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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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation ONEOK FOUNDATION, INC		A Employer identification number 73-1503823
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (918) 588-7700
City or town, state, and ZIP code TULSA, OK 74102-0871		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, col (c), line 16) ▶ \$ 35,657,056. 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 (attach schedule) if the foundation is not required to attach Sch B ☐				
	2 Check ☐				
	3 Interest on savings and temporary cash investments	129.	129.		
	4 Dividends and interest from securities	629,457.	629,457.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	439,543.			
	b Gross sales price for all assets on line 6a 3,675,365.				
	7 Capital gain net income (from Part IV, line 2)		439,543.		
	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)					
12 Total. Add lines 1 through 11	1,069,129.	1,069,129.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plan; employee benefits				
	16a Legal fees (attach schedule) ATCH 1	2,422.	2,422.		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	78,232.	78,232.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	50.			
	19 Depreciation (attach schedule) 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	80,704.	80,654.		
	25 Contributions, gifts, grants paid	1,893,871.			1,893,871.
26 Total expenses and disbursements. Add lines 24 and 25	1,974,575.	80,654.	0	1,893,871.	
27 Subtract line 26 from line 12	-905,446.				
a Excess of revenue over expenses and disbursements		988,475.			
b Net investment income (if negative, enter -0-)					
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)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		906,496.	635,197.	635,197.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 4		26,266,330.	29,082,239.	29,082,239.
	c	Investments - corporate bonds (attach schedule) ATCH 5		5,826,343.	5,939,620.	5,939,620.
	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)		32,999,169.	35,657,056.	35,657,056.	
Liabilities	17	Accounts payable and accrued expenses		250,000.	240,028.	
	18	Grants payable				
	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 ATCH 6)		12,100.	3,534.	
	23	Total liabilities (add lines 17 through 22)		262,100.	243,562.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		5,500,000.	5,500,000.	
	29	Retained earnings, accumulated income, endowment, or other funds		27,237,069.	29,913,494.	
	30	Total net assets or fund balances (see instructions)		32,737,069.	35,413,494.	
	31	Total liabilities and net assets/fund balances (see instructions)		32,999,169.	35,657,056.	

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	32,737,069.
2	Enter amount from Part I, line 27a	2	-905,446.
3	Other increases not included in line 2 (itemize) ATCH 7	3	3,581,871.
4	Add lines 1, 2, and 3	4	35,413,494.
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	35,413,494.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	439,543.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,438,677.	33,904,452.	0.071928
2010	4,997,595.	29,222,137.	0.171021
2009	5,114,694.	21,230,925.	0.240908
2008	4,997,152.	27,980,784.	0.178592
2007	2,950,772.	31,839,415.	0.092677
2 Total of line 1, column (d)			2 0.755126
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 0.151025
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 34,495,792.
5 Multiply line 4 by line 3			5 5,209,727.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,885.
7 Add lines 5 and 6			7 5,219,612.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,893,871.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	19,770.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	19,770.
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	19,770.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	21,383.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,346.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	26,729.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	26.	
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	6,933.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	6,933. Refunded	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of ROBERT F. MARTINOVICH Telephone no 918-588-7000 Located at 100 WEST 5TH STREET; TULSA, OK ZIP+4 74103			
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	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☒ **5b**

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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
ATCH 8		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		0	0	0

Total number of other employees paid over \$50,000 ☐ **0**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 9		73,406.
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	34,604,919.
b	Average of monthly cash balances	1b	416,190.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	35,021,109.
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	
3	Subtract line 2 from line 1d	3	35,021,109.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	525,317.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,495,792.
6	Minimum investment return. Enter 5% of line 5	6	1,724,790.

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	1,724,790.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	19,770.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,770.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,705,020.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,705,020.
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	1,705,020.

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	1,893,871.
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	1,893,871.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,893,871.

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				1,705,020.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,401,624.			
b From 2008	3,611,509.			
c From 2009	4,057,684.			
d From 2010	3,561,090.			
e From 2011	754,903.			
f Total of lines 3a through e	13,386,810.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,893,871.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,705,020.
e Remaining amount distributed out of corpus	188,851.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,575,661.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)	1,401,624.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,174,037.			
10 Analysis of line 9				
a Excess from 2008	3,611,509.			
b Excess from 2009	4,057,684.			
c Excess from 2010	3,561,090.			
d Excess from 2011	754,903.			
e Excess from 2012	188,851.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

N/A

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

N/A

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

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

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

N/A

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

WRITTEN REQUEST INDICATING CHARITY TO BENEFIT AND PURPOSE OF REQUEST.

c Any submission deadlines

NO SPECIFIC TIME.

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

ATCH 10

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> ATCH 11				
Total			▶ 3a	1,893,871.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					635.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					6,959.	
1,710,739.		SEE ATTACHED GAIN (LOSS) SCHEDULE (PAGE PROPERTY TYPE: SECURITIES 1,599,025.				P	VARIOUS 111,714.	VARIOUS
1,957,032.		SEE ATTACHED GAIN (LOSS) SCHEDULE (PAGE PROPERTY TYPE: SECURITIES 1,636,797.				P	VARIOUS 320,235.	VARIOUS
TOTAL GAIN (LOSS)							<u>439,543.</u>	

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
ABOVENET INC	251 000	7/27/11	4/20/12	20,860 54	15,818.08	5,042.46
ABOVENET INC	249.000	5/6/11	4/20/12	20,691.93	12,613 59	8,078 34
ALLSCRIPTS HEALTHCARE SOLUT	200 000	11/11/11	3/1/12	3,895 42	4,172 94	(277 52)
ALLSCRIPTS HEALTHCARE SOLUT	300 000	11/11/11	3/2/12	5,795 26	6,259 41	(464 15)
ALLSCRIPTS HEALTHCARE SOLUT	200 000	12/14/11	3/6/12	3,800 93	3,498.96	301 97
ALLSCRIPTS HEALTHCARE SOLUT	400 000	9/6/11	3/7/12	7,700 14	6,739 48	960 66
ALLSCRIPTS HEALTHCARE SOLUT	200.000	8/25/11	4/25/12	3,281 94	3,356.12	(74 18)
BLACKBAUD INC	100 000	12/5/11	4/25/12	3,229 70	3,006 68	223 02
BLACKBAUD INC	300 000	12/5/11	4/30/12	9,410 39	9,020 04	390 35
BLACKBAUD INC	200 000	12/5/11	5/1/12	6,277 19	5,990 92	286.27
BLACKBAUD INC	100 000	12/1/11	5/2/12	3,171 72	2,958 52	213.20
BLACKBAUD INC	200 000	11/30/11	5/3/12	6,220 40	5,795 89	424 51
BLACKBAUD INC	200 000	11/9/11	5/4/12	6,189 60	5,757 20	432.40
BLACKBAUD INC	100 000	11/9/11	5/22/12	2,592 39	2,867 80	(275.41)
BRAVO BRIO RESTAURANT GROUP INC	200 000	8/11/11	1/4/12	3,238 89	3,985 36	(746 47)
BRAVO BRIO RESTAURANT GROUP INC	200 000	3/7/11	1/11/12	3,268 13	3,597 10	(328 97)
BRAVO BRIO RESTAURANT GROUP INC	200 000	3/7/11	1/13/12	3,420 27	3,597.10	(176.83)
BRAVO BRIO RESTAURANT GROUP INC	300.000	3/7/11	1/23/12	5,475 76	5,395.65	80 11
BRAVO BRIO RESTAURANT GROUP INC	300 000	3/29/11	1/25/12	5,516 68	5,063.82	452 86
BRAVO BRIO RESTAURANT GROUP INC	500 000	3/29/11	2/6/12	9,729 91	8,081 60	1,648 31
BRUNSWICK CORP	300 000	5/5/11	3/26/12	7,757 08	6,926 07	831 01
CAPITOL FED FINL INC	400 000	6/15/11	2/3/12	4,616 31	4,756 27	(139 96)
CAPITOL FED FINL INC	200.000	6/15/11	2/6/12	2,314 93	2,374 60	(59.67)
CAPITOL FED FINL INC	200 000	6/15/11	2/7/12	2,334 41	2,374 60	(40.19)
CAPITOL FED FINL INC	100 000	8/2/11	2/8/12	1,168 73	1,174.25	(5.52)
CAPITOL FED FINL INC	100 000	8/2/11	2/21/12	1,170 52	1,169 66	0.86
CAPITOL FED FINL INC	200.000	8/2/11	2/22/12	2,337 95	2,337.22	0 73
CAPITOL FED FINL INC	800 000	5/18/11	1/30/12	9,194 14	9,277.03	(82 89)
CARBO CERAMICS INC	100 000	11/29/11	1/27/12	12,861.42	13,628 12	(766 70)
CARBO CERAMICS INC	80 000	11/1/11	9/25/12	5,356.67	10,697 26	(5,340 59)
CARTER'S INC	300 000	8/3/11	2/1/12	12,424 59	9,553.35	2,871 24
CARTER'S INC	200 000	6/23/11	2/3/12	8,361 73	6,033.50	2,328.23
CARTER'S INC	400 000	3/9/11	2/10/12	16,814 07	11,659.56	5,154 51
CASEY'S GENERAL STORES INC	100 000	9/15/11	1/13/12	5,274 37	4,731 88	542 49
CASEY'S GENERAL STORES INC	100 000	9/15/11	2/10/12	5,287.33	4,731.88	555 45
CASEY'S GENERAL STORES INC	200 000	9/28/11	2/13/12	10,550.41	9,231.76	1,318 65
CENTENE CORP	100 000	1/9/12	3/23/12	4,472.81	4,358 44	114 37
CENTENE CORP	400 000	1/9/12	3/26/12	17,804.35	16,415 19	1,389 16
CENTENE CORP	300 000	12/28/11	3/27/12	13,248.39	11,866.21	1,382.18
CENTENE CORP	600 000	12/5/11	3/28/12	26,701 91	20,705.25	5,996 66
CENTENE CORP	78 000	9/15/11	3/29/12	3,546 83	2,372 51	1,174.32
CENTENE CORP	146 000	9/6/11	5/2/12	5,940 12	4,440.65	1,499 47
CHEESECAKE FACTORY (THE)	100 000	5/16/12	8/16/12	3,274.92	3,204 08	70 84
CIRRUS LOGIC, INC	100 000	4/23/12	8/16/12	3,875.91	2,107.79	1,768 12
COLUMBIA SPORTSWEAR CO	100 000	11/14/11	8/16/12	5,215.88	5,323 71	(107.83)
COLUMBIA SPORTSWEAR CO	100 000	12/5/11	10/9/12	5,309 94	5,298 93	11 01
COLUMBIA SPORTSWEAR CO	200 000	6/27/12	10/31/12	11,012 01	10,456 76	555 25
COMPUTER PROGRAMS & SYSTEMS	100 000	2/27/12	7/18/12	5,353 60	6,304 74	(951.14)
COMPUTER PROGRAMS & SYSTEMS	77 000	2/8/12	7/20/12	4,004 01	4,840.79	(836.78)
COMPUTER PROGRAMS & SYSTEMS	399 000	3/8/12	7/23/12	20,669 37	23,444 97	(2,775 60)
COMPUTER PROGRAMS & SYSTEMS	31 000	5/9/12	7/24/12	1,588 76	1,776 50	(187 74)
COMPUTER PROGRAMS & SYSTEMS	49 000	5/9/12	7/24/12	2,506 21	2,748.18	(241 97)
COMPUTER PROGRAMS & SYSTEMS	43 000	5/9/12	7/25/12	2,174 80	2,411 67	(236 87)
COMPUTER PROGRAMS & SYSTEMS	30 000	5/9/12	7/26/12	1,468 40	1,682 56	(214 16)
COMPUTER PROGRAMS & SYSTEMS	71 000	5/9/12	7/27/12	3,407.49	3,982 05	(574 56)
CROCS INC	400 000	4/19/12	10/9/12	6,467.65	8,900 24	(2,432 59)
CROCS INC	200 000	4/26/12	10/11/12	3,247 60	4,171.64	(924.04)
CROCS INC	300 000	4/26/12	10/12/12	4,807 69	6,242 61	(1,434.92)
CROCS INC	200 000	4/12/12	10/15/12	3,136 26	4,141 94	(1,005 68)
CROCS INC	1300.000	3/22/12	12/26/12	17,636.18	25,682 70	(8,046 52)
CUBIST PHARMACEUTICALS INC	400 000	1/31/12	7/16/12	15,551.65	16,341 28	(789 63)
CUBIST PHARMACEUTICALS INC	100 000	1/9/12	7/19/12	4,089.06	4,000.84	88 22
CUBIST PHARMACEUTICALS INC	50 000	1/9/12	9/25/12	2,440 44	1,995.67	444 77
CULLEN/FROST BANKERS INC	200 000	1/4/12	2/2/12	11,092 36	10,531 31	561 05
CULLEN/FROST BANKERS INC	200 000	11/16/11	2/3/12	11,112 14	9,980 64	1,131 50

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
CULLEN/FROST BANKERS INC	100 000	10/24/11	2/6/12	5,655 99	4,908 22	747 77
EAGLE MATERIALS INC	400 000	8/11/11	2/8/12	12,737.59	7,968 96	4,768 63
ETHAN ALLEN INTERIORS INC	300.000	4/17/12	11/19/12	8,282 75	7,603 29	679 46
EXPRESS INC	1100 000	11/1/11	1/26/12	23,560 66	21,806 29	1,754 37
GARDNER DENVER INC	200 000	2/8/12	11/15/12	13,992 26	15,906 63	(1,914 37)
GARDNER DENVER INC	200 000	4/27/12	11/19/12	13,721.73	14,559 96	(838 23)
GARDNER DENVER INC	300 000	4/27/12	11/30/12	20,448 83	19,087 47	1,361 36
GARDNER DENVER INC	200 000	2/8/12	11/14/12	13,916 28	14,996.55	(1,080.27)
GENERAC HOLDINGS INC	400 000	4/28/11	1/10/12	10,992 34	5,187 74	5,804 60
GENERAC HOLDINGS INC	200 000	8/15/11	1/11/12	5,509 65	3,980 10	1,529 55
GENERAC HOLDINGS INC	600 000	9/6/11	1/12/12	16,995.93	11,417.81	5,578 12
GENERAC HOLDINGS INC	100 000	5/18/11	2/7/12	2,822 82	1,847.38	975 44
GENERAC HOLDINGS INC	200 000	5/18/11	2/8/12	5,678 61	3,664.68	2,013 93
GENERAC HOLDINGS INC	100 000	5/18/11	3/6/12	2,495.06	1,832 34	662 72
GENERAC HOLDINGS INC	100 000	5/18/11	3/7/12	2,486 79	1,832 34	654 45
GENERAC HOLDINGS INC	300 000	8/12/11	3/12/12	7,392.07	5,467.88	1,924 19
GENERAC HOLDINGS INC	389 000	8/11/11	3/20/12	10,081 06	6,914.73	3,166 33
GLOBE SPECIALTY METALS INC	200 000	8/11/11	1/9/12	2,761 30	3,016 01	(254.71)
HAIN CELESTIAL GROUP INC	200 000	11/29/11	1/31/12	7,429 32	7,452 04	(22 72)
HAIN CELESTIAL GROUP INC	600 000	12/14/11	8/15/12	32,567.98	20,629 01	11,938 97
HAIN CELESTIAL GROUP INC	100 000	9/30/11	8/16/12	5,198 98	3,072 59	2,126 39
HAIN CELESTIAL GROUP INC	100 000	10/4/11	8/16/12	5,159 52	2,823 54	2,335 98
HARSCO CORP	1000 000	9/7/11	6/13/12	19,670 25	22,111.89	(2,441.64)
HECKMANN CORP	800 000	7/13/11	2/9/12	4,256 55	4,818 72	(562 17)
HECKMANN CORP	700 000	7/13/11	2/10/12	3,694 45	4,184 68	(490 23)
HECKMANN CORP	500 000	6/7/11	2/13/12	2,598.44	2,963 56	(365 12)
HECKMANN CORP	200 000	6/7/11	2/13/12	1,025 28	1,183.78	(158.50)
HECKMANN CORP	1400 000	6/8/11	2/14/12	6,969 21	8,206 31	(1,237 10)
HECKMANN CORP	900 000	6/6/11	2/15/12	4,344.12	5,215 50	(871.38)
HITTITE MICROWAVE CORP	34 000	1/27/12	9/18/12	1,906 27	1,910.59	(4 32)
HITTITE MICROWAVE CORP	70 000	1/30/12	9/20/12	3,926.55	3,931 13	(4.58)
HITTITE MICROWAVE CORP	100 000	1/30/12	10/31/12	5,643 87	5,558 29	85 58
HITTITE MICROWAVE CORP	96 000	1/30/12	10/31/12	5,432 79	5,335.96	96.83
HOME BANCSHARES INC	100 000	10/21/11	2/6/12	2,636 85	2,311.08	325 77
HOME BANCSHARES INC	100 000	10/19/11	2/22/12	2,551 73	2,301 44	250 29
IBERIABANK CORP	100 000	1/20/12	8/16/12	4,679 89	5,491 41	(811 52)
ION GEOPHYSICAL CORP	500 000	10/20/11	2/13/12	4,302 16	3,398 40	903 76
ION GEOPHYSICAL CORP	400 000	10/20/11	2/14/12	3,390 21	2,718.72	671.49
ION GEOPHYSICAL CORP	400 000	12/28/11	2/16/12	3,191 37	2,589 94	601 43
ION GEOPHYSICAL CORP	400 000	12/28/11	2/16/12	3,207 29	2,518 80	688 49
ION GEOPHYSICAL CORP	200.000	12/14/11	2/16/12	1,594 36	1,220 64	373 72
ION GEOPHYSICAL CORP	200 000	12/14/11	2/17/12	1,594 38	1,220.64	373.74
ION GEOPHYSICAL CORP	600 000	12/14/11	11/5/12	3,885.87	3,605.52	280.35
JDA SOFTWARE GROUP INC	600 000	1/25/12	2/6/12	14,464 94	17,825 82	(3,360 88)
JONES LANG LASALLE INC	100 000	1/20/12	2/14/12	8,124 44	7,194 09	930 35
JONES LANG LASALLE INC	100 000	1/18/12	8/16/12	6,988 84	6,948 76	40 08
JOS A BANK CLOTHIERS INC	8 000	1/26/12	10/16/12	395.23	392.22	3 01
JOS A BANK CLOTHIERS INC	192 000	2/6/12	10/19/12	9,482 14	9,403 29	78 85
LOGMEIN INC	600 000	7/26/12	10/29/12	12,016 17	20,087 37	(8,071 20)
LOGMEIN INC	200 000	7/26/12	10/31/12	4,958 80	4,958 88	(0 08)
LOGMEIN INC	200 000	7/26/12	11/8/12	4,669 15	4,958 88	(289 73)
LOGMEIN INC	100 000	7/26/12	11/9/12	2,265 31	2,479.44	(214.13)
LUFKIN INDUSTRIES INC	200 000	3/13/12	4/27/12	14,855 42	15,779 84	(924.42)
MAGELLAN HEALTH SERVICES INC	300 000	12/30/11	2/6/12	14,694 47	15,139 34	(444 87)
MAXIMUS INC	400 000	3/13/12	7/6/12	20,761 61	16,990 81	3,770 80
MAXIMUS INC	200 000	11/30/11	7/9/12	10,540 44	8,323 90	2,216 54
MAXIMUS INC	400 000	3/12/12	7/16/12	20,229 82	16,597.10	3,632 72
MCMORAN EXPLORATION CO	800 000	6/29/11	4/25/12	6,607.85	10,341 48	(3,733 63)
MERCURY COMPUTER SYSTEMS INC	100 000	8/4/11	1/13/12	1,357 44	1,694.24	(336 80)
MERCURY COMPUTER SYSTEMS INC	400.000	8/5/11	1/17/12	5,379 33	6,707.46	(1,328 13)
MERCURY COMPUTER SYSTEMS INC	700 000	8/9/11	1/18/12	9,409 14	11,094 54	(1,685 40)
MICREL INC	400 000	2/13/12	9/21/12	4,323 50	4,523 22	(199 72)
MICREL INC	287 000	2/16/12	11/15/12	2,643 70	3,185.53	(541 83)
MICREL INC	202 000	2/16/12	11/30/12	1,893.09	2,162 66	(269 57)
MICROSTRATEGY INC-CL A	74 000	8/10/12	11/29/12	6,285 22	9,397 44	(3,112 22)

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
MICROSTRATEGY INC-CL A	191 000	8/22/12	11/30/12	16,478.61	23,711.33	(7,232.72)
NETSCOUT SYSTEMS INC	200 000	7/25/12	8/27/12	4,793.45	4,589.56	203.89
NETSCOUT SYSTEMS INC	200 000	7/25/12	8/28/12	4,759.25	4,548.09	211.16
NETSCOUT SYSTEMS INC	13 000	5/1/12	8/30/12	311.79	268.90	42.89
NETSCOUT SYSTEMS INC	128 000	5/1/12	8/31/12	3,045.09	2,647.62	397.47
NETSCOUT SYSTEMS INC	72 000	5/1/12	9/4/12	1,722.45	1,489.28	233.17
NETSCOUT SYSTEMS INC	52 000	5/1/12	9/4/12	1,259.61	1,075.59	184.02
NETSCOUT SYSTEMS INC	148 000	5/1/12	9/7/12	3,586.10	3,061.31	524.79
NETSCOUT SYSTEMS INC	100 000	5/1/12	9/10/12	2,486.72	2,068.45	418.27
NETSCOUT SYSTEMS INC	100 000	5/1/12	10/17/12	2,401.77	2,068.45	333.32
NETSCOUT SYSTEMS INC	87 000	5/1/12	10/31/12	2,187.57	1,799.55	388.02
NEW JERSEY RESOURCES CORP	200 000	10/28/11	9/17/12	9,069.21	9,591.68	(522.47)
NORTHWESTERN CORP	100 000	7/10/12	9/14/12	3,643.51	3,787.23	(143.72)
NORTHWESTERN CORP	200 000	7/9/12	9/17/12	7,102.44	7,226.30	(123.86)
NUVASIVE INC	100 000	3/27/12	7/19/12	2,433.29	1,773.77	659.52
NUVASIVE INC	200 000	3/27/12	7/20/12	4,911.88	3,547.54	1,364.34
OCWEN FINANCIAL CORP	100 000	10/28/11	8/7/12	2,046.31	1,470.49	575.82
OCWEN FINANCIAL CORP	100 000	10/28/11	8/20/12	2,386.55	1,470.49	916.06
OCWEN FINANCIAL CORP	100 000	10/28/11	10/19/12	3,584.20	1,470.49	2,113.71
OCWEN FINANCIAL CORP	200 000	4/23/12	10/22/12	7,345.77	2,935.40	4,410.37
OCWEN FINANCIAL CORP	100 000	4/23/12	10/24/12	3,571.12	1,464.91	2,106.21
PATRIOT COAL CORP	900 000	8/12/11	4/4/12	5,676.17	16,132.45	(10,456.28)
PATRIOT COAL CORP	1400 000	7/26/11	4/2/12	8,555.34	22,337.33	(13,781.99)
PATRIOT COAL CORP	600 000	8/23/11	4/25/12	3,648.69	7,775.99	(4,127.30)
PF CHANG'S CHINA BISTRO INC	400 000	4/11/12	5/4/12	20,592.89	15,092.52	5,500.37
PF CHANG'S CHINA BISTRO INC	400 000	10/31/11	5/4/12	20,563.53	12,431.02	8,132.51
PF CHANG'S CHINA BISTRO INC	500 000	8/8/11	5/4/12	25,724.42	15,029.30	10,695.12
PF CHANG'S CHINA BISTRO INC	200 000	9/28/11	5/9/12	10,281.78	5,962.26	4,319.52
PF CHANG'S CHINA BISTRO INC	100 000	8/9/11	5/10/12	5,139.20	2,974.95	2,164.25
PF CHANG'S CHINA BISTRO INC	200 000	10/5/11	5/16/12	10,249.13	5,823.26	4,425.87
PF CHANG'S CHINA BISTRO INC	100 000	10/3/11	5/21/12	5,138.39	2,752.13	2,386.26
PF CHANG'S CHINA BISTRO INC	100 000	10/18/11	5/23/12	5,117.88	2,729.37	2,388.51
PF CHANG'S CHINA BISTRO INC	100 000	10/18/11	5/24/12	5,120.88	2,729.37	2,391.51
PIEDMONT NATURAL GAS CO	200 000	12/14/11	1/10/12	6,692.89	6,567.50	125.39
PIEDMONT NATURAL GAS CO	200 000	7/9/12	9/17/12	6,335.33	6,517.80	(182.47)
PORTFOLIO RECOVERY ASSOCIATE	100 000	3/26/12	7/6/12	8,933.18	7,265.34	1,667.84
PORTFOLIO RECOVERY ASSOCIATE	100 000	3/26/12	7/9/12	8,883.57	7,265.34	1,618.23
PORTFOLIO RECOVERY ASSOCIATE	200 000	10/28/11	8/17/12	19,289.14	14,078.48	5,210.66
PORTFOLIO RECOVERY ASSOCIATE	100 000	10/28/11	8/27/12	9,725.87	7,039.24	2,686.63
PORTFOLIO RECOVERY ASSOCIATE	100 000	12/14/11	12/10/12	9,827.76	6,613.22	3,214.54
REGIS CORP	216 000	3/4/11	1/3/12	3,588.68	3,893.78	(305.10)
REGIS CORP	500 000	3/10/11	1/4/12	8,313.38	8,947.50	(634.12)
REGIS CORP	100 000	3/10/11	1/5/12	1,663.74	1,779.05	(115.31)
REGIS CORP	100 000	3/10/11	1/6/12	1,688.15	1,779.05	(90.90)
REGIS CORP	600 000	3/10/11	1/9/12	9,946.90	10,618.87	(671.97)
REGIS CORP	584 000	2/28/11	1/10/12	9,748.46	10,285.17	(536.71)
REGIS CORP	300 000	2/23/11	1/13/12	4,597.83	5,269.74	(671.91)
REGIS CORP	1500 000	8/4/11	1/17/12	23,090.55	23,822.61	(732.06)
REGIS CORP	200 000	8/5/11	1/18/12	3,035.48	2,868.56	166.92
SALIX PHARMACEUTICALS LTD	100 000	1/9/12	7/2/12	5,258.82	4,891.78	367.04
SALIX PHARMACEUTICALS LTD	200 000	1/31/12	7/3/12	10,399.96	9,711.35	688.61
SALIX PHARMACEUTICALS LTD	300 000	1/31/12	7/18/12	15,809.70	14,388.95	1,420.75
SALIX PHARMACEUTICALS LTD	100 000	12/28/11	7/19/12	5,315.11	4,737.61	577.50
SIMPSON MANUFACTURING CO INC	100 000	3/26/12	11/20/12	2,929.93	3,293.74	(363.81)
SMITHFIELD FOODS INC	300 000	12/21/11	4/17/12	6,203.17	6,993.74	(790.57)
SMITHFIELD FOODS INC	400 000	10/20/11	6/20/12	7,504.87	8,668.43	(1,163.56)
SNYDERS-LANCE	400 000	9/28/11	1/13/12	9,007.63	8,401.76	605.87
SNYDERS-LANCE	100 000	9/28/11	1/23/12	2,297.12	2,100.44	196.68
SNYDERS-LANCE	100 000	9/28/11	1/24/12	2,295.96	2,100.44	195.52
SNYDERS-LANCE	50 000	10/26/11	1/24/12	1,152.97	1,038.79	114.18
SNYDERS-LANCE	65 000	10/26/11	1/31/12	1,476.11	1,350.43	125.68
SNYDERS-LANCE	85 000	10/26/11	2/1/12	1,923.33	1,765.94	157.39
SOURCEFIRE INC.	200 000	2/9/12	3/15/12	9,505.76	7,027.36	2,478.40
SOURCEFIRE INC	100 000	2/9/12	3/16/12	4,802.44	3,513.68	1,288.76
SOURCEFIRE INC.	100 000	2/9/12	7/9/12	4,911.64	3,513.68	1,397.96

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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/(LOSS)
SOURCEFIRE INC	200 000	2/9/12	7/9/12	9,984.33	7,027.36	2,956.97
SOURCEFIRE INC	100 000	2/9/12	7/10/12	5,004.08	3,513.68	1,490.40
SOURCEFIRE INC	100 000	2/6/12	7/11/12	4,818.77	3,443.07	1,375.70
SOURCEFIRE INC	100 000	2/6/12	7/12/12	4,676.42	3,443.07	1,233.35
SOURCEFIRE INC	50 000	10/17/12	11/23/12	2,351.44	2,106.06	245.38
SOUTHWEST GAS CORP	200 000	12/14/11	1/11/12	8,400.01	7,868.23	531.78
SOUTHWEST GAS CORP	200 000	7/10/12	9/17/12	8,618.30	8,934.08	(315.78)
STONE ENERGY CORP	400 000	11/29/11	8/13/12	9,694.70	10,957.56	(1,262.86)
SYNAPTICS INC	200 000	8/22/12	11/14/12	4,949.32	6,105.18	(1,155.86)
SYNAPTICS INC	300 000	8/22/12	11/30/12	7,836.78	9,054.27	(1,217.49)
SYNAPTICS INC	100 000	9/11/12	11/30/12	2,576.15	2,826.67	(250.52)
SYNAPTICS INC	100 000	7/11/12	12/4/12	2,692.73	2,645.10	47.63
SYNAPTICS INC	200 000	9/14/12	12/13/12	5,371.63	5,289.45	82.18
SYNAPTICS INC	700 000	9/25/12	12/19/12	18,607.75	17,972.38	635.37
TALEO CORP	300 000	1/23/12	2/14/12	13,680.54	10,339.09	3,341.45
TALEO CORP	200 000	11/30/11	2/15/12	9,124.42	6,617.97	2,506.45
TALEO CORP	200 000	11/30/11	2/16/12	9,127.98	6,450.86	2,677.12
TALEO CORP	300 000	11/30/11	2/17/12	13,684.41	9,676.29	4,008.12
TALEO CORP	100 000	11/30/11	3/19/12	4,587.45	3,225.43	1,362.02
THORATEC CORP	100 000	1/3/12	1/24/12	2,981.42	3,281.50	(300.08)
THORATEC CORP	100 000	1/3/12	1/26/12	2,941.20	3,281.50	(340.30)
THORATEC CORP	300 000	12/28/11	1/27/12	8,990.91	9,836.64	(845.73)
TREEHOUSE FOODS INC	100 000	9/26/11	8/16/12	4,885.89	6,038.66	(1,152.77)
TRIQUINT SEMICONDUCTOR INC	300 000	6/8/12	8/16/12	1,700.96	1,636.89	64.07
TRONOX INC	300 000	6/21/11	1/24/12	36,887.29	40,071.58	(3,184.29)
VALUECLICK INC	200 000	8/3/11	7/16/12	3,126.16	3,357.22	(231.06)
VEECO INSTRUMENTS INC	400 000	12/1/11	1/25/12	10,495.87	10,078.12	417.75
VIROPHARMA INC	600 000	1/9/12	7/18/12	13,274.76	16,726.44	(3,451.68)
VIROPHARMA INC	200 000	12/19/11	8/9/12	3,980.19	5,311.44	(1,331.25)
WARNACO GROUP INC/THE	100 000	4/20/12	11/5/12	7,010.21	5,409.85	1,600.36
WARNACO GROUP INC/THE	153 000	5/4/12	11/9/12	10,936.63	7,895.76	3,040.87
WARNACO GROUP INC/THE	154 000	7/11/12	11/13/12	10,947.86	6,864.36	4,083.50
WARNACO GROUP INC/THE	293 000	7/11/12	11/14/12	20,673.55	12,537.62	8,135.93
WOLVERINE WORLD WIDE INC	100 000	11/4/11	1/27/12	3,705.98	3,702.98	3.00
WOLVERINE WORLD WIDE INC	100 000	11/4/11	1/30/12	3,788.56	3,702.98	85.58
WOLVERINE WORLD WIDE INC	300 000	12/6/11	2/10/12	12,049.65	10,928.21	1,121.44
Subtotal - Short Term Capital Gains				1,710,739	1,599,025	111,713
ABOVENET INC	100 000	3/1/11	3/23/12	8,391.90	6,403.97	1,987.93
ABOVENET INC	100 000	3/17/11	3/26/12	8,397.46	6,029.00	2,368.46
ABOVENET INC	100 000	6/29/10	4/4/12	8,304.92	4,731.50	3,573.42
ABOVENET INC	100 000	6/29/10	4/4/12	8,300.42	4,731.50	3,568.92
ABOVENET INC	300 000	6/29/10	4/5/12	24,843.19	14,194.50	10,648.69
ABOVENET INC	100 000	6/29/10	4/5/12	8,285.08	4,731.50	3,553.58
ALIGN TECHNOLOGY INC	400 000	12/9/10	1/3/12	9,524.93	7,320.79	2,204.14
ALIGN TECHNOLOGY INC	100 000	12/30/10	1/11/12	2,380.31	2,011.52	368.79
ALIGN TECHNOLOGY INC	300 000	12/28/10	7/9/12	10,522.77	5,834.25	4,688.52
ALIGN TECHNOLOGY INC	300 000	11/29/10	7/16/12	9,818.77	5,328.03	4,490.74
ALIGN TECHNOLOGY INC	300 000	8/5/11	9/21/12	11,195.92	5,991.28	5,204.64
ALTRA HOLDINGS INC	100 000	6/29/10	2/16/12	2,172.87	1,276.86	896.01
ALTRA HOLDINGS INC	300 000	6/29/10	2/17/12	6,408.86	3,830.58	2,578.28
ALTRA HOLDINGS INC	200 000	6/29/10	3/20/12	4,004.04	2,553.72	1,450.32
ALTRA HOLDINGS INC	200 000	6/29/10	4/13/12	3,554.08	2,553.72	1,000.36
ALTRA HOLDINGS INC	160 000	8/17/11	9/25/12	3,190.32	2,493.22	697.10
ANIXTER INTERNATIONAL INC	40 000	8/11/11	9/25/12	2,469.94	1,979.51	490.43
BRUNSWICK CORP	100 000	5/5/11	8/16/12	2,267.94	2,308.69	(40.75)
BRUNSWICK CORP	100 000	5/5/11	9/25/12	2,352.94	2,308.69	44.25
BRUNSWICK CORP	200 000	5/5/11	11/19/12	4,864.77	4,617.38	247.39
BRUNSWICK CORP	200 000	5/5/11	11/20/12	4,854.65	4,617.38	237.27
CAPITOL FED FINL INC	400 000	12/16/10	1/17/12	4,644.87	4,229.87	415.00
CAPITOL FED FINL INC	400 000	12/16/10	1/18/12	4,644.87	4,000.00	644.87
CAPITOL FED FINL INC	300 000	12/16/10	1/24/12	3,501.17	3,000.00	501.17
CAPITOL FED FINL INC	100 000	3/18/11	3/22/12	1,202.18	1,146.94	55.24
CARTER'S INC	200 000	2/28/11	10/10/12	10,826.85	5,793.12	5,033.73

ONEOK Foundation, Inc.
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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
CARTER'S INC	100 000	2/28/11	10/11/12	5,398 68	2,896 56	2,502 12
CARTER'S INC	200 000	3/3/11	10/23/12	10,578 60	5,724.80	4,853 80
CARTER'S INC	50 000	3/3/11	11/23/12	2,590.44	1,414.12	1,176 32
CHEESECAKE FACTORY (THE)	100 000	10/26/11	11/20/12	3,297 92	2,827 71	470 21
CLARCOR INC	100 000	5/17/11	8/16/12	4,786 89	4,244 48	542 41
CLARCOR INC	100 000	5/17/11	10/31/12	4,442 48	4,244.48	198 00
CLARCOR INC	200 000	5/17/11	11/5/12	9,000 69	8,378 28	622 41
CLARCOR INC	300 000	2/28/11	11/20/12	12,959 19	12,401.40	557.79
COMMVault SYSTEMS INC	50 000	9/16/11	11/23/12	3,239.17	1,798.83	1,440 34
COMMVault SYSTEMS INC	100 000	12/1/11	12/12/12	6,554.22	4,979.62	1,574 60
COMMVault SYSTEMS INC	200 000	12/1/11	12/21/12	14,306 79	8,577 27	5,729 52
CONTANGO OIL & GAS	60.000	2/24/11	9/25/12	3,068 93	3,666 58	(597 65)
CULLEN/FROST BANKERS INC	100 000	11/2/11	11/20/12	5,439 87	4,873 96	565 91
DARLING INTERNATIONAL INC	100 000	1/28/11	2/23/12	1,583 46	1,348.47	234 99
DARLING INTERNATIONAL INC	100 000	1/28/11	2/23/12	1,581.39	1,348 47	232 92
DARLING INTERNATIONAL INC	300 000	1/27/11	2/24/12	4,766 61	3,917 07	849 54
DARLING INTERNATIONAL INC	500 000	1/28/11	2/28/12	8,064 95	6,350 00	1,714 95
DARLING INTERNATIONAL INC	100 000	1/28/11	2/29/12	1,639 79	1,270 00	369 79
DARLING INTERNATIONAL INC	300 000	1/28/11	3/5/12	4,893 63	3,810 00	1,083 63
DARLING INTERNATIONAL INC	200 000	4/28/11	8/16/12	3,359.92	3,243 90	116 02
DARLING INTERNATIONAL INC	240 000	4/28/11	9/25/12	4,239 81	3,892.68	347 13
DARLING INTERNATIONAL INC	200 000	4/28/11	11/23/12	3,157 92	3,236.50	(78 58)
EAGLE MATERIALS INC	200 000	6/29/10	1/4/12	5,076 58	5,122 20	(45.62)
EAGLE MATERIALS INC	100.000	6/29/10	1/9/12	2,632 11	2,561 10	71 01
EAGLE MATERIALS INC	200 000	6/29/10	1/17/12	5,778 10	5,122.20	655.90
EAGLE MATERIALS INC	200 000	6/29/10	1/25/12	5,954 50	5,122 20	832 30
EMULEX CORP	800 000	1/11/11	11/14/12	5,351 47	9,335.68	(3,984.21)
EMULEX CORP	300.000	10/22/10	11/15/12	2,001 40	3,287.67	(1,286 27)
ENERGY XXI BERMUDA LTD	200 000	10/14/10	3/15/12	7,131.33	4,890.09	2,241 24
ENERGY XXI BERMUDA LTD	300 000	10/19/10	3/27/12	10,502.84	6,912 00	3,590.84
ENERGY XXI BERMUDA LTD	300 000	9/17/10	4/25/12	10,307 88	5,409 37	4,898 51
GARDNER DENVER INC	200.000	8/10/11	11/13/12	14,308 35	13,777 00	531 35
GARDNER DENVER INC	100 000	8/10/11	11/14/12	6,987.98	6,888 50	99 48
GENESCO INC	100 000	9/27/11	10/11/12	6,395 80	5,497 35	898 45
GUESS INC	200 000	8/11/11	11/20/12	4,549.89	6,864.88	(2,314 99)
GULFPORT ENERGY CORP	400.000	8/12/11	11/15/12	12,788 39	11,664.44	1,123.95
GULFPORT ENERGY CORP	200 000	8/11/11	11/19/12	6,238 12	5,378 31	859.81
GULFPORT ENERGY CORP	100.000	8/10/11	11/23/12	3,192 92	2,683 50	509 42
HANGER INC	100.000	9/7/11	10/11/12	2,845 44	1,917 18	928 26
HARSCO CORP	100.000	12/9/10	3/13/12	2,169 63	2,662.18	(492 55)
HARSCO CORP	300.000	9/17/10	3/14/12	6,592.89	7,272.55	(679 66)
HARSCO CORP	700.000	9/16/10	6/13/12	13,868 57	16,782 15	(2,913.58)
HAYNES INTERNATIONAL INC	100.000	6/29/10	1/18/12	6,014 21	3,073 47	2,940.74
HAYNES INTERNATIONAL INC	200 000	6/29/10	2/8/12	12,921 13	6,146.94	6,774.19
HAYNES INTERNATIONAL INC	100 000	6/29/10	3/13/12	6,140.22	3,073 47	3,066 75
HAYNES INTERNATIONAL INC	100.000	6/29/10	3/16/12	6,244.65	3,073.47	3,171 18
HAYNES INTERNATIONAL INC	100 000	6/29/10	4/4/12	6,337 57	3,073 47	3,264.10
HAYNES INTERNATIONAL INC	260 000	4/29/11	5/30/12	14,508.32	10,298 18	4,210 14
HAYNES INTERNATIONAL INC	140 000	6/29/10	6/20/12	7,081 52	4,302 86	2,778 66
HAYNES INTERNATIONAL INC	100 000	6/27/11	7/6/12	5,073 65	5,640 74	(567 09)
HAYNES INTERNATIONAL INC	125.000	6/27/11	7/31/12	5,839 26	7,030.95	(1,191 69)
HAYNES INTERNATIONAL INC	75.000	6/23/11	8/2/12	3,606 13	4,170.62	(564 49)
INNOSPEC INC	100 000	12/31/10	3/20/12	2,976 87	2,053 06	923 81
INNOSPEC INC	200.000	1/7/11	11/19/12	5,913 14	4,092 51	1,820.63
JACK IN THE BOX INC	100 000	7/25/11	11/20/12	2,478 94	2,379 07	99 87
LANDSTAR SYSTEM INC	200 000	10/11/10	2/6/12	10,292 14	7,596 70	2,695.44
LANDSTAR SYSTEM INC	200 000	10/14/10	2/15/12	10,347 88	7,536 49	2,811 39
LANDSTAR SYSTEM INC	100 000	10/4/10	3/21/12	5,771 48	3,748 96	2,022 52
LANDSTAR SYSTEM INC	200 000	8/9/11	8/16/12	9,787 78	8,125 60	1,662.18
LANDSTAR SYSTEM INC	100.000	10/4/10	11/20/12	4,926 68	3,743 62	1,183 06
LUFKIN INDUSTRIES INC	100.000	9/1/11	11/23/12	5,125 88	6,206 30	(1,080 42)
MAXIMUS INC	200 000	9/30/11	10/17/12	11,384 04	7,040 26	4,343 78
MAXIMUS INC	100 000	9/30/11	10/18/12	5,698 01	3,520 13	2,177 88
MB FINANCIAL INC	120.000	4/5/11	9/25/12	2,427 34	2,583 67	(156 33)
MB FINANCIAL INC	100.000	4/5/11	11/23/12	1,851 95	2,153.06	(301 11)

ONEOK Foundation, Inc.
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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
MCMORAN EXPLORATION CO	500 000	6/29/10	3/15/12	6,659 17	5,591 80	1,067 37
MCMORAN EXPLORATION CO	300 000	6/29/10	3/16/12	3,961.78	3,355 08	606.70
MCMORAN EXPLORATION CO	300 000	6/29/10	3/19/12	3,938.53	3,355 08	583 45
MICROSEMI CORP	100 000	4/4/11	8/16/12	2,035.95	2,052 08	(16 13)
OCWEN FINANCIAL CORP	100.000	8/26/11	9/10/12	2,609 19	1,321.04	1,288 15
OCWEN FINANCIAL CORP	100 000	8/26/11	9/19/12	2,713 48	1,321 04	1,392 44
OCWEN FINANCIAL CORP	200 000	8/26/11	9/21/12	5,445.19	2,642 08	2,803 11
OCWEN FINANCIAL CORP	200 000	10/13/11	10/18/12	7,081 28	2,646 40	4,434 88
OCWEN FINANCIAL CORP	200 000	10/25/11	10/31/12	7,681 80	2,826 32	4,855 48
OCWEN FINANCIAL CORP	100 000	10/25/11	11/5/12	3,776 46	1,413 16	2,363 30
OCWEN FINANCIAL CORP	600 000	11/22/11	12/26/12	20,622 73	8,052.36	12,570.37
PERKINELMER INC	800 000	9/14/10	1/3/12	15,648 89	17,159 55	(1,510.66)
PERKINELMER INC	200 000	2/25/11	6/6/12	5,195 92	5,392.38	(196 46)
PERKINELMER INC	100 000	2/25/11	6/11/12	2,601 27	2,696.19	(94.92)
PERKINELMER INC	100 000	6/29/10	6/12/12	2,629.99	2,106 00	523 99
PERKINELMER INC	100 000	6/29/10	6/13/12	2,597 86	2,106 00	491 86
PERKINELMER INC	300 000	6/29/10	7/9/12	7,806 15	6,318 00	1,488 15
POWELL INDUSTRIES INC	100.000	2/11/11	8/21/12	3,880 75	3,998 05	(117.30)
POWELL INDUSTRIES INC	200 000	1/24/11	9/4/12	7,517.83	7,752 56	(234.73)
RBC BEARINGS INC	100 000	8/9/11	11/23/12	4,425 90	3,269 91	1,155.99
ROBBINS & MYERS INC	300 000	11/26/10	1/25/12	14,124 47	9,180 74	4,943.73
ROBBINS & MYERS INC	300 000	1/28/11	2/9/12	15,338 01	12,498 54	2,839 47
ROBBINS & MYERS INC	400 000	1/28/11	2/10/12	20,325 60	16,605.56	3,720 04
ROBBINS & MYERS INC	100.000	1/28/11	3/30/12	4,609 03	4,146 46	462.57
ROBBINS & MYERS INC	100 000	4/5/11	4/16/12	5,008.28	4,280 03	728 25
ROBBINS & MYERS INC	100 000	4/5/11	4/20/12	5,004 38	4,280.03	724.35
ROBBINS & MYERS INC	400 000	4/5/11	4/25/12	20,073 14	13,224 09	6,849.05
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	1/26/12	4,598 76	3,617 03	981 73
SIRONA DENTAL SYSTEMS INC	200.000	6/29/10	1/27/12	9,140 84	7,234 06	1,906 78
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	9/25/12	5,664 87	3,617.03	2,047 84
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	10/23/12	5,561.51	3,617.03	1,944 48
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	10/23/12	5,547 22	3,617.03	1,930 19
SIRONA DENTAL SYSTEMS INC	200.000	6/29/10	10/24/12	11,115 43	7,234 06	3,881.37
SIRONA DENTAL SYSTEMS INC	50 000	6/29/10	11/23/12	3,089 93	1,808 51	1,281.42
STANDARD-PACIFIC CORP	300 000	11/4/10	1/6/12	973 84	1,197 80	(223.96)
STANDARD-PACIFIC CORP	800 000	10/5/10	1/17/12	3,238 57	3,136.99	101.58
STANDARD-PACIFIC CORP	800 000	10/25/10	1/24/12	3,289 61	3,057.08	232 53
STANDARD-PACIFIC CORP	1100.000	10/25/10	1/25/12	4,437 31	4,079 83	357 48
STANDARD-PACIFIC CORP	500 000	11/23/10	2/10/12	2,355 20	1,803 77	551.43
STANDARD-PACIFIC CORP	500 000	8/26/10	2/16/12	2,314.00	1,778 76	535 24
STANDARD-PACIFIC CORP	1100 000	8/30/10	2/22/12	5,046 15	3,849 45	1,196 70
STANDARD-PACIFIC CORP	500 000	6/22/11	10/2/12	3,427.57	1,894 96	1,532 61
STANDARD-PACIFIC CORP	200.000	6/23/11	10/24/12	1,533 66	708 00	825.66
TEXAS INDUSTRIES INC	80 000	10/29/10	9/25/12	3,364 72	2,739 30	625 42
TEXAS INDUSTRIES INC	100 000	10/29/10	11/20/12	4,322 90	3,393 40	929 50
VALUECLICK INC	600 000	6/29/10	2/14/12	12,110 82	6,545.28	5,565 54
VALUECLICK INC	200.000	4/5/11	6/20/12	3,147 84	3,119 64	28 20
VALUECLICK INC	600 000	6/17/11	6/21/12	9,561.14	9,676 52	(115 38)
VALUECLICK INC	200 000	2/23/11	6/22/12	3,259 32	3,032 96	226 36
VALUECLICK INC	400 000	2/23/11	6/25/12	6,520 29	5,640 32	879 97
VALUECLICK INC	100.000	6/29/10	6/26/12	1,599 55	1,090 88	508 67
VALUECLICK INC	100.000	6/29/10	6/28/12	1,541 58	1,090.88	450.70
VALUECLICK INC	100 000	6/29/10	6/29/12	1,474 44	1,090.88	383.56
VALUECLICK INC	600 000	6/29/10	7/2/12	8,778 10	6,545 28	2,232 82
VANGURAD INSTL INDX-INSTL FD#0094	744 631	7/13/07	5/4/12	95,000 00	105,715.25	(10,715 25)
VANGURAD INSTL INDX-INSTL FD#0094	488 675	9/24/07	8/14/12	63,000 00	68,675.04	(5,675 04)
VANGURAD INSTL INDX-INSTL FD#0094	483 631	12/24/07	9/21/12	65,000 00	66,147.05	(1,147 05)
VANGURAD INSTL INDX-INSTL FD#0094	1769 200	12/24/07	11/16/12	220,000 00	228,998 81	(8,998 81)
VIEWPOINT FINANCIAL GROUP	500 000	8/4/11	9/20/12	9,354 94	6,679 54	2,675.40
VIEWPOINT FINANCIAL GROUP	100 000	8/4/11	9/20/12	1,889.98	1,330 25	559 73
VIEWPOINT FINANCIAL GROUP	130 000	8/5/11	9/25/12	2,464 74	1,710 17	754 57
VIEWPOINT FINANCIAL GROUP	100 000	8/5/11	9/25/12	1,903 66	1,314 28	589 38
VIEWPOINT FINANCIAL GROUP	100 000	8/5/11	9/25/12	1,900 48	1,314 28	586 20
VIEWPOINT FINANCIAL GROUP	300 000	8/8/11	10/23/12	6,130 27	3,913 96	2,216 31
VIEWPOINT FINANCIAL GROUP	100 000	8/9/11	10/24/12	2,005 50	1,293 54	711 96

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
VIEWPOINT FINANCIAL GROUP	100 000	8/9/11	11/14/12	2,093 12	1,274 47	818 65
VIEWPOINT FINANCIAL GROUP	100 000	8/9/11	11/15/12	2,065 64	1,274 47	791 17
VIEWPOINT FINANCIAL GROUP	300.000	8/9/11	11/20/12	5,809 00	3,823 41	1,985 59
VIEWPOINT FINANCIAL GROUP	296 000	10/20/11	11/21/12	5,709 74	3,743 36	1,966 38
VIEWPOINT FINANCIAL GROUP	104.000	10/20/11	11/23/12	2,021 20	1,303 22	717 98
VIEWPOINT FINANCIAL GROUP	200 000	10/20/11	12/11/12	4,054 70	2,506 20	1,548 50
VIRTUS FOREIGN OPP-I FD#1649	2075 702	12/30/10	5/4/12	51,000 00	46,308 91	4,691 09
VIRTUS FOREIGN OPP-I FD#1649	1601 563	12/30/10	9/21/12	41,000 00	35,730 87	5,269 13
VIRTUS FOREIGN OPP-I FD#1649	8046 437	12/30/10	11/16/12	201,000 00	161,651 06	39,348 94
VIRTUS MIDCAP VAL-I FD#1808	1550.681	6/22/10	5/4/12	41,000 00	29,920 75	11,079 25
VIRTUS MIDCAP VAL-I FD#1808	3472 770	6/22/11	8/14/12	88,000 00	67,253 47	20,746 53
VIRTUS MIDCAP VAL-I FD#1808	1555 977	2/12/10	9/21/12	41,000 00	28,801 13	12,198 87
VIRTUS MIDCAP VAL-I FD#1808	3891.366	2/12/10	11/16/12	96,000 00	72,029 19	23,970 81
Subtotal - Long Term Capital Gains				<u>1,957,032</u>	<u>1,636,797</u>	<u>320,235</u>
Schedule Totals				<u>3,667,770</u>	<u>3,235,822</u>	<u>431,948</u>

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	2,422.	2,422.		
TOTALS	<u>2,422.</u>	<u>2,422.</u>		

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT / BANK FEES	73,406.	73,406.
OTHER PROFESSIONAL SVCS	4,826.	4,826.
TOTALS	<u>78,232.</u>	<u>78,232.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
INCOME & EXCISE TAXES	50.
TOTALS	<u>50.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 4

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD INSTL INDEX FUND	12,849,218.	14,123,223.	14,123,223.
VIRTUS FOREIGN OPP FUND	6,455,297.	7,448,321.	7,448,321.
VIRTUS MIDCAP VAL FUND	3,562,732.	3,770,758.	3,770,758.
GLOBE SPECIALTY METALS INC	2,678.	12,375.	12,375.
INNOSPEC INC	34,891.	32,524.	32,524.
PATRIOT COAL CORP	24,563.		
RBC BEARINGS INC	37,530.	60,084.	60,084.
TEXAS INDUSTRIES INC	49,248.	113,242.	113,242.
ALTRA HOLDINGS INC	69,671.	73,647.	73,647.
DARLING INTERNATIONAL INC	106,320.	102,014.	102,014.
GENERAC HOLDINGS INC	66,964.		
HARSCO CORP	43,218.		
HAYNES INTERNATIONAL INC	70,980.		
LANDSTAR SYSTEM INC	86,256.	52,460.	52,460.
ROBBINS & MEYERS INC	82,535.		
CARTER'S INC	71,658.	19,477.	19,477.
EAGLE MATERIALS INC	28,226.		
STANDARD-PACIFIC CORP	39,432.	48,510.	48,510.
ENERGY XXI BERMUDA LTD	38,256.	19,302.	19,302.
MCMORAN EXPLORATION CO	27,645.		
CAPITOL FED FINL INC	73,002.	47,064.	47,064.
FIRST BUSEY CORP	82,500.	76,725.	76,725.
HECKMANN CORP	29,925.		
IBERIABANK CORP	19,720.	58,944.	58,944.
MB FINANCIAL INC	64,980.	90,455.	90,455.
PACWEST BANCORP		69,356.	69,356.
SCBT FINANCIAL CORP		24,108.	24,108.
ALIGN TECHNOLOGY INC	59,313.	44,400.	44,400.
SIRONA DENTAL SYSTEMS INC	66,060.	41,899.	41,899.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 4 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABOVENET INC	84,513.		
ANIXTER INTERNATIONAL INC	65,604.	67,819.	67,819.
EMULEX CORP	38,416.	38,690.	38,690.
MICROSEMI CORP	35,175.	42,080.	42,080.
PERKINELMER INC	62,000.	47,610.	47,610.
VALUECLICK INC	50,499.		
TRONOX INC	36,000.		
AAON INC	28,686.	45,914.	45,914.
CLARCOR INC	69,986.	33,446.	33,446.
GARDNER DENVER INC	29,745.		
MERCURY COMPUTER SYSTEMS INC	15,948.		
BRAVO BRIO RESTAURANT GROUP IN	29,155.		
BRUNSWICK CORP	54,180.	78,543.	78,543.
CHEESECAKE FACTORY (THE)	41,090.	85,046.	85,046.
COLUMBIA SPORTSWEAR CO	18,620.	10,672.	10,672.
EXPRESS INC	21,934.	15,090.	15,090.
GENESCO INC	24,696.	27,500.	27,500.
GUESS INC	20,874.	68,712.	68,712.
JACK IN THE BOX INC	62,700.	96,554.	96,554.
PF CHANG'S CHINA BISTRO INC	52,547.		
REGIS CORP	67,855.		
WOLVERINE WORLD WIDE INC	17,820.		
HAIN CELESTIAL GROUP INC	36,660.		
SMITHFIELD FOODS INC	16,996.		
SNYDERS-LANCE	18,000.		
TREEHOUSE FOODS INC	13,076.	41,704.	41,704.
CASEY'S GENERAL STORES INC	20,604.		
CARBO CERAMICS INC	24,666.	48,571.	48,571.
CONTANGO OIL & GAS	40,726.	27,110.	27,110.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 4 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GULFPORT ENERGY CORP	38,285.	30,576.	30,576.
ION GEOPHYSICAL CORP	13,486.		
LUFKIN INDUSTRIES INC	53,848.	63,943.	63,943.
SEACOR HOLDINGS INC	17,792.	33,520.	33,520.
STONE ENERGY CORP	29,018.	14,364.	14,364.
CULLEN/FROST BANKERS INC	47,619.	54,270.	54,270.
HOME BANCSHARES INC	20,728.	24,402.	24,402.
OCWEN FINANCIAL CORP	27,512.		
PORTFOLIO RECOVERY ASSOCIATE	27,008.		
VIEWPOINT FINANCIAL GROUP	37,729.	81,038.	81,038.
AIR METHODS CORP	25,335.	55,365.	55,365.
CENTENE CORP	41,015.	24,600.	24,600.
CUBIST PHARMACEUTICALS INC	52,576.	65,177.	65,177.
HANGER ORTHOPEDIC GROUP INC	18,690.	60,192.	60,192.
MAGELLAN HEALTH SERVICES INC	10,438.		
MAXIMUS INC	50,819.	37,932.	37,932.
SALIX PHARMACEUTICALS LTD	49,668.	64,755.	64,755.
THORATEC CORP	6,712.		
VIROPHARMA	19,173.	18,208.	18,208.
ALLSCRIPTS HEALTHCARE SOLUT	24,622.		
BLACKBAUD INC	33,240.		
CIRRUS LOGIC, INC	17,435.	55,043.	55,043.
COMMVAULT SYSTEMS INC	38,448.	73,146.	73,146.
FEI COMPANY	49,711.	70,226.	70,226.
MICREL INC	10,110.	14,354.	14,354.
MKS INSTRUMENTS INC	50,076.	51,560.	51,560.
POWELL INDUSTRIES INC	31,280.	37,377.	37,377.
SOURCEFIRE INC	19,428.	68,469.	68,469.
TALEO CORP	38,690.		

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 4 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VEECO INSTRUMENTS INC	8,320.	11,796.	11,796.
NEW JERSEY RESOURCES CORP	29,520.	31,696.	31,696.
NORTHWESTERN CORP	28,632.	24,311.	24,311.
PIEDMONT NATURAL GAS CO	23,786.	12,524.	12,524.
SOUTHWEST GAS CORP	33,992.	38,169.	38,169.
ALPHA NATURAL RESOURCES INC		17,532.	17,532.
KRATON PERFORMANCE POLYMERS		14,418.	14,418.
CONSOLIDATED GRAPHICS INC		13,968.	13,968.
GENESSEE & WYOMING INC-CL A		22,824.	22,824.
HMS HOLDINGS CORP		12,960.	12,960.
JONES LANG LASALLE INC		58,758.	58,758.
LYDALL INC		11,472.	11,472.
SIMPSON MANUFACTURING CO INC		39,348.	39,348.
UTI WORLDWIDE INC		33,500.	33,500.
AEROPOSTALE INC		16,913.	16,913.
DECKERS OUTDOOR CORP		64,432.	64,432.
ETHAN ALLEN INTERIORS INC		30,852.	30,852.
JOS A BANK CLOTHIERS INC		25,548.	25,548.
STEVEN MADDEN LTD		33,816.	33,816.
TORO CO		17,192.	17,192.
THE CHEFS WAREHOUSE INC		33,991.	33,991.
UNITED NATURAL FOODS INC		26,795.	26,795.
DIME COMMUNITY BANCSHARES		30,558.	30,558.
FIRST MIDWEST BANCORP INC/IL		23,788.	23,788.
STIFEL FINANCIAL CORP		57,546.	57,546.
CANTEL MEDICAL CORP		17,838.	17,838.
NUVASIVE INC		44,834.	44,834.
WELLCARE HEALTH PLANS INC		9,738.	9,738.
COHERENT INC		25,316.	25,316.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 4 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DICE HOLDINGS INC		13,770.	13,770.
PROGRESS SOFTWARE CORP		33,584.	33,584.
TELEDYNE TECHNOLOGIES INC		32,535.	32,535.
TRIQUINT SEMICONDUCTOR INC		57,960.	57,960.
VOLTERRA SEMICONDUCTOR CORP		39,491.	39,491.
TOTALS	<u>26,266,330.</u>	<u>29,082,239.</u>	<u>29,082,239.</u>

ATTACHMENT 5FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JPMORGAN CORE BOND FUND	5,826,343.	5,939,620.	5,939,620.
TOTALS	<u>5,826,343.</u>	<u>5,939,620.</u>	<u>5,939,620.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ACCRUED INCOME TAXES	12,100.	3,534.
TOTALS	<u>12,100.</u>	<u>3,534.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAINS ON INVESTMENTS

3,581,871.

TOTAL

3,581,871.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN W. GIBSON 100 WEST 5TH TULSA, OK 74103	CHAIRMAN / PRESIDENT	0	0	0
TERRY K. SPENCER 100 WEST 5TH TULSA, OK 74103	DIRECTOR	0	0	0
ROBERT F. MARTINOVICH 100 WEST 5TH TULSA, OK 74103	SR. VP/ CFO/ TREASURER	0	0	0
STEPHEN W. LAKE 100 WEST 5TH TULSA, OK 74103	SR VP/ ASST SECR/ GEN COUNSEL	0	0	0
TERRI A. PIRTLE 100 WEST 5TH TULSA, OK 74103	EXECUTIVE DIRECTOR	0	0	0
ROBERT S. MAREBURGER 100 WEST 5TH TULSA, OK 74103	DIRECTOR	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CARON A. LAWHORN 100 WEST 5TH TULSA, OK 74103	DIRECTOR	0	0	0
PIERCE H. NORTON II 100 WEST 5TH TULSA, OK 74103	DIRECTOR	0	0	0
DANDRIDGE L. HARRISON 100 WEST 5TH TULSA, OK 74103	DIRECTOR	0	0	0
ERIC GRIMSHAW 100 WEST 5TH TULSA, OK 74103	SECRETARY	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BANK OF OKLAHOMA WEALTH MANAGEMENT P.O. BOX 1270 TULSA, OK 74101	INVSTMT&BANKING FEES	73,406.
TOTAL COMPENSATION		<u>73,406.</u>

ATTACHMENT 10

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS MUST BE TO CHARITIES WITHIN THE GEOGRAPHIC AREA THAT ONEOK IS
CONDUCTING BUSINESS.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED DETAIL (VARIOUS CHARITIES IN OK, KS, AND TX)	NONE CHARITABLE		1,893,871.
TOTAL CONTRIBUTIONS PAID			1,893,871.

ONEOK Foundation, Inc.
For the year ended 12/31/12

Donations Detail:

Allied Arts - OKC	\$	15,000
American Red Cross-Tulsa County Chapter	\$	25,000
Arts & Humanities Council - Tulsa	\$	15,000
Big Brothers Big Sisters of Oklahoma	\$	25,000
Bismarck State College - ND	\$	112,200
Capitol of Texas Vietnam Veterans Monument - TX	\$	10,000
Clarehouse-Tulsa	\$	5,000
Communities in Schools of Central Texas - TX	\$	30,000
Community Food Bank of Eastern OK & Regional Food Bank of OK	\$	30,000
Family and Children Services-Tulsa	\$	25,000
Food Bank of Rio Grande Valley - TX	\$	25,000
Foundation for Okla State University Medical Center	\$	15,000
Girlstart - Texas	\$	10,000
Great Expectations Foundation-OK	\$	10,000
Goodwill Industres-OKC	\$	10,000
Greater Cornerstone Project-Tulsa	\$	50,000
Habitat for Humanity-Tulsa	\$	60,000
Kansas State University Foundation	\$	10,000
Legal Aid of Oklahoma	\$	5,000
Life Senior Services-Tulsa	\$	10,000
Long Center for Performing Arts- Austin	\$	25,000
Mental Health Assoc of Tulsa	\$	25,000
Oklahoma Aquarium - Tulsa	\$	25,000
Oklahoma Blood Institute - OKC	\$	25,000
Oklahoma City Boathouse Foundation - OKC	\$	25,000
Oklahoma School of Science & Mathematics	\$	25,000
Oklahoma State University Okmulgee	\$	125,000
Oral Roberts University	\$	69,400
Paso del Norte Children's Development - TX	\$	20,000
Philbrook Museum of Art - Tulsa	\$	100,000
Public Schools (PSF)-ONG	\$	40,025
Public Schools (PSF)-KGS	\$	40,000
Public Schools (PSF)-TGS	\$	37,874
Regional Food Bank of Oklahoma-OKC	\$	20,000
Ronald McDonald House Charities-Austin/Central TX	\$	20,000
Ronald McDonald House Charities of NE Kansas	\$	10,000
Sunflower House - Kansas	\$	15,000
Sunlight Children's Advocacy & Rights - Kansas	\$	25,000
TCF-Tulsa Public Schools (Teacher Effectiveness Initiative)	\$	25,000
The Trail Foundation Austin - TX	\$	25,000
TLC for Children & Families KS	\$	25,000
Tulsa Boys Home	\$	50,000
Tulsa Day Center for the Homeless	\$	5,000
Tulsa Community College	\$	10,000
Tulsa Historical Society	\$	15,000
United Way of Central Oklahoma - OKC	\$	25,000
University of Oklahoma-Tulsa/Tulsa Educareers	\$	10,000
University of Texas Foundation	\$	25,000
University of Tulsa	\$	250,000
Youth & Family Services of North Central OK-Enid	\$	5,000
Young Men's Christian Association Stillwater	\$	10,000
Youth Services - Tulsa	\$	25,000
YMCA of Austin	\$	25,000
YMCA of Tulsa	\$	10,000
YWCA of El Paso	\$	24,000
Zachary Scott Theatre Center Austin-TX	\$	12,500
ONE Good Deed	\$	1,000
Share the Warmth	\$	58,872
VWE Grants	\$	5,000
Other grants (less than \$5,000 each)	\$	83,000
TOTAL 2012	\$	1,893,871

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

ONEOK FOUNDATION, INC

Employer identification number

73-1503823

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		635.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	111,714.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	112,349.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 3		6,959.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	320,235.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	327,194.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		112,349.
14	Net long-term gain or (loss):			
a	Total for year	14a		327,194.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		439,543.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) or b \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

ONEOK FOUNDATION, INC

73-1503823

(a) Description of property (Example
100 sh 7% preferred of "Z" Co)

(b) Date
acquired
(mo , day, yr)(c) Date sold
(mo , day, yr)

(d) Sales price

(e) Cost or other basis
(see instructions)

(f) Gain or (loss)
Subtract (e) from (d)

1a SEE ATTACHED GAIN (LOSS)
SCHEDULE (PAGE 4 OF 7)

VARIOUS

VARIOUS

1,710,739.

1,599,025.

111,714.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

111,714.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

EIN 73-1503823

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 2SHORT-TERM CAPITAL GAIN DIVIDENDS

JPM CORE BD-R2 FD#1043

635.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

635.ATTACHMENT 3LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

JPM CORE BD-R2 FD#1043

6,959.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

6,959.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

6,959.

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
ABOVENET INC	251 000	7/27/11	4/20/12	20,860 54	15,818 08	5,042.46
ABOVENET INC	249 000	5/6/11	4/20/12	20,691 93	12,613 59	8,078 34
ALLSCRIPTS HEALTHCARE SOLUT	200 000	11/11/11	3/1/12	3,895 42	4,172 94	(277 52)
ALLSCRIPTS HEALTHCARE SOLUT	300 000	11/11/11	3/2/12	5,795 26	6,259 41	(464 15)
ALLSCRIPTS HEALTHCARE SOLUT	200 000	12/14/11	3/6/12	3,800 93	3,498 96	301 97
ALLSCRIPTS HEALTHCARE SOLUT	400 000	9/6/11	3/7/12	7,700 14	6,739 48	960 66
ALLSCRIPTS HEALTHCARE SOLUT	200 000	8/25/11	4/25/12	3,281 94	3,356.12	(74 18)
BLACKBAUD INC	100 000	12/5/11	4/25/12	3,229 70	3,006 68	223 02
BLACKBAUD INC	300.000	12/5/11	4/30/12	9,410 39	9,020 04	390 35
BLACKBAUD INC	200 000	12/5/11	5/1/12	6,277 19	5,990 92	286 27
BLACKBAUD INC	100 000	12/1/11	5/2/12	3,171 72	2,958 52	213 20
BLACKBAUD INC	200 000	11/30/11	5/3/12	6,220 40	5,795 89	424 51
BLACKBAUD INC	200 000	11/9/11	5/4/12	6,189 60	5,757 20	432 40
BLACKBAUD INC	100 000	11/9/11	5/22/12	2,592 39	2,867.80	(275 41)
BRAVO BRIO RESTAURANT GROUP INC	200 000	8/11/11	1/4/12	3,238 89	3,985 36	(746 47)
BRAVO BRIO RESTAURANT GROUP INC	200 000	3/7/11	1/11/12	3,268 13	3,597 10	(328 97)
BRAVO BRIO RESTAURANT GROUP INC	200 000	3/7/11	1/13/12	3,420.27	3,597.10	(176 83)
BRAVO BRIO RESTAURANT GROUP INC	300 000	3/7/11	1/23/12	5,475 76	5,395 65	80 11
BRAVO BRIO RESTAURANT GROUP INC	300 000	3/29/11	1/25/12	5,516 68	5,063 82	452 86
BRAVO BRIO RESTAURANT GROUP INC	500.000	3/29/11	2/6/12	9,729 91	8,081 60	1,648.31
BRUNSWICK CORP	300 000	5/5/11	3/26/12	7,757 08	6,926 07	831 01
CAPITOL FED FINL INC	400 000	6/15/11	2/3/12	4,616 31	4,756 27	(139 96)
CAPITOL FED FINL INC	200 000	6/15/11	2/6/12	2,314.93	2,374 60	(59 67)
CAPITOL FED FINL INC	200 000	6/15/11	2/7/12	2,334 41	2,374.60	(40.19)
CAPITOL FED FINL INC	100 000	8/2/11	2/8/12	1,168 73	1,174 25	(5 52)
CAPITOL FED FINL INC	100 000	8/2/11	2/21/12	1,170 52	1,169 66	0 86
CAPITOL FED FINL INC	200 000	8/2/11	2/22/12	2,337.95	2,337.22	0 73
CAPITOL FED FINL INC	800 000	5/18/11	1/30/12	9,194.14	9,277 03	(82 89)
CARBO CERAMICS INC	100 000	11/29/11	1/27/12	12,861.42	13,628 12	(766 70)
CARBO CERAMICS INC	80 000	11/1/11	9/25/12	5,356 67	10,697.26	(5,340 59)
CARTER'S INC	300 000	8/3/11	2/1/12	12,424 59	9,553 35	2,871.24
CARTER'S INC	200.000	6/23/11	2/3/12	8,361.73	6,033 50	2,328 23
CARTER'S INC	400 000	3/9/11	2/10/12	16,814.07	11,659.56	5,154 51
CASEY'S GENERAL STORES INC	100 000	9/15/11	1/13/12	5,274 37	4,731 88	542 49
CASEY'S GENERAL STORES INC	100 000	9/15/11	2/10/12	5,287 33	4,731 88	555.45
CASEY'S GENERAL STORES INC	200 000	9/28/11	2/13/12	10,550 41	9,231 76	1,318.65
CENTENE CORP	100 000	1/9/12	3/23/12	4,472 81	4,358 44	114.37
CENTENE CORP	400 000	1/9/12	3/26/12	17,804 35	16,415 19	1,389.16
CENTENE CORP	300 000	12/28/11	3/27/12	13,248 39	11,866 21	1,382 18
CENTENE CORP	600 000	12/5/11	3/28/12	26,701.91	20,705.25	5,996 66
CENTENE CORP	78 000	9/15/11	3/29/12	3,546 83	2,372.51	1,174 32
CENTENE CORP	146 000	9/6/11	5/2/12	5,940 12	4,440 65	1,499 47
CHEESECAKE FACTORY (THE)	100 000	5/16/12	8/16/12	3,274 92	3,204 08	70.84
CIRRUS LOGIC, INC	100.000	4/23/12	8/16/12	3,875 91	2,107 79	1,768 12
COLUMBIA SPORTSWEAR CO	100 000	11/14/11	8/16/12	5,215 88	5,323 71	(107 83)
COLUMBIA SPORTSWEAR CO	100 000	12/5/11	10/9/12	5,309 94	5,298 93	11 01
COLUMBIA SPORTSWEAR CO	200 000	6/27/12	10/31/12	11,012 01	10,456 76	555 25
COMPUTER PROGRAMS & SYSTEMS	100 000	2/27/12	7/18/12	5,353 60	6,304 74	(951.14)
COMPUTER PROGRAMS & SYSTEMS	77.000	2/8/12	7/20/12	4,004.01	4,840 79	(836 78)
COMPUTER PROGRAMS & SYSTEMS	399 000	3/8/12	7/23/12	20,669 37	23,444 97	(2,775 60)
COMPUTER PROGRAMS & SYSTEMS	31 000	5/9/12	7/24/12	1,588.76	1,776 50	(187 74)
COMPUTER PROGRAMS & SYSTEMS	49 000	5/9/12	7/24/12	2,506 21	2,748.18	(241.97)
COMPUTER PROGRAMS & SYSTEMS	43 000	5/9/12	7/25/12	2,174 80	2,411 67	(236 87)
COMPUTER PROGRAMS & SYSTEMS	30 000	5/9/12	7/26/12	1,468 40	1,682 56	(214 16)
COMPUTER PROGRAMS & SYSTEMS	71 000	5/9/12	7/27/12	3,407.49	3,982 05	(574 56)
CROCS INC	400 000	4/19/12	10/9/12	6,467.65	8,900 24	(2,432 59)
CROCS INC	200 000	4/26/12	10/11/12	3,247 60	4,171.64	(924.04)
CROCS INC	300.000	4/26/12	10/12/12	4,807.69	6,242 61	(1,434.92)
CROCS INC	200 000	4/12/12	10/15/12	3,136 26	4,141 94	(1,005 68)
CROCS INC	1300 000	3/22/12	12/26/12	17,636.18	25,682 70	(8,046 52)
CUBIST PHARMACEUTICALS INC	400 000	1/31/12	7/16/12	15,551.65	16,341 28	(789 63)
CUBIST PHARMACEUTICALS INC	100 000	1/9/12	7/19/12	4,089 06	4,000 84	88 22
CUBIST PHARMACEUTICALS INC	50 000	1/9/12	9/25/12	2,440 44	1,995 67	444 77
CULLEN/FROST BANKERS INC	200 000	1/4/12	2/2/12	11,092 36	10,531 31	561.05
CULLEN/FROST BANKERS INC	200 000	11/16/11	2/3/12	11,112.14	9,980 64	1,131.50

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
CULLEN/FROST BANKERS INC	100.000	10/24/11	2/6/12	5,655 99	4,908 22	747 77
EAGLE MATERIALS INC	400 000	8/11/11	2/8/12	12,737.59	7,968.96	4,768 63
ETHAN ALLEN INTERIORS INC	300 000	4/17/12	11/19/12	8,282 75	7,603 29	679 46
EXPRESS INC	1100 000	11/1/11	1/26/12	23,560 66	21,806 29	1,754.37
GARDNER DENVER INC	200 000	2/8/12	11/15/12	13,992 26	15,906 63	(1,914 37)
GARDNER DENVER INC	200 000	4/27/12	11/19/12	13,721 73	14,559 96	(838 23)
GARDNER DENVER INC	300 000	4/27/12	11/30/12	20,448.83	19,087 47	1,361.36
GARDNER DENVER INC	200 000	2/8/12	11/14/12	13,916 28	14,996 55	(1,080 27)
GENERAC HOLDINGS INC	400 000	4/28/11	1/10/12	10,992 34	5,187 74	5,804 60
GENERAC HOLDINGS INC	200 000	8/15/11	1/11/12	5,509 65	3,980 10	1,529 55
GENERAC HOLDINGS INC	600 000	9/6/11	1/12/12	16,995 93	11,417 81	5,578 12
GENERAC HOLDINGS INC	100 000	5/18/11	2/7/12	2,822.82	1,847 38	975 44
GENERAC HOLDINGS INC	200 000	5/18/11	2/8/12	5,678 61	3,664 68	2,013 93
GENERAC HOLDINGS INC	100 000	5/18/11	3/6/12	2,495 06	1,832 34	662 72
GENERAC HOLDINGS INC	100 000	5/18/11	3/7/12	2,486 79	1,832 34	654 45
GENERAC HOLDINGS INC	300 000	8/12/11	3/12/12	7,392 07	5,467 88	1,924.19
GENERAC HOLDINGS INC	389 000	8/11/11	3/20/12	10,081 06	6,914.73	3,166 33
GLOBE SPECIALTY METALS INC	200 000	8/11/11	1/9/12	2,761 30	3,016 01	(254 71)
HAIN CELESTIAL GROUP INC	200 000	11/29/11	1/31/12	7,429 32	7,452 04	(22 72)
HAIN CELESTIAL GROUP INC	600.000	12/14/11	8/15/12	32,567.98	20,629 01	11,938.97
HAIN CELESTIAL GROUP INC	100 000	9/30/11	8/16/12	5,198.98	3,072 59	2,126 39
HAIN CELESTIAL GROUP INC	100 000	10/4/11	8/16/12	5,159 52	2,823.54	2,335 98
HARSCO CORP	1000 000	9/7/11	6/13/12	19,670.25	22,111.89	(2,441.64)
HECKMANN CORP	800.000	7/13/11	2/9/12	4,256 55	4,818 72	(562.17)
HECKMANN CORP	700 000	7/13/11	2/10/12	3,694 45	4,184 68	(490 23)
HECKMANN CORP	500 000	6/7/11	2/13/12	2,598 44	2,963 56	(365 12)
HECKMANN CORP	200 000	6/7/11	2/13/12	1,025 28	1,183 78	(158 50)
HECKMANN CORP	1400 000	6/8/11	2/14/12	6,969 21	8,206 31	(1,237 10)
HECKMANN CORP	900 000	6/6/11	2/15/12	4,344 12	5,215 50	(871 38)
HITTITE MICROWAVE CORP	34.000	1/27/12	9/18/12	1,906 27	1,910 59	(4 32)
HITTITE MICROWAVE CORP	70 000	1/30/12	9/20/12	3,926.55	3,931 13	(4 58)
HITTITE MICROWAVE CORP	100 000	1/30/12	10/31/12	5,643 87	5,558 29	85.58
HITTITE MICROWAVE CORP	96 000	1/30/12	10/31/12	5,432 79	5,335 96	96.83
HOME BANCSHARES INC	100 000	10/21/11	2/6/12	2,636 85	2,311 08	325 77
HOME BANCSHARES INC	100 000	10/19/11	2/22/12	2,551 73	2,301.44	250 29
IBERIABANK CORP	100 000	1/20/12	8/16/12	4,679 89	5,491.41	(811 52)
ION GEOPHYSICAL CORP	500.000	10/20/11	2/13/12	4,302.16	3,398.40	903 76
ION GEOPHYSICAL CORP	400 000	10/20/11	2/14/12	3,390 21	2,718.72	671 49
ION GEOPHYSICAL CORP	400 000	12/28/11	2/16/12	3,191 37	2,589 94	601 43
ION GEOPHYSICAL CORP	400 000	12/28/11	2/16/12	3,207 29	2,518.80	688 49
ION GEOPHYSICAL CORP	200.000	12/14/11	2/16/12	1,594 36	1,220 64	373 72
ION GEOPHYSICAL CORP	200 000	12/14/11	2/17/12	1,594.38	1,220 64	373 74
ION GEOPHYSICAL CORP	600 000	12/14/11	11/5/12	3,885 87	3,605.52	280 35
JDA SOFTWARE GROUP INC	600 000	1/25/12	2/6/12	14,464.94	17,825 82	(3,360 88)
JONES LANG LASALLE INC	100 000	1/20/12	2/14/12	8,124 44	7,194.09	930 35
JONES LANG LASALLE INC	100 000	1/18/12	8/16/12	6,988 84	6,948 76	40.08
JOS A BANK CLOTHIERS INC	8 000	1/26/12	10/16/12	395 23	392.22	3 01
JOS A BANK CLOTHIERS INC	192 000	2/6/12	10/19/12	9,482 14	9,403 29	78.85
LOGMEIN INC	600 000	7/26/12	10/29/12	12,016 17	20,087 37	(8,071 20)
LOGMEIN INC	200 000	7/26/12	10/31/12	4,958 80	4,958 88	(0 08)
LOGMEIN INC	200 000	7/26/12	11/8/12	4,669 15	4,958 88	(289 73)
LOGMEIN INC	100 000	7/26/12	11/9/12	2,265 31	2,479 44	(214 13)
LUFKIN INDUSTRIES INC	200 000	3/13/12	4/27/12	14,855 42	15,779 84	(924 42)
MAGELLAN HEALTH SERVICES INC	300 000	12/30/11	2/6/12	14,694 47	15,139 34	(444 87)
MAXIMUS INC	400 000	3/13/12	7/6/12	20,761 61	16,990 81	3,770 80
MAXIMUS INC	200 000	11/30/11	7/9/12	10,540.44	8,323 90	2,216 54
MAXIMUS INC	400 000	3/12/12	7/16/12	20,229 82	16,597.10	3,632.72
MCMORAN EXPLORATION CO	800 000	6/29/11	4/25/12	6,607 85	10,341 48	(3,733 63)
MERCURY COMPUTER SYSTEMS INC	100 000	8/4/11	1/13/12	1,357 44	1,694 24	(336 80)
MERCURY COMPUTER SYSTEMS INC	400 000	8/5/11	1/17/12	5,379 33	6,707.46	(1,328 13)
MERCURY COMPUTER SYSTEMS INC	700 000	8/9/11	1/18/12	9,409 14	11,094 54	(1,685 40)
MICREL INC	400 000	2/13/12	9/21/12	4,323.50	4,523 22	(199 72)
MICREL INC	287 000	2/16/12	11/15/12	2,643 70	3,185 53	(541 83)
MICREL INC	202 000	2/16/12	11/30/12	1,893.09	2,162 66	(269 57)
MICROSTRATEGY INC-CL A	74.000	8/10/12	11/29/12	6,285 22	9,397 44	(3,112 22)

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
MICROSTRATEGY INC-CL A	191 000	8/22/12	11/30/12	16,478 61	23,711 33	(7,232 72)
NETSCOUT SYSTEMS INC	200 000	7/25/12	8/27/12	4,793 45	4,589 56	203.89
NETSCOUT SYSTEMS INC	200 000	7/25/12	8/28/12	4,759 25	4,548 09	211 16
NETSCOUT SYSTEMS INC	13 000	5/1/12	8/30/12	311 79	268.90	42 89
NETSCOUT SYSTEMS INC	128 000	5/1/12	8/31/12	3,045.09	2,647.62	397 47
NETSCOUT SYSTEMS INC	72.000	5/1/12	9/4/12	1,722.45	1,489 28	233 17
NETSCOUT SYSTEMS INC	52 000	5/1/12	9/4/12	1,259 61	1,075 59	184 02
NETSCOUT SYSTEMS INC	148 000	5/1/12	9/7/12	3,586 10	3,061 31	524 79
NETSCOUT SYSTEMS INC	100 000	5/1/12	9/10/12	2,486 72	2,068 45	418 27
NETSCOUT SYSTEMS INC	100 000	5/1/12	10/17/12	2,401 77	2,068.45	333 32
NETSCOUT SYSTEMS INC	87 000	5/1/12	10/31/12	2,187 57	1,799.55	388 02
NEW JERSEY RESOURCES CORP	200 000	10/28/11	9/17/12	9,069 21	9,591.68	(522 47)
NORTHWESTERN CORP	100 000	7/10/12	9/14/12	3,643 51	3,787 23	(143 72)
NORTHWESTERN CORP	200 000	7/9/12	9/17/12	7,102 44	7,226 30	(123 86)
NUVASIVE INC	100 000	3/27/12	7/19/12	2,433 29	1,773 77	659.52
NUVASIVE INC	200 000	3/27/12	7/20/12	4,911 88	3,547 54	1,364 34
OCWEN FINANCIAL CORP	100 000	10/28/11	8/7/12	2,046 31	1,470 49	575 82
OCWEN FINANCIAL CORP	100 000	10/28/11	8/20/12	2,386 55	1,470 49	916 06
OCWEN FINANCIAL CORP	100 000	10/28/11	10/19/12	3,584 20	1,470 49	2,113 71
OCWEN FINANCIAL CORP	200 000	4/23/12	10/22/12	7,345 77	2,935 40	4,410 37
OCWEN FINANCIAL CORP	100 000	4/23/12	10/24/12	3,571 12	1,464 91	2,106 21
PATRIOT COAL CORP	900 000	8/12/11	4/4/12	5,676 17	16,132 45	(10,456 28)
PATRIOT COAL CORP	1400 000	7/26/11	4/2/12	8,555 34	22,337 33	(13,781 99)
PATRIOT COAL CORP	600 000	8/23/11	4/25/12	3,648 69	7,775 99	(4,127 30)
PF CHANG'S CHINA BISTRO INC	400 000	4/11/12	5/4/12	20,592 89	15,092 52	5,500 37
PF CHANG'S CHINA BISTRO INC	400 000	10/31/11	5/4/12	20,563 53	12,431 02	8,132 51
PF CHANG'S CHINA BISTRO INC	500 000	8/8/11	5/4/12	25,724 42	15,029 30	10,695.12
PF CHANG'S CHINA BISTRO INC	200 000	9/28/11	5/9/12	10,281 78	5,962.26	4,319 52
PF CHANG'S CHINA BISTRO INC	100 000	8/9/11	5/10/12	5,139 20	2,974 95	2,164.25
PF CHANG'S CHINA BISTRO INC	200 000	10/5/11	5/16/12	10,249 13	5,823 26	4,425 87
PF CHANG'S CHINA BISTRO INC	100 000	10/3/11	5/21/12	5,138 39	2,752 13	2,386 26
PF CHANG'S CHINA BISTRO INC	100 000	10/18/11	5/23/12	5,117.88	2,729 37	2,388 51
PF CHANG'S CHINA BISTRO INC	100 000	10/18/11	5/24/12	5,120 88	2,729 37	2,391 51
PIEDMONT NATURAL GAS CO	200.000	12/14/11	1/10/12	6,692.89	6,567 50	125 39
PIEDMONT NATURAL GAS CO	200 000	7/9/12	9/17/12	6,335 33	6,517 80	(182.47)
PORTFOLIO RECOVERY ASSOCIATE	100 000	3/26/12	7/6/12	8,933 18	7,265 34	1,667.84
PORTFOLIO RECOVERY ASSOCIATE	100 000	3/26/12	7/9/12	8,883 57	7,265 34	1,618 23
PORTFOLIO RECOVERY ASSOCIATE	200.000	10/28/11	8/17/12	19,289 14	14,078.48	5,210 66
PORTFOLIO RECOVERY ASSOCIATE	100 000	10/28/11	8/27/12	9,725 87	7,039 24	2,686 63
PORTFOLIO RECOVERY ASSOCIATE	100 000	12/14/11	12/10/12	9,827 76	6,613 22	3,214 54
REGIS CORP	216 000	3/4/11	1/3/12	3,588 68	3,893 78	(305 10)
REGIS CORP	500 000	3/10/11	1/4/12	8,313 38	8,947 50	(634 12)
REGIS CORP	100 000	3/10/11	1/5/12	1,663 74	1,779 05	(115 31)
REGIS CORP	100 000	3/10/11	1/6/12	1,688 15	1,779 05	(90 90)
REGIS CORP	600 000	3/10/11	1/9/12	9,946 90	10,618 87	(671 97)
REGIS CORP	584 000	2/28/11	1/10/12	9,748 46	10,285 17	(536 71)
REGIS CORP	300 000	2/23/11	1/13/12	4,597 83	5,269 74	(671.91)
REGIS CORP	1500 000	8/4/11	1/17/12	23,090 55	23,822.61	(732.06)
REGIS CORP	200.000	8/5/11	1/18/12	3,035 48	2,868 56	166 92
SALIX PHARMACEUTICALS LTD	100.000	1/9/12	7/2/12	5,258 82	4,891 78	367 04
SALIX PHARMACEUTICALS LTD	200 000	1/31/12	7/3/12	10,399 96	9,711 35	688 61
SALIX PHARMACEUTICALS LTD	300 000	1/31/12	7/18/12	15,809.70	14,388 95	1,420 75
SALIX PHARMACEUTICALS LTD	100 000	12/28/11	7/19/12	5,315 11	4,737 61	577 50
SIMPSON MANUFACTURING CO INC	100 000	3/26/12	11/20/12	2,929 93	3,293 74	(363 81)
SMITHFIELD FOODS INC	300 000	12/21/11	4/17/12	6,203 17	6,993 74	(790 57)
SMITHFIELD FOODS INC	400 000	10/20/11	6/20/12	7,504 87	8,668 43	(1,163 56)
SNYDERS-LANCE	400.000	9/28/11	1/13/12	9,007 63	8,401 76	605.87
SNYDERS-LANCE	100 000	9/28/11	1/23/12	2,297 12	2,100 44	196 68
SNYDERS-LANCE	100 000	9/28/11	1/24/12	2,295 96	2,100 44	195 52
SNYDERS-LANCE	50 000	10/26/11	1/24/12	1,152 97	1,038 79	114 18
SNYDERS-LANCE	65 000	10/26/11	1/31/12	1,476 11	1,350 43	125 68
SNYDERS-LANCE	85 000	10/26/11	2/1/12	1,923 33	1,765 94	157 39
SOURCEFIRE INC.	200 000	2/9/12	3/15/12	9,505 76	7,027 36	2,478 40
SOURCEFIRE INC.	100 000	2/9/12	3/16/12	4,802 44	3,513 68	1,288 76
SOURCEFIRE INC	100.000	2/9/12	7/9/12	4,911 64	3,513 68	1,397 96

ONEOK Foundation, Inc.
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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
SOURCEFIRE INC	200 000	2/9/12	7/9/12	9,984 33	7,027 36	2,956 97
SOURCEFIRE INC	100 000	2/9/12	7/10/12	5,004 08	3,513 68	1,490.40
SOURCEFIRE INC	100 000	2/6/12	7/11/12	4,818 77	3,443 07	1,375 70
SOURCEFIRE INC	100 000	2/6/12	7/12/12	4,676.42	3,443 07	1,233 35
SOURCEFIRE INC.	50 000	10/17/12	11/23/12	2,351 44	2,106 06	245 38
SOUTHWEST GAS CORP	200 000	12/14/11	1/11/12	8,400 01	7,868 23	531 78
SOUTHWEST GAS CORP	200 000	7/10/12	9/17/12	8,618 30	8,934 08	(315 78)
STONE ENERGY CORP	400 000	11/29/11	8/13/12	9,694 70	10,957.56	(1,262 86)
SYNAPTICS INC	200.000	8/22/12	11/14/12	4,949 32	6,105 18	(1,155.86)
SYNAPTICS INC	300 000	8/22/12	11/30/12	7,836 78	9,054 27	(1,217 49)
SYNAPTICS INC	100 000	9/11/12	11/30/12	2,576 15	2,826 67	(250 52)
SYNAPTICS INC	100 000	7/11/12	12/4/12	2,692.73	2,645 10	47 63
SYNAPTICS INC	200 000	9/14/12	12/13/12	5,371 63	5,289.45	82 18
SYNAPTICS INC	700 000	9/25/12	12/19/12	18,607 75	17,972 38	635 37
TALEO CORP	300 000	1/23/12	2/14/12	13,680 54	10,339 09	3,341 45
TALEO CORP	200 000	11/30/11	2/15/12	9,124.42	6,617 97	2,506.45
TALEO CORP	200 000	11/30/11	2/16/12	9,127.98	6,450.86	2,677 12
TALEO CORP	300 000	11/30/11	2/17/12	13,684 41	9,676 29	4,008 12
TALEO CORP	100 000	11/30/11	3/19/12	4,587 45	3,225 43	1,362 02
THORATEC CORP	100 000	1/3/12	1/24/12	2,981 42	3,281 50	(300 08)
THORATEC CORP	100 000	1/3/12	1/26/12	2,941 20	3,281 50	(340 30)
THORATEC CORP	300 000	12/28/11	1/27/12	8,990 91	9,836 64	(845 73)
TREEHOUSE FOODS INC	100 000	9/26/11	8/16/12	4,885.89	6,038 66	(1,152 77)
TRIQUINT SEMICONDUCTOR INC	300 000	6/8/12	8/16/12	1,700 96	1,636 89	64 07
TRONOX INC	300 000	6/21/11	1/24/12	36,887.29	40,071 58	(3,184 29)
VALUECLICK INC	200 000	8/3/11	7/16/12	3,126 16	3,357 22	(231 06)
VEECO INSTRUMENTS INC	400 000	12/1/11	1/25/12	10,495 87	10,078 12	417 75
VIROPHARMA INC	600 000	1/9/12	7/18/12	13,274 76	16,726 44	(3,451 68)
VIROPHARMA INC	200 000	12/19/11	8/9/12	3,980 19	5,311 44	(1,331.25)
WARNACO GROUP INC/THE	100 000	4/20/12	11/5/12	7,010 21	5,409 85	1,600 36
WARNACO GROUP INC/THE	153 000	5/4/12	11/9/12	10,936 63	7,895.76	3,040 87
WARNACO GROUP INC/THE	154 000	7/11/12	11/13/12	10,947 86	6,864 36	4,083 50
WARNACO GROUP INC/THE	293 000	7/11/12	11/14/12	20,673 55	12,537 62	8,135 93
WOLVERINE WORLD WIDE INC	100 000	11/4/11	1/27/12	3,705.98	3,702 98	3 00
WOLVERINE WORLD WIDE INC	100 000	11/4/11	1/30/12	3,788 56	3,702 98	85 58
WOLVERINE WORLD WIDE INC	300.000	12/6/11	2/10/12	12,049 65	10,928 21	1,121.44
Subtotal - Short Term Capital Gains				1,710,739	1,599,025	111,713
ABOVENET INC	100 000	3/1/11	3/23/12	8,391.90	6,403 97	1,987 93
ABOVENET INC	100 000	3/17/11	3/26/12	8,397 46	6,029 00	2,368 46
ABOVENET INC	100 000	6/29/10	4/4/12	8,304 92	4,731 50	3,573.42
ABOVENET INC	100.000	6/29/10	4/4/12	8,300 42	4,731 50	3,568.92
ABOVENET INC	300 000	6/29/10	4/5/12	24,843 19	14,194 50	10,648 69
ABOVENET INC	100.000	6/29/10	4/5/12	8,285 08	4,731 50	3,553 58
ALIGN TECHNOLOGY INC	400 000	12/9/10	1/3/12	9,524 93	7,320 79	2,204 14
ALIGN TECHNOLOGY INC	100 000	12/30/10	1/11/12	2,380.31	2,011 52	368 79
ALIGN TECHNOLOGY INC	300 000	12/28/10	7/9/12	10,522 77	5,834 25	4,688 52
ALIGN TECHNOLOGY INC	300 000	11/29/10	7/16/12	9,818 77	5,328 03	4,490.74
ALIGN TECHNOLOGY INC	300 000	8/5/11	9/21/12	11,195 92	5,991.28	5,204 64
ALTRA HOLDINGS INC	100 000	6/29/10	2/16/12	2,172 87	1,276 86	896 01
ALTRA HOLDINGS INC	300 000	6/29/10	2/17/12	6,408 86	3,830.58	2,578 28
ALTRA HOLDINGS INC	200 000	6/29/10	3/20/12	4,004 04	2,553.72	1,450 32
ALTRA HOLDINGS INC	200 000	6/29/10	4/13/12	3,554 08	2,553.72	1,000 36
ALTRA HOLDINGS INC	160 000	8/17/11	9/25/12	3,190.32	2,493 22	697.10
ANIXTER INTERNATIONAL INC	40 000	8/11/11	9/25/12	2,469.94	1,979.51	490 43
BRUNSWICK CORP	100 000	5/5/11	8/16/12	2,267 94	2,308 69	(40 75)
BRUNSWICK CORP	100.000	5/5/11	9/25/12	2,352 94	2,308 69	44 25
BRUNSWICK CORP	200 000	5/5/11	11/19/12	4,864 77	4,617 38	247.39
BRUNSWICK CORP	200 000	5/5/11	11/20/12	4,854 65	4,617 38	237 27
CAPITOL FED FINL INC	400 000	12/16/10	1/17/12	4,644 87	4,229 87	415 00
CAPITOL FED FINL INC	400 000	12/16/10	1/18/12	4,644.87	4,000 00	644 87
CAPITOL FED FINL INC	300 000	12/16/10	1/24/12	3,501 17	3,000 00	501 17
CAPITOL FED FINL INC	100 000	3/18/11	3/22/12	1,202 18	1,146 94	55 24
CARTER'S INC	200 000	2/28/11	10/10/12	10,826 85	5,793 12	5,033 73

ONEOK Foundation, Inc.
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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
CARTER'S INC	100 000	2/28/11	10/11/12	5,398 68	2,896 56	2,502 12
CARTER'S INC	200 000	3/3/11	10/23/12	10,578.60	5,724 80	4,853 80
CARTER'S INC	50 000	3/3/11	11/23/12	2,590 44	1,414 12	1,176 32
CHEESECAKE FACTORY (THE)	100 000	10/26/11	11/20/12	3,297 92	2,827 71	470 21
CLARCOR INC	100 000	5/17/11	8/16/12	4,786 89	4,244.48	542 41
CLARCOR INC	100 000	5/17/11	10/31/12	4,442 48	4,244 48	198 00
CLARCOR INC	200 000	5/17/11	11/5/12	9,000 69	8,378 28	622 41
CLARCOR INC	300.000	2/28/11	11/20/12	12,959 19	12,401.40	557 79
COMMVault SYSTEMS INC	50 000	9/16/11	11/23/12	3,239 17	1,798 83	1,440 34
COMMVault SYSTEMS INC	100 000	12/1/11	12/12/12	6,554 22	4,979 62	1,574 60
COMMVault SYSTEMS INC	200 000	12/1/11	12/21/12	14,306 79	8,577.27	5,729 52
CONTANGO OIL & GAS	60 000	2/24/11	9/25/12	3,068 93	3,666.58	(597 65)
CULLEN/FROST BANKERS INC	100 000	11/2/11	11/20/12	5,439 87	4,873.96	565.91
DARLING INTERNATIONAL INC	100 000	1/28/11	2/23/12	1,583 46	1,348 47	234 99
DARLING INTERNATIONAL INC	100 000	1/28/11	2/23/12	1,581 39	1,348 47	232 92
DARLING INTERNATIONAL INC	300 000	1/27/11	2/24/12	4,766 61	3,917 07	849.54
DARLING INTERNATIONAL INC	500 000	1/28/11	2/28/12	8,064 95	6,350 00	1,714 95
DARLING INTERNATIONAL INC	100 000	1/28/11	2/29/12	1,639 79	1,270.00	369.79
DARLING INTERNATIONAL INC	300 000	1/28/11	3/5/12	4,893 63	3,810 00	1,083 63
DARLING INTERNATIONAL INC	200.000	4/28/11	8/16/12	3,359.92	3,243 90	116.02
DARLING INTERNATIONAL INC	240 000	4/28/11	9/25/12	4,239 81	3,892.68	347 13
DARLING INTERNATIONAL INC	200 000	4/28/11	11/23/12	3,157.92	3,236 50	(78 58)
EAGLE MATERIALS INC	200 000	6/29/10	1/4/12	5,076 58	5,122.20	(45 62)
EAGLE MATERIALS INC	100 000	6/29/10	1/9/12	2,632 11	2,561 10	71 01
EAGLE MATERIALS INC	200 000	6/29/10	1/17/12	5,778 10	5,122 20	655 90
EAGLE MATERIALS INC	200.000	6/29/10	1/25/12	5,954 50	5,122 20	832 30
EMULEX CORP	800 000	1/11/11	11/14/12	5,351 47	9,335.68	(3,984 21)
EMULEX CORP	300 000	10/22/10	11/15/12	2,001 40	3,287 67	(1,286 27)
ENERGY XXI BERMUDA LTD	200 000	10/14/10	3/15/12	7,131 33	4,890 09	2,241 24
ENERGY XXI BERMUDA LTD	300 000	10/19/10	3/27/12	10,502 84	6,912 00	3,590 84
ENERGY XXI BERMUDA LTD	300 000	9/17/10	4/25/12	10,307 88	5,409 37	4,898 51
GARDNER DENVER INC	200 000	8/10/11	11/13/12	14,308 35	13,777 00	531 35
GARDNER DENVER INC	100.000	8/10/11	11/14/12	6,987.98	6,888 50	99 48
GENESCO INC	100 000	9/27/11	10/11/12	6,395.80	5,497 35	898 45
GUESS INC	200 000	8/11/11	11/20/12	4,549 89	6,864 88	(2,314 99)
GULFPORT ENERGY CORP	400 000	8/12/11	11/15/12	12,788 39	11,664 44	1,123 95
GULFPORT ENERGY CORP	200 000	8/11/11	11/19/12	6,238 12	5,378 31	859 81
GULFPORT ENERGY CORP	100 000	8/10/11	11/23/12	3,192 92	2,683.50	509 42
HANGER INC	100.000	9/7/11	10/11/12	2,845 44	1,917.18	928 26
HARSCO CORP	100 000	12/9/10	3/13/12	2,169.63	2,662 18	(492.55)
HARSCO CORP	300 000	9/17/10	3/14/12	6,592 89	7,272 55	(679.66)
HARSCO CORP	700.000	9/16/10	6/13/12	13,868 57	16,782.15	(2,913.58)
HAYNES INTERNATIONAL INC	100 000	6/29/10	1/18/12	6,014 21	3,073 47	2,940 74
HAYNES INTERNATIONAL INC	200 000	6/29/10	2/8/12	12,921 13	6,146 94	6,774 19
HAYNES INTERNATIONAL INC	100 000	6/29/10	3/13/12	6,140 22	3,073 47	3,066 75
HAYNES INTERNATIONAL INC	100 000	6/29/10	3/16/12	6,244 65	3,073 47	3,171.18
HAYNES INTERNATIONAL INC	100 000	6/29/10	4/4/12	6,337.57	3,073.47	3,264 10
HAYNES INTERNATIONAL INC	260 000	4/29/11	5/30/12	14,508 32	10,298 18	4,210 14
HAYNES INTERNATIONAL INC	140 000	6/29/10	6/20/12	7,081 52	4,302.86	2,778 66
HAYNES INTERNATIONAL INC	100 000	6/27/11	7/6/12	5,073 65	5,640.74	(567 09)
HAYNES INTERNATIONAL INC	125 000	6/27/11	7/31/12	5,839 26	7,030 95	(1,191 69)
HAYNES INTERNATIONAL INC	75 000	6/23/11	8/2/12	3,606 13	4,170 62	(564 49)
INNOSPEC INC	100 000	12/31/10	3/20/12	2,976 87	2,053 06	923.81
INNOSPEC INC	200 000	1/7/11	11/19/12	5,913 14	4,092 51	1,820 63
JACK IN THE BOX INC	100 000	7/25/11	11/20/12	2,478 94	2,379 07	99 87
LANDSTAR SYSTEM INC	200 000	10/11/10	2/6/12	10,292 14	7,596 70	2,695 44
LANDSTAR SYSTEM INC	200 000	10/14/10	2/15/12	10,347 88	7,536 49	2,811 39
LANDSTAR SYSTEM INC	100 000	10/4/10	3/21/12	5,771 48	3,748.96	2,022 52
LANDSTAR SYSTEM INC	200 000	8/9/11	8/16/12	9,787 78	8,125 60	1,662 18
LANDSTAR SYSTEM INC	100 000	10/4/10	11/20/12	4,926 68	3,743 62	1,183 06
LUFKIN INDUSTRIES INC	100 000	9/1/11	11/23/12	5,125 88	6,206 30	(1,080 42)
MAXIMUS INC	200 000	9/30/11	10/17/12	11,384 04	7,040 26	4,343 78
MAXIMUS INC	100 000	9/30/11	10/18/12	5,698 01	3,520 13	2,177 88
MB FINANCIAL INC	120 000	4/5/11	9/25/12	2,427 34	2,583 67	(156 33)
MB FINANCIAL INC	100 000	4/5/11	11/23/12	1,851.95	2,153 06	(301 11)

ONEOK Foundation, Inc.
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SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
MCMORAN EXPLORATION CO	500 000	6/29/10	3/15/12	6,659 17	5,591 80	1,067 37
MCMORAN EXPLORATION CO	300 000	6/29/10	3/16/12	3,961 78	3,355 08	606.70
MCMORAN EXPLORATION CO	300 000	6/29/10	3/19/12	3,938 53	3,355 08	583.45
MICROSEMI CORP	100 000	4/4/11	8/16/12	2,035.95	2,052 08	(16 13)
OCWEN FINANCIAL CORP	100 000	8/26/11	9/10/12	2,609 19	1,321 04	1,288 15
OCWEN FINANCIAL CORP	100 000	8/26/11	9/19/12	2,713 48	1,321.04	1,392 44
OCWEN FINANCIAL CORP	200 000	8/26/11	9/21/12	5,445 19	2,642 08	2,803 11
OCWEN FINANCIAL CORP	200 000	10/13/11	10/18/12	7,081 28	2,646 40	4,434 88
OCWEN FINANCIAL CORP	200 000	10/25/11	10/31/12	7,681 80	2,826 32	4,855 48
OCWEN FINANCIAL CORP	100 000	10/25/11	11/5/12	3,776 46	1,413 16	2,363 30
OCWEN FINANCIAL CORP	600 000	11/22/11	12/26/12	20,622 73	8,052 36	12,570 37
PERKINELMER INC	800 000	9/14/10	1/3/12	15,648 89	17,159 55	(1,510 66)
PERKINELMER INC	200.000	2/25/11	6/6/12	5,195 92	5,392 38	(196 46)
PERKINELMER INC	100 000	2/25/11	6/11/12	2,601 27	2,696 19	(94 92)
PERKINELMER INC	100 000	6/29/10	6/12/12	2,629 99	2,106 00	523 99
PERKINELMER INC	100.000	6/29/10	6/13/12	2,597 86	2,106 00	491 86
PERKINELMER INC	300 000	6/29/10	7/9/12	7,806.15	6,318 00	1,488.15
POWELL INDUSTRIES INC	100 000	2/11/11	8/21/12	3,880 75	3,998 05	(117.30)
POWELL INDUSTRIES INC	200 000	1/24/11	9/4/12	7,517 83	7,752.56	(234 73)
RBC BEARINGS INC	100 000	8/9/11	11/23/12	4,425 90	3,269 91	1,155.99
ROBBINS & MYERS INC	300 000	11/26/10	1/25/12	14,124 47	9,180 74	4,943.73
ROBBINS & MYERS INC	300 000	1/28/11	2/9/12	15,338 01	12,498 54	2,839 47
ROBBINS & MYERS INC	400.000	1/28/11	2/10/12	20,325 60	16,605 56	3,720 04
ROBBINS & MYERS INC	100 000	1/28/11	3/30/12	4,609 03	4,146 46	462 57
ROBBINS & MYERS INC	100 000	4/5/11	4/16/12	5,008 28	4,280.03	728.25
ROBBINS & MYERS INC	100.000	4/5/11	4/20/12	5,004 38	4,280 03	724.35
ROBBINS & MYERS INC	400 000	4/5/11	4/25/12	20,073 14	13,224 09	6,849 05
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	1/26/12	4,598 76	3,617.03	981.73
SIRONA DENTAL SYSTEMS INC	200 000	6/29/10	1/27/12	9,140 84	7,234 06	1,906 78
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	9/25/12	5,664 87	3,617 03	2,047 84
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	10/23/12	5,561 51	3,617 03	1,944.48
SIRONA DENTAL SYSTEMS INC	100 000	6/29/10	10/23/12	5,547 22	3,617 03	1,930 19
SIRONA DENTAL SYSTEMS INC	200 000	6/29/10	10/24/12	11,115 43	7,234 06	3,881 37
SIRONA DENTAL SYSTEMS INC	50 000	6/29/10	11/23/12	3,089 93	1,808 51	1,281.42
STANDARD-PACIFIC CORP	300 000	11/4/10	1/6/12	973 84	1,197 80	(223 96)
STANDARD-PACIFIC CORP	800.000	10/5/10	1/17/12	3,238 57	3,136.99	101 58
STANDARD-PACIFIC CORP	800.000	10/25/10	1/24/12	3,289 61	3,057 08	232 53
STANDARD-PACIFIC CORP	1100 000	10/25/10	1/25/12	4,437 31	4,079 83	357 48
STANDARD-PACIFIC CORP	500 000	11/23/10	2/10/12	2,355 20	1,803 77	551.43
STANDARD-PACIFIC CORP	500 000	8/26/10	2/16/12	2,314.00	1,778 76	535 24
STANDARD-PACIFIC CORP	1100 000	8/30/10	2/22/12	5,046 15	3,849 45	1,196 70
STANDARD-PACIFIC CORP	500 000	6/22/11	10/2/12	3,427 57	1,894 96	1,532 61
STANDARD-PACIFIC CORP	200 000	6/23/11	10/24/12	1,533 66	708 00	825 66
TEXAS INDUSTRIES INC	80.000	10/29/10	9/25/12	3,364 72	2,739.30	625 42
TEXAS INDUSTRIES INC	100 000	10/29/10	11/20/12	4,322 90	3,393 40	929 50
VALUECLICK INC	600 000	6/29/10	2/14/12	12,110 82	6,545 28	5,565 54
VALUECLICK INC	200 000	4/5/11	6/20/12	3,147.84	3,119 64	28 20
VALUECLICK INC	600 000	6/17/11	6/21/12	9,561 14	9,676 52	(115.38)
VALUECLICK INC	200.000	2/23/11	6/22/12	3,259 32	3,032 96	226.36
VALUECLICK INC	400 000	2/23/11	6/25/12	6,520 29	5,640 32	879 97
VALUECLICK INC	100 000	6/29/10	6/26/12	1,599.55	1,090.88	508 67
VALUECLICK INC	100 000	6/29/10	6/28/12	1,541 58	1,090 88	450 70
VALUECLICK INC	100 000	6/29/10	6/29/12	1,474 44	1,090 88	383 56
VALUECLICK INC	600 000	6/29/10	7/2/12	8,778 10	6,545 28	2,232 82
VANGURAD INSTL INDX-INSTL FD#0094	744 631	7/13/07	5/4/12	95,000 00	105,715 25	(10,715 25)
VANGURAD INSTL INDX-INSTL FD#0094	488 675	9/24/07	8/14/12	63,000 00	68,675 04	(5,675 04)
VANGURAD INSTL INDX-INSTL FD#0094	483 631	12/24/07	9/21/12	65,000 00	66,147 05	(1,147.05)
VANGURAD INSTL INDX-INSTL FD#0094	1769 200	12/24/07	11/16/12	220,000 00	228,998.81	(8,998 81)
VIEWPOINT FINANCIAL GROUP	500 000	8/4/11	9/20/12	9,354 94	6,679 54	2,675 40
VIEWPOINT FINANCIAL GROUP	100 000	8/4/11	9/20/12	1,889 98	1,330.25	559 73
VIEWPOINT FINANCIAL GROUP	130 000	8/5/11	9/25/12	2,464 74	1,710 17	754 57
VIEWPOINT FINANCIAL GROUP	100 000	8/5/11	9/25/12	1,903 66	1,314 28	589 38
VIEWPOINT FINANCIAL GROUP	100 000	8/5/11	9/25/12	1,900 48	1,314 28	586 20
VIEWPOINT FINANCIAL GROUP	300 000	8/8/11	10/23/12	6,130 27	3,913 96	2,216 31
VIEWPOINT FINANCIAL GROUP	100 000	8/9/11	10/24/12	2,005 50	1,293 54	711 96

ONEOK Foundation, Inc.
Capital Gain (Loss) Schedule
For the year ended December 31, 2012

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
VIEWPOINT FINANCIAL GROUP	100 000	8/9/11	11/14/12	2,093 12	1,274.47	818 65
VIEWPOINT FINANCIAL GROUP	100 000	8/9/11	11/15/12	2,065 64	1,274.47	791.17
VIEWPOINT FINANCIAL GROUP	300 000	8/9/11	11/20/12	5,809 00	3,823 41	1,985.59
VIEWPOINT FINANCIAL GROUP	296.000	10/20/11	11/21/12	5,709.74	3,743 36	1,966 38
VIEWPOINT FINANCIAL GROUP	104 000	10/20/11	11/23/12	2,021 20	1,303 22	717 98
VIEWPOINT FINANCIAL GROUP	200 000	10/20/11	12/11/12	4,054 70	2,506 20	1,548 50
VIRTUS FOREIGN OPP-I FD#1649	2075 702	12/30/10	5/4/12	51,000 00	46,308 91	4,691 09
VIRTUS FOREIGN OPP-I FD#1649	1601 563	12/30/10	9/21/12	41,000 00	35,730 87	5,269 13
VIRTUS FOREIGN OPP-I FD#1649	8046.437	12/30/10	11/16/12	201,000 00	161,651.06	39,348 94
VIRTUS MIDCAP VAL-I FD#1808	1550 681	6/22/10	5/4/12	41,000 00	29,920.75	11,079.25
VIRTUS MIDCAP VAL-I FD#1808	3472 770	6/22/11	8/14/12	88,000 00	67,253 47	20,746 53
VIRTUS MIDCAP VAL-I FD#1808	1555 977	2/12/10	9/21/12	41,000 00	28,801.13	12,198.87
VIRTUS MIDCAP VAL-I FD#1808	3891 366	2/12/10	11/16/12	96,000 00	72,029.19	23,970 81
Subtotal - Long Term Capital Gains				<u>1,957,032</u>	<u>1,636,797</u>	<u>320,235</u>
Schedule Totals				<u>3,667,770</u>	<u>3,235,822</u>	<u>431,948</u>

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

ONEOK FOUNDATION, INC

73-1503823

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

P.O. BOX 871

City, town or post office, state, and ZIP code. For a foreign address, see instructions

TULSA, OK 74102-0871

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

INTERNAL REVENUE SERVICE
W & T - FIELD ASSISTANCE
TULSA, OK 74128

MAY 09 2013

PROOF OF DELIVERY ONLY
THIS IS NOT AN OFFICIAL RECEIPT
42109

- The books are in the care of ► **ROBERT F. MARTINOVICH**

Telephone No. ► **918 588-7000**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15**, 20 **13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2012** or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	26,729.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	21,383.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	5,346.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

JSA

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