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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 07/01/12 **, and ending** 06/30/13

Name of foundation: SAND SPRINGS HOME

A Employer identification number: 73-0579278

Number and street (or P O box number if mail is not delivered to street address): PO BOX 278

Room/suite:

B Telephone number (see instructions):

City or town, state, and ZIP code: SAND SPRINGS OK 74063

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 90,641,278

J Accounting method ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)					
	2	Check ▶ [X] if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments		45,465	45,465	45,465	
	4	Dividends and interest from securities		1,319,309	1,319,309	1,319,309	
	5a	Gross rents		1,959,988	1,959,988	1,959,988	
	b	Net rental income or (loss)	661,347				
	6a	Net gain or (loss) from sale of assets not on line 10		1,087,599			
	b	Gross sales price for all assets on line 6a	11,956,839				
	7	Capital gain net income (from Part IV, line 2)			1,087,599		
	8	Net short-term capital gain				1,087,599	
	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) STMT 1		280,742	279,158	280,742	
	12	**Total.** Add lines 1 through 11		4,693,103	4,691,519	4,693,103	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		387,474	116,242	116,242	271,231
	14	Other employee salaries and wages		975,933	387,474	387,474	613,665
	15	Pension plans, employee benefits		151,680	50,328	50,328	101,352
	16a	Legal fees (attach schedule) SEE STMT 2		20,915	11,090	11,090	9,825
	b	Accounting fees (attach schedule)					
	c	Other professional fees (attach schedule) STMT 3		114,374	23,944	23,944	90,430
	17	Interest					
	18	Taxes (attach schedule) (see instructions) STMT 4		242,293	125,451	125,451	116,842
	19	Depreciation (attach schedule) and depletion STMT 5		857,530	524,427	524,427	
	20	Occupancy		3,991	3,991	3,991	
	21	Travel, conferences, and meetings		628	-63	-63	691
	22	Printing and publications					
	23	Other expenses (att sch) STMT 6		2,213,983	770,009	770,009	1,443,974
	24	**Total operating and administrative expenses.** Add lines 13 through 23		4,968,801	2,012,893	2,012,893	2,648,010
	25	Contributions, gifts, grants paid		5,505			5,505
	26	**Total expenses and disbursements.** Add lines 24 and 25		4,974,306	2,012,893	2,012,893	2,653,515
	27	Subtract line 26 from line 12					
	a	**Excess of revenue over expenses and disbursements**		-281,203			
	b	**Net investment income** (if negative, enter -0-)			2,678,626		
	c	**Adjusted net income** (if negative, enter -0-)				2,680,210	

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For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
	1	Cash – non-interest-bearing	427,050	536,293	536,293
	2	Savings and temporary cash investments	8,571,768	9,753,595	9,753,595
	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 (att schedule) ▶ SEE WRK 1,055,466 Less allowance for doubtful accounts ▶ 0	1,162,583	1,055,466	1,055,466
Assets	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,159	1,159	1,159
	10a	Investments – U.S and state government obligations (attach schedule) STMT 7	1,361,737	1,370,158	1,474,723
	b	Investments – corporate stock (attach schedule) SEE STMT 8	17,320,345	18,479,561	18,479,561
	c	Investments – corporate bonds (attach schedule) SEE STMT 9	3,457,876	2,401,299	3,287,037
	11	Investments – land, buildings, and equipment basis ▶ 28,540,134 Less accumulated depreciation (attach sch) ▶ STMT 10 8,609,403	17,605,652	19,930,731	28,540,134
	12	Investments – mortgage loans	325,419	223,212	223,212
	13	Investments – other (attach schedule) SEE STATEMENT 11	12,473,865	11,760,212	14,497,045
	14	Land, buildings, and equipment basis ▶ 10,929,307 Less accumulated depreciation (attach sch) ▶ STMT 12 6,616,625	4,592,503	4,312,682	10,929,307
	15	Other assets (describe ▶ SEE STATEMENT 13)	3,404,525	1,863,746	1,863,746
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	70,704,482	71,688,114	90,641,278
Liabilities	17	Accounts payable and accrued expenses	278,667	286,002	
	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	278,667	286,002	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	70,425,815	71,402,112	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	70,425,815	71,402,112	
	31	**Total liabilities and net assets/fund balances** (see instructions)	70,704,482	71,688,114	

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	70,425,815
2	Enter amount from Part I, line 27a	2	-281,203
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	1,257,500
4	Add lines 1, 2, and 3	4	71,402,112
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	71,402,112

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 WORKSHEET			
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	1,087,599
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	1,087,599

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	2,714,024	76,746,785	0.035363
2010	2,784,210	74,974,687	0.037135
2009	1,877,844	74,709,713	0.025135
2008	2,833,616	73,040,802	0.038795
2007	3,039,267	78,996,367	0.038474

2	**Total** of line 1, column (d)	2	0.174902
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	0.034980
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	74,145,718
5	Multiply line 4 by line 3	5	2,593,617
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26,786
7	Add lines 5 and 6	7	2,620,403
8	Enter qualifying distributions from Part XII, line 4	8	2,706,627

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	26,786
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	26,786
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	26,786
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,993		
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	25,993
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	793
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶			11	

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

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Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ WWW.SANDSPRINGSHOME.COM

14 The books are in care of ▶ SAND SPRINGS HOME PO BOX 278 Telephone no ▶ 918-245-1465

Located at ▶ SAND SPRINGS OK ZIP+4 ▶ 74063

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16		X

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
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)	N/A	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)? (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)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOE A. WILLIAMS P.O BOX 278	SAND SPRINGS OK 74063	TRUSTEE 40.00	129,193	0	6,165
RONNIE WEESE P.O BOX 278	SAND SPRINGS OK 74063	TRUSTEE 40 00	129,084	0	8,343
ERIK STUCKEY P O BOX 278	SAND SPRINGS OK 74063	TRUSTEE 40 00	129,197	0	6,087

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
JASON CHARLES P O BOX 278	SAND SPRINGS OK 74063	EXEC DIR 40 00	58,800	0	0
ROBERTA TILLMAN P O BOX 278	SAND SPRINGS OK 74063	ACCOUNTANT 40.00	54,573	0	0
DEBORAH SMITH P O BOX 278	SAND SPRINGS OK 74063	DIRECTOR 40 00	53,261	0	0

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 CHILDREN'S HOME - CONTAINS 20 BEDS AND PROVIDES ALL NECESSITIES FOR AN AVERAGE OF 17 TO 18 CHILDREN ON A DAILY BASIS.	1,074,073
2 CHARLES PAGE FAMILY VILLAGE - PROVIDES 108 HOUSING UNITS FOR SINGLE MOTHERS AND CHILDREN, RENT AND UTILITY FREE, MEETS THE NEEDS OF APPROXIMATELY 270 CHILDREN.	908,897
3 SEE STATEMENT 15	145,478
4 SEE STATEMENT 16	273,122

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

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

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	39,301,150
b	Average of monthly cash balances	1b	6,217,282
c	Fair market value of all other assets (see instructions)	1c	29,756,409
d	**Total** (add lines 1a, b, and c)	1d	75,274,841
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	*Subtract line 2 from line 1d*	3	75,274,841
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	1,129,123
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,145,718
6	**Minimum investment return.** Enter 5% of line 5	6	3,707,286

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	2,653,515
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	53,112
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	2,706,627
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	26,786
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,679,841

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____ , 20____ , 20____				
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 ▶ $ 2,706,627				
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	2,706,627			
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	2,706,627			
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)				
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)

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

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

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed N/A					
b 85% of line 2a N/A					
c Qualifying distributions from Part XII, line 4 for each year listed	2,706,627	2,714,024	2,806,182	2,763,689	10,990,522
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	2,706,627	2,714,024	2,806,182	2,763,689	10,990,522
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets N/A					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) N/A					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,471,524	2,519,853	2,499,156	2,490,324	9,980,857
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) N/A					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) N/A					
(3) Largest amount of support from an exempt organization N/A					
(4) Gross investment income N/A					

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 ▶ [X] 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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SAND SPRING HERBAL AFFAIR 305 E BROADWAY SAND SPRINGS OK 74063		EXEMPT	GENERAL OPERATION FUND	500
SALVATION ARMY 4403 S 129TH W AVE SAND SPRINGS OK 74063		EXEMPT	GENERAL OPERATION FUND	280
AMERICAN CANCER SOCIETY 4110 E 100TH E AVE TULSA OK 74146		EXEMPT	GENERAL OPERATION FUND	250
BOY SCOUTS 4295 S GARNETT RD TULSA OK 74146		EXEMPT	GENERAL OPERATION FUND	300
SAND SPRING EDUCATION P.O. BOX 1541 SAND SPRINGS OK 74063		EXEMPT	GOLF TOURNAMENT	500
SAND SPRING AREA CHAMBER 121 NORTH MAIN SAND SPRINGS OK 74063		EXEMPT	GENERAL OPERATION FUND	700
JUNIOR ACHIEVEMENT 3947 S 103RD EAST AVE TULSA OK 74146		EXEMPT	GENERAL OPERATON FUND	1,875
SAND SPRINGS COMM SERVICES 15 E 2ND STREET SAND SPRINGS OK 74063		EXEMPT	GENERAL OPERATION FUND	500
SAND SPRINGS BLUE STAR MOTHERS PO BOX 101 SAND SPRINGS OK 74063		EXEMPT	GENERAL OPERATION FUND	100
SAND SPRINGS SCHOOLS PO BOX 1193 SAND SPRINGS OK 74063		EXEMPT	GENERAL OPERATION FUND	500
Total			▶ 3a	5,505
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	45,465	
4 Dividends and interest from securities			14	1,319,309	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property			16	1,959,988	
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			15	1,087,599	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 17		1,584		279,158	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		1,584		4,691,519	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,693,103

(See worksheet in line 13 instructions to verify calculations)

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

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

DAA

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1B(4)	25,421	SAND SPRINGS TOWNSITE	REIMBURSEMENT OF TRUSTEE'S SALARY

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? [X] Yes [ ] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SAND SPRINGS TOWNSITE	501 (C) (2)	WHOLLY OWNED SUBSIDIARY

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

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

Signature of officer or trustee: [signature] Date: 5-14-14 Title: OFFICER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed
JOHN E. CURZON, CPA CVA	[signature]	05/12/14	
Firm's name ▶ CURZON, CUMBEY & KUNKEL		PTIN	P00414342
Firm's address ▶ 5100 E SKELLY DR # 1040		Firm's EIN ▶	73-1528194
TULSA, OK 74135-6573		Phone no	918-491-4036

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

For calendar year 2012, or tax year beginning 07/01/12 , and ending 06/30/13

Name: SAND SPRINGS HOME

Employer Identification Number: 73-0579278

	(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)
(1)	INSTALLMENT SALES(SEE ATTACHMENT)	P	VARIOUS	VARIOUS
(2)	SALE OF STOCKS (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
(3)	SALE OF CD'S (SEE ATTACHMENT)	P	VARIOUS	VARIOUS
(4)	SALE OF MUTUAL FUNDS (SEE ATTACHMENT	P	VARIOUS	VARIOUS
(5)	SALE OF GOVT SECURITIES(SEE ATTACHME	P	VARIOUS	VARIOUS
(6)	SALE OF FHLM SECURITIES(SEE ATTACHME	P	VARIOUS	VARIOUS
(7)	SALE OF BONDS	P	VARIOUS	03/15/12
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	324,956			324,956
(2)	8,635,979		8,038,106	597,873
(3)	349,000		350,855	-1,855
(4)	1,558,440		1,403,423	155,017
(5)	834,266		835,305	-1,039
(6)	154,198		141,601	12,597
(7)	100,000		99,950	50
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	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))
(1)				324,956
(2)				597,873
(3)				-1,855
(4)				155,017
(5)				-1,039
(6)				12,597
(7)				50
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OPTION INCOME - GENERAL	$ 54,153	$ 54,153	$ 54,153
OIL AND GAS INCOME	99,985	99,985	99,985
LATE FEE INCOME	9,187	9,187	9,187
DONATION INCOME	500	500	500
INTEREST INCOME FROM MORTGAGE	99,264	99,264	99,264
OTHER REVENUE	16,069	16,069	16,069
BOOKKEEPING	1,584		1,584
TOTAL	$ 280,742	$ 279,158	$ 280,742

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 20,915	$ 11,090	$ 11,090	$ 9,825
TOTAL	$ 20,915	$ 11,090	$ 11,090	$ 9,825

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER PROFESSIONAL FEES	$ 114,374	$ 23,944	$ 23,944	$ 90,430
TOTAL	$ 114,374	$ 23,944	$ 23,944	$ 90,430

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAXES	$ 106,671	$ 35,612	$ 35,612	$ 71,059
TAXES.	135,622	89,839	89,839	45,783
TOTAL	$ 242,293	$ 125,451	$ 125,451	$ 116,842

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
DEPRECIATION							
	$	$ 2,458,510			$ 857,530	$ 524,427	$ 524,427
TOTAL	$ 0	$ 2,458,510			$ 857,530	$ 524,427	$ 524,427

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
SMALL TOOLS.	3,589	72	72	3,517
PARENTAL ASSISTANCE-CPFV	11,415			11,415
UTILITIES	336,819	69,016	69,016	267,803
POSTAGE	160	102	102	58
TRACTORS & MOWERS.	35,844	10,815	10,815	25,029
MEALS & ENT.	10,058	9,074	9,074	984
BANK CHARGES	109,936	109,936	109,936	
ALLOWANCES	8,436	1,500	1,500	6,936
CLOTHING	6,818			6,818
RECREATION & LIBRARY	48,204			48,204
HOSPITAL & MEDICAL EXPENSES	12,799			12,799
SCHOOL & EDUCATION EXPENSE	37,925			37,925

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CONTRACT LABOR	$ 6,079	$ 6,079	$ 6,079	$
OTHER EXPENSES.	25,006	22,608	22,608	2,398
INSURANCE	892,662	385,867	385,867	506,795
SUPPLIES.	46,469	14,846	14,846	31,623
DUES & SUBSCRIPTIONS.	33,880	21,852	21,852	12,028
CONTINUING EDUC. & SEMINARS	30	30	30	
AUTO & VANS.	63,219	32,344	32,344	30,875
REPAIRS & MAINT.	435,748	85,868	85,868	349,880
FOOD EXPENSE	40,547			40,547
BOAT EXPENSE	14,456			14,456
GIFTS	16,134			16,134
LIVING ASSISTANCE - INDEP LIV	3,007			3,007
TELEPHONE	14,743			14,743
TOTAL	$ 2,213,983	$ 770,009	$ 770,009	$ 1,443,974

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US AND STATE INVESTMENT	$ 1,361,737	$ 1,370,158		$ 1,474,723
TOTAL	$ 1,361,737	$ 1,370,158		$ 1,474,723

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STOCK	$ 17,320,345	$ 18,479,561		$ 18,479,561
TOTAL	$ 17,320,345	$ 18,479,561		$ 18,479,561

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BONDS	$ 3,457,876	$ 2,401,299		$ 3,287,037
TOTAL	$ 3,457,876	$ 2,401,299		$ 3,287,037

Statement 10 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FURNITURE & FIX.- GENERAL	$ 161,965	$ 161,965	$	$ 161,965
FURNITURE & FIX.- FARMS	1,423	1,423		1,423
FURNITURE & FIX.- REAL ESTATE	48,173	63,073		63,073
MACHINERY & EQUIP.-GENERAL	19,258	19,258		19,258
MACHINERY & EQUIP.-FARMS	35,317	35,317		35,317
MACHINERY & EQUIP.-REAL ESTATE	157,914	157,914		157,914
VEHICLES - GENERAL	128,450	148,604		148,604
VEHICLES - FARMS	26,203	4,317		4,317

Statement 10 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments (continued)

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
VEHICLES - REAL ESTATE	$ 124,929	$ 124,929	$	$ 124,929
BUILDINGS - FARMS	129,620	129,620		129,620
BUILDINGS - REAL ESTATE	16,425,655	19,015,453		19,015,453
LAND - GENERAL	45,129	45,129		45,129
LAND - REAL ESTATE	7,531,411	7,698,094		7,698,094
OTHER ASSETS - GENERAL	15,443	15,443		15,443
OTHER ASSETS - FARMS	77,653	77,653		77,653
OTHER ASSETS - REAL ESTATE	735,852	735,852		735,852
ROYALTY LEASEHOLD	106,090	106,090		106,090
ACCUM DEPREC F & F - GENERAL			158,324	
ACC. DEPREC. - F & F - FARMS			1,423	
ACCUM DEPREC F & F - REAL EST.			43,549	
ACCUM DEPREC M & E - GENERAL			17,540	
ACCUM DEPREC M & E - FARMS			32,490	
ACCUM DEPREC M & E - REAL EST.			95,137	
ACCUM DEPREC VHCL - GENERAL			29,412	
ACCUM DEPREC VHCL - FARMS			3,670	
ACCUM DEPREC VHCL - REAL EST.			100,042	
ACCUM DEPREC BLDG - FARMS			106,652	
ACCUM DEPREC BLDG - REAL EST.			7,281,901	
ACCUM DEPREC OTHER - GENERAL			15,443	
ACCUM DEPREC OTHER - FARMS			77,653	
ACCUM DEPREC OTHER - REAL ESTA			591,583	
DEPLETION - ROYALTY LEASEHOLD			54,584	
TOTAL	$ 25,770,485	$ 28,540,134	$ 8,609,403	$ 28,540,134

Federal Statements

Statement 11 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LONG-TERM CERTIFICATES OF DEPOSIT	$ 1,141,478	$ 1,295,673		$ 1,295,673
MUTUAL FUND - CAPITAL CASH	11,332,387	10,464,539		13,201,372
TOTAL	$ 12,473,865	$ 11,760,212		$ 14,497,045

Statement 12 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
WORK IN PROGRESS-CHARITIES	$ 8,500	$	$	$
FURNITURE & FIX.-CHARITIES	656,418	656,418		656,418
MACHINERY & EQUIP.-CHARITIES	313,838	316,447		316,447
VEHICLES - CHARITIES	570,970	570,970		570,970
ART & ANTIQUES - GENERAL	24,543	24,543		24,543
ART & ANTIQUES - CHARITIES	72,455	72,455		72,455
BUILDINGS - CHARITIES	8,898,145	8,898,145		8,898,145
LAND - CHARITIES	26,508	26,508		26,508
OTHER ASSETS - CHARITIES	313,319	363,821		363,821
ACCUM DEPREC F & F - CHARITIES			647,265	
ACCUM DEPREC M & E - CHARITIES			268,946	
ACCUM DEPREC VHCL - CHARITIES			353,975	
ACCUM DEPREC BLDG - CHARITIES			5,121,151	
ACCUM DEPREC LAND - CHARITIES			6,221	
ACCUM DEPREC OTHER - CHARITIES			219,067	
TOTAL	$ 10,884,696	$ 10,929,307	$ 6,616,625	$ 10,929,307

Statement 13 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
TENANT RECEIVABLES	$ 7,547	$ 49,577	$ 49,577
EMPLOYEE LOANS	262	1,404	1,404
INVENTORY	9,929	9,929	9,929
TCC MEMBERSHIP	165,000	145,000	145,000
KEY MAN INSURANCE	2,876,201	1,399,356	1,399,356
DEPOSITS	418	418	418
CLEARANCE	345,168	258,062	258,062
TOTAL	$ 3,404,525	$ 1,863,746	$ 1,863,746

Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAIN/LOSS	$ 1,228,932
NON DEDUCTIBLE TAXES	28,568
TOTAL	$ 1,257,500

Statement 15 - Form 990-PF, Part IX-A, Line 3 - Summary of Direct Charitable Activities

Description
CAMP CHARLES - A RECREATION FACILITY IN GROVE, OK, THAT HOUSES 40 PEOPLE. IT PROVIDES RECREATION AND CRAFT ACTIVITIES FOR APPROXIMATELY 225 CHILDREN PER YEAR FROM OUR CHILDREN'S HOME AND THOSE LIVING IN OUR WIDOWS COLONIES.

Statement 16 - Form 990-PF, Part IX-A, Line 4 - Summary of Direct Charitable Activities

Description
RECREATIONAL CENTER - A RECREATION FACILITY LOCATED ON OUR HOME CAMPUS IN SAND SPRINGS, OK THAT IS AVAILABLE TO THE HOME CHILDREN & THOSE LIVING IN OUR WIDOWS COLONIES FOR RECREATION AND ACTIVITY

Federal Statements

Statement 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
OPTION INCOME - GENERAL		$	1	$ 54,153	$
OIL AND GAS INCOME			1	99,985	
LATE FEE INCOME			1	9,187	
DONATION INCOME			1	500	
INTEREST INCOME FROM MORTGA			1	99,264	
OTHER REVENUE			1	16,069	
BOOKKEEPING	541200	1,584	1		
TOTAL		$ 1,584		$ 279,158	$ 0

SAND SPRINGS HOME
73-0579278
FYE JUNE 30, 2013

INSTALLMENT SALE INCOME

DESCRIPTION		LAND DICKSON
DATE SOLD		10/2/2005
SELLING PRICE	$	44,970.00
BASIS OF PROPERTY SOLD	$	40,665.95
DEPRECIATION ALLOWED	$	-
ADJUSTED BASIS	$	40,665.95
EXPENSES OF SALE	$	3,993.53
GROSS PROFIT	$	310.52
CONTRACT PRICE	$	44,970.00
GROSS PROFIT PERCENTAGE		0.0069505
PRINCIPAL PAYMENTS RECEIVED DURING YEAR	$	1,852.24
INSTALLMENT SALE INCOME	$	12.87

SAND SPRINGS HOME
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INSTALLMENT SALE INCOME

DESCRIPTION		BUILDING-EDGEPATH-KACHEL
DATE SOLD		11/2/2005
SELLING PRICE	$	320,000.00
BASIS OF PROPERTY SOLD	$	145,057.50
DEPRECIATION ALLOWED	$	122,273.93
ADJUSTED BASIS	$	22,783.57
EXPENSES OF SALE	$	5,237.93
GROSS PROFIT	$	291,978.50
CONTRACT PRICE	$	320,000.00
GROSS PROFIT PERCENTAGE		0.915523
PRINCIPAL PAYMENTS RECEIVED DURING YEAR	$	269,612.95
INSTALLMENT SALE INCOME	$	246,836.86

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INSTALLMENT SALE INCOME

DESCRIPTION	BUILDING-HOWARD	
DATE SOLD		4/27/2006
SELLING PRICE	$	125,000.00
BASIS OF PROPERTY SOLD	$	11,114.64
DEPRECIATION ALLOWED	$	1,057.32
ADJUSTED BASIS	$	10,057.32
EXPENSES OF SALE	$	2,225.33
GROSS PROFIT	$	112,717.35
CONTRACT PRICE	$	125,000 00
GROSS PROFIT PERCENTAGE		0.9017388
PRINCIPAL PAYMENTS RECEIVED DURING YEAR	$	73,618.43
INSTALLMENT SALE INCOME	$	66,384.59

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INSTALLMENT SALE INCOME

DESCRIPTION	LAND-PILKINGTON	
DATE SOLD		1/23/2013
SELLING PRICE	$	20,000.00
BASIS OF PROPERTY SOLD	$	166.78
DEPRECIATION ALLOWED	$	-
ADJUSTED BASIS	$	166.78
EXPENSES OF SALE	$	1,356.78
GROSS PROFIT	$	18,476.44
CONTRACT PRICE	$	20,000.00
GROSS PROFIT PERCENTAGE		0.932161
PRINCIPAL PAYMENTS RECEIVED DURING YEAR	$	374.65
INSTALLMENT SALE INCOME	$	349.23

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INSTALLMENT SALE INCOME

DESCRIPTION	BUILDING-WHITEY	
DATE SOLD		8/5/2006
SELLING PRICE	$	106,000.00
BASIS OF PROPERTY SOLD	$	49,971.04
DEPRECIATION ALLOWED	$	42,032.64
ADJUSTED BASIS	$	7,938.40
EXPENSES OF SALE	$	2,197.00
GROSS PROFIT	$	95,864.60
CONTRACT PRICE	$	106,000.00
GROSS PROFIT PERCENTAGE		0.91193
PRINCIPAL PAYMENTS RECEIVED DURING YEAR	$	8,662.00
INSTALLMENT SALE INCOME	$	7,899.14

Sand Springs Home
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Sale of Stock

Stock	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
3M COMPANY	Various	89,335 60	(89,335 60)	1000	89,997 98	662 38	(2 02)
ABBOTT LABS	Various	-	(61,606 46)	(2,000 00)	64,998 54	3,392 08	(1 46)
ABBVIE INC SHS	Various	270,428 09	(184,402 86)	2000	184,995 85	592 99	(4 15)
ACCENTURE PLC	Various	3,122 22	(11,258 14)	-155	15156 45	3,898 31	0
ADTRAN INC	Various	4,776 31	(11,785 65)	(192 00)	8,359 76	(3,425 89)	-
AEON COMPANY LTD	Various		(19,900 80)	(1,586 00)	19,948 98	48 18	-
AGCO CORP	Various		(4,117 59)	(132 00)	6,563 04	2,445 45	-
AGRIUM INC	Various		(11,050 03)	(141 00)	13,566 59	2,516 56	
AIR METHODS CRP	Various	1,500 55		237			
ALBEMARLE CORP	Various		(1,538 92)	-39	2,388 80	849 88	
ALLIANCE DATA SYS CORP	Various		(2,501 96)	(44 00)	5,884 72	3,382 76	
AMER EAGLE OUTFITTERS	Various	1,140 23	(826 50)	4 00	1,324 88	498 38	
AMERIGROUP CORP	Various		(5,407 23)	(116 00)	10,400 54	4,993 31	
AMN ELECT PW CO	Various		(112,275 80)	(3,000 00)	125,997 18	13,721 38	
ANADARKO PETE CORP	Various	231,889 86	(307,978 56)	(1,000 00)	327,492 66	19,514 10	(7 34)
ANHEUSER-BUSCH	Various	7,869 02	(5,862 00)	-18	8,331 95	2,469 95	
APPLE INC	Various	581,712 20	(338,274 50)	-418 2878	609,986 34	271,711 84	(13 66)
ARM HLDGS	Various	6,023 86	(6,645 46)	(4 00)	11,214 70	4,569 24	
ASAHI GLASS JAPAN	Various		(10,145 95)	(999 00)	6,180 47	(3,965 48)	
ASCENA RETAIL GROUP INC	Various	4,913 59	(4,913 59)	0	3,887 16	(1,026 43)	
ASML HLDG N V NEW YORK	Various		(18,682 59)	(470 00)	26,565 91	7,883 32	
ASML HLDG N V NEW YORK	Various		(6,853 03)	(184 00)	10,486 35	3,633 32	
ASTRAZENECA PLC	Various	6,418 79		140			
ASTRAZENECA PLC SPON	4/10/2013	50,306 50		1000			
AT&T INC	Various		(221,422 42)	(8,000 00)	283,993 63	62,571 21	(6 37)
ATMOS ENERGY CORP	12/20/2012	72,078 60		2000			
BAKER HUGHES	Various	-	(187,481 00)	(4,000 00)	172,996 12	(14,484 88)	(0 02)
BANCO BRADESCO	Various	5,791 16		511			
BANCO SANTANDER SA ADR	Various	5,406 97		769 00			
BK OF NEW YORK (MELLON)	Various	56,625 00	(56,625 00)	0	62,498 60	5,873 60	
BARCLAYS PLC	Various	10,113 14		716 00			

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FYE 6/30/13
Sale of Stock

Stock	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
BARRICK GOLD CORP	Various	40,339 80	(144,187 37)	(2,000 00)	85,366 51	(58,820 86)	(1 49)
BAXTER INTL INC	Various	73,502 20	(107,988 40)	(1,000 00)	109,997 54	2,009 14	(2 46)
BERRY PET SF CALIF CL A	Various		(5,258 92)	(123 00)	4,983 87	(275 05)	
BG GROUP PLC SPON ADR	Various	5,954 66	(11,307 99)	(820 00)	17,866 44	6,558 45	
BHP BILLITON LTD ADR	Various	-	(25,339 47)	(325 00)	23,100 79	(2,238 68)	
BIO REFERNCE LABSO 01 NEW	Various		(999 66)	(48 00)	1,382 03	382 37	
BNP PARIBAS	Various		(17,450 00)	(800 00)	20,544 26	3,094 26	
BOEING CO	Various		(148,132 00)	(2,000 00)	149,996 64	1,864 64	(3 36)
BOK FINCL CORP NEW	Various	756 49		13 00			
BONANZA CREEK ENERGY INC	Various	4,196 05		170 00			
BP PLC	5/14/2013	22,589 27		520			
BP PLC SPON	Various	101,644 70		2,400 00			
BRIDGEPOINT EDUCATN INC	Various		(4,711 69)	(260 00)	3,377 94	(1,333 75)	
BROADSOFT INC	3/26/2013	3,916 02		156			
BROOKFIELD PROPERTY	Various	830 60	(830 60)	-	860 35	29 75	
BRUKER CORP	Various	1,253 38	(1,495 89)	(13 00)	1,185 24	(310 65)	
BURBERRY GROP PLC	Various	5,634 28	(15,667 48)	(255 00)	16,943 79	1,276 31	
CANADIAN NATL RR	Various		(3,265 11)	(96 00)	9,744 07	6,478 96	
CAPSTEAD MORTGAGE CP NEW	Various		(5,485 04)	(416 00)	4,865 34	(619 70)	
CARLSBERG AS	Various	21,096 54		1,228 00			
CARRIZO OIL & GAS INC	Various	506 20	(5,396 95)	(181 00)	4,237 59	(1,159 36)	
CATALYST HEALTH SOLUTION	7/3/2012		(4,721 73)	(88 00)			
CAVIUM INC	Various	844 07	(1,249 00)	(19 00)	1,735 12	486 12	
CENTENE CORP	Various		(1,390 36)	(40 00)	1,764 30	373 94	
CENTURYLINK INC	Various	334,226 61	(217,500 00)	3,000 00	236,994 69	19,494 69	(5 31)
CEPHEID INC CALIF	6/28/2013		(3,050 88)	-85	2,806 01	(244 87)	
CHEESECAKE FRACTORY INC	Various	493 72	(1,192 96)	(41 00)	1,814 72	621 76	
CHESAPEAKE ENERGY	Various		(108,540 00)	(6,000 00)	107,997 58	(542 42)	(2 58)
CHEVRON CORP	Various	228,992 00	(214,581 30)	-	224,994 96	10,413 66	(5 04)
CHICAGO BRDG & IRON CO NV	Various	-	(2,396 18)	(191 00)	7,192 99	4,796 81	
CHICOS FAS INC	Various	7,012 36		401 00			
CHIMERA INVESTMENT CORP	1/14/2013	917 04		330			
CHINA MOBILE LTD	6/14/2013		(15,985 05)	-323	16,360 12	375 07	
CHINA PETE CHEM	Various	10,989 83		114 00			

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FYE 6/30/13
Sale of Stock

Stock	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
CHURCH&DWIGHT CO INC	Various		(2,457 55)	(86 00)	4,741 20	2,283 65	
CINEMARK HLDGS INC	Various	7,721 48		288 00			
CIRCOR INTERNATIONAL INC	Various	4,093 43		81 00			
CLEAN HARBORS INC	12/26/2012		(2,920 08)	-108	5,581 29	2,661 21	
CLIFFS NATURAL RESOURCES	Various	154,045 09	(154,045 09)	-	71,766 75	(82,278 34)	(1 25)
COCA COLA COM	Various	110,909 70	(110,909 70)	-	112,497 48	1,587 78	(2 52)
COGENT COMMUNICATIONS	Various	4,874 40		225 00			
COLFAX CORP	Various		(3,953 98)	(191 00)	7,127 09	3,173 11	
COLONY FINANCIAL INC	Various	4,991 59		251 00			
COMCAST CORP NEW CL A	4/11/2013	124,757 00		3000			
COMMVAULT SYS INC	Various		(552 07)	(34 00)	2,469 20	1,917 13	
COMP DE BEDIDAS SPN	7/31/2012		(17,531 53)	-514	19,485 45	1,953 92	
COMPANHIA D S	Various		(5,021 90)	1,976 00	10,710 33	5,688 43	
COMPASS MINERALS INTL	1/2/2013	605 60		8			
COPA HOLDINGS	Various	2,776 32	(6,582 60)	(82 00)	12,452 70	5,870 10	
COPEL PARANA ADR	Various	7,939 42	(8,755 80)	(19 00)	8,220 92	(534 88)	
CREDIT SUISSE GP	Various	30,346 62	(115 76)	1,088 00			
CRH PLC	4/11/2013	17,541 69		834			
CSX CORP	8/21/2012		(102,542 50)	-5000	112,497 48	9,957 50	(2 52)
CSX CORP	Various	217,137 35	(104,297 48)	5,000 00	112,497 48	8,200 00	(2 52)
DAITO TR CONSTRUCTION	Various	-	(26,431 58)	(1,131 00)	24,058 86	(2,372 72)	
DARLING INTERNATIONL INC	Various		(5,195 08)	(323 00)	5,443 54	248 46	
DASSAULT SYS SA	Various	8,018 17	(14,175 02)	(76 00)	16,715 56	2,540 54	
DEAN FOODS CO	Various	5,602 41	(5,602 41)	-	7,028 90	1,426 49	
DECKERS OUTDOORS CORP	6/28/2013	3,965 04		82			
DEERE CO	12/27/2012		(73,390 80)	-1000	84,998 10	11,609 20	(1 90)
DENSO CP UNSPONSORED ADR	3/19/2013	18,619 39		875			
DEVON ENERGY CORP	Various	100,706 20		1,700 00			
DIAGEO PLC	Various		(8,453 43)	(131 00)	15,745 98	7,292 55	
DOW CHEMICAL DE	4/10/2013	46,315 20		1500			
DRESSER RAND GROUP INC	Various	2,678 00	(1,149 94)	26 00	1,275 95	126 01	
DRIL QUIP	Various	1,028 69		12			
DSW INC	Various	5,563 27		86 00			
DU PONT E I DE NEMOURS	Various	189,070 60	(88,820 00)	2,000 00	91,997 94	3,177 94	(2 06)

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FYE 6/30/13
Sale of Stock

Stock	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
EASTMAN CHEMICAL CO	5/23/2013	73,610 20		1000			
EATON CORP PLC	Various	81,891 00	(171,439 40)	(2,000 00)	194,495 65	23,056 25	(4 35)
EATON VANCE	Various	1,072 78	(914 84)	6 00	1,202 28	287 44	
ELI LILLY & CO	6/20/2013	105,350 20		2000			
EMBRAER S A SPONSRD	Various		(17,049 63)	(497 00)	12,660 99	(4,388 64)	
EMERSON ELEC CO	Various		(113,003 00)	(2,000 00)	104,997 65	(8,003 00)	
EMPIRE DISTRICT ELC	12/6/2012	99,735 00		5000			
ENERGY TRNSF PTNRS	2/14/2013	93,159 80		2000			
ENSCO PLC SHS CL A	Various	11,212 99		183 00			
ENTERGY CORP NEW	3/14/2013	126,733 40		2000			
EXACT TARGET INC	Various	5,574 29	(5,574 29)	-	9,354 57	3,780 28	
EXPRESS INC	Various	1,184 35	(9,383 92)	(446 00)	8,901 35	(482 57)	
EXXON MOBIL CORP	Various	176,905 21	(169,760 00)	-	174,996 08	5,236 08	(3 92)
FACEBOOK INC	Various	42,331 00	(42,331 00)	-	44,998 99	2,667 99	(1 01)
FANUC LTD	Various		(15,069 55)	(620 00)	15,113 40	43 85	
FIRST REP BK SAN FRNCISC	Various	1,423 55	(1,544 68)	(22 00)	2,159 36	614 68	
FIRSTENERGY CORP	Various		(181,176 00)	(4,000 00)	158,406 04	(22,767 20)	(2 76)
FLIR SYSTEMS	7/20/2012		(5,393 65)	-184	3,324 44	(2,069 21)	
FOMENTO ECNMCO MEX	Various	23,092 11		228 00			
FORD MOTOR CO	Various	229,813 42	(104,799 50)	10,000 00	119,997 31	15,197 81	(2 69)
FOREST LABS INC	5/22/2013		(104,224 50)	-3000	104,997 65	775 50	(2 35)
FRANCE TELECOM ADR	Various	6,408 30	(21,832 03)	(512 00)	11,800 80	(10,031 23)	
FRESENIUS SE& CO-SPN ADR	Various	6,445 78	(26,157 00)	(1,560 00)	28,365 68	2,208 68	
FRONTIER COMMUNICATIONS	Various	6,488 11		1,434 00			
FTI CONSULTING	Various		(6,431 21)	(160 00)	4,202 14	(2,229 07)	
FUJI HEAVY INDS	Various		(17,392 67)	(1,355 00)	39,707 00	22,314 33	
FUJI HEAVY INDS LTD ADR	Various	17,750 82	(5,176 27)	498 00	6,989 32	1,813 05	
GENERAL ELECTRIC	Various	108,781 76	(108,781 76)	-	114,997 42	6,215 66	(2 58)
GLAXOSMITHKLINE PLC	6/10/2013	24,179 48		470			
GLOBAL PMTS INC GEORGIA	1/31/2013	5,446 26		109			
GOLDCORP INC	Various	11,227 94		300 00			
GOLDEN AGRI-RES LTD ADR	Various	22,315 12		433 00			
GOOGLE INC	9/26/2012		(251,529 95)	-500	329,992 61	78,470 05	(7 39)
GRACO INC.	Various		(4,045 31)	(104 00)	5,290 95	1,245 64	

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FYE 6/30/13
Sale of Stock

Stock	Purch/Sell Date	Bought this year		Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
GREEN DOT CORP	Various	729 46		(4,047 31)	(127 00)	1,622 29	(2,425 02)	
GRUPO FINANCIERO SANTNDE	Various	18,955 75		(18,955 75)	-	21,584 50	2,628 75	
HAIN CELESTIAL GROUP INC	Various	7,578 63			132 00			
HARRIS TEETER	Various	1,834 70			48 00			
HEALTH CARE REIT	Various	87,760 15		(87,760 15)	-	89,997 99	2,237 84	(2 01)
HEINEKEN NV	Various			(9,212 48)	(347 00)	9,534 50	322 02	
HERSHA HOSPTLTY	Various	584 18		(2,597 41)	(326 00)	2,229 01	(368 40)	
HESS CORP	5/23/2013	69,872 20			1000			
HEWLETT PACKARD	6/6/2013			(82,768 10)	-2000	49,499 34	(33,267 90)	(0 86)
HONEYWELL INTL INC	9/26/2012		X	(111,856 00)	-2000	114,997 42	3,144 00	(2 58)
HSBC HLDG PLC	Various	16,065 21		(12,595 84)	23 00	16,127 97	3,532 13	
HSBC HLDG PLC	Various	20,476 02			434 00			
IMAX CORP	6/28/2013	3,979 79			163			
IMPERIAL TOB GRP	3/22/2013	6,026 21			85			
INFORMATICA CORP CA	7/31/2012			(15,058 03)	(1,248 00)	10,215 35	(4,842 68)	
INTEL CORP	6/20/2013	101,112 00			4000			
INTEL CORP DE	4/3/2013	46,847 55			2158			
INTERXION HOLDING N V	Various	4,229 55			161 00			
INTREPID POTASH INC	3/1/2013	848 20			44			
INTUITIVE SURGICAL INC	11/29/2012	106,667 98			200			
ITOCHU CORP ADR	5/29/2013	15,109 73			538			
JOHNSON & JOHNSON	Various	138,192 00		(269,871 80)	(2,000 00)	274,993 84	5,122 04	(6 16)
KDDI CORP	Various			(4,347 51)	724 00	6,175 26	1,827 75	
KEY ENERGY SVCS INC	Various			(5,216 40)	(381 00)	3,139 45	(2,076 95)	
KEPPEL LTD	Various	15,781 01		(15,781 01)	-	15,309 06	(471 95)	
KIMBERLY CLARK	Various	85,396 40		(85,396 40)	-	87,498 04	2,101 64	(1 96)
KIRBY CORP	Various	4,204 96			86 00			
KONINKL PHIL E NY SH NEW	3/25/2013	15,136 04			493			
KORN/FERRY INTL	12/26/2012	2,607 91			161			
LOCKHEED MARTIN CORP	Various			(175,663 20)	(2,000 00)	174,996 08	(667 12)	(3 82)
LOREAL CO	Various	16,698 60		(5,610 38)	502 00	6,882 69	1,272 31	
MARATHON OIL CORP DE	Various	99,900 00		(99,900 00)	-	107,297 59	7,397 59	
MARVEL TECH GROUP LTD DE	Various	95,275 53			8,700 00			
MATTRESS FIRM HLDG	Various	6,743 89			235 00			

Sand Springs Home
FYE 6/30/13
Sale of Stock

Stock,	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
MCDONALDS CORP	Various	188,336 40	(89,734 20)	1,000 00	92,497 93	2,763 73	(2 07)
MCEWEN MINING INC	Various	623 87	(2,093 58)	(1,081 00)	1,983 27	(110 31)	
MCEWEN MINING INC RIGHTS	Various	2,400 06	(2,400 06)	-	166 14	(2,233 92)	
MEDTRONIC INC	Various		(114,657 60)	(3,000 00)	119,997 31	5,339 71	(2 69)
MERCK AND CO INC	6/20/2013	96,130 20		2000			
MFA FINANCIAL INC	6/3/2013	1,433 64		168			
MICROSOFT CORP	Various	116,879 00	(106,827 50)	-	119,997 31	13,169 81	(2 69)
MICROSOFT CORP DE	8/24/2012	101,996 70		3300			
MITSUBISHI ESTATE	Various		(4,261 09)	(236 00)	7,378 53	3,117 44	
MITSUBISHI UFJ FINL GRP	Various	54,164 86	(29,732 63)	3,970 00	32,125 99	2,393 36	
MITSUI CO	4/16/2013	7,200 27		26			
MIZUHO FINL GROUP	Various		(5,646 33)	(1,690 00)	7,485 10	1,838 77	
MOBILE MINI	Various	501 43	(1,475 87)	(62 00)	2,634 60	1,158 73	
MOLINA HEALTHCARE INC	6/3/2013	5,847 17		152			
MWI VETERINARY SUP	Various		(1,015 56)	(26 00)	2,922 03	1,906 47	
NETGEAR INC	Various	1,815 13	(3,180 64)	(78 00)	4,429 54	1,248 90	
NEWMONT MINING CORP	6/20/2013	100,017 30		3000			
NEWS CORP	6/6/2013	96,115 80		3000			
NEXEN INC CANADA	Various		(22,441 73)	(1,073 00)	27,842 67	5,400 94	
NII HLDGS INC CL B	Various	3,316 54		456 00			
NITTO DENKO	8/24/2012			445			
NORFOLK SOUTHERN CORP	5/3/2013		(139,111 10)	-2000	139,996 86	888 90	(3 14)
NOVO NORDISK	Various	8,490 10	(6,592 53)	(35 00)	13,714 66	7,122 13	
NTELOS HLDGS	Various		(6,612 34)	(240 00)	3,653 08	(2,959 26)	
NTELOS HOLDINGS CORP	Various	2,584 27	(2,584 27)	-	3,234 95	650 68	
OCCIDENTAL PETE CORP	Various	75,050 00	(166,331 20)	(1,000 00)	169,996 19	3,664 99	(3 81)
ORACLE CORP	12/14/2012		(115,510 00)	-4000	115,997 40	490 00	(2 60)
ORIX CORP	Various	4,584 63	(5,063 93)	(14 00)	7,739 27	2,675 34	
PAYCHEX INC DE	4/10/2013	48,644 82		1400			
PEARSON SPD	Various	2,152 81	(25,339 95)	(1,212 00)	25,530 25	190 30	
PEBBLEBROOK HOTEL TRUST	Various	5,299 72		216 00			
PETRLEO BRAS VTG	Various	6,865 03		428			
PETSMART INC	6/6/2013	67,139 90		1000			
PIER 1 IMPORTS	Various	5,164 73		317 00			

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Sale of Stock

Stock,	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
PLAINS ALL AM PIPL	10/5/2012			2000			
POLYPORE INTL INC	Various	5,533 65		147 00			
POSCO SPN	4/15/2013	7,338 43		103			
POWER INTEGRATIONS	8/14/2012	1,036 84		31			
PRINCIPAL FINANCIAL GRP	Various	221,220 47	(87,021 47)	4,000 00	89,997 98	2,976 51	(2 02)
PROSPERITY BANCSHARES	Various	3,798 49		86 00			
PRUDENTIAL PLC	Various		(3,414 44)	(147 00)	3,526 77	112 33	
PRUDENTIAL FINANCIAL	Various	49,373 54	(49,373 54)	-	56,248 74	6,875 20	(1 26)
PVH CORP (PHILLIPS V H)	Various		(3,455 30)	(107 00)	12,145 23	8,689 93	
QLIK TECHNOLOGIES INC	11/19/2012	1,864 83		104			
RELIANCE STL & ALUM CO	Various	3,051 52	(2,539 79)	9 00	3,287 97	748 18	
REXNORD CORP NEW	Various	3,677 40	(3,677 40)	-	3,857 79	180 39	
RIO TINTO	5/20/2013	6,285 01		142			
ROCHE HLDG LTD	Various	24,425 08		510 00			
ROLLS ROYCE GRP	Various		(3,082 76)	(89 00)	7,674 03	4,591 27	
ROSETTA RESOURCES INC	Various	3,661 33		90 00			
ROYAL DUTCH SHELL	Various	3,622 60		53 00			
ROYAL DUTCH SHELL PLC	Various		(29,990 79)	(408 00)	29,633 14	(357 65)	
RYANAIR HLDGS	Various		(7,404 13)	(265 00)	11,163 94	3,759 81	
SAGE GROUP PLC	6/27/2013		(451 26)	-30	17 57	(433 69)	
SANOFI ADR	Various	6,634 95	(11,507 07)	(157 00)	16,179 26	4,672 19	
SANOFI ADR	6/17/2013		(4,010 15)	-113	6,102 76	2,092 61	
SANOFI SPONSORED ADR	4/15/2013	26,037 75		500			
SAP AG SHS	3/25/2013	3,577 05		43			
SASOL LTD	1/23/2013	6,146 33		147			
SBA COMMUNICATIONS	Various		(1,120 14)	(42 00)	2,626 42	1,506 28	
SEADRILL LTD	5/9/2013		(10,727 39)	-316	12,390 32	1,662 93	
SEMTECH CORP	6/28/2013	3,920 85		116			
SERVICESOURCE INTL LLC	Various	1,675 83	(6,849 84)	(392 00)	2,660 28	(4,189 56)	
SHIRE PLC	3/22/2013		(7,698 84)	-81	7,432 70	(266 14)	
SIEMENS AG	Various	19,823 23		239 00			
SIGNATURE BANK	Various	6,008 50	(887 62)	75 00	1,001 80	114 18	
SK TELECOM	2/19/2013		(5,516 11)	-376	6,731 94	1,215 83	
SOCIEDAD Q&M CHLE SPDADR	Various		(20,235 98)	(369 00)	20,830 22	594 24	

Sand Springs Home
FYE 6/30/13
Sale of Stock

Stock	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
STARWOOD PPTY TR INC	11/13/2012	366 90		16			
STATOIL ASA	Various		(17,763 94)	(653 00)	15,902 38	(1,861 56)	
SUMITOMO MITSUI TR HLDGS	4/18/2013	18,158 29		3478			
SUMMIT HOTEL PPTYS INC	6/28/2013	2,585 00		275			
SUNCOR ENERGY INC NEW	Various	27,716 51		800 00			
SUPERIOR ENERGY SVCS INC	5/21/2013	5,830 72		208			
SWEDBANK A B ADR	Various	19,981 50		870 00			
SXC HEALTH SOLUTIONS	Various	4,721 73	(4,721 73)	-	5,554 10	832 37	
SYNGENTA AG ADR	Various		(12,053 16)	(186 00)	15,001 72	2,948 56	
TAIWAN S MFG ADR	Various	21,776 80		1,161 00			
TARGA RESOURCES CORP	Various	5,372 12		91 00			
TEAM HEALTH HLDG	Various	3,777 05		144 00			
TELENOR ASA	Various	11,696 05		170 00			
TELSTRA CORP	Various		(4,246 19)	(269 00)	5,279 25	1,033 06	
TESCO PLC SPNRD ADR	Various	23,517 96		1,350 00			
TEVA PHARMACTCL	9/26/2012		(19,688 53)	-428	17,199 95	(2,488 58)	
TEVA PHARMACTCL	Various	13,587 79		336 00			
TEVA PHARMACEUTICALS IND LTD	Various	100,500 00		2,500 00			
TEXAS INSTRUMENTS	1/24/2013		(113,119 44)	-4000	115,997 40	2,880 56	(2 60)
TEXAS ROADHOUSE	Various	2,371 33	(2,371 33)	-	2,167 61	(203 72)	
TIM HORTONS INC	Various		(6,805 97)	(259 00)	13,164 02	6,358 05	
TORONTO DOMINON BK	4/16/2013		(7,553 50)	-104	8,427 83	874 33	
TOTAL S A	Various	43,195 50	(209,549 70)	(3,000 00)	199,995 52	(9,554 18)	(4 48)
TREND MICRO INC ADR	5/22/2013	15,485 61		476			
TW TELECOM INC	Various	966 34	(1,580 02)	(47 00)	2,259 11	679 09	
UNILEVER NV NY	Various	8,151 87		223 00			
UNILEVER PLC NEW	Various	-	(16,692 91)	(661 00)	24,115 48	7,422 57	
UNION PACIFIC CORP	8/22/2012		(109,577 00)	-1000	114,997 42	5,423 00	(2 58)
UNITED NAT FOODS INC	Various	953 45	(538 40)	(1 00)	1,178 88	640 48	
UNITED TECHS CORP	Various	89,245 20	(89,245 20)	-	92,497 93	3,252 73	(2 07)
UNIVERSAL HEALTH SVCS B	3/26/2013		(904 81)	-32	1,995 22	1,090 41	
VALE SA	Various	11,733 75		748 00			
VANTIV INC CL A	Various	8,359 30		366 00			
VERA BRADLEY INC	Various	4,976 32	(4,976 32)	-	4,230 63	(745 69)	

Sand Springs Home
FYE 6/30/13
Sale of Stock

Stock	Purch/Sell Date	Bought this year	Original Cost Of Shares Sold	# Shares Bought/(Sold)	Net Proceeds	Gain or (Loss)	Fees
VERIZON COMMUNICATNS COM	6/20/2013	101,699 80		2000			
VODAFONE GROP PLC SP ADR	1/15/2013	25,951 27		973			
VODAFONE GROUP PLC NEW SPOI	Various	100,096 28	(100,096 28)	-	97,997 80	(2,098 48)	
VODAFONE GROUP -	Various	119,114 22	(109,916 40)	-	111,997 49	2,081 09	(2 51)
VOLKSWAGEN A G ADR	Various	23,288 69		581 00			
WAL-MART STORES	4/23/1999	65,719 22		2000			
WARNACO GROUP INC CL A	Various		(5,572 65)	(124 00)	7,800 87	2,228 22	
WASTE CONNECTIONS INC	Various	1,088 24	(2,514 97)	(96 00)	4,444 30	1,929 33	
WASTE MANAGEMENT	Various	134,173 02	(196,774 89)	(2,000 00)	215,995 16	19,220 27	(4 84)
WATTS WATER TECH INC	Various	1,508 43	(4,843 02)	(98 00)	5,725 31	882 29	
WEST CORP SHS	4/25/2013	5,451 56		265			
WEX INC	5/20/2013		(3,079 21)	-83	5,951 40	2,872 19	
WINTRUST FINL CP ILL	Various	6,002 02	(6,002 02)	-	6,105 84	103 82	
WOODWARD INC	Various	937 79	(1,645 40)	(13 00)	1,470 33	(175 07)	
WOSELEY PLC	Various	21,629 14	(2 21)	4,763 00			
YAMANA GOLD	3/22/2013	6,090 01		409			
YANZHOU COAL MNG	Various	5,798 77		397 00			
ZURICH INSURANCE GROUP	Various	4,417 67	(1,390 25)	155 00			
ZURICH INSURANCE GROUP	Various		(2,286 71)				
Totals		5,066,810 22	(8,038,105 90)	(69,498 29)	8,635,979 24	597,873 34	(151 83)

Sand Springs Home
FYE 6/30/13
Sale of CD's

	Sold Date	Bought/ Sold	Balance 6/30/13	Market Value YE	Proceeds	Fees	Gain/(Loss)
BEAL BANK USA	5/1/2013	(248,813 25)	-		249,000.00	66 82	119 93
SALLIE MAE BANK/MURRA	10/29/2012	(101,975 00)	-		100,000 00		(1,975 00)
		$ (350,788 25)	$ -	$ -	$ 349,000 00	66 82	$ (1,855 07)

Sand Springs Home
FYE 6/30/13
Sale of Mutual Funds

	Date Bgt/Sold	Balance 6/30/2012	Bought	Sold	Balance 6/30/2013	MV 6/30/2013	Proceeds	Broker Fees	Gain or (Loss)
EATON VANCE TWWHS	Various	139,038 13		(139,038 13)	-		131,836 82	(5 25)	(7,196 06)
FIDELITY AD EM	Various		1,416 84	(331,608 14)	-		438,494 03	(5 25)	106,891 14
INVESCO CNSTELLATN	Various	107,308 42		(107,308 42)	-		150,211 71	5 25	42,908 54
ISHARES FTSE HK	Various		25,669 61	(25,669 61)	-		19,425 79		(6,243 82)
PIMCO SERIES C	Various	573,420 65		(40,270 79)	533,149 86	553,608 16	39,713 00		(557 79)
PIMCO-M SERIES	Various	591,313 71		(81,682 14)	509,631 57	511,129 60	83,909 16		2,227 02
SPDR S P DIVID	Various	498,652 53	174,290 70	(672,943 23)			689,984 55	(15 45)	17,056 77
	11/8/2012			(2,399 40)			2,418 21		(33 19)
	11/13/2012			(2,482 39)	-		2,446 68		(35 71)
Total		$ 1,909,733 44	$ 201,377 15	$ (1,403,402 25)	$ 1,042,781 43	$ 1,064,737 76	$ 1,558,439 95	$ (20 70)	$ 155,016 90

Sand Springs Home
FYE 6/30/13
Sale of FHLM

	Pur/Sale Date	Bought (Sold)	Balance 6/30/13	Market 6/30/2013	Proceeds	Gain or (Loss)
FHLM GO 3050	11/20/2012	(16,226.76)			15909.45	(317.31)
FHLMC - 3432	11/28/2012	(26,601.80)			41449.39	14,847.59
FHLMC A9 6409 3 5% 2041	Various	(2,505 90)	-	-	2,447.16	(58.74)
FHLMC GO 5132	11/20/2012	(71,191 33)			6/22/2089	(1,985.20)
FHLM 0.625% 12/29/14	8/6/2012	(25,075.57)	-		25186.31	110.74
Totals		(141,601.36)	-	-	154,198.44	12,597.08

SAN06F02 10/25/2013 2 01 PM

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

- 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	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SAND SPRINGS HOME	73-0579278
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions PO BOX 278	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAND SPRINGS OK 74063	

Enter the Return code for the return that this application is for (file a separate application for each return) [04]

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

- The books are in the care of ▶ SAND SPRINGS HOME
PO BOX 278
SAND SPRINGS OK 74063

Telephone No ▶ 918-245-1465 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 02/15/14 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ________ or

COPY

▶ [X] tax year beginning 07/01/12 , and ending 06/30/13

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	$ 25,993
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	$ 25,993
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	$ 0

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.
DAA

SAN06F02 01/31/2014 10 43 AM

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	SAND SPRINGS HOME	73-0579278
	Number, street, and room or suite no If a P O box, see instructions PO BOX 278	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAND SPRINGS OK 74063	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

SAND SPRINGS HOME
PO BOX 278

- The books are in the care of ▶SAND SPRINGS OK 74063

Telephone No ▶ 918-245-1465 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

4 I request an additional 3-month extension of time until 05/15/14

5 For calendar year ____ , or other tax year beginning 07/01/12 , and ending 06/30/13

COPY

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLET AN ACCURATE RETURN.

8a	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	8a	$ 25,993
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 and any amount paid previously with Form 8868	8b	$ 25,993
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ OFFICER Date ▶ 01/31/14

DAA