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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Ruth Nelson Family Foundation
1350 S. Boulder Ave, Ste 400
Tulsa, OK 74119

A Employer identification number: 73-1210115

B Telephone number (see the instructions): (918) 582-8083

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 36,244,494.

J Accounting method: ☐ Cash ☒ Accrual ☐ 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 (att sch)	9,756,870.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	501,762.	501,762.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,103,329.			
	b Gross sales price for all assets on line 6a 8,664,152.				
	7 Capital gain net income (from Part IV, line 2)		1,103,329.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	65.	65.		
	12 Total. Add lines 1 through 11	11,362,026.	1,605,156.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	175,178.	175,178.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	18,425.	7,721.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	193,603.	182,899.		
	25 Contributions, gifts, grants paid Part XV	1,044,000.			1,044,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,237,603.	182,899.		1,044,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	10,124,423.			
	b Net investment income (if negative, enter 0)		1,422,257.		
	c Adjusted net income (if negative, enter 0)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	77,973.	1,575,829.	1,575,829.
	2	Savings and temporary cash investments	1,103,779.	2,101,033.	2,101,033.
	3	Accounts receivable ►			
		Less. allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less· allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	9,657.	12,000.	12,000.
	10a	Investments – U.S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE ATTACHMENT	14,334,436.	22,011,406.	32,555,632.
	c	Investments – corporate bonds (attach schedule)	50,000.		
	11	Investments – land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	15,575,845.	25,700,268.	36,244,494.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	14,020,178.	15,575,845.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,555,667.	10,124,423.	
	30	Total net assets or fund balances (see instructions)	15,575,845.	25,700,268.	
	31	Total liabilities and net assets/fund balances (see instructions)	15,575,845.	25,700,268.	

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	15,575,845.
2	Enter amount from Part I, line 27a	2	10,124,423.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	25,700,268.
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	25,700,268.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE ATTACHMENT 2	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,664,152.		7,560,823.	1,103,329.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,103,329.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 1,103,329.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3** 1,103,329.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	790,296.	19,778,142.	0.039958
2010	609,969.	16,214,902.	0.037618
2009	754,069.	13,769,858.	0.054762
2008	711,428.	14,712,992.	0.048354
2007	221,750.	14,269,276.	0.015540

2	**Total** of line 1, column (d)	2	0.196232
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	0.039246
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,282,458.
5	Multiply line 4 by line 3	5	913,743.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,223.
7	Add lines 5 and 6	7	927,966.
8	Enter qualifying distributions from Part XII, line 4	8	1,044,000.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	14,223.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	14,223.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	14,223.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 12,000.		
b	Exempt foreign organizations – tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 18,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	30,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	19.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	15,758.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 15,758. Refunded ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OK			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Elizabeth Long Telephone no ► (918) 582-8083

Located at ► 1350 S. Boulder Ave, Ste 400 Tulsa OK ZIP + 4 ► 74119

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 Statement 4		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	22,203,337.
b	Average of monthly cash balances	1b	1,421,676.
c	Fair market value of all other assets (see instructions)	1c	12,000.
d	**Total** (add lines 1a, b, and c)	1d	23,637,013.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,637,013.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	354,555.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,282,458.
6	**Minimum investment return.** Enter 5% of line 5	6	1,164,123.

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	1,164,123.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 14,223.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	14,223.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,149,900.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,149,900.
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	1,149,900.

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	1,044,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,044,000.
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	14,223.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,029,777.

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				1,149,900.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			976,323.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,044,000.				
a Applied to 2011, but not more than line 2a			976,323.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				67,677.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 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				1,082,223.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test — enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

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

Ruth K. Nelson

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

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Bryn Mawr College 101 N Merion Ave Bryn Mawr, PA 19010			Operating Fund	1,044,000.
Total			► 3a	1,044,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	501,762.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,103,329.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Securities Litigation			1	65.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,605,156.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,605,156.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Ruth K N[illegible] 10/25/2013 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	Non-Paid Preparer			[redacted]
Firm's name ▶ [redacted]			Firm's EIN ▶ [redacted]	
Firm's address ▶ [redacted]			Phone no [redacted]	

TEEA0503L 03/14/13

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

Schedule of Contributors

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

OMB No 1545 0047

2012

Name of the organization	Employer identification number
Ruth Nelson Family Foundation	73-1210115

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

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

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Ruth Nelson Family Foundation

Employer identification number: 73-1210115

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Ruth K. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	$ 12,953,425.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Ruth Nelson Family Foundation	73-1210115

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Marketable Securities See Attmt	$ 10,279,536.	12/28/13

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

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

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

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

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

Name of organization: Ruth Nelson Family Foundation

Employer identification number: 73-1210115

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ► $ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Securities Litigation	$ 65.	$ 65.	
Total	$ 65.	$ 65.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees	$ 175,178.	$ 175,178.		
Total	$ 175,178.	$ 175,178.		$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Tax	$ 10,704.			
Foreign Income Tax	7,721.	$ 7,721.		
Total	$ 18,425.	$ 7,721.		$ 0.

Statement 4
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Ruth K. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	$ 0.	$ 0.	$ 0.
Michael S. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	0.	0.	0.

Statement 4 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Pamela B. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	$ 0.	$ 0.	$ 0.
Randolph M. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	0.	0.	0.
Timothy B. Nelson 1350 S Boulder Ave., Suite 400 Tulsa, OK 74119	Trustee 0	0.	0.	0.
Thomas W. Murphy 1350 S Boulder Ave., Suite 400 Tulsa, OK 74119	Trustee 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	918-582-8083
Care Of:	
Street Address:	1350 S Boulder Ave, Suite 400
City, State, Zip Code:	Tulsa, OK 74119
Telephone:	
E-Mail Address:	
Form and Content:	No Standard Form
Submission Deadlines:	
Restrictions on Awards:	

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2012

CORPORATE STOCK	Number of Shares	Cost	FMV
AMERICAN EXPRESS COMPANY	14,700	557,704	844,956
ANHEUSER-BUSCH	300	14,916	26,223
APPLE INC	1,800	600,627	957,911
ARIAD PHARMACEUTICALS INC	12,475	250,212	239,271
AUTOMATIC DATA PROCESSING	1,075	48,004	61,200
BAXTER INTL	1,875	87,927	124,988
BBH INTERNATIONAL EQUITY FUND	23,330	277,961	309,355
BBH LIMITED DURATION FUND CL N	112,716	1,147,112	1,172,246
BED BATH & BEYOND	750	42,883	41,933
BERKSHIRE HATHAWAY INC	1,950	151,864	174,915
BOK FINANCIAL	42,856	226,749	2,333,938
BRISTOL MYERS SQUIBB CO	10,000	340,429	325,900
CABOT OIL & GAS CORP	14,125	397,939	702,578
CELANESE CORP	950	41,211	42,304
CENOVUS ENERGY INC	19,925	534,268	666,905
CHUBB CORP	1,575	77,906	118,629
CHURCH & DWIGHT CO INC	14,750	534,072	790,158
COMCAST CORPORATION CL A	3,475	65,961	129,826
DANAHER CORP	17,350	618,138	969,865
DELL INC	3,875	88,536	39,293
DENTSPLY INTERNATIONAL INC	1,950	54,526	77,240
DIAGEO PLC SPONSORED ADR	725	41,963	84,521
DOVER CORP	6,675	407,334	438,614
DUNKIN BRANDS GROUP INC	12,900	382,824	428,022
EBAY INC	1,325	15,797	67,572
EDWARDS LIFESCIENCES CORP	2,725	88,425	245,713
EMC CORP-MASS	9,150	234,450	231,495
EOG RESOURCES INC	3,825	364,162	462,022
ESTEE LAUDER COMPANIES	7,000	382,660	419,020
EXPRESS SCRIPTS INC	16,400	583,024	885,600
FISERV INC	11,550	553,548	912,797
FMC TECHNOLOGIES INC	13,425	500,294	574,993
GENERAL ELECTRIC	32,825	459,049	688,997
GOOGLE INC CL A	184	108,882	130,158
HENRY SCHEIN INC COM	725	46,113	58,305
INTERNATIONAL BUSINESS MACHINES	5,550	566,129	1,063,103
JOHNSON & JOHNSON	850	53,018	59,585
LENNAR CORP	10,100	143,351	390,567
LIBERTY MEDIA INTERACTIVE A	4,059	53,423	79,881
LIMITED BRANDS INC	16,700	653,350	785,902
LONGLEAF PARTNERS SMALL CAP FD	1,711	25,030	49,418
LUXOTTICA GROUP SPA	19,125	547,089	845,608
MCDONALDS CORP	3,645	119,414	321,525
MICROSOFT CORP	2,700	69,878	72,116
MOODYS	18,250	482,933	918,340
NESTLA SA-SPONSORED ADR	18,775	763,460	1,222,605

ATTACHMENT 1

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2012

CORPORATE STOCK	Number of Shares	Cost	FMV
NOVARTIS AG SPON ADR	9,000	491,885	569,700
OCCIDENTAL PETROLEUM	8,925	445,541	683,744
OMNICOM GROUP INC	19,000	881,644	949,240
ORACLE CORP	13,465	223,787	448,654
PEPSICO INC	4,500	289,418	307,935
PFIZER INC	30,250	602,146	758,649
PRAXAIR INC	7,350	550,466	804,458
PRECISION CASTPARTS CORP	4,675	689,600	885,539
PROGRESSIVE CORP	4,600	83,934	97,060
QUALCOMM INC	1,475	87,912	91,243
ROPER INDUSTRIES INC NEW	2,300	84,696	256,404
SCHLUMBERGER LTD	11,690	607,470	810,101
SIRONA DENTAL SYSTEMS INC	13,700	638,736	883,102
SOTHEBYS	11,450	352,775	384,949
SOUTHWSTN ENERGY CO	2,200	80,407	73,502
T ROW PRICE INST	9,096	83,501	88,776
TARGET CORP	1,875	94,328	110,944
TOLL BROTHERS INC	2,450	78,259	79,209
TYCO INTERNATIONAL LTD	24,475	495,912	715,894
US BANCORP	4,700	109,842	150,118
VARIAN MEDICAL SYSTEMS INC	7,425	329,698	521,532
WAL-MART STORES INC	750	37,908	51,172
WALT DISNEY CO	21,100	682,486	1,050,569
WASTE MANAGEMENT INC	2,750	89,522	92,785
WELLS FARGO	3,050	94,989	104,249
TOTAL COMMON STOCK SECURITIES	744,952	22,011,406	32,555,632

ATTACHMENT 1

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2012

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
NEUBERGER BERMAN							
800	Novartis Ag	04/04/11	01/23/12		43,628	44,389	761
1000	Novartis Ag	04/21/11	01/23/12		57,228	55,486	-1,741
100	Varian Medical Systems Inc	08/11/11	01/26/11		5,358	6,683	1,325
1000	Varian Medical Systems Inc	08/23/11	01/26/11		53,872	66,827	12,955
6900	Walgreen Co	07/21/11	01/26/11		277,092	239,287	-37,805
2250	Walgreen Co	08/11/11	01/26/11		74,825	78,028	3,204
400	FMC Technologies Inc	08/11/11	01/30/12		15,514	20,684	5,170
2200	Exxon Mobil Corp	11/15/11	01/31/12		175,122	184,393	9,270
13000	Denbury Resources Inc New	09/08/11	02/13/12		197,575	248,818	51,243
2600	Sothebys	04/27/09	03/01/12		25,868	92,695	66,827
1475	Sothebys	11/10/11	03/01/12		47,000	52,587	5,586
200	EOG Res Inc	12/19/11	03/02/12		19,220	22,980	3,760
1700	Iconix Brand Group Inc	08/05/09	03/07/12		29,350	28,755	-595
7500	Iconix Brand Group Inc	09/03/09	03/07/12		108,655	126,859	18,204
800	Iconix Brand Group Inc	08/23/11	03/07/12		13,996	13,532	-465
950	Tiffany & Co New	12/19/11	04/02/12		59,659	66,494	6,835
125	Praxair Inc	04/20/11	04/09/12		13,208	14,022	814
75	Praxair Inc	08/11/11	04/09/12		7,153	8,413	1,260
675	American Express Company	12/20/10	04/19/12		28,103	38,771	10,668
500	American Express Company	04/01/11	04/19/12		22,703	28,719	6,016
1350	Lennar Corp	04/01/11	04/19/12		24,918	33,674	8,756
2250	Lennar Corp	04/06/11	04/19/12		41,085	56,123	15,038
375	Moodys Corp	06/17/11	04/19/12		13,377	15,518	2,140
900	Roper Industries Inc New	07/24/06	04/19/12		38,219	87,980	49,761
25	Roper Industries Inc New	03/16/09	04/19/12		1,046	2,444	1,398
375	Roper Industries Inc New	05/16/11	04/19/12		31,075	36,658	5,583
1800	Luxottica Group Inc	12/23/10	04/20/12		53,997	62,900	8,903
500	Luxottica Group Inc	01/12/11	04/20/12		15,267	17,472	2,205
450	American Express Company	10/07/10	04/27/12		17,073	27,127	10,054
425	American Express Company	12/20/10	04/27/12		17,694	25,620	7,925
450	Hologic Inc	07/13/07	04/30/12		13,070	8,665	-4,404
1200	Hologic Inc	07/31/07	04/30/12		31,518	23,108	-8,411
4500	Hologic Inc	05/01/08	04/30/12		105,293	86,653	-18,639
1625	Hologic Inc	08/11/11	04/30/12		25,171	31,291	6,121
1825	Hologic Inc	06/10/10	05/03/12		26,015	32,574	6,559
375	Hologic Inc	08/11/11	05/03/12		5,809	6,693	885
1650	Hologic Inc	06/10/10	05/07/12		23,520	28,466	4,945
225	Hologic Inc	06/01/09	05/08/12		4,308	3,872	-437
375	Hologic Inc	08/11/11	05/08/12		3,920	6,453	2,533
2775	Hologic Inc	06/01/09	05/09/12		36,786	46,857	10,071
5000	JPMorgan Chase & Co	10/16/08	05/14/12		188,127	180,272	-7,855
1500	JPMorgan Chase & Co	03/16/09	05/14/12		36,888	54,082	17,194
2075	JPMorgan Chase & Co	01/19/10	05/14/12		92,490	74,813	-17,677
425	JPMorgan Chase & Co	08/23/11	05/14/12		14,522	15,323	801
5125	Edwards Lifesciences Corp	07/30/09	05/30/12		166,303	442,652	276,349

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2012

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
300	Edwards Lifesciences Corp	11/30/11	05/30/12		19,711	25,911	6,200
955	Pepsico Inc	03/19/12	05/30/12		61,825	65,235	3,409
745	Pepsico Inc	03/20/12	05/30/12		48,364	50,890	2,526
1050	Tyco International Ltd	07/28/11	05/30/12		47,248	56,062	8,815
3175	Oracle Corp	04/02/12	06/12/12		93,754	85,874	-7,880
900	Oracle Corp	04/05/12	06/12/12		26,458	24,342	-2,115
550	ABB Ltd	08/11/11	06/13/12		11,141	8,836	-2,305
975	Moodys Corp	10/07/10	06/13/12		25,729	34,466	8,737
550	Moodys Corp	12/23/10	06/13/12		14,542	19,442	4,900
825	Moodys Corp	06/17/11	06/13/12		29,430	29,163	-266
400	Edwards Lifesciences Corp	07/30/09	06/18/12		12,980	39,902	26,922
3250	Wisconsin Energy Corp	09/23/11	06/18/12		100,746	127,806	27,061
875	Wisconsin Energy Corp	09/23/11	06/19/12		27,124	34,352	7,228
1700	Wisconsin Energy Corp	09/26/11	06/19/12		53,110	66,741	13,631
3900	ABB Ltd	03/22/05	06/25/12		22,915	60,227	37,312
7050	ABB Ltd	10/23/08	06/25/12		75,140	108,872	33,732
1500	ABB Ltd	08/23/11	06/25/12		28,857	23,164	-5,692
900	Cabot Oil & Gas Corp	08/23/11	06/28/12		30,597	36,422	5,826
150	Cabot Oil & Gas Corp	01/19/12	06/28/12		4,719	6,070	1,351
1450	General Electric Co	04/01/11	07/02/12		29,579	29,643	64
1400	General Electric Co	07/26/11	07/02/12		26,283	28,621	2,338
1050	Lennar Corp	06/24/10	07/02/12		15,459	32,175	16,716
1750	Lennar Corp	04/06/11	07/02/12		31,955	53,624	21,670
275	Praxair Inc	09/09/08	07/11/12		22,830	29,371	6,541
425	Praxair Inc	08/23/11	07/11/12		39,771	45,392	5,620
200	Sonova Holding Ag	11/30/11	07/11/12		20,934	18,875	-2,059
5225	Walgreen Co	02/09/12	07/11/12		176,270	156,799	-19,471
975	Walgreen Co	02/14/12	07/11/12		33,600	29,259	-4,341
50	Sonova Holding Ag	05/19/11	07/12/12		5,104	4,628	-476
150	Sonova Holding Ag	11/30/11	07/12/12		15,700	13,883	-1,818
150	Walgreen Co	02/13/12	07/12/12		5,209	4,505	-704
2950	Walgreen Co	02/14/12	07/12/12		101,661	88,599	-13,062
600	Sonova Holding Ag	05/19/11	07/13/12		61,244	55,916	-5,328
275	Church & Dwight Co Inc	01/15/10	07/16/12		8,624	15,980	7,356
1600	Sonova Holding Ag	05/18/11	07/18/12		159,789	153,209	-6,580
400	Sonova Holding Ag	05/19/11	07/18/12		40,829	38,302	-2,527
2750	General Electric Co	07/26/11	07/20/12		51,627	55,130	3,503
200	General Electric Co	12/23/10	07/24/12		3,614	4,012	398
250	General Electric Co	07/26/11	07/24/12		4,693	5,015	321
6675	Gentex Corp	03/01/12	07/24/12		162,645	100,319	-62,326
2850	Gentex Corp	03/01/12	07/25/12		69,444	42,760	-26,684
325	Gentex Corp	03/01/12	07/26/12		7,919	5,040	-2,879
3500	Gentex Corp	04/09/12	07/26/12		85,475	54,278	-31,196
350	Oracle Corp	01/12/05	07/30/12		4,834	10,709	5,875
525	Oracle Corp	04/05/12	07/30/12		15,434	16,063	629
750	Limited Brands Inc	06/19/12	08/09/12		32,457	37,064	4,608
1625	Tiffany & Co New	09/30/11	08/22/12		99,741	95,155	-4,586

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2012

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
475	Tiffany & Co New	12/19/11	08/22/12		29,830	27,815	-2,015
300	Tiffany & Co New	12/19/11	08/23/12		18,414	17,552	-862
700	Tiffany & Co New	09/30/11	08/24/12		42,965	40,950	-2,015
25	Tiffany & Co New	09/30/11	08/27/12		1,534	1,561	27
50	Tiffany & Co New	01/10/12	08/27/12		2,990	3,122	132
1525	Tiffany & Co New	01/10/12	08/30/12		91,194	94,830	3,637
1150	Tiffany & Co New	06/18/12	08/30/12		61,736	71,512	9,776
125	Sirona Dental Systems Inc	04/01/11	09/05/12		6,336	6,709	373
500	Sirona Dental Systems Inc	04/20/11	09/05/12		27,209	26,837	-372
1700	Sirona Dental Systems Inc	03/21/11	09/06/12		83,170	92,511	9,341
375	Sirona Dental Systems Inc	04/01/11	09/06/12		19,009	20,407	1,398
2350	ADT Corporation	08/20/09	10/01/12		48,064	84,044	35,980
450	ADT Corporation	11/10/09	10/01/12		10,094	16,094	5,999
25	ADT Corporation	07/28/11	10/01/12		731	894	163
150	ADT Corporation	08/11/11	10/01/12		3,815	5,365	1,550
250	ADT Corporation	08/23/11	10/01/12		6,306	8,941	2,635
1175	Danaher Corp	07/19/12	10/01/12		59,833	66,464	6,631
2050	Apache Corp	07/09/08	10/15/12		243,639	174,497	-69,142
55	McDonalds Corp	12/29/05	10/18/12		1,880	5,118	3,238
500	McDonalds Corp	01/12/11	10/18/12		36,910	46,532	9,621
300	Roper Industries Inc New	03/16/09	10/18/12		12,551	33,106	20,555
275	Roper Industries Inc New	04/20/09	10/18/12		11,311	30,347	19,036
1725	Abbott Laboratories	10/12/06	10/22/12		80,398	113,343	32,945
400	Abbott Laboratories	11/10/06	10/22/12		18,394	26,282	7,888
1500	Abbott Laboratories	01/16/09	10/22/12		63,850	98,559	34,709
1300	Cabot Oil & Gas Corp	01/19/12	10/26/12		40,901	61,237	20,336
1500	Varian Medical Systems Inc	02/26/12	10/26/12		80,911	100,830	19,919
1127	Pentair Ltd	08/20/09	11/01/12		26,287	50,290	24,003
216	Pentair Ltd	11/10/09	11/01/12		5,521	9,639	4,118
12	Pentair Ltd	07/28/11	11/01/12		400	535	135
72	Pentair Ltd	08/11/11	11/01/12		2,086	3,213	1,127
120	Pentair Ltd	08/23/11	11/01/12		3,449	5,355	1,906
	Pentair Ltd (Cash in Lieu)		11/06/12			27	27
7800	Microsoft Corp	05/17/12	11/26/12		234,086	212,605	-21,481
5575	Microsoft Corp	08/09/12	11/26/12		170,281	151,958	-18,323
5150	Nisource Inc	02/06/12	11/26/12		119,317	123,171	3,853
5150	Nisource Inc	02/06/12	11/27/12		119,317	122,251	2,934
450	Edwards Lifesciences Corp	07/30/09	12/06/12		14,602	40,793	26,190
1100	Moodys Corp	09/05/12	12/06/12		43,853	54,208	10,355
100	Moodys Corp	09/06/12	12/06/12		4,072	4,928	856
900	Novartis Ag	07/19/12	12/06/12		51,535	56,176	4,641
25	Precision Castparts Corp	04/01/11	12/06/12		3,771	4,568	798
200	Precision Castparts Corp	07/26/12	12/06/12		31,351	36,546	5,195
75	Precision Castparts Corp	07/27/12	12/06/12		11,844	13,705	1,861
150	Apache Corp	08/23/11	12/20/12		14,737	11,964	-2,773
2800	Apache Corp	05/16/12	12/20/12		233,617	223,327	-10,291
3250	Coach Inc	07/31/12	12/20/12		165,124	189,108	23,985

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2012

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
50	Coach Inc	07/31/12	12/24/12		2,540	2,901	361
675	Coach Inc	07/31/12	12/26/12		34,295	37,119	2,824
1925	Coach Inc	08/02/12	12/26/12		96,357	105,857	9,500
1325	Luxottica Group Inc	12/23/10	12/27/12		39,748	54,123	14,375
	Total Neuberger Berman Gain(Loss)				6,901,898	7,763,643	861,745

BROWN BROTHERS

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
225	Ecolab Inc	02/08/10	01/19/12		9,869	13,552	3,683
75	Ecolab Inc	02/12/10	01/19/12		3,115	4,517	1,403
126	Ecolab Inc	02/12/10	02/01/12		5,233	7,637	2,404
45	Ecolab Inc	04/15/09	02/02/12		1,682	2,731	1,049
49	Ecolab Inc	02/12/10	02/02/12		2,035	2,974	939
150	Visa Inc Cl A	02/06/10	02/03/12		11,636	16,034	4,398
50	Visa Inc Cl A	12/06/10	02/06/12		3,877	5,352	1,475
25	Visa Inc Cl A	12/16/10	02/06/12		1,899	2,676	777
200	Visa Inc Cl A	12/16/10	02/09/12		15,189	22,627	7,437
225	Visa Inc Cl A	12/16/10	02/27/12		17,088	26,318	9,230
25	Visa Inc Cl A	12/16/10	03/26/12		1,899	3,002	1,103
135	Visa Inc Cl A	03/23/11	03/26/12		9,723	16,208	6,485
10	Visa Inc Cl A	12/17/10	03/27/12		677	1,200	523
40	Visa Inc Cl A	03/23/11	03/27/12		2,881	4,800	1,919
8	Visa Inc Cl A	12/17/10	03/28/12		542	960	418
32	Visa Inc Cl A	12/17/10	04/03/12		2,168	3,839	1,671
166	Visa Inc Cl A	12/17/10	04/17/12		11,245	20,290	9,045
	Ecolab Inc	04/14/09	04/17/12		5,925	9,961	4,036
148	Ecolab Inc	04/14/09	04/18/12		5,498	9,254	3,756
36	Ecolab Inc	04/14/09	04/20/12		1,337	2,242	904
32	Ecolab Inc	04/14/09	04/25/12		1,171	1,996	825
80	Ecolab Inc	04/15/09	04/25/12		2,990	4,990	2,000
109	Visa Inc Cl A	12/17/10	04/26/12		7,384	13,345	5,961
275	Wal-Mart Stores Inc	09/08/08	06/07/12		16,922	18,142	1,220
68	Comcast Corp Cl A	08/07/08	06/20/12		1,431	2,122	690
200	Comcast Corp Cl A	06/13/11	06/20/12		4,744	6,240	1,496
307	Comcast Corp Cl A	08/07/08	06/27/12		6,462	9,543	3,081
250	Wal-Mart Stores Inc	09/08/08	07/02/12		15,384	17,310	1,926
275	Wal-Mart Stores Inc	09/08/08	07/17/12		16,922	20,067	3,145
175	Wal-Mart Stores Inc	09/08/08	07/27/12		10,769	13,051	2,282
80	Wal-Mart Stores Inc	09/08/08	08/03/12		4,923	5,964	1,042
20	Wal-Mart Stores Inc	09/08/08	08/06/12		1,231	1,491	260
140	Wal-Mart Stores Inc	02/25/10	08/06/12		7,514	10,438	2,924
150	Wal-Mart Stores Inc	02/13/08	08/08/12		7,601	11,170	3,570

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2012

# Shs	Description	Date Acquired	Date Sold	Cost	Basis	Proceeds	Gain
10	Wal-Mart Stores Inc	02/25/10	08/08/12		537	745	208
17	Diageo Plc Sponsored Adr	10/15/09	08/21/12		1,063	1,810	747
175	Diageo Plc Sponsored Adr	02/26/10	08/21/12		11,348	18,631	7,283
83	Diageo Plc Sponsored Adr	10/15/09	08/22/12		5,190	8,841	3,651
90	Ebay Inc	11/18/11	08/27/12		2,704	4,232	1,528
50	Ebay Inc	06/13/11	08/28/12		1,494	2,349	856
260	Ebay Inc	11/18/11	08/28/12		7,812	12,216	4,403
237	Ebay Inc	06/13/11	09/06/12		7,080	11,608	4,529
63	Ebay Inc	06/13/11	09/07/12		1,882	3,086	1,204
250	Ebay Inc	10/23/08	09/21/12		3,727	12,492	8,765
78	Liberty Ventures	09/30/11	09/18/12		730	917	188
0 2	Liberty Ventures	09/06/11	09/18/12		8	9	1
270	Anheuser-Busch	08/18/11	10/05/12		14,725	24,455	9,730
20	Anheuser-Busch	09/06/11	10/05/12		1,048	1,812	763
135	Anheuser-Busch	09/06/11	10/15/12		7,075	11,722	4,647
429	Waste Management Inc	09/08/08	11/06/12		15,188	13,824	-1,364
229	Waste Management Inc	09/08/08	11/07/12		8,107	7,327	-780
207	Waste Management Inc	09/08/08	11/08/12		7,328	6,618	-710
23583 8	T Rowe Price Inst	12/29/11	11/19/12		216,499	227,112	10,613
85	Waste Management Inc	09/08/08	11/21/12		3,009	2,717	-292
56	Ebay Inc	10/23/08	12/06/12		406	2,911	2,505
125	Ebay Inc	01/23/09	12/06/12		1,490	6,498	5,008
25	Ebay Inc	06/30/10	12/06/12		747	1,300	553
244	Ebay Inc	10/23/08	12/11/12		3,034	12,695	9,661
112	Liberty Ventures Ser A	02/13/08	12/11/12		4,152	6,609	2,456
91	Liberty Ventures Ser A	08/07/08	12/11/12		3,385	5,370	1,985
9	Liberty Ventures Ser A	09/06/11	12/11/12		342	531	189
4	Liberty Ventures Ser A	09/30/11	12/11/12		158	236	78
7	Liberty Ventures Ser A	10/03/11	12/11/12		260	413	153
11	Liberty Ventures Ser A	05/18/12	12/11/12		419	649	231
275	Baxter Intl Inc	04/22/10	12/19/12		13,821	18,311	4,491
400	Liberty Interactive A	02/13/08	12/19/12		5,616	7,864	2,248
225	Liberty Interactive A	05/18/12	12/19/12		3,384	4,424	1,039
175	Diageo Plc-Sponsored Adr	10/08/08	12/20/12		10,478	21,035	10,557
100	Diageo Plc-Sponsored Adr	10/14/09	12/20/12		6,152	12,020	5,867
25	Diageo Plc-Sponsored Adr	10/15/09	12/20/12		1,563	3,005	1,442
100	Diageo Plc-Sponsored Adr	10/16/09	12/20/12		6,251	12,020	5,769
250	Anheuser-Busch	09/06/11	12/20/12		13,102	22,270	9,168
1225	Comcast Corp Cl A	08/07/08	12/20/12		25,785	46,528	20,743
225	Johnson & Johnson	11/18/09	12/20/12		14,039	15,902	1,863
155	Anheuser-Busch	08/11/11	12/27/12		7,773	13,597	5,825
20	Anheuser-Busch	09/06/11	12/27/12		1,048	1,755	706
	Total Brown Brothers Gain(Loss)				658,925	900,509	241,584
	TOTAL 2012 GAIN(LOSS)				7,560,823	8,664,152	1,103,329

Ruth Nelson Family Foundation
Contribution Income From Ruth Nelson
FYE 12/31/2012

Date	# Shs	Description	Basis	FMV
12/28/12	9,250	American Express Co	350,936 50	524,521 25
12/28/12	450	Apple Inc	147,883 75	230,085 00
12/28/12	7,975	Cabot Oil & Gas	213,190 33	391,532 63
12/28/12	11,075	Cenovus Energy Inc	287,649.16	367,911 50
12/28/12	6,925	Church & Dwight Co Inc	216,050 71	370,072 00
12/28/12	9,950	Danaher Corp	336,336.33	549,986 25
12/28/12	8,850	Express Scripts Hldg Co	274,098 79	471,174 00
12/28/12	7,550	Fiserv Inc	362,335 66	595,053 25
12/28/12	6,000	FMC Technologies Inc	251,705 76	244,950 00
12/28/12	18,875	General Electric Co	266,169 48	388,258 75
12/28/12	8,000	Limited Brands Inc	296,504 00	367,120 00
12/28/12	11,250	Luxottica Grp SPA	312,480 97	461,700 00
12/28/12	10,675	Moodys Corp	281,694 25	530,387 38
12/28/12	10,100	Nestle SA	409,783 33	660,439 00
12/28/12	14,000	Omnicom Group Inc	657,697 96	691,250 00
12/28/12	3,015	Oracle Corp	84,619 41	100,233 68
12/28/12	19,250	PFE-Pfizer Inc	383,392 63	481,827 50
12/28/12	3,725	Praxair Inc	236,108 60	404,050 75
12/28/12	2,500	Precision Castparts Corp	378,509 23	467,187 50
12/28/12	5,565	Schlumberger Ltd	281,472 44	380,145 15
12/28/12	7,175	Sirona Dental Systems Inc	334,605 04	450,518 25
12/28/12	10,975	Tyco Intl Ltd	190,182 29	315,476 38
12/28/12	3,125	Varian Medical Systems Inc	146,941 54	218,656 25
12/28/12	12,500	Walt Disney Co	382,632 45	617,000 00
		TOTALS	**7,082,980.61**	**10,279,536.47**

ATTACHMENT 3