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**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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>The Margueritte B. Piers Living Free Sanctuary for Animals and Nature Conserv</b>		A Employer identification number <b>73-1576163</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. Box 1086</b>	Room/suite	B Telephone number <b>580.223.7739</b>
City or town, state, and ZIP code <b>Ardmore, OK 73402-1086</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>823345.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2601.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	13660.	13200.	13660.	Statement 1
4	Dividends and interest from securities	4187.	3536.	4187.	Statement 2
5a	Gross rents	307.	307.	307.	Statement 3
b	Net rental income or (loss)	307.			
6a	Net gain or (loss) from sale of assets not on line 10	67.			
b	Gross sales price for all assets on line 6a	67.			
7	Capital gain net income (from Part IV, line 2)		67.		
8	Net short-term capital gain			0.	
9	Income modifications Gross sales less returns and allowances	213459.			Statement 4
b	Less: Cost of goods sold	12657.			Statement 5
c	Gross profit or (loss)	200802.		200802.	
11	Other income				
12	<b>Total</b> Add lines 1 through 11	221624.	17110.	218956.	
13	Compensation of officers, directors, trustees, etc	47220.	10000.	0.	37220.
14	Other employee salaries and wages	39737.	0.	0.	39737.
15	Pension plans, employee benefits				
16a	Legal fees Stmt 6	125.	0.	0.	125.
b	Accounting fees Stmt 7	9003.	1000.	0.	8003.
c	Other professional fees				
17	Interest	1728.	0.	0.	0.
18	Taxes Stmt 8	10599.	850.	0.	9749.
19	Depreciation and depletion	70664.	0.	44847.	
20	Occupancy	40640.	0.	0.	40640.
21	Travel, conferences, and meetings	4746.	0.	0.	4746.
22	Printing and publications				
23	Other expenses Stmt 9	64574.	1161.	0.	63413.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	289036.	13011.	44847.	203633.
25	Contributions, gifts, grants paid	0.			0.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	289036.	13011.	44847.	203633.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<67412.>			
b	<b>Net investment income</b> (if negative, enter -0-)		4099.		
c	<b>Adjusted net income</b> (if negative, enter -0-)			174109.	

SCANNED JUL 01 2013 Revenue

P 17

The Margueritte B. Piers Living Free  
Sanctuary for Animals and Nature Conserv

Form 990-PF (2012)

73-1576163

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		23812.	57028.	57028.
	2	Savings and temporary cash investments			117711.	117711.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		29172.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations Stmt 11		0.	10200.	10230.
	b	Investments - corporate stock Stmt 12		127722.	80750.	93324.
	c	Investments - corporate bonds Stmt 13		250000.	150000.	150044.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶ 671696.					
	Less: accumulated depreciation Stmt 14 ▶ 330749.		387294.	340947.	370000.	
15	Other assets (describe ▶ Statement 15)		16256.	16256.	25008.	
16	<b>Total assets</b> (to be completed by all filers)		834256.	772892.	823345.	
Liabilities	17	Accounts payable and accrued expenses		2852.	1427.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable			13948.	
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)		2852.	15375.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		831404.	757517.		
30	<b>Total net assets or fund balances</b>		831404.	757517.		
31	<b>Total liabilities and net assets/fund balances</b>		834256.	772892.		

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	831404.
2	Enter amount from Part I, line 27a	2	<67412.>
3	Other increases not included in line 2 (itemize) ▶ Prior period adjustment	3	19.
4	Add lines 1, 2, and 3	4	764011.
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	6494.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	757517.

**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.)
<b>1a Capital Gains Dividends</b>			
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>67.</b>			<b>67.</b>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<b>67.</b>
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	<b>67.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<b>0.</b>

**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	<b>251525.</b>	<b>489545.</b>	<b>.513793</b>
2010	<b>292057.</b>	<b>0.</b>	<b>.000000</b>
2009	<b>280954.</b>	<b>0.</b>	<b>.000000</b>
2008	<b>311727.</b>	<b>0.</b>	<b>.000000</b>
2007	<b>244573.</b>	<b>0.</b>	<b>.000000</b>

2 Total of line 1, column (d)	2	<b>.513793</b>
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	<b>.102759</b>
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	<b>750570.</b>
5 Multiply line 4 by line 3	5	<b>77128.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>41.</b>
7 Add lines 5 and 6	7	<b>77169.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>203633.</b>

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.

The Margueritte B. Piers Living Free

**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	41.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	41.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	41.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	41.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

N/A

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>Jackson and Fox, PC</u> Telephone no. ▶ <u>580-223-1877</u> Located at ▶ <u>129 C Street NW, Ardmore, OK</u> ZIP+4 ▶ <u>73401</u>			
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 ▶ <u>15</u>   <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u>N/A</u>	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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

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) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No N/A

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 16		47220.	0.	0.

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2 N/A	0.
All other program-related investments. See instructions.	
3 N/A	0.
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	250000.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	12000.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	500000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	762000.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	762000.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	11430.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	750570.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	37529.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	203633.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	203633.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	41.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	203592.

**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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$				
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				
e Remaining amount distributed out of corpus				
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				
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 instr.				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

03/21/01

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or  4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
	37529.	24477.	0.	0.	62006.
b 85% of line 2a	31900.	20805.	0.	0.	52705.
c Qualifying distributions from Part XII, line 4 for each year listed	203633.	251600.	292203.	281212.	1028648.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	203633.	251600.	292203.	281212.	1028648.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	25019.	16318.	0.	0.	41337.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Barbara Woodruff, 405-329-3416  
PO Box 720958, Norman, OK 73070-4742

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

N/A

c Any submission deadlines:

N/A

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

N/A

The Margueritte B. Piers Living Free

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
None				
<b>Total</b>			▶ <b>3a</b>	0.
<b>b Approved for future payment</b>				
None				
<b>Total</b>			▶ <b>3b</b>	0.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (523000, 13660.), 4 Dividends and interest from securities (523000, 4187.), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (523000, 67.), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory (211110, 200802.), 11 Other revenue (a-e), 12 Subtotal (219023., 0., 0.), 13 Total (219023.).

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

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

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

b If "Yes," complete the following schedule.

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

**Sign Here**  
 Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.  
 Signature of officer or trustee: *Barbara Woodcock* Date: *6/12/13* Title: \_\_\_\_\_  
 May the IRS discuss this return with the preparer shown below (see instr.)?  Yes  No

**Paid Preparer Use Only**

Print/Type preparer's name: Jackson and Fox PC  
 Preparer's signature: *Donald L Jackson*  
 Date: 6/10/13  
 Check  if self-employed  
 PTIN: P00051408  
 Firm's name: Jackson and Fox, PC  
 Firm's EIN: 73-1551837  
 Firm's address: PO Box 1171-129 C Northwest Ardmore,, OK 73402-1171  
 Phone no.: 580-223-1877

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

The Margueritte B. Piers Living Free  
Sanctuary for Animals and Nature Conserv

Employer identification number

73-1576163

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>The Margueritte B. Piers Living Free Sanctuary for Animals and Nature Conserv</b>	Employer identification number <b>73-1576163</b>
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Howard Woodruff <hr/> PO Box 720958 <hr/> Norman, OK 73070-4742	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Name of organization <b>The Margueritte B. Piers Living Free                  Sanctuary for Animals and Nature Conserv</b>	Employer identification number <b>73-1576163</b>
---	---

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

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

Name of organization <b>The Margueritte B. Piers Living Free Sanctuary for Animals and Nature Conserv</b>	Employer identification number <b>73-1576163</b>
--	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	<b>Buildings</b>											
6	Land IMPROVEMENTS	0731002000	DB	7.00	17	28694.			28694.	28694.		0.
14	IMPROVEMENTS	0630062000	DB	4.00	17	4550.			4550.	4550.		0.
50	IMPROVEMENTS	0701102000	DB	4.00	17	1300.			1300.	772.		264.
51	IMPROVEMENTS	0708102000	DB	4.00	17	12500.			12500.	7422.		2539.
52	DOORS	1101102000	DB	4.00	17	2000.			2000.	1063.		469.
53	IMPROVEMENTS	1105102000	DB	4.00	17	1500.			1500.	797.		352.
54	IMPROVEMENTS Dozer Work	1108102000	DB	4.00	17	1000.			1000.	532.		234.
56	Improvements	062111SL		4.00	17	4500.			4500.	703.		1125.
59	Improvements * 990-PF Pg 1 Total	010311SL		4.00	17	2800.			2800.	613.		700.
	<b>Buildings Furniture &amp; Fixtures</b>					58844.		0.	58844.	45146.	0.	5683.
2	Furniture and Fixtures	1031002000	DB	5.00	17	1000.			1000.	1000.		0.
5	Furniture and Fixtures	0731002000	DB	5.00	17	938.			938.	938.		0.
16	COMPUTER FURNITURE and Fixtures	0526062000	DB	3.00	17	4076.			4076.	4076.		0.
17	Furniture and Fixtures	0701062000	DB	3.00	17	1694.			1694.	1694.		0.
18	Furniture and Fixtures	0801062000	DB	3.00	17	3496.			3496.	3496.		0.
19	Furniture and Fixtures	1208062000	DB	3.00	17	7990.			7990.	7990.		0.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
24	HOUSEHOLD FURNISHINGS & ANTIQ	10106200	DB	4.00	17	23343.			23343.	23343.		0.
27	Furniture and Fixtures	071307200	DB	4.00	17	759.			759.	759.		0.
28	Mattress	110907200	DB	4.00	17	543.			543.	543.		0.
29	Furniture and Fixtures	112707200	DB	4.00	17	5974.			5974.	5974.		0.
30	Furniture and Fixtures	120307200	DB	4.00	17	783.			783.	783.		0.
31	Furniture and Fixtures	121707200	DB	4.00	17	1542.			1542.	1542.		0.
34	ELECTRONICS	021908200	DB	3.00	17	1046.		523.	523.	523.		0.
352	CHESTS	073008200	DB	3.00	17	664.		332.	332.	332.		0.
36	WASHER & DRYER	101008200	DB	3.00	17	1649.		825.	824.	824.		0.
43	COMPUTER	050609200	DB	3.00	17	1287.		644.	643.	609.		34.
67	WILD GAME CAMERAS	101512	SL	4.00	19C	520.		260.	260.			268.
	* 990-PF Pg 1 Total											
7	TRACTOR Security Gate	073101200	DB	5.00	17	4599.			4599.	4599.		0.
9	Replacement	032004200	DB	4.00	17	944.		472.	472.	944.		0.
1042	Lawn Tractor	063004200	DB	4.00	17	1078.		539.	539.	1078.		0.
12	RANCH EQUIPMENT	072105200	DB	4.00	17	1500.			1500.	1500.		0.
20	MOWER/EDGER	040106200	DB	4.00	17	1999.			1999.	1999.		0.

2012 DEPRECIATION AND AMORTIZATION REPORT

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
21	TRACTOR AND BRUSHHOG	041506200	DB	4.00	17	12200.			12200.	12200.		0.
22	FEED BUCKETS	042306200	DB	3.00	17	2426.			2426.	2426.		0.
23	18' TRAILER	052506200	DB	3.00	17	1375.			1375.	1375.		0.
25	Security Equipment	011807200	DB	3.00	17	1381.			1381.	1381.		0.
26	Kitchen Equipment	041707200	DB	3.00	17	314.			314.	314.		0.
32	RANCH EQUIPMENT	020107200	DB	3.00	17	4367.			4367.	4367.		0.
33	Zero Turn Mower	100107200	DB	3.00	17	3853.			3853.	3853.		0.
37	FARM EQUIPMENT	031108200	DB	3.00	17	1209.		605.	604.	604.		0.
38	LAWN MOWER	042108200	DB	3.00	17	2070.		1035.	1035.	1035.		0.
42	TRACTOR	102009200	DB	3.00	17	25000.		12500.	12500.	11227.		1273.
44	DISC HUSTLER FASTRACK MOWER	092809200	DB	3.00	17	7341.		3671.	3670.	3364.		306.
45	MOWER	040910200	DB	3.00	17	6700.			6700.	5397.		948.
46	BALE SPIKE	060910200	DB	3.00	17	625.			625.	503.		89.
47	EQUIPMENT	081910200	DB	3.00	17	1600.			1600.	1200.		267.
48	SECURITY CAMERAS	091010200	DB	3.00	17	9492.			9492.	7119.		1582.
60	Trailer	022111SL	SL	3.00	17	10600.			10600.	3092.		3533.
61	Feeder	010411SL	SL	3.00	17	1200.			1200.	350.		400.
62	Heavy Bilt Bin	030111SL	SL	3.00	17	7195.			7195.	2099.		2398.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
63	Lawn Mower	032311	SL	3.00	17	225.			225.	66.		75.
64	Fencing & Corrals	060111	SL	4.00	17	57225.			57225.	8941.		14306.
68	WALK BEHIND TRIMMER	060712	SL	4.00	19C	609.		305.	304.			353.
69	MOWER	062812	SL	4.00	19C	2375.		1188.	1187.			1373.
	* 990-PF Pg 1 Total Machinery & Equipment Transportation					169502.		20315.	149187.	81033.	0.	26903.
3	Chevrolet Pickup 1998 Green	063000	200DB	5.00	21	18449.			18449.	18449.		0.
4	Pickup 1989 GMAC Sierra	073100	200DB	5.00	21	2200.			2200.	2200.		0.
11	2006 Toyota Avalon	100405	200DB	3.00	21	34846.			34846.	17154.		1675.
15	4 WHEELER	092306	200DB	3.00	17	4300.			4300.	4300.		0.
40	BRONCO	071008	200DB	3.00	17	2500.		1250.	1250.	1250.		0.
49	FEED TRUCK	122110	200DB	3.00	17	2595.			2595.	1802.		529.
55	2006 CHEVY FLATBED	121210	200DB	3.00	17	7522.			7522.	5224.		1532.
57	Hummer	031811	SL	3.00	17	19924.			19924.	5811.		6641.
58	(D) 2006 Hummer	062911	SL	3.00	17	26532.			26532.	5528.		1106.
65	2011 F350 TRUCK	010112	SL	3.00	19B	40711.		20356.	20355.			26293.
66	(D) 2005 F150 TRUCK	030112	SL	3.00	19B	7000.			7000.			0.
	* 990-PF Pg 1 Total Transportation Equ					166579.		21606.	144973.	61718.	0.	37776.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	Land					251000.			251000.			0.
1	Land	063000L				251000.		0.	251000.	0.	0.	0.
	* 990-PF Pg 1 Total											
	Land					2000.			2000.	2000.		0.
	Other					2000.		0.	2000.	2000.	0.	0.
13	hORSE	080705200DB3.00		17		705229.		44505.	660724.	244323.	0.	70664.
	* 990-PF Pg 1 Total											
	Other					2000.		0.	2000.	2000.	0.	0.
	* Grand Total											
	990-PF Pg 1 Depr					705229.		44505.	660724.	244323.	0.	70664.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Morgan Stanley	3955.
Morgan Stanley	9705.
Total to Form 990-PF, Part I, line 3, Column A	13660.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Morgan Stanley	789.	0.	789.
Morgan Stanley	3465.	67.	3398.
Total to Form 990-PF, Part I, ln 4	4254.	67.	4187.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Surface Rents	1	307.
Total to Form 990-PF, Part I, line 5a		307.



Form 990-PF

Income and Cost of Goods Sold  
Included on Part I, Line 10

Statement 4

Income

1. Gross receipts . . . . .	213459	
2. Returns and allowances . . . . .		
3. Line 1 less line 2 . . . . .		213459
4. Cost of goods sold (line 15) . . . . .	12657	
5. Gross profit (line 3 less line 4). . . . .		200802
6. Other Income . . . . .		
7. Gross Income (add lines 5 and 6) . . . . .		200802

Cost of Goods Sold

8. Inventory at beginning of year . . . . .		
9. Merchandise purchased. . . . .		
10. Cost of labor. . . . .		
11. Materials and supplies . . . . .		
12. Other costs. . . . .	12657	
13. Add lines 8 through 12 . . . . .		12657
14. Inventory at end of year . . . . .		
15. Cost of goods sold (line 13 less line 14). . . . .		12657

Form 990-PF Cost of Goods Sold - Other Costs Statement 5

Description	Amount
Gross Production Tax	12657.
Cost Depletion	
<b>Total Other Costs</b>	<b>12657.</b>

Form 990-PF Legal Fees Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	125.	0.	0.	125.
To Fm 990-PF, Pg 1, ln 16a	125.	0.	0.	125.

Form 990-PF Accounting Fees Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	9003.	1000.	0.	8003.
To Form 990-PF, Pg 1, ln 16b	9003.	1000.	0.	8003.

Form 990-PF Taxes Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll	9658.	850.	0.	8808.
Ad Valorem	941.	0.	0.	941.
To Form 990-PF, Pg 1, ln 18	10599.	850.	0.	9749.

Form 990-PF	Other Expenses			Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Supplies	3219.	0.	0.	3219.	
Insurance	14218.	0.	0.	14218.	
Contract Labor	2777.	0.	0.	2777.	
Dues/Subscriptions	665.	0.	0.	665.	
Farm Auto	7000.	0.	0.	7000.	
Repairs and Maintenance	27898.	0.	0.	27898.	
Miscellaneous	136.	0.	0.	136.	
Feed & Vet	7250.	0.	0.	7250.	
Advisor Fees	354.	354.	0.	0.	
Loss On LLC	807.	807.	0.	0.	
Donations	250.	0.	0.	250.	
To Form 990-PF, Pg 1, ln 23	64574.	1161.	0.	63413.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	10
Description		Amount	
Non-Deductible Expenses		80.	
Capital Loss Carryover		816.	
Loss on Sale of Assets C/O to 13		5598.	
Total to Form 990-PF, Part III, line 5		6494.	

Form 990-PF	U.S. and State/City Government Obligations		Statement	11
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Municipal Obligation		X	10200.	10230.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations			10200.	10230.
Total to Form 990-PF, Part II, line 10a			10200.	10230.

Form 990-PF	Corporate Stock	Statement	12
Description	Book Value	Fair Market Value	
Stocks	80750.	93324.	
Total to Form 990-PF, Part II, line 10b	80750.	93324.	

Form 990-PF	Corporate Bonds	Statement	13
Description	Book Value	Fair Market Value	
Corporate Fixed Income	150000.	150044.	
Total to Form 990-PF, Part II, line 10c	150000.	150044.	

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	14
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Land	251000.	0.	251000.
Furniture and Fixtures	1000.	1000.	0.
1998 Green Chevrolet Pickup	18449.	18449.	0.
1989 GMAC Sierra Pickup	2200.	2200.	0.
Furniture and Fixtures	938.	938.	0.
Land IMPROVEMENTS	28694.	28694.	0.
TRACTOR	4599.	4599.	0.
Security Gate Replacement	944.	1416.	<472.>
42" Lawn Tractor	1078.	1617.	<539.>
2006 Toyota Avalon	34846.	18829.	16017.
RANCH EQUIPMENT	1500.	1500.	0.
HORSE	2000.	2000.	0.
IMPROVEMENTS	4550.	4550.	0.
4 WHEELER	4300.	4300.	0.
COMPUTER	4076.	4076.	0.
FURNITURE and Fixtures	1694.	1694.	0.
Furniture and Fixtures	3496.	3496.	0.
FURNITURE and Fixtures	7990.	7990.	0.
MOWER/EDGER	1999.	1999.	0.
TRACTOR AND BRUSHHOG	12200.	12200.	0.
FEED BUCKETS	2426.	2426.	0.
18'TRAILER	1375.	1375.	0.
HOUSEHOLD FURNISHINGS & ANTIQUES	23343.	23343.	0.

Security Equipment	1381.	1381.	0.
Kitchen Equipment	314.	314.	0.
Furniture and Fixtures	759.	759.	0.
Mattress	543.	543.	0.
Furniture and Fixtures	5974.	5974.	0.
Furniture and Fixtures	783.	783.	0.
Furniture and Fixtures	1542.	1542.	0.
RanCH EQUIPMENT	4367.	4367.	0.
Zero Turn Mower	3853.	3853.	0.
ELECTRONICS	1046.	1046.	0.
2 CHESTS	664.	664.	0.
WASHER & DRYER	1649.	1649.	0.
FARM EQUIPMENT	1209.	1209.	0.
LAWNMOWER	2070.	2070.	0.
BRONCO	2500.	2500.	0.
TRACTOR	25000.	25000.	0.
COMPUTER	1287.	1287.	0.
DISC	7341.	7341.	0.
HUSTLER FASTRACK MOWER	6700.	6345.	355.
BALE SPIKE	625.	592.	33.
EQUIPMENT	1600.	1467.	133.
SECURITY CAMERAS	9492.	8701.	791.
FEED TRUCK	2595.	2331.	264.
IMPROVEMENTS	1300.	1036.	264.
IMPROVEMENTS	12500.	9961.	2539.
DOORS	2000.	1532.	468.
IMPROVEMENTS	1500.	1149.	351.
IMPROVEMENTS	1000.	766.	234.
2006 CHEVY FLATBED	7522.	6756.	766.
Dozer Work Improvements	4500.	1828.	2672.
Hummer	19924.	12452.	7472.
Improvements	2800.	1313.	1487.
Trailer	10600.	6625.	3975.
Feeder	1200.	750.	450.
Heavy Bilt Bin	7195.	4497.	2698.
Lawn Mower	225.	141.	84.
Fencing & Corrals	57225.	23247.	33978.
2011 F350 TRUCK	40711.	26293.	14418.
WILD GAME CAMERAS	520.	268.	252.
WALK BEHIND TRIMMER	609.	353.	256.
MOWER	2375.	1373.	1002.
<b>Total To Fm 990-PF, Part II, ln 14</b>	<b>671697.</b>	<b>330749.</b>	<b>340948.</b>

Form 990-PF	Other Assets		Statement 15
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Leasehold Costs Producing	16248.	16248.	25000.
Non-Producing Leasehold Costs	8.	8.	8.
To Form 990-PF, Part II, line 15	16256.	16256.	25008.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 16

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Howard L. Woodruff P.O. Box 720958 Norman, OK 730704742	Member, Director, Pres.	0.00	0.	0.
Barbara L. Woodruff P.O. Box 720958 Norman, OK 730704742	Member, Director, Sec/Trea	0.00	0.	0.
Barbara L. Woodruff P.O. Box 720958 Norman, OK 730704742	Executive Director	20.00	47220.	0. 0.
Dr. Doug Nightengale, DVM 1115 Pairie Valley Road Ardmore, OK 73401	Member, Director	0.00	0.	0. 0.
James A. Chambers 1906 Sunset Trails Ardmore, OK 73401	Member, Director	0.00	0.	0. 0.
Linda J. Chambers 1906 Sunset Trails Ardmore, OK 73401	Member, Director	0.00	0.	0. 0.
G. M. Richardson PO Box 1171 Ardmore, OK 73401	Member, Director	0.00	0.	0. 0.

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James Louis Kee-Rees	Member, Director			
P.O. Box 720958	0.00	0.	0.	0.
Norman, OK 730704742				

Totals included on 990-PF, Page 6, Part VIII	<u>47220.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>
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