Charles CPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	5,000
Donica Madison JanePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Harrington Samuel JacobPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Harrington Samuel JacobPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	15,000
Hays Jessica KayPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	7,500
Lollis Jeri DPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Lowe Jinna MaePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	2,500
Neal Jessica DianePO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Rogers Matthew BenjaminPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	12,500
Sparks John DillonPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarship	3,125
Stevens Hannah LauraPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarships	17,500
Temple-Lee Mary DwaynaPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarships	17,500
Zachary Dakota KentPO Box 2180 Ardmore, OK 73401	None		Sam Noble Scholarships	2,500
Grotte StephaniePO Box 2180 Ardmore, OK 73402	NONE		NOBLE EDUCATIONAL FUND	2,500

Form 990PF Part XV Line 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)				
b Approved for future payment				
Mays Sarah PO BOX 2180 ARDMORE, OK 73402	NONE		NOBLE EDUCATIONAL FUND	2,500
Total			► 3b	585,000

TY 2012 Accounting Fees Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT AND TAX SERVICES	86,519			86,519
NET INVESTMENT INCOME ADJ		12,978		-12,978
ACCRUAL TO CASH ADJ				-2,350

TY 2012 Compensation Explanation

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Person Name	Explanation
MICHAEL A CAWLEY	PRESENT VALUE OF FUTURE RETIREMENT PAYMENTS TAXABLE AT TERMINATION OF \$1,088,642 00 NOT INCLUDED
RUSSELL NOBLE	ADDITIONAL COMPENSATION OF \$10,500 FOR SERVICES RENDERED IN ADDITION TO BOARD OF TRUSTEE SERVICES NOT INCLUDED
JESSIE NANCE	ADDITIONAL COMPENSATION OF \$500 FOR SERVICES RENDERED IN ADDITION TO BOARD OF TRUSTEE SERVICES NOT INCLUDED

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
AIRCRAFT	2005-07-07	10,681,565	6,943,018	SL	10	1,068,157			
FENCE	2007-12-31	73,217	14,643	SL	20	3,661			
ROADS	2005-12-31	191,942	57,583	SL	20	9,597			
CAPITALIZED INT	2002-12-31	8,901,329	1,435,658	SL	35	233,277			
USC EQUIPMENT	2004-12-31	28,226	8,287	SL	15	2,332			
BUILDINGS	1990-01-01	143,549,558	39,605,185	SL	35	4,095,188			
LAND	1990-01-01	8,440,528	0	L					
FURNITURE	2008-01-01	156,835	24,140	SL	10	18,536			
COMPUTERS	2008-12-31	2,076,686	824,601	SL	5	292,936			
NONPRD O&G ROYALTY	2001-05-01	54,160	44,936						
CONST IN PROGRESS	2009-12-31	512,488	0						
BUILDING ADDITN 12	2012-12-31	81,519		SL	30	3,680			
AUTOMOBILES 12	2012-01-01	172,370	28,556	SL	5	28,556			
LAND 12	2012-05-01	1,000,575		L					
EQUIPMENT	2002-01-01	128,862	88,597	SL	10				
EQUIPMENT	2002-01-01	21,414,193	13,643,017	SL	10	1,501,221			
FINE ARTS	1990-01-01	22,272	9,291	SL	10				
FINE ARTS	1990-01-01	1,491,683	912,531	SL	10	54,867			
AUTOMOBILES	2002-01-01	122,122	88,373	SL	5				
AUTOMOBILES	2002-01-01	2,632,477	2,093,335	SL	5	206,261			
COMPUTERS 12	2012-12-31	433,421		SL	5	69,685			
USC EQUIPMENT 12	2012-12-31	33,676		SL	15	1,263			
EQUIPMENT 12	2012-12-31	1,465,752		SL	10	89,741			
FURNITURE 12	2012-12-31	38,348		SL	10	3,515			
CONST PROGRESS 12	2012-12-31	1,953,603							
AUTOMOBILES 12	2012-12-31	172,370		SL	5	28,556			

TY 2012 ExplanOfLegisPoliticalActvts

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Explanation: THE FOUNDATION SEEKS TO AMEND THE U.S. TAX CODE TO CREATE A NEW TAX-EXEMPT ORGANIZATION FOR THE ACTIVE CONDUCT OF AGRICULTURAL RESEARCH. IT IS EXPECTED THAT THE FOUNDATION WILL BE ABLE TO SATISFY THE REQUIREMENTS FOR SUCH AN ORGANIZATION AND THEREBY QUALIFY AS A PUBLIC CHARITY RATHER THAN A PRIVATE FOUNDATION UNDER SECTION 509(A). THE PROPOSED CHARITABLE ORGANIZATION WOULD FACILITATE THE MOVEMENT OF PRIVATE WEALTH INTO THE CHARITABLE (AGRICULTURE) RESEARCH SECTOR; CREATE NEW DOMESTIC RESEARCH CAPACITY; COMPLEMENT PUBLIC AGRICULTURAL FUNDING AND RESEARCH; AND CREATE NEW DEVELOPMENT AND COLLABORATION OPPORTUNITIES WITH AFFILIATED PUBLIC LAND-GRANT COLLEGES AND UNIVERSITIES AND/OR NON-LAND GRANT UNIVERSITIES OF AGRICULTURE. TO ACHIEVE THIS GOAL, THE FOUNDATION HAS AND CONTINUES TO LOBBY THE U.S. CONGRESS FOR THE NARROW PURPOSE OF ENACTING THIS LEGISLATION. PURSUANT TO THE WELL-RECOGNIZED SELF-DEFENSE EXCEPTION OF IRC 4945(E), THE PROPOSED LEGISLATION, IF ENACTED, WOULD IMPACT BOTH THE POWERS AND DUTIES OF THE FOUNDATION AND THE DEDUCTIBILITY OF CONTRIBUTIONS TO THE FOUNDATION, THUS QUALIFYING THE FOUNDATION FOR THIS EXCEPTION. THE FOUNDATION'S LOBBYING EFFORTS HAVE NOT AND WILL NOT CONSTITUTE A SUBSTANTIAL ACTIVITY COMPARED TO ITS OVERALL ACTIVITIES IN ANY YEAR. BEFORE ENGAGING IN THESE LOBBYING ACTIVITIES, THE FOUNDATION CONSULTED WITH AND OBTAINED AN OPINION FROM OUTSIDE COUNSEL REGARDING THE PROPOSED ACTIVITIES, INCLUDING THE PROPOSED LEGISLATION, AND IRC 4945. THIS LEGAL OPINION CONCLUDED THAT THE COSTS INCURRED BY THE FOUNDATION TO LOBBY FOR THE ENACTMENT OF THIS SPECIFIC LEGISLATION SHOULD NOT BE CONSIDERED TAXABLE EXPENDITURES PURSUANT TO THE SELF-DEFENSE EXCEPTION. IN ADDITION, THE FOUNDATION HAS COMPLETED AN IRS EXAMINATION AND THIS ACTIVITY WAS SPECIFICALLY REVIEWED BY THE IRS. THE SAME DETERMINATION WAS MADE BY THE IRS THAT THIS ACTIVITY WAS NOT CONSIDERED A TAXABLE EXPENDITURE.

TY 2012 General Explanation Attachment

Name: The Samuel Roberts Noble Foundation Inc
EIN: 73-0606209

Identifier	Return Reference	Explanation
Overview of Direct Charitable Activities	Part IX-A	<p>The Samuel Roberts Noble Foundation, headquartered in Ardmore, Okla., is an independent, nonprofit institute conducting plant science research and agricultural programs to enhance agricultural productivity, which influences agriculture regionally, nationally and internationally. Founded in 1945, the Noble Foundation continues the vision of its founder, Lloyd Noble, to influence agriculture by exploring and improving production agriculture techniques and advancing plant science through research and discovery. The Noble Foundation has become a leading plant and agricultural research institute that (a) conducts fundamental research for plant gene/trait discovery, (b) conducts fundamental research to produce critical, publicly available genomic/genetic resources for researchers worldwide, (c) performs translational and developmental research to incorporate innovations and discoveries into plants, (d) performs cultivar development, and (e) maintains established resources to place improved crops in the production agricultural environment for evaluation and performance and value assessment. These research operations complement the Noble Foundation's agricultural programs, which involve long-term, personal interactions with regional agricultural producers to assist them in achieving their individual production, financial and quality-of-life goals. The Noble Foundation's operations are conducted through three operating divisions: Agricultural, Plant Biology and Forage Improvement. The Noble Foundation employs about 361 staff members in these operating divisions and their supporting groups, representing 26 or more countries. Among these employees, more than 118 hold doctorate level degrees. These operations are based on an 800 acre campus which includes more than 500,000 square feet of research and administration space and a complementary 13,000 acres of farms. In 2012, Noble Foundation agricultural specialists and scientists published more than 107 peer-reviewed articles in scientifically respected journals, received nine (9) issued U.S. and international patents, and filed twelve (12) U.S. and international patent applications. In furtherance of its charitable mission and its commitment to advance the fields of plant science and production agriculture, Noble Foundation agricultural specialists and scientists formally collaborate with a broad base of academic and government institutions, participating as a collaborating institution in the U.S. Department of Energy's BioEnergy Science Center at the Oak Ridge National Laboratory, and collaborating with institutions such as Oklahoma State University, University of Oklahoma, University of North Texas, Texas AgriLife Extension Service, Mississippi State University, University of Georgia-Athens, Iowa State University, Cornell University, University of Kentucky, University of California-Los Angeles, University of Minnesota-Twin Cities, University of Delaware, West Virginia University, University of Missouri-Columbia, University of Wisconsin, University of Tennessee, Oklahoma Department of Agriculture, Food, and Forestry, Boyce Thompson Institute for Plant Research, The Donald Danforth Plant Science Center, and Mount Sinai School of Medicine. In support of its research, the Noble Foundation receives public support from the National Science Foundation, the U.S. Department of Energy, the U.S. Department of Agriculture, the Oklahoma Center for the Advancement of Science and Technology, and National Aeronautics and Space Administration. Moreover, through its youth outreach program, The Noble Foundation is collaborating with local public schools, including Plainview Middle School, Ardmore Elementary and Middle Schools and Dickson Middle and High Schools, to share with students in grades 5-12 the importance of agriculture and agricultural research through hands-on, interactive experiences. In furtherance of developing and delivering these educational experiences, The Noble Foundation further collaborates with the University of Oklahoma, The Oklahoma Department of Education, The Southern Oklahoma Technology Center and The Oklahoma School for Science and Mathematics. Support for operations causes our funds spent for operating and administrative costs, as reported on Part I, to be higher than an exclusively granting foundation. The calculation below shows how our administrative and operating costs are allocated into the operating groups. Operating and administrative costs (Part I-Line 24) \$41,300,907. Amounts paid to acquire assets (Part XII-Line 2) \$5,847,702 and grants paid (Part I-Line 25) \$1,006,333 equal the total amount paid for charitable purposes of \$48,154,942. Direct charitable activities and administrative expenses for charitable purposes (Part XV-A) Agricultural division \$13,875,364, Forage Improvement division \$10,982,324, and Plant Biology division \$19,089,668 equal the total direct charitable activities of \$43,947,356 plus contributions, gifts, grants paid of \$1,006,333 equal total direct charitable activities and grants paid of \$44,953,689. Administrative expenses not related to direct operations are \$3,201,253. Administrative expenses as a percentage of funds spent for charitable purposes equals 6.65%.</p>

Identifier	Return Reference	Explanation
OKLAHOMA LIFE SCIENCES FUND	PART VII-B, LINE 5(C), PAGE 6 AND PART IX-B-LINE 1	<p>During the tax years 2002-2004 and 2006, the Foundation made grants to an organization other than a charitable organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2). Those grants totaling \$1,502,539.90 were for program related investment in the Oklahoma Life Sciences Fund, LLC. Following is the required expenditure responsibility report. Name/address of Grantee: Oklahoma Life Sciences Fund, LLC, 800 Research Pkwy STE 385, Oklahoma City, OK 73102. No grant funds were paid during the reporting period of 2012. The purpose of the grant (program-related investment) was to accomplish the charitable purpose of advancing research and development of technology in the life sciences. The Foundation considers such an investment critical to advancing developments in the life-sciences field, so as to advance agricultural and medical research in Oklahoma, consistent with its exempt purpose. The grantee expended the amounts as it received them from the Foundation to advance research in life sciences as discussed above. To the knowledge of the Foundation, the grantee has not diverted any portion of the funds from the purpose of the grant. The grantee provided the Foundation with reports and other information on the use of funds that enabled the Foundation to verify compliance with the terms of the grant, and the progress made by the grantee toward achieving the purposes for which the grant was made. The Foundation believes that OLSF has complied with the terms of the grant, without exception. At this point, all original capital of OLSF has been invested and it is a mature fund. Reports and Information/Dates: 2012 Annual Report Pursuant to Regulation 53-4945 received 5/24/2013. The Foundation's Vice President and General Counsel reviewed the reports upon receipt. The investment was carried at cost at December 31, 2009 of \$1,502,540. Based on information provided by the administrator of the fund for the year ending December 31, 2010, the value was written down to \$388,557. No additional verification was considered necessary.</p>

Identifier	Return Reference	Explanation
Depreciation, Amortization & Accretion Schedule	Part I, Line 19	<p>The Samuel Roberts Noble Foundation, Inc 73-0606209 Depreciation, Amortization, and Accretion Schedule Depreciable Assets Section Description CONST IN PROGRESS Date in Service VARIOUS Cost Basis 2,466,091 Beginning Accumulated NONE Ending Accumulated NONE Method SL Life Current Depr Expense NONE Description AIRCRAFT Date in Service 07/07/2005 Cost Basis 10,681,565 Beginning Accumulated 6,943,018 Ending Accumulated 8,011,175 Method SL Life 10 Current Depr Expense 1,068,157 Description EQUIPMENT Date in Service VARIOUS Cost Basis 22,879,945 Beginning Accumulated 13,731,614 Ending Accumulated 15,233,979 Method SL Life 10 Current Depr Expense 1,590,962 Description AUTOMOBILES Date in Service VARIOUS Cost Basis 2,804,847 Beginning Accumulated 2,181,708 Ending Accumulated 2,328,152 Method SL Life 5 Current Depr Expense 234,817 Description COMPUTERS Date in Service VARIOUS Cost Basis 2,510,107 Beginning Accumulated 824,601 Ending Accumulated 1,187,222 Method SL Life 5 Current Depr Expense 362,621 Description FENCE Date in Service 12/31/2007 Cost Basis 73,217 Beginning Accumulated 14,643 Ending Accumulated 18,304 Method SL Life 20 Current Depr Expense 3,661 Description FURNITURE Date in Service VARIOUS Cost Basis 195,183 Beginning Accumulated 24,140 Ending Accumulated 46,191 Method SL Life 10 Current Depr Expense 22,051 Description FINE ARTS Date in Service VARIOUS Cost Basis 1,491,683 Beginning Accumulated 921,822 Ending Accumulated 967,398 Method SL Life 25 Current Depr Expense 54,867 Description ROADS Date in Service 12/31/2005 Cost Basis 191,942 Beginning Accumulated 57,583 Ending Accumulated 67,180 Method SL Life 20 Current Depr Expense 9,597 Description CAPITALIZED INT Date in Service 12/31/2002 Cost Basis 8,901,329 Beginning Accumulated 1,435,658 Ending Accumulated 1,668,935 Method SL Life 35 Current Depr Expense 233,277 Description USC EQUIPMENT Date in Service Various Cost Basis 61,902 Beginning Accumulated 8,287 Ending Accumulated 11,882 Method SL Life 15 Current Depr Expense 3,595 Description BUILDINGS Date in Service VARIOUS Cost Basis 143,631,077 Beginning Accumulated 39,605,185 Ending Accumulated 43,704,053 Method SL Life 35 Current Depr Expense 4,098,868 Description LAND Date in Service VARIOUS Cost Basis 9,441,103 Beginning Accumulated NONE Ending Accumulated NONE Method SL Life Current Depr Expense NONE Description NON PRODUCING PROP Date in Service VARIOUS Cost Basis 54,160 Beginning Accumulated 44,936 Ending Accumulated 44,936 Method SL Life Current Depr Expense NONE Current Depreciation 7,682,473</p>

Identifier	Return Reference	Explanation
GRANTS AND CONTRIBUTIONS	PART I LINE 25 AND PART XV	No grants were made to organizations classified as Internal Revenue Code Section 509(a)(3) organizations. INTEREST EXPENSE PART I LINE 17 Interest expense of \$21,311 reported in Part I, Line 17 relates to the outstanding line of credit.

**TY 2012 Investments Corporate
Bonds Schedule**

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TOTAL BEGINNING BOOK VALUE		
MERCEDES BENZ MASTER OWNER TRU	307,571	307,571
TOYOTA AUTO RECEIVABLES OWNER	362,605	362,605
HYUNDAI AUTO RECEIVABLES TRUST	388,047	388,047
FORD CREDIT FLOORPLAN MASTER O	431,231	431,231
MERCEDES BENZ AUTO RECEIVABLES	206,217	206,217
TOYOTA AUTO RECEIVABLES OWNER	504,671	504,671
GCCFC COMMERCIAL MORTGAGE TRUS	12,035	12,035
MORGAN STANLEY REREMIC TRUST 5	218,356	218,356
WASHINGTON MUTUAL MORTGAGE PAS	88,374	88,374
COMM MORTGAGE TRUST 1% 10 DE	344,586	344,586
MORGAN STANLEY REREMIC TRUST 5	444,524	444,524
MORGAN STANLEY REREMIC TRUST 5	246,350	246,350
FREDDIE MAC 2.5% 15 NOV 2042	241,428	241,428
FREDDIE MAC 4.5% 15 JUL 2039	269,483	269,483
FANNIE MAE 3% 25 FEB 2036	456,541	456,541
FANNIE MAE 7% 25 NOV 2028	37,125	37,125
JP MORGAN CHASE COMMERCIAL MOR	445,721	445,721
GCCFC COMMERCIAL MORTGAGE TRUS	707,282	707,282
J.P. MORGAN ALTERNATIVE LOAN T	316,779	316,779
COUNTRYWIDE ALTERNATIVE LOAN T	298,764	298,764
BANC OF AMERICA COMMERCIAL MOR	414,689	414,689
BEAR STEARNS COMMERCIAL MORTGA	1,083,641	1,083,641
GCCFC COMMERCIAL MORTGAGE TRUS	664,845	664,845
COMM MORTGAGE TRUST 1.678% 1	928,509	928,509
MORGAN STANLEY REREMIC TRUST 5	494,694	494,694
AMERICAN HOUSING TRUST 9.5525%	246,923	246,923
BANC OF AMERICA COMMERCIAL MOR	143,606	143,606
WAMU MORTGAGE PASS THROUGH CER	41,201	41,201
BEAR STEARNS ADJUSTABLE RATE M	253,467	253,467

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BEAR STEARNS ALT A TRUST 0.852	401,759	401,759
MLCC MORTGAGE INVESTORS INC 1.	118,290	118,290
STRUCTURED ADJUSTABLE RATE MOR	255,389	255,389
CS FIRST BOSTON COMMERCIAL MOR	333,349	333,349
MORGAN STANLEY CAPITAL I TRUST	104,566	104,566
JP MORGAN CHASE COMMERCIAL MOR	920,441	920,441
BANC OF AMERICA COMMERCIAL MOR	931,348	931,348
CITIGROUP COMMERCIAL MORTGAGE	325,697	325,697
GSR MORTGAGE LOAN TRUST 2.8657	357,227	357,227
COUNTRYWIDE HOME LOANS 3.53688	169,668	169,668
MERRILL LYNCH MORTGAGE INVESTO	224,566	224,566
PROVIDENT FUNDING MORTGAGE LOA	224,036	224,036
MORGAN STANLEY CAPITAL I TRUST	183,628	183,628
WASHINGTON MUTUAL MORTGAGE PAS	369,482	369,482
JP MORGAN CHASE COMMERCIAL MOR	220,201	220,201
INDYMAC INDX MORTGAGE LOAN TRU	241,346	241,346
GE COMMERCIAL MORTGAGE CORPORA	928,243	928,243
PROVIDENT FUNDING MORTGAGE LOA	93,906	93,906
RESIDENTIAL ACCREDIT LOANS, IN	172,484	172,484
BANC OF AMERICA ALTERNATIVE LO	245,304	245,304
COUNTRYWIDE ALTERNATIVE LOAN T	258,029	258,029
COUNTRYWIDE ALTERNATIVE LOAN T	396,279	396,279
BANC OF AMERICA MORTGAGE SECUR	560,899	560,899
SEQUOIA MORTGAGE TRUST 0.54175	102,370	102,370
WELLS FARGO MORTGAGE BACKED SE	152,711	152,711
COBALT CMBS COMMERCIAL MORTGAG	8,897	8,897
JP MORGAN CHASE COMMERCIAL MOR	311,942	311,942
JP MORGAN MORTGAGE TRUST 6.5%	242,525	242,525
GCCFC COMMERCIAL MORTGAGE TRUS	545,916	545,916
GSR MORTGAGE LOAN TRUST 1% 2	207,559	207,559

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE COMMERCIAL MOR	670,536	670,536
BEAR STEARNS ALT A TRUST 4.127	225,308	225,308
MLCC MORTGAGE INVESTORS INC 4.	508,449	508,449
CREDIT SUISSE COMMERCIAL MORTG	346,229	346,229
FREDDIE MAC 5% 15 AUG 2034	367,754	367,754
FANNIE MAE 5% 25 MAR 2034	424,772	424,772
MEDTRONIC INC 1.625% 15 APR	309,967	309,967
ARCHER DANIELS 0.875% 15 FEB	351,221	351,221
JETBLUE 04 2 G1 PT TRUST 1%	279,250	279,250
PRUDENTIAL HOLDINGS, LLC 8.695	464,979	464,979
DOMINION RESOURCES INC 8.875%	833,526	833,526
FLORIDA POWER CORP 5.65% 15	671,345	671,345
SEMPRA ENERGY 9.8% 15 FEB 20	196,018	196,018
VALERO ENERGY CORP 4.5% 01 F	408,595	408,595
DAYTON POWER + LIGHT 5.125%	702,460	702,460
WESTAR ENERGY INC 6% 01 JUL	428,348	428,348
PSEG POWER LLC 2.75% 15 SEP	447,441	447,441
FIRST UNION NATL BANK 6.919%	779,650	779,650
PRUDENTIAL HOLDINGS, LLC 7.245	427,054	427,054
WACHOVIA CORPORATION 1% 01 A	187,014	187,014
LEHMAN BROTHERS HOLDINGS 5.75%	196,088	196,088
FIRST TENNESSEE BANK 5.65% 0	311,600	311,600
CITIGROUP INC 0.6783% 09 JUN	226,788	226,788
KKR GROUP FINANCE CO 6.375%	467,706	467,706
GENERAL ELEC CAP CORP 5.3% 1	220,548	220,548
AFLAC INC 2.65% 15 FEB 2017	529,815	529,815
JOHN DEERE CAPITAL CORP 0.875%	335,470	335,470
BOSTON PROPERTIES LP 3.85% 0	399,182	399,182
VESEY STREET INV TRUST I 1.037	588,093	588,093
VENTAS REALTY LP/CAP CRP 2%	162,105	162,105

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BLACKSTONE HOLDINGS FINA 6.625	520,122	520,122
RAYMOND JAMES FINANCIAL 8.6%	229,260	229,260
MARKEL CORP 7.125% 30 SEP 20	168,591	168,591
CANTOR FITZGERALD LP 6.375%	298,788	298,788
HIDDEN RIDGE FACILITY 5.65%	432,236	432,236
JPMORGAN CHASE + CO 6% 15 JA	427,397	427,397
AFLAC INC 6.45% 15 AUG 2040	318,697	318,697
KKR GROUP FINANCE CO 6.375%	622,060	622,060
MURRAY ST INV TRUST I 4.647%	432,660	432,660
MORGAN STANLEY 4.875% 01 NOV	372,740	372,740
MORGAN STANLEY 6.625% 01 APR	319,392	319,392
MET LIFE GLOB FUNDING I 5.125%	314,894	314,894
GENERAL ELEC CAP CORP 5.625%	331,321	331,321
BANK OF AMERICA CORP 5.65% 0	311,802	311,802
PRUDENTIAL FINANCIAL INC 1%	222,805	222,805
BANK OF NEW YORK MELLON 5.125%	494,851	494,851
CITIGROUP INC 8.5% 22 MAY 20	422,217	422,217
AGRIBANK FCB 9.125% 15 JUL 2	779,798	779,798
BLACKSTONE HOLDINGS FINA 6.625	799,296	799,296
RABOBANK NEDERLAND 3.2% 11 M	495,884	495,884
US AIRWAYS 1998 1A PASS 6.85%	122,993	122,993
IBM CORP 5.7% 14 SEP 2017	736,673	736,673
COMCAST CABLE COMMUNICAT 8.875	561,532	561,532
NEWS AMERICA INC 8.25% 10 AU	543,683	543,683
SIMON PROPERTY GROUP LP 5.65%	345,603	345,603
YALE UNIVERSITY 2.9% 15 OCT	664,684	664,684
CVS PASS THROUGH TRUST 6.036%	427,880	427,880
SIMON PROPERTY GROUP LP 10.35%	333,188	333,188
JABIL CIRCUIT INC 4.7% 15 SE	152,431	152,431
US AIRWAYS 2012 1A PTT 5.9%	305,200	305,200

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CONTL AIRLINES 2012 B 6.25%	318,000	318,000
MARATHON OIL CORP 6% 01 OCT	554,099	554,099
PEABODY ENERGY CORP 7.375% 0	114,500	114,500
ANHEUSER BUSCH INBEV WOR 1.191	1,016,868	1,016,868
CELGENE CORP 3.95% 15 OCT 20	770,556	770,556
TEVA PHARMACEUT FIN BV 2.4%	541,902	541,902
SABMILLER HOLDINGS INC 2.45%	557,684	557,684
CONTL AIRLINES 2012 1 A 4.15%	533,618	533,618
ABBVIE INC 1.75% 06 NOV 2017	417,493	417,493
VALERO ENERGY CORP 10.5% 15	134,803	134,803
CVS PASS THROUGH TRUST 7.507%	423,470	423,470
ALCOA INC 6.15% 15 AUG 2020	327,642	327,642
BOEING CO 7.95% 15 AUG 2024	607,446	607,446
VERIZON COMMUNICATIONS 5.5%	677,291	677,291
AT+T INC 2.4% 15 AUG 2016	782,678	782,678
DELTA AIR LINES 2010 1B 6.375%	208,000	208,000
CDP FINANCIAL 3% 25 NOV 2014	642,749	642,749
CANADIAN IMPERIAL BANK 2.6%	572,686	572,686
XSTRATA FINANCE CANADA 5.8%	469,627	469,627
NEWCREST FINANCE PTY LTD 4.2%	329,117	329,117
RABOBANK NEDERLAND 3.95% 09	430,093	430,093
WHITE MOUNTAINS RE GROUP 6.375	185,667	185,667
ORIX CORP 5% 12 JAN 2016	314,114	314,114
CITIBANK OMNI MASTER TRUST 4.9	1,245,974	1,245,974
SLM STUDENT LOAN TRUST 0.73625	406,174	406,174
SMALL BUSINESS ADMINISTRATION	290,506	290,506
NISSAN MASTER OWNER TRUST RECE	687,637	687,637
AH MORTGAGE ADVANCE TRUST 2.75	250,175	250,175
SLM STUDENT LOAN TRUST 1% 15	280,377	280,377
MMAF EQUIPMENT FINANCE LLC 0.9	853,309	853,309

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SMALL BUSINESS ADMINISTRATION	1,426,421	1,426,421
SMALL BUSINESS ADMINISTRATION	1,304,581	1,304,581
SMALL BUSINESS ADMINISTRATION	1,159,478	1,159,478

**TY 2012 Investments Corporate
Stock Schedule**

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TOTAL BEGINNING BOOK VALUE		
MAGNA INTERNATIONAL INC	805,322	805,322
WESTPORT INNOVATIONS INC	273,110	273,110
DELPHI AUTOMOTIVE PLC	420,750	420,750
LEAR CORP	459,032	459,032
GOODYEAR TIRE + RUBBER CO	874,173	874,173
THOR INDUSTRIES INC	234,125	234,125
BEACON ROOFING SUPPLY INC	387,712	387,712
WESCO INTERNATIONAL INC	431,552	431,552
CARMAX INC	251,518	251,518
LAS VEGAS SANDS CORP	1,832,552	1,832,552
CHIPOTLE MEXICAN GRILL INC	2,290,442	2,290,442
CARNIVAL CORP	1,095,746	1,095,746
STARBUCKS CORP	1,941,044	1,941,044
NVR INC	92,000	92,000
STANLEY BLACK + DECKER INC	806,273	806,273
TEMPUR PEDIC INTERNATIONAL	251,133	251,133
AMAZON.COM INC	5,751,106	5,751,106
AMAZON.COM INC	326,482	326,482
PRICELINE.COM INC	2,360,560	2,360,560
VALASSIS COMMUNICATIONS INC	1,497,818	1,497,818
TIME WARNER INC	669,620	669,620
COMCAST CORP CLASS A	1,592,799	1,592,799
MCGRAW HILL COMPANIES INC	273,350	273,350
CINEMARK HOLDINGS INC	381,257	381,257
TIME WARNER INC	1,210,099	1,210,099
TIME WARNER CABLE	878,598	878,598
DISH NETWORK CORP A	291,200	291,200
LIBERTY INTERACTIVE CORP A	413,280	413,280
LIBERTY GLOBAL INC SERIES C	35,250	35,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEWS CORP CL A	944,980	944,980
INTERPUBLIC GROUP OF COS INC	995,106	995,106
TARGET CORP	1,029,558	1,029,558
J.C. PENNEY CO INC	226,665	226,665
J.C. PENNEY CO INC	315,360	315,360
BEST BUY CO INC	297,435	297,435
GNC HOLDINGS INC CL A	223,974	223,974
FIFTH + PACIFIC COS INC	419,565	419,565
GENESCO INC	330,000	330,000
GROUP 1 AUTOMOTIVE INC	371,320	371,320
SELECT COMFORT CORPORATION	348,061	348,061
TIFFANY + CO	452,986	452,986
DSW INC CLASS A	407,278	407,278
PETSMART INC	529,635	529,635
TRACTOR SUPPLY COMPANY	826,166	826,166
MONRO MUFFLER BRAKE INC	285,006	285,006
SONIC AUTOMOTIVE INC CLASS A	484,126	484,126
BEBE STORES INC	149,266	149,266
CHILDREN S PLACE	267,512	267,512
STAPLES INC	231,420	231,420
COACH INC	1,953,952	1,953,952
CROCS INC	255,423	255,423
NIKE INC CL B	2,187,840	2,187,840
WOLVERINE WORLD WIDE INC	300,179	300,179
OXFORD INDUSTRIES INC	201,898	201,898
VF CORP	279,295	279,295
PEPSICO INC	889,590	889,590
MOLSON COORS BREWING CO B	286,693	286,693
COCA COLA CO/THE	1,087,500	1,087,500
CASEY S GENERAL STORES INC	299,219	299,219

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SAFEWAY INC	157,383	157,383
WAL MART STORES INC	627,716	627,716
WALGREEN CO	1,262,041	1,262,041
WALGREEN CO	629,170	629,170
SYSCO CORP	835,824	835,824
SUPERVALU INC	56,563	56,563
KIMBERLY CLARK CORP	1,266,450	1,266,450
PROCTER + GAMBLE CO/THE	814,680	814,680
COLGATE PALMOLIVE CO	940,860	940,860
ALTRIA GROUP INC	666,104	666,104
PHILIP MORRIS INTERNATIONAL	702,576	702,576
ATWOOD OCEANICS INC	246,121	246,121
FMC TECHNOLOGIES INC	1,618,974	1,618,974
NATIONAL OILWELL VARCO INC	1,783,935	1,783,935
SCHLUMBERGER LTD	2,376,647	2,376,647
COBALT INTERNATIONAL ENERGY	1,255,016	1,255,016
NOBLE CORP	60,909,860	60,909,860
BAKER HUGHES INC	612,600	612,600
SCHLUMBERGER LTD	886,912	886,912
CONOCOPHILLIPS	255,156	255,156
APPROACH RESOURCES INC	397,034	397,034
EOG RESOURCES INC	483,160	483,160
COMSTOCK RESOURCES INC	276,274	276,274
RANGE RESOURCES CORP	1,256,600	1,256,600
CABOT OIL + GAS CORP	1,551,888	1,551,888
STONE ENERGY CORP	422,712	422,712
OCCIDENTAL PETROLEUM CORP	1,110,845	1,110,845
NEXEN INC	153,558	153,558
CONOCOPHILLIPS	933,639	933,639
MARATHON OIL CORP	763,434	763,434

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KOSMOS ENERGY LTD	591,565	591,565
GULFPORT ENERGY CORP	491,509	491,509
KODIAK OIL + GAS CORP	301,121	301,121
EXXON MOBIL CORP	1,229,010	1,229,010
CHEVRON CORP	409,526	409,526
NOBLE ENERGY INC	96,364,669	96,364,669
SOUTHWESTERN ENERGY CO	1,216,124	1,216,124
OCCIDENTAL PETROLEUM CORP	727,795	727,795
OASIS PETROLEUM INC	310,209	310,209
ROSETTA RESOURCES INC	284,180	284,180
PROSPERITY BANCSHARES INC	329,700	329,700
COMMUNITY BANK SYSTEM INC	366,624	366,624
SYNOVUS FINANCIAL CORP	231,280	231,280
NORTHERN TRUST CORP	155,496	155,496
COMERICA INC	230,584	230,584
CIT GROUP INC	150,696	150,696
BANK OF AMERICA CORP	812,000	812,000
REGIONS FINANCIAL CORP	945,536	945,536
WELLS FARGO + CO	1,541,245	1,541,245
SUNTRUST BANKS INC	1,088,640	1,088,640
UMPQUA HOLDINGS CORP	323,871	323,871
WELLS FARGO + CO	683,600	683,600
WELLS FARGO + CO	1,216,808	1,216,808
BANK OF AMERICA CORP	889,720	889,720
BB+T CORP	366,786	366,786
ZIONS BANCORPORATION	389,480	389,480
CULLEN/FROST BANKERS INC	1,085,400	1,085,400
HANCOCK HOLDING CO	155,526	155,526
KEYCORP	770,590	770,590
US BANCORP	798,500	798,500

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SOUTHSIDE BANCSHARES INC	1,044,829	1,044,829
BANK OF NEW YORK MELLON CORP	899,500	899,500
UMB FINANCIAL CORP	311,264	311,264
BOK FINANCIAL CORPORATION	653,520	653,520
COMERICA INC	439,930	439,930
GLACIER BANCORP INC	882,600	882,600
HANCOCK HOLDING CO	476,100	476,100
SUNTRUST BANKS INC	354,375	354,375
PNC FINANCIAL SERVICES GROUP	1,067,073	1,067,073
CITIGROUP INC	962,574	962,574
SLM CORP	839,370	839,370
FIRST HORIZON NATIONAL CORP	456,217	456,217
JPMORGAN CHASE + CO	1,354,364	1,354,364
AMERICAN EXPRESS CO	965,664	965,664
STATE STREET CORP	761,562	761,562
FACEBOOK INC A	2,023,880	2,023,880
INTERCONTINENTALEXCHANGE INC	1,646,673	1,646,673
FIRST CASH FINL SVCS INC	384,555	384,555
CASH AMERICA INTL INC	245,954	245,954
HOME BANCSHARES INC	319,469	319,469
GREENHILL + CO INC	406,822	406,822
FIRST HORIZON NATIONAL CORP	416,616	416,616
TEXAS CAPITAL BANCSHARES INC	416,378	416,378
JPMORGAN CHASE + CO	329,775	329,775
SCHWAB (CHARLES) CORP	841,496	841,496
GOLDMAN SACHS GROUP INC	854,652	854,652
CAPITAL ONE FINANCIAL CORP	1,593,075	1,593,075
CAPITOL FEDERAL FINANCIAL IN	353,623	353,623
H+R BLOCK INC	1,045,491	1,045,491
CAPITAL ONE FINANCIAL CORP	1,315,011	1,315,011

Name of Stock	End of Year Book Value	End of Year Fair Market Value
XL GROUP PLC	147,854	147,854
CNO FINANCIAL GROUP INC	761,328	761,328
UNUM GROUP	1,224,216	1,224,216
TORCHMARK CORP	149,843	149,843
GENWORTH FINANCIAL INC CL A	150,200	150,200
ALLSTATE CORP	674,856	674,856
METLIFE INC	247,050	247,050
AEGON N.V. NY REG SHR	354,380	354,380
AMTRUST FINANCIAL SERVICES	486,783	486,783
XL GROUP PLC	593,922	593,922
FIRSTSERVICE CORP	145,737	145,737
REGENERON PHARMACEUTICALS	1,813,342	1,813,342
EXACT SCIENCES CORP	232,027	232,027
NEOGEN CORP	768,174	768,174
ALEXION PHARMACEUTICALS INC	2,504,727	2,504,727
BIOMARIN PHARMACEUTICAL INC	1,250,950	1,250,950
AMGEN INC	474,760	474,760
SPECTRANETICS CORP	157,611	157,611
INTEGRA LIFESCIENCES HOLDING	367,292	367,292
MEDTRONIC INC	246,120	246,120
BOSTON SCIENTIFIC CORP	286,500	286,500
DENTSPLY INTERNATIONAL INC	1,054,418	1,054,418
INTUITIVE SURGICAL INC	1,569,184	1,569,184
MEDTRONIC INC	1,234,702	1,234,702
CYBERONICS INC	433,373	433,373
BAXTER INTERNATIONAL INC	1,173,216	1,173,216
ENDOLOGIX INC	376,776	376,776
THERMO FISHER SCIENTIFIC INC	1,084,260	1,084,260
DEXCOM INC	302,482	302,482
COVIDIEN PLC	519,660	519,660

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMPUTER PROGRAMS + SYSTEMS	336,020	336,020
WELLPOINT INC	895,524	895,524
AETNA INC	518,560	518,560
TEAM HEALTH HOLDINGS INC	440,900	440,900
UNITEDHEALTH GROUP INC	889,536	889,536
CARDINAL HEALTH INC	539,458	539,458
CIGNA CORP	133,650	133,650
OMNICARE INC	750,880	750,880
HEALTH MGMT ASSOCIATES INC A	366,975	366,975
HEALTH MGMT ASSOCIATES INC A	91,336	91,336
QUEST DIAGNOSTICS INC	151,502	151,502
LIFEPOINT HOSPITALS INC	554,925	554,925
CERNER CORP	2,104,044	2,104,044
JOHNSON + JOHNSON	637,910	637,910
ABBOTT LABORATORIES	982,500	982,500
ALLERGAN INC	438,469	438,469
MERCK + CO. INC.	1,228,200	1,228,200
MWI VETERINARY SUPPLY INC	517,000	517,000
ALLERGAN INC	3,155,512	3,155,512
PFIZER INC	1,332,927	1,332,927
PFIZER INC	1,113,552	1,113,552
IMPAX LABORATORIES INC	331,426	331,426
JOHNSON + JOHNSON	1,016,450	1,016,450
TAPESTRY PHARMACEUTICALS INC	178	178
AKORN INC	395,082	395,082
PFIZER INC	752,400	752,400
KAMAN CORP	343,160	343,160
ALLIANT TECHSYSTEMS INC	452,308	452,308
HUNTINGTON INGALLS INDUSTRIE	515,746	515,746
RAYTHEON COMPANY	1,036,080	1,036,080

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROCKWELL COLLINS INC	1,105,230	1,105,230
HEXCEL CORP	492,020	492,020
FEDEX CORP	963,060	963,060
SOUTHWEST AIRLINES CO	380,928	380,928
ALASKA AIR GROUP INC	146,506	146,506
ARMSTRONG WORLD INDUSTRIES	258,216	258,216
INSPERITY INC WD	319,902	319,902
HMS HOLDINGS CORP	377,914	377,914
WASTE CONNECTIONS INC	386,896	386,896
MANPOWER INC	933,680	933,680
GEO GROUP INC/THE	135,360	135,360
PHH CORP	602,875	602,875
CON WAY INC	1,073,852	1,073,852
DEVRY INC	166,110	166,110
INFINERA CORP	203,205	203,205
ROPER INDUSTRIES INC	741,342	741,342
WOODWARD INC	288,072	288,072
BELDEN INC	448,775	448,775
FRANKLIN ELECTRIC CO INC	820,644	820,644
FRANKLIN ELECTRIC CO INC	413,741	413,741
MOLEX INC CL A	245,520	245,520
EMERSON ELECTRIC CO	683,184	683,184
THERMON GROUP HOLDINGS INC	300,888	300,888
EMERSON ELECTRIC CO	492,528	492,528
RAVEN INDUSTRIES INC	443,349	443,349
WALTER ENERGY INC	246,137	246,137
GENERAL ELECTRIC CO	1,259,400	1,259,400
TYCO INTERNATIONAL LTD	221,569	221,569
GENERAL ELECTRIC CO	1,288,786	1,288,786
HONEYWELL INTERNATIONAL INC	1,021,867	1,021,867

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTERNATIONAL INC	539,495	539,495
RAVEN INDUSTRIES INC	241,194	241,194
REXNORD CORP	240,647	240,647
PACCAR INC	149,193	149,193
ILLINOIS TOOL WORKS	1,283,091	1,283,091
CHART INDUSTRIES INC	246,679	246,679
PALL CORP	752,647	752,647
ACTUANT CORP A	366,319	366,319
DANAHER CORP	894,400	894,400
CLARCOR INC	249,651	249,651
BARNES GROUP INC	288,611	288,611
MIDDLEBY CORP	487,198	487,198
RELIANCE STEEL + ALUMINUM	931,500	931,500
LINDSAY CORP	1,016,723	1,016,723
KIRBY CORP	332,659	332,659
KIRBY CORP	1,039,752	1,039,752
UNION PACIFIC CORP	515,452	515,452
ARRIS GROUP INC	914,328	914,328
CORNING INC	256,186	256,186
IXIA	352,335	352,335
CIENA CORP	367,773	367,773
F5 NETWORKS INC	2,030,435	2,030,435
EMC CORP/MA	1,265,000	1,265,000
APPLE INC	1,066,060	1,066,060
NETAPP INC	694,485	694,485
MERCURY SYSTEMS INC	145,084	145,084
INTL BUSINESS MACHINES CORP	900,285	900,285
DELL INC	151,950	151,950
HEWLETT PACKARD CO	933,090	933,090
NETAPP INC	503,250	503,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTL BUSINESS MACHINES CORP	670,425	670,425
APPLE INC	5,863,330	5,863,330
TE CONNECTIVITY LTD	522,464	522,464
TE CONNECTIVITY LTD	386,048	386,048
TRIMBLE NAVIGATION LTD	1,016,260	1,016,260
INGRAM MICRO INC CL A	468,684	468,684
TELEDYNE TECHNOLOGIES INC	252,472	252,472
ADT CORP/THE	141,190	141,190
LIVEPERSON INC	231,330	231,330
AKAMAI TECHNOLOGIES INC	409,100	409,100
ATHENAHEALTH INC	756,535	756,535
GOOGLE INC CL A	5,320,275	5,320,275
LOGMEIN INC	274,523	274,523
GOOGLE INC CL A	567,496	567,496
GOOGLE INC CL A	425,622	425,622
AOL INC	178,726	178,726
EBAY INC	556,118	556,118
VISA INC CLASS A SHARES	5,896,462	5,896,462
ACXIOM CORP	299,352	299,352
COMPUTER SCIENCES CORP	380,475	380,475
XEROX CORP	460,350	460,350
CIRRUS LOGIC INC	277,822	277,822
ASML HOLDING NV NY REG SHS	2,529,381	2,529,381
MARVELL TECHNOLOGY GROUP LTD	285,318	285,318
ON SEMICONDUCTOR CORPORATION	686,670	686,670
QUALCOMM INC	2,567,628	2,567,628
TEXAS INSTRUMENTS INC	1,404,676	1,404,676
MAXIM INTEGRATED PRODUCTS	338,100	338,100
ASPEN TECHNOLOGY INC	607,389	607,389
NATIONAL INSTRUMENTS CORP	237,452	237,452

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CA INC	151,662	151,662
CONVERSE INC	100,711	100,711
NATIONAL INSTRUMENTS CORP	503,295	503,295
MICROSOFT CORP	1,045,143	1,045,143
SALESFORCE.COM INC	5,244,720	5,244,720
SYMANTEC CORP	221,958	221,958
ACI WORLDWIDE INC	420,516	420,516
INTERACTIVE INTELLIGENCE GRO	399,126	399,126
SYMANTEC CORP	658,350	658,350
MICROSOFT CORP	1,042,470	1,042,470
CADENCE DESIGN SYS INC	121,590	121,590
COMPUWARE CORP	152,180	152,180
SYNOPSYS INC	382,080	382,080
BMC SOFTWARE INC	317,280	317,280
ADOBE SYSTEMS INC	523,752	523,752
AMDOCS LTD	169,950	169,950
MICROSOFT CORP	433,026	433,026
PEGASYSTEMS INC	266,036	266,036
ADOBE SYSTEMS INC	584,040	584,040
MICROSTRATEGY INC CL A	263,799	263,799
NUANCE COMMUNICATIONS INC	669,600	669,600
FARO TECHNOLOGIES INC	150,748	150,748
FMC CORP	1,404,480	1,404,480
DOW CHEMICAL CO/THE	579,562	579,562
DU PONT (E.I.) DE NEMOURS	1,124,250	1,124,250
CELANESE CORP SERIES A	476,471	476,471
MONSANTO CO	757,200	757,200
DU PONT (E.I.) DE NEMOURS	629,580	629,580
PRAXAIR INC	2,167,110	2,167,110
VULCAN MATERIALS CO	364,350	364,350

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SILGAN HOLDINGS INC	314,005	314,005
JARDEN CORP	775,500	775,500
BALL CORP	402,750	402,750
COMMERCIAL METALS CO	381,902	381,902
CARPENTER TECHNOLOGY	358,829	358,829
VERIZON COMMUNICATIONS INC	709,628	709,628
AT+T INC	1,229,977	1,229,977
LORAL SPACE + COMMUNICATIONS	220,007	220,007
LIBERTY GLOBAL INC A	37,794	37,794
SPRINT NEXTEL CORP	1,048,950	1,048,950
LEAP WIRELESS INTL INC	198,835	198,835
GREAT PLAINS ENERGY INC	341,208	341,208
EDISON INTERNATIONAL	144,608	144,608
PPL CORPORATION	420,861	420,861
PUBLIC SERVICE ENTERPRISE GP	434,520	434,520
ENTERGY CORP	325,125	325,125
NRG ENERGY INC	1,181,686	1,181,686
PANASONIC CORP SPON ADR	247,049	247,049
PHILIPS ELECTRONICS NY SHR	331,750	331,750
SONY CORP SPONSORED ADR	104,160	104,160
UNILEVER PLC SPONSORED ADR	329,120	329,120
BP PLC SPONS ADR	1,049,328	1,049,328
ROYAL DUTCH SHELL PLC ADR	599,865	599,865
HSBC HOLDINGS PLC SPONS ADR	320,543	320,543
CREDIT SUISSE GROUP SPON ADR	24,560	24,560
SANOFI ADR	1,236,618	1,236,618
TEVA PHARMACEUTICAL SP ADR	560,100	560,100
GLAXOSMITHKLINE PLC SPON ADR	1,086,750	1,086,750
NOVARTIS AG ADR	1,202,700	1,202,700
SANOFI ADR	1,305,082	1,305,082

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EMBRAER SA ADR	424,799	424,799
NICE SYSTEMS LTD SPONS ADR	353,884	353,884
NOKIA CORP SPON ADR	158,000	158,000
VODAFONE GROUP PLC SP ADR	403,040	403,040
VODAFONE GROUP PLC SP ADR	549,142	549,142
HOPLITE OFFSHORE FUND LTD	5,669,128	5,669,128
SHEPHERD SELECT ASSET LTD	269,760	269,760
ANCHORAGE SHORT CREDIT OFFSH	3,160,180	3,160,180
FIR TREE INTERNATIONAL VALUE	8,434,651	8,434,651
PIMCO MODERATE DURATION FUND	49,031,143	49,031,143
EATON VANCE PARAMETRIC STRUCTU	15,508,083	15,508,083
DODGE AND COX INTERNATIONAL	31,572,333	31,572,333
GMO EMG MKTS FD II	23,953,076	23,953,076
TEMPLETON GLOBAL BOND FUND/UNI	26,061,014	26,061,014
WTC CTF DIVERSIFIED INFLATION	26,885,025	26,885,025
PYRFORD INTERNATIONAL TRUST	41,746,793	41,746,793
LAFAYETTE ST FD OFFSHORE LTD	19,627,295	19,627,295
ACADIAN INT L SMALL CAP FUND	5,143,266	5,143,266
VANGUARD WELLINGTON FUND	1,043,809	1,043,809
VANGUARD WELLESLEY INCOME FUND	1,039,072	1,039,072
MARK TO MARKET ADJUSTMENT	223,919	223,919

TY 2012 Investments Government Obligations Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

US Government Securities - End of

Year Book Value: 18,061,755

US Government Securities - End of

Year Fair Market Value: 18,061,755

State & Local Government Securities - End of Year Book

Value: 740,745

State & Local Government Securities - End of Year Fair Market Value:

740,745

TY 2012 Investments - Other Schedule

Name: The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TOTAL BEGINNING BOOK VALUE	FMV		
ANCHORAGE CAPITAL PARTNERS	FMV	11,286,607	11,286,607
PELHAM LONG SHORT FUND LTD	FMV	7,221,291	7,221,291
ELLIOTT INTERNATIONAL LIMITED	FMV	23,167,275	23,167,275
KING STREET CAPITAL LP	FMV	19,480,774	19,480,774
OZ ASIA OVERSEAS FUND LTD	FMV	9,269,097	9,269,097
AURELIUS CAPITAL INTL LTD	FMV	16,459,487	16,459,487
SHEPHERD INVESTMENT HOLDBACK	FMV	445,566	445,566
SHEPHERD SPECIAL INV HOLDBACK	FMV	180,407	180,407
SHEPHERD INVESTMENTS INTL LTD	FMV	697,572	697,572
DAVIDSON KEMPNER INSTITUTIONAL	FMV	19,166,644	19,166,644
WEXFORD OFFSHORE SPECTRUM FD	FMV	8,025,011	8,025,011
JAT CAPITAL OFFSHORE FUND LTD	FMV	5,217,384	5,217,384
MONDRIAN FOCUSED EMERGING MARK	FMV	25,053,946	25,053,946
SILCHESTER INTL VALUE EQUITY	FMV	42,164,658	42,164,658
MARK TO MARKET ADJUSTMENT	FMV	1,265,709	1,265,709

TY 2012 Land, Etc. Schedule

Name: The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
AIRCRAFT	10,681,565	8,011,175	2,670,390	
FENCE	73,217	18,304	54,913	
ROADS	191,942	67,180	124,762	
CAPITALIZED INT	8,901,329	1,668,935	7,232,394	
USC EQUIPMENT	28,226	10,619	17,607	
BUILDINGS	143,549,558	43,700,373	99,849,185	
LAND	8,440,528	0	8,440,528	
FURNITURE	156,835	42,676	114,159	
COMPUTERS	2,076,686	1,117,537	959,149	
CONST IN PROGRESS	512,488	0	512,488	
BUILDING ADDITN 12B	81,519	3,680	77,839	
AUTOMOBILES 12	172,370	57,112	115,258	
LAND 12	1,000,575		1,000,575	
EQUIPMENT				
EQUIPMENT	21,414,193	15,144,238	6,269,955	
FINE ARTS				
FINE ARTS	1,491,683	967,398	524,285	
AUTOMOBILES				
AUTOMOBILES	2,632,477	2,299,596	332,881	
COMPUTERS 12	433,421	69,685	363,736	
USC EQUIPMENT 12	33,676	1,263	32,413	
EQUIPMENT 12	1,465,752	89,741	1,376,011	
FURNITURE 12	38,348	3,515	34,833	
CONST PROGRESS 12	1,953,603		1,953,603	
AUTOMOBILES 12	172,370	28,556	143,814	

TY 2012 Legal Fees Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EMPLOYEE BENEFIT PLANS	21,170			21,170
EMPLOYEE MATTERS	7,603			7,603
GENERAL MATTERS	46,173			46,173
EMPLOYEE IMMIGRATION SUPPORT	34,315			34,315
INTELLECTUAL PROPERTY/PATENTS	139,083			139,083
REORGANIZATION	22,449			22,449
ACCUAL TO CASH ADJUSTMENT				28,110

TY 2012 Other Assets Schedule

Name: The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENTS	388,557	388,557	388,557
INTEREST/DIVIDENDS RECEIVABLE	1,454,628	1,104,143	1,104,143

TY 2012 Other Expenses Schedule

Name: The Samuel Roberts Noble Foundation Inc
EIN: 73-0606209

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEMBERSHIPS/DUES	150,337	2,765		148,368
PHOTOGRAPHY/GRAFIC SUPPLIES	15,590			-36
UNIFORMS/LAUNDRY	13,171			13,090
TRAINING/EMPLOYEE RELATIONS	342,810			341,833
COMMUNITY SUPPORT	178,535			180,360
PROPERTY INSURANCE	449,408			749,109
OFFICE/POSTAGE/PHOTOCOPIER	214,147			217,256
LICENSE/PERMIT/BANK FEES	61,188			59,102
CREDIT FACILITY FEES	76,859			86,863
MACHINE HIRE/CONTRACT LABOR	268,529			273,090
EQUIPMENT MAINT AND REPAIR	1,634,896			1,586,553
FACILITY MAINTENANCE & REPAIR	363,776			373,433
ROAD/LAND/FENCE MTC & REPAIR	14,807			11,940
EQUIPMENT/LAND LEASE	25,327			25,339
LAWN/SAFETY SUPPLIES	93,356			94,628
MATERIALS & SUPPLIES	2,543,000			2,620,059
FOOD SERVICE	11,947			11,558
VEHICLE OPERATIONS	890,955			886,729
LIBRARY SERVICES	128,809			130,054
COMPUTER/TECHNOLOGY	527,075			528,355
RECRUITING	145,452			142,981
FEED/SEED/FERTILIZER	454,373			398,107
VETERINARY	38,332			39,167
TESTING/EVALUATION SERVICES	322,671			340,991
COOPERATIVE RESEARCH PROGRAM	410,159			434,308
NON RESIDENT FELLOWS PROGRAM	141,846			141,846
SMALL EQUIPMENT UNDER \$5000	354,079			472,164
OTHER K-1 EXPENSES		325,623		
LESS EXPENSE ALLOCATED TO PRGM			7,485,316	-7,155,883
DIVISIONAL EXPENSE ALLOCATION		50,734		-50,734

TY 2012 Other Income Schedule

Name: The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalty Income	133,963	133,963	
Cattle and Pecan and Other Farm Sales	451,241		451,241
Educational Seminars-Registrations	12,958		12,958
Other Program Revenue	6,919,667		6,919,667
Loss on Sale of Exempt Assets	-89,680		
Other Portfolio Income		-172,570	
Class Action Settlements	129,246	129,246	
External Core Service	101,450		101,450
K-1 Ordinary Income		-16,302	
Recovered Qualifying Distribution	97,781		
Other Misc Income	9,400	9,400	

TY 2012 Other Increases Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Description	Amount
CHANGE IN UNREALIZED GAIN/LOSS ON INVEST	79,059,665

TY 2012 Other Liabilities Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PENSION COST	25,402,234	26,403,005
ACCRUED POSTRETIREMENT MEDICAL	20,828,512	24,747,917

TY 2012 Other Professional Fees Schedule

Name: The Samuel Roberts Noble Foundation Inc

EIN: 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGER FEES	3,536,081	3,536,081		
PROFESSIONAL ADVISORY SERVICES	379,007			379,007
ACCRUAL TO CASH ADJUSTMENT				-58,445

TY 2012 Taxes Schedule

Name: The Samuel Roberts Noble Foundation Inc**EIN:** 73-0606209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES-INT'L INVESTMENT		440,541		
990PF EXCISE TAX	807,925			
720 EXCISE TAX	1,523			1,523