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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

12/01, 2012, and ending

11/30, 2013

Name of foundation SARKEYS FOUNDATION		A Employer identification number 73-0736496
Number and street (or P O box number if mail is not delivered to street address) 530 E. MAIN		B Telephone number (see instructions) (405) 364-3703
City or town, state, and ZIP code NORMAN, OK 73071		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
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 104,421,489.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		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) (see instructions).)		(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 (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,029,149.	18,271.		
4 Dividends and interest from securities		1,729,667.	1,636,137.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,960,819.			
b Gross sales price for all assets on line 6a 51,743,808.					
7 Capital gain net income (from Part IV, line 2)			2,581,485.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		92,610.	64,562.	87,723.	
12 Total. Add lines 1 through 11		6,812,245.	4,300,455.	87,723.	
13 Compensation of officers, directors, trustees, etc.		281,200.	14,060.		267,140.
14 Other employee salaries and wages		429,464.	2,551.		431,446.
15 Pension plans, employee benefits		85,397.	938.		84,459.
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH. 2		53,251.	2,663.		50,588.
c Other professional fees (attach schedule) *		239,547.	219,409.		10,221.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH. 4		374,781.	2,791.		41,484.
19 Depreciation (attach schedule) and depletion		60,367.			
20 Occupancy		100,819.	1,413.		99,406.
21 Travel, conferences, and meetings		24,402.	895.		22,294.
22 Printing and publications		7,322.	366.		6,490.
23 Other expenses (attach schedule) ATCH. 5		225,322.	126,251.	87,723.	132,997.
24 Total operating and administrative expenses. Add lines 13 through 23		1,881,872.	371,337.	87,723.	1,146,525.
25 Contributions, gifts, grants paid		4,569,704.			3,169,704.
26 Total expenses and disbursements. Add lines 24 and 25		6,451,576.	371,337.	87,723.	4,316,229.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		360,669.			
b Net investment income (if negative, enter -0-)			3,929,118.		
c Adjusted net income (if negative, enter -0-)					

6/1/8

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	1,042,420.	1,019,770.	1,019,770.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	5,600.	15,714.	15,714.	
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	57,976,789.	64,190,301.	64,190,301.	
	c	Investments - corporate bonds (attach schedule) ATCH 7	21,713,129.	21,485,834.	21,485,834.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 7	9,374,470.	15,869,985.	15,869,985.	
14		Land, buildings, and equipment basis	2,841,519.			
		Less: accumulated depreciation (attach schedule) ▶	1,068,795.			
15		Other assets (describe ▶ ATCH 8)	111,455.	67,161.	67,161.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	92,051,898.	104,421,489.	104,421,489.	
17		Accounts payable and accrued expenses	58,485.	60,501.		
18		Grants payable		1,400,000.		
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 9)		223,462.		
	23	Total liabilities (add lines 17 through 22)	58,485.	1,683,963.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	91,993,413.	102,737,526.		
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	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)	91,993,413.	102,737,526.		
	31	Total liabilities and net assets/fund balances (see instructions)	92,051,898.	104,421,489.		

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	91,993,413.
2	Enter amount from Part I, line 27a	2	360,669.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	10,383,444.
4	Add lines 1, 2, and 3	4	102,737,526.
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	102,737,526.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	2,581,485.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,350,488.	87,863,620.	0.049514
2010	4,586,103.	90,829,623.	0.050491
2009	3,902,876.	84,630,053.	0.046117
2008	4,299,567.	75,078,070.	0.057268
2007	4,454,592.	93,113,797.	0.047840
2 Total of line 1, column (d)			2 0.251230
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 0.050246
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 95,409,886.
5 Multiply line 4 by line 3			5 4,793,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 39,291.
7 Add lines 5 and 6			7 4,833,256.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 4,321,285.

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)		1	78,582.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	78,582.
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	78,582.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	96,529.	
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	96,529.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,947.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 17,947. Refunded <input type="checkbox"/> 11	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.SARKEYS.ORG				
14	The books are in care of MS. KIM HENRY Telephone no (405) 364-3703			
	Located at 530 E. MAIN, NORMAN, OK ZIP+4 73071			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 <input type="checkbox"/> 1b		X
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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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? ☐ Yes ☒ No

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

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

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? ☐ **7b** X**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		281,200.	14,224.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		399,095.	55,859.	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		178,187.
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 ATTACHMENT 17	184,610.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	96,655,043.
b	Average of monthly cash balances	1b	145,746.
c	Fair market value of all other assets (see instructions)	1c	62,039.
d	Total (add lines 1a, b, and c)	1d	96,862,828.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	96,862,828.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,452,942.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	95,409,886.
6	Minimum investment return. Enter 5% of line 5	6	4,770,494.

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

1	Minimum investment return from Part X, line 6	1	4,770,494.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	78,582.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	78,582.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,691,912.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,691,912.
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	4,691,912.

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	4,316,229.
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	5,056.
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	4,321,285.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,321,285.

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

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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				4,691,912.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,074,235.	
b Total for prior years 20 10, 20 09, 20 08				
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 ▶ \$ 4,321,285.				
a Applied to 2011, but not more than line 2a			3,074,235.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,247,050.
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 instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,444,862.
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	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form 990-PF (2012)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTCH 14

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

ATTACHMENT 14

c Any submission deadlines

ATTACHMENT 14

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

ATTACHMENT 14

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATTACHMENT 15				3,169,704.
Total			3a	3,169,704.
b Approved for future payment ATTACHMENT 16				1,500,000.
Total			3b	1,500,000.

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	2,029,149.	
4 Dividends and interest from securities				14	1,729,667.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income				15	4,696.	
8 Gain or (loss) from sales of assets other than inventory				18	2,960,819.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b EDUCATION PROG. _____						87,723.
c MISC. INCOME _____				01	191.	
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					6,724,522.	87,723.
13 Total. Add line 12, columns (b), (d), and (e)					13 6,812,245.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	191.	59,866.	
EDUCATIONAL PROGRAMS INCOME	87,723.		87,723.
ROYALTY INCOME	2,201.	2,201.	
GROSS LEASE BONUS REVENUE	2,495.	2,495.	
TOTALS	<u>92,610.</u>	<u>64,562.</u>	<u>87,723.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	53,251.	2,663.		50,588.
TOTALS	<u>53,251.</u>	<u>2,663.</u>		<u>50,588.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEES	180,164.	170,246.		
CUSTODIAL FEES	48,624.	48,625.		
OTHER PROFESSIONAL FEES	10,759.	538.		10,221.
TOTALS	<u>239,547.</u>	<u>219,409.</u>		<u>10,221.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAXES	330,506.			
PAYROLL TAXES	41,484.			41,484.
FOREIGN TAXES	2,791.	2,791.		
TOTALS	<u>374,781.</u>	<u>2,791.</u>		<u>41,484.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COMPUTER MAINT.	17,527.	876.		16,651.
DUES & SUBS	20,553.	1,028.		19,454.
EDUCATIONAL PROGRAMS EXPENSE	139,606.		87,723.	51,773.
INSURANCE	22,584.	1,129.		21,455.
TELEPHONE	14,475.	724.		13,751.
OFFICE SUPPLIES	7,241.	362.		6,879.
POSTAGE	2,277.	114.		2,027.
PORTFOLIO EXP. - FLOW THROUGH		121,965.		
MISCELLANEOUS	1,059.	53.		1,007.
TOTALS	<u>225,322.</u>	<u>126,251.</u>	<u>87,723.</u>	<u>132,997.</u>

Sarkeys Foundation
EIN: 73-0736496
30-Nov-13

ATTACHMENT 6

FORM 990-PF, PART I, LINE 19 AND PART II, LINE 14

Cost

Land	415,872
Furniture & Fixtures	379,781
Computer Equipment	94,614
Building	<u>1,951,252</u>
TOTAL	<u>2,841,519</u>

Accumulated Depreciation	<u>(1,068,795)</u>
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Current Year Depreciation Expense	<u>60,367</u>
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PO Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/13

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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ATTACHMENT 7

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
STOCKS							
COMMON STOCKS							
MATERIALS							
3,936	MONSANTO CO	6,769 .00	446,066.88 305,642.70	113.330 77.653	.44	1.52	61166W-10-1 MON
	TOTAL MATERIALS	6,769 .00	446,066.88 305,642.70		.44	1.52	
INDUSTRIALS							
2,043	BOEING CO	3,963 990.85	274,272.75 147,125.79	134.250 72.015	.27	1.45	097023-10-5 BA
979	CANADIAN PACIFIC RAILWAY LTD	1,300 .00	150,648.52 115,538.91	153.880 118.017	.15	.86	13645T-10-0 CP
574	CUMMINS INC	1,435 358.75	75,974.64 77,491.08	132.360 135.002	.07	1.89	231021-10-6 CMI
2,098	FASTENAL CO	2,098 .00	97,619.94 104,797.19	46.530 49.951	.10	2.15	311900-10-4 FAST
1,138	PRECISION CASTPARTS CORP	136 .00	294,116.10 157,572.95	258.450 138.465	.29	.05	740189-10-5 PCP
945	ROLLS-ROYCE HOLDINGS PLC	0 615.19	95,586.75 75,637.43	101.150 80.040	.09		775781-20-6 RYCEY
1,173	UNION PACIFIC CORP	3,706 926.67	190,072.92 100,106.03	162.040 85.342	.19	1.95	907818-10-8 UNP
2,157	UNITED TECHNOLOGIES CORP	5,090 1,270.47	239,125.02 170,562.18	110.860 79.074	.24	2.13	913017-10-9 UTX
	TOTAL INDUSTRIALS	17,728 4,161.93	1,417,416.64 948,831.56		1.39	1.25	

ATTACHMENT 7
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SCHEDULE A - ASSETS AND LIABILITIES
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FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
CONSUMER DISCRETION							
2,050	MICHAEL KORS HOLDINGS LTD	0 .00	167,177.50 150,395.89	81.550 73.364	.16		G60754-10-1 KORS
1,787	AMAZON.COM INC	0 .00	703,398.94 340,021.03	393.620 190.275	.69		023135-10-6 AMZN
3,864	THE WALT DISNEY CO.	2,898 .00	272,566.56 159,818.00	70.540 41.361	.27	1.06	254687-10-6 DIS
1,212	DISCOVERY COMMUNICATIONS - A	0 .00	105,771.24 99,168.89	87.270 81.823	.10		25470F-10-4 DISCA
3,978	DUNKIN BRANDS GROUP INC	3,023 .00	194,842.44 110,170.77	48.980 27.695	.19	1.55	265504-10-0 DNKN
2,869	EBAY INC	0 .00	144,941.88 144,340.08	50.520 50.310	.14		278642-10-3 EBAY
8,973	INDITEX SA	3,149 .00	286,741.19 189,970.68	31.956 21.171	.28	1.10	455793-10-9 IDEXY
4,390	NIKE INC -CL B	4,214 .00	347,424.60 174,287.71	79.140 39.701	.34	1.21	654106-10-3 NKE
698	RALPH LAUREN CORP	1,256 .00	122,310.54 80,627.83	175.230 115.513	.12	1.03	751212-10-1 RL
2,851	STARBUCKS CORP	2,965 .00	232,242.46 177,450.99	81.460 62.242	.23	1.28	855244-10-9 SBUX
3,961	SWATCH GROUP AG	823 .00	130,186.19 114,769.54	32.867 28.975	.13	.63	870123-10-6 SWGAY
6,328	TJX COMPANIES INC	3,670 917.56	397,904.64 283,517.79	62.880 44.804	.39	.92	872540-10-9 TJX
825	TESLA MOTORS	0 .00	105,006.00 136,923.68	127.280 165.968	.10		88160R-10-1 TSLA
2,326	TWENTY-FIRST CENTURY FOX INC	581 .00	77,897.74 81,262.02	33.490 34.936	.08	.75	90130A-10-1 FOXA



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SCHEDULE A - ASSETS AND LIABILITIES
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ATTACHMENT 7

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	ACCURAL	MARKET VALUE BOOK	MARKET PRICE BOOK	PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
1,764	UNDER ARMOUR INC-CLASS A	0	142,354.80	80.700	80.049		.14		904311-10-7 UA
		.00	141,206.54						
		22,579	3,430,766.72				3.37	0.66	
		917.56	2,383,931.44						
	TOTAL CONSUMER DISCRETION								
	CONSUMER STAPLES								
2,557	COSTCO WHOLESALE CORP	3,170	320,724.51	125.430			.32	.99	22160K-10-5 COST
		.00	197,708.80	77.321					
1,244	DIAGEO PLC-SPONSORED ADR	3,729	158,821.48	127.670			.16	2.35	25243Q-20-5 DEO
		.00	149,457.49	120.143					
3,864	ESTEE LAUDER COMPANIES-CL A	3,091	289,645.44	74.960			.28	1.07	518439-10-4 EL
		772.80	195,039.70	50.476					
7,101	MONDELEZ INTL INC	3,976	238,096.53	33.530			.23	1.67	609207-10-5 MDLZ
		.00	199,931.43	28.155					
2,377	MONSTER BEVERAGE CORP	0	140,670.86	59.180			.14		611740-10-1 MNST
		.00	138,375.00	58.214					
970	SPROUTS FARMERS	0	36,704.80	37.840			.04		85208M-10-2 SPM
		.00	40,441.91	41.693					
3,323	WHOLE FOODS MARKET INC	1,595	188,081.80	56.600			.18	.85	966837-10-6 WFM
		.00	67,758.83	20.391					
	TOTAL CONSUMER STAPLES	15,561	1,372,745.42				1.35	1.13	
		772.80	988,713.16						
	ENERGY								
2,786	CONCHO RESOURCES INC	0	289,548.98	103.930			.28		20605P-10-1 CXO
		.00	236,508.55	84.892					
431	EOG RESOURCES INC	323	71,115.00	165.000			.07	.45	26875P-10-1 EOG
		.00	72,276.74	167.695					

ATTACHMENT 7
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**SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/13**

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BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
0	ENBRIDGE INC	0	.00	41.340			29250N-10-5 ENB
485.81			.00				
2,994	FMC TECHNOLOGIES INC	0	144,011.40	48.100	.14		30249U-10-1 FTI
		.00	156,898.05	52.404			
2,233	SCHLUMBERGER LTD	2,791	197,441.86	88.420	.19	1.41	806857-10-8 SLB
		.00	169,277.03	75.807			

	TOTAL ENERGY	3,114	702,117.24		.69	0.44	
		485.81	634,960.37				
FINANCIALS							
1,452	AMERICAN TOWER CORP COM REIT	1,626	112,922.04	77.770	.11	1.44	03027X-10-0 AMT
		.00	91,022.75	62.688			
1,230	GOLDMAN SACHS GROUP INC	2,706	207,796.20	168.940	.20	1.30	38141G-10-4 GS
		676.50	152,517.62	123.998			
858	MASTERCARD INC - CLASS A	2,059	652,774.98	760.810	.64	.32	57636Q-10-4 MA
		.00	261,861.43	305.200			
5,106	MORGAN STANLEY	1,021	159,817.80	31.300	.16	.64	617446-44-8 MS
		.00	92,178.24	18.053			
1,614	VISA INC-CLASS A SHARES	2,582	328,384.44	203.460	.32	.79	92826C-83-9 V
		645.60	146,768.09	90.934			

	TOTAL FINANCIALS	9,994	1,461,695.46		1.44	0.68	
		1,322.10	744,348.13				
HEALTHCARE							
4,524	ABBOTT LABORATORIES	3,981	172,771.56	38.190	.17	2.30	002824-10-0 ABT
		.00	156,855.56	34.672			
2,015	ALEXION PHARMACEUTICALS INC	0	250,867.50	124.500	.25		015351-10-9 ALXN
		.00	167,077.34	82.917			



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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK	MARKET PRICE BOOK	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
3,125	ALLERGAN INC	625 156.25	303,281.25 263,606.62	97.050 84.354	.30	.21	018490-10-2 AGN
1,431	BIOGEN IDEC INC	0 .00	416,378.07 205,651.38	290.970 143.712	.41		09062X-10-3 BIIB
4,944	BRISTOL-MYERS SQUIBB CO	6,921 .00	254,022.72 215,419.86	51.380 43.572	.25	2.72	110122-10-8 BMY
1,516	CELGENE CORP	0 .00	245,243.32 182,844.08	161.770 120.610	.24		151020-10-4 CELG
2,541	EXPRESS SCRIPTS HOLDING CO	0 .00	171,136.35 138,303.59	67.350 54.429	.17		30219G-10-8 ESRX
6,477	GILEAD SCIENCES INC	0 .00	484,544.37 247,756.89	74.810 38.252	.48		375558-10-3 GILD
2,319	ILLUMINA INC	0 .00	227,262.00 128,206.37	98.000 55.285	.22		452327-10-9 ILMN
1,479	MERCK & CO INC/NJ	2,603 .00	73,698.57 72,730.10	49.830 49.175	.07	3.53	58933Y-10-5 MRK
1,124	NOVO-NORDISK A/S-SPONS ADR	2,544 .00	200,892.52 154,142.32	178.730 137.137	.20	1.27	670100-20-5 NVO
1,418	PERRIGO CO	510 127.62	221,052.02 163,972.60	155.890 115.637	.22	.23	714290-10-3 PRGO
3,119	VERTEX PHARMACEUTICALS INC	0 .00	216,520.98 101,728.32	69.420 32.616	.21		92532F-10-0 VRTX
TOTAL HEALTHCARE		17,184 283.87	3,237,671.23 2,198,295.03		3.18	0.53	
INFORMATION TECHNOLOGY							
1,294	STRATASYS LTD	0 .00	152,394.38 130,498.58	117.770 100.849	.15		M85548-10-1 SSYS



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SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/13

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
2,852	ADOBE SYSTEMS INC	0 .00	161,936.56 155,834.15	56.780 54.640	.16		00724F-10-1 ADBE
1,348	APPLE INC COM	16,445 .00	749,582.36 305,475.95	556.070 226.614	.74	2.19	037833-10-0 AAPL
2,940	ARM HOLDINGS PLC-SPONS ADR	593 .00	146,706.00 95,124.17	49.900 32.355	.14	.40	042068-10-6 ARMH
6,194	FACEBOOK INC-A	0 .00	291,179.94 205,826.05	47.010 33.230	.29		30303M-10-2 FB
826	FIREEYE INC	0 .00	31,693.62 30,274.64	38.370 36.652	.03		31816Q-10-1 FEYE
641	GOOGLE INC-CL A	0 .00	679,197.19 375,026.22	1,059.590 585.064	.67		38259P-50-8 GOOG
2,258	INTUIT INC	1,716 .00	167,611.34 135,353.88	74.230 59.944	.16	1.02	461202-10-3 INTU
1,390	LINKEDIN CORP A	0 .00	311,401.70 112,940.09	224.030 81.252	.31		53578A-10-8 LNKD
823	NCR CORPORATION	0 .00	28,763.85 32,549.39	34.950 39.550	.03		62886E-10-8 NCR
511	NETFLIX INC	0 .00	186,923.80 127,569.69	365.800 249.647	.18		64110L-10-6 NFLX
242	PRICELINE.COM INC	0 .00	288,543.86 147,120.53	1,192.330 607.936	.28		741503-40-3 PCLN
1,550	RACKSPACE HOSTING INC	0 .00	59,225.50 80,534.45	38.210 51.958	.06		750086-10-0 RAX
4,211	RED HAT INC	0 .00	197,285.35 196,062.95	46.850 46.560	.19		756577-10-2 RHT
5,172	SALESFORCE.COM INC	0 .00	269,409.48 179,992.58	52.090 34.801	.26		79466L-30-2 CRM



PO Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/13

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
2,597	SPLUNK INC	0 .00	187,399.52 83,492.77	72.160 32.150	.18		848637-10-4 SPLK
496	TABLEAU SOFTWARE INC	0 .00	32,507.84 30,657.96	65.540 61.810	.03		87336U-10-5 DATA
894	TRIPADVISOR INC	0 .00	78,958.08 67,137.25	88.320 75.098	.08		896945-20-1 TRIP
1,102	TWITTER INC	0 .00	45,810.14 36,574.38	41.570 33.189	.05		90184L-10-2 TWTR
3,010	VMWARE INC- CL A	0 .00	242,696.30 253,937.70	80.630 84.365	.24		928563-40-2 VMW
1,524	WORKDAY INC-A	0 .00	125,501.40 80,439.78	82.350 52.782	.12		98138H-10-1 WDAY
TOTAL INFORMATION TECHNOLOGY		18,754 .00	4,434,728.21 2,862,423.16		4.36	0.42	
TOTAL COMMON STOCKS		111,683 7,944.07	16,503,207.80 11,067,145.55		16.22	0.68	
POOLED EQUITY FUNDS							
101,935.922	DODGE & COX STK	213,555 .00	16,798,020.59 11,916,377.23	164.790 116.901	16.51	1.27	256219-10-6 DODGX
201,894.359	HARTFORD GBL REAL ASST-Y	20,068 .00	2,067,398.24 2,244,692.37	10.240 11.118	2.03	.97	41664M-55-7 HRLYX
599,716.272	TEMPLETON INSTL FGN EQTY#454	352,033 .00	13,889,428.86 12,544,761.18	23.160 20.918	13.65	2.53	880210-50-5 TFEQX
63,586.156	VANGUARD TOTAL INTL STK-INST #1869	218,927 .00	7,097,486.73 6,531,395.46	111.620 102.717	6.98	3.08	921909-78-4 VTSNX
115,202.992	VANGUARD SM CAP INDEX-SIG	74,651 .00	5,403,020.32 4,308,626.09	46.900 37.400	5.31	1.38	922908-42-1 VSISX



PO Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/13

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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ATTACHMENT 7

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL INCOME CURRENT	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
TOTAL POOLED EQUITY FUNDS							
		879,234	45,255,354.74		44.49	1.94	
		.00	37,545,852.33				
TOTAL STOCKS							
		990,917	61,758,562.54		60.71	1.60	
		7,944.07	48,612,997.88				
FIXED INCOME SECURITIES							
POOLED FIXED INCOME FUNDS							
537,067.745	PIMCO SHORT TERM-INST #0037	70,972	5,306,229.32	9.880	5.22	1.34	693390-60-1 PTSHX
		4,958.87	5,350,369.37	9.962			
1,517,786.520	VANGUARD TOT BD MKT INDX-INST #0222	433,292	16,179,604.30	10.660	15.91	2.68	921937-50-4 VBPIX
		35,931.78	16,941,196.08	11.162			
TOTAL POOLED FIXED INCOME FUNDS							
		504,264	21,485,833.62		21.12	2.35	
		40,890.65	22,291,565.45				
TOTAL FIXED INCOME SECURITIES							
		504,264	21,485,833.62		21.12	2.35	
		40,890.65	22,291,565.45				
LIMITED PARTNERSHIPS							
5,185,178.920	CHAMPLAIN MID CAP FUND LLC	0	5,185,178.92	1.000	5.10		BAA130-58-8
		.00	5,166,588.49	.996			
10,684,806	GROSVENOR INST PARTNERS LP FUND	0	10,684,806.00	1.000	10.50		HAC103-19-9
		.00	10,684,806.00	1.000			
TOTAL LIMITED PARTNERSHIPS							
		0	15,869,984.92		15.60	0.00	
		.00	15,851,394.49				

Other Investments
Line 13, Part II

ATTACHMENT 7
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P.O. Box 1270 | Tulsa, OK 74101-1270

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 11/30/13

ACCOUNT NO. 71-4013-00-0

BANK OF OKLAHOMA, N.A. CUSTODIAN
FOR SARKEYS FOUNDATION-CONSOLIDATED

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ATTACHMENT 7

FACE AMOUNT/ NO. SHARES	DESCRIPTION	ANNUAL CURRENT	INCOME ACCRUAL	MARKET VALUE BOOK VALUE	MARKET PRICE BOOK PRICE	% OF ACCT	% YLD TO MKT	SEC NUMB TICKER
ALTERNATIVE INVESTMENTS								
OPEN END MUTUAL FUNDS								
196,583.498	PIMCO ALL ASSET-INST	FD#0034	130,138	2,431,737.87	12.370	2.39	5.35	722005-62-6 PAAIX
			.00	2,375,645.81	12.085			
TOTAL OPEN END MUTUAL FUNDS								
			130,138	2,431,737.87		2.39	5.35	
			.00	2,375,645.81				
TOTAL ALTERNATIVE INVESTMENTS								
			130,138	2,431,737.87		2.39	5.35	
			.00	2,375,645.81				
CASH AND EQUIVALENTS								
175,183.400	CAVANAL HILL CASH MNG ADMIN	FD#0001	17	175,183.40	1.000	.17	.01	14956P-83-6 APCXX
			2.22	175,183.40	1.000			
TOTAL CASH AND EQUIVALENTS								
			17	175,183.40		.17	0.01	
			2.22	175,183.40				
CASH								
			0	.00	.000			
			.00	.00	.000			
TOTAL CASH								
			0	.00		.00	0.00	
			.00	.00				
NET ASSETS								
			1,625,336	101,721,302.35				
			48,836.94	89,306,787.03				
NET ASSETS & ACCRUALS								
				101,770,139.29				

Σ A = 64,190,301 Corp. Stock, Ln 10b.
Σ B = 21,485,834 Corp. Bonds, Ln 10c.

ATTACHMENT 7
Page 9 of 9

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EXCISE TAX RECEIVABLE	31,416.	17,947.	17,947.
ACCRUED INTEREST	9,721.	7,946.	7,946.
ACCRUED DIVIDENDS	41,885.	41,268.	41,268.
DEFERRED EXCISE TAXES	28,433.		
TOTALS	<u>111,455.</u>	<u>67,161.</u>	<u>67,161.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DEFERRED FEDERAL EXCISE TAX		223,462.
TOTALS		<u>223,462.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	10,383,444.
TOTAL	<u>10,383,444.</u>

SARKEYS FOUNDATION

73-0736496

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KIM HENRY 530 E. MAIN NORMAN, OK 73071	EXECUTIVE DIRECTOR 40.00	182,000.	14,224.	0
TERESA ADWAN 530 E. MAIN NORMAN, OK 73071	TRUSTEE, SEC./TREAS. 1.00	12,400.	0	0
DAN LITTLE 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	12,400.	0	0
JOSEPH MORRIS 530 E. MAIN NORMAN, OK 73071	PRESIDENT 1.00	12,400.	0	0
TERRY WEST 530 E. MAIN NORMAN, OK 73071	VICE PRESIDENT 1.00	12,400.	0	0
ELIZABETH BASE 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	12,400.	0	0

SARKEYS FOUNDATION

73-0736496

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CLAY J. CHRISTENSEN 530 E. MAIN NORMAN, OK 73071	BOARD MEMBER 1.00	12,400.	0	0
JOHN BELL 530 E. MAIN NORMAN, OK 73071	TRUSTEE 1.00	12,400.	0	0
JIM LOFTIS 530 E. MAIN NORMAN, OK 73071	BOARD MEMBER 1.00	12,400.	0	0
GRAND TOTALS		<u>281,200.</u>	<u>14,224.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
SUSAN FRANTZ 530 E. MAIN NORMAN, OK 73071	SR. PROGRAM OFFICER 40.00	106,848.	20,611. 0
DIANA HARTLEY 530 E. MAIN NORMAN, OK 73071	PROGRAM OFFICER 40.00	84,769.	7,454. 0
LINDA ENGLISH WEEKS 530 E. MAIN NORMAN, OK 73071	SR. PROGRAM OFFICER 40.00	95,298.	13,397. 0
ANGELA HOLLADAY 530 E. MAIN NORMAN, OK 73071	OFFICE MANAGER 40.00	61,157.	9,861. 0
LORI SUTTON 530 E. MAIN NORMAN, OK 73071	OP OFFICER/EXEC ASST 40.00	51,023.	4,536. 0
	TOTAL COMPENSATION	399,095.	55,859. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JENNISON ASSOCIATES POST OFFICE BOX 533 NEW YORK, NY 10163-0000	INVESTMENT ADVISORY	103,187.
SELLWOOD CONSULTING LLC 6650 SW REDWOOD LN #370 PORTLAND, OR 97224	INVESTMENT ADVISORY	75,000.
	TOTAL COMPENSATION	<u>178,187.</u>

Sarkeys Foundation Grant Guidelines

Proposal deadlines are February 1, 2013 and August 1, 2013, at 5 p.m.

I. Definition

The Sarkeys Foundation is a private, charitable foundation, incorporated under the laws of the State of Oklahoma and operated exclusively for providing support through gifts and grants to charitable, scientific, and educational institutions which are qualified under section 501(c)(3) and which are not private foundations within the meaning of section 509(a) of the Internal Revenue Service Code of 1954 or comparable sections of the Internal Revenue Service Code added at a later date.

II. Governing Body

The Foundation is administered by a Board of Trustees and an Executive Director.

III. Meetings

The Trustees meet quarterly in January, April, July and October. Grant proposals for 2013 will be considered at the April and October meetings.

IV. Response to Inquiries

A response to each request or inquiry will be made by the Foundation within a reasonable time.

V. Proposals

The Trustees invite proposals and applications from qualified charitable institutions. A careful evaluation of each such request will be made. Applicants are required to participate in a pre-grant interview with a program officer, at which time they will receive an access code for the online application. Nonprofit representatives are urged not to wait until the final deadline.

A. Major areas of support by the Sarkeys Foundation include:

1. Education;
2. Social service and human service needs;
3. Cultural and humanitarian programs of regional significance.

B. Needs normally outside the range of support by the Sarkeys Foundation:

1. Local programs appropriately financed within the community;
2. Direct mail solicitations and annual campaigns;
3. Out of state institutions;
4. Hospitals;
5. Operating expenses;
6. Purchase of vehicles,
7. Grants to individuals,
8. Responsibility for permanent financing of a program;
9. Programs whose ultimate intent is to be profit making;
10. Start-up funding for new organizations;
11. Feasibility studies;
12. Grants which trigger expenditure responsibility by Sarkeys Foundation;
13. Direct support to government agencies;
14. Individual public or private elementary or secondary schools, unless they are serving the needs of a special population which are not being met elsewhere; and
15. Religious institutions and their subsidiaries.

VI. Application Frequency

Organizations are limited to one application per calendar year or twelve month period. Organizations with a current grant from Sarkeys Foundation are prohibited from applying for additional funding until final payment has been received.

VII. Content of Proposals

Sarkeys accepts proposals through an online process at www.sarkeys.org. The application for the February 1, 2013 deadline will be available Dec. 3, 2012 and the application for the August 1, 2013 deadline will be available June 1, 2013. A copy of the application form required for submitting proposals to the Sarkeys Foundation may be requested by contacting a program officer. Sarkeys Foundation does not accept faxed or e-mailed proposals.

Below are the primary components of the application:

- Organization Information
- Executive Summary
- Project Information
- Financial and Endowment Information
- Board Information
- Description of the Organization
- Description of the Project
- Collaborative Efforts in Your Community
- Line-item Budget for the Request
- List of Secured Funds and Pledges, Outstanding Requests, and Other Potential Sources of Funding

VIII. Challenge Grants

The Board may, at its discretion, determine to award a grant contingent upon the fulfillment of an institution's additional fund-raising obligation for the project in question within a specified time period.

IX. Proposal Format

Your application must be completed online. You will need to set up an account at www.sarkeys.org. If for some reason, you are not able to complete an application online, contact a program officer for assistance and you will be allowed to mail or deliver a proposal to the Foundation offices at 530 E. Main, Norman, OK 73071.

Sarkeys Foundation

2011 Grant Application

Deadline: February 1, 2011

We require all applicants to work with a program officer prior to submitting the application by calling 405.364.3703 and scheduling a pre-grant interview. You may complete this application and mail it in or you can complete the grant application by visiting our website www.sarkeys.org under the Grant Making tab. You will need the access code and to establish an account, then follow the directions provided

If you are unable to submit an online application, you can mail the completed application with attachments to:

Sarkeys Foundation
530 East Main Street
Norman, Oklahoma 73071

Within the last 90 days with which program officer have you spoken regarding this project?

Diana Hartley

Kim Henry

Susan Frantz

Linda English Weeks

Organization Information

Legal name of the organization

The name of the organization must be the same as the name on the IRS letter that states your organization has tax exempt status.

Employer identification number

Mailing address of the organization

The IRS letter should also reflect the current address of the organization:

Organization Telephone Number Including Area Code:

Fax Number:

Website Address:

Year the organization began:

Mission statement (50 words or less) - *Please list the most current mission statement adopted by the Board BoardSource defines a mission statement as: "Every organization needs to define its fundamental purpose, philosophy, and values. The mission statement clarifies the essence of organizational existence. It describes the needs the organization was created to fill and answers the basic question of why the organization exists."* :

Organization Primary Contact

Please fill in the fields below as they pertain to your organization's CEO.

Primary Contact Name:

Primary Contact Title:

Primary Contact Office Phone Number:

Primary Contact Mobile Phone Number:

Primary Contact E-mail Address:

Is there a change in leadership anticipated?

If yes please explain:

If a change in employment with the CEO occurs during the grant application process, please immediately notify a program officer or your application will not be considered for funding.

Additional Organization Information

A brief description of your activities and the people and geographic area you serve (75 words or less):

How many unduplicated clients/customers were served in the last fiscal year?

General Board Information

How often does your Board meet.

This number will reflect the number of regularly scheduled full Board Meetings, not committee meetings.

How many members constitute a quorum:

How often does your Board review the by-laws:

What are the board term limits established in your by-laws:

Term length:

Number of consecutive terms allowed:

Are term limits consistent for all governing board members.

If not, please explain:

If there are terms limits, are they strictly observed:

If not, please explain:

Has any board member received compensation for services performed for the organization in the past 3 years: yes no

If yes, describe the services performed and the compensation:

Is your organization affiliated with a state-wide or national organization:

yes no

If yes, what is the name of the organization:

If yes, does the local chapter's board have full responsibility for governance and financial issues for that chapter:

SARKEYS FOUNDATION

EIN: 73-0736496

NOVEMBER 30, 2013

ATTACHMENT 14

Please list current board members' *names, city of residence, and profession*:

Example:

Donna Smith, Bethany, OK, Retired School Teacher

Tom Wilson, Elk City, OK, Engineer

Please single space only between each board member on the list.

Board information from the last complete fiscal year (*based on governing board members only*):

How many board members do you have:

What was the total number of volunteer hours in direct service to the organization, not including Board meetings, contributed by your Board in the last fiscal year:

How many of the Board members contributed these hours:

What is the total value of in-kind tangible contributions from your Board:

How many of the Board members made these contributions:

What is the total amount of the Board's personal, out-of-pocket financial contribution for the last complete fiscal year:

How many of the Board members contributed:

How many Board members are active in fundraising on behalf of your organization:

Board financial information for this project:

The total amount of the governing Board's personal, out-of-pocket financial contribution for this project:

The number of Board members contributing:

Employee Information

Number of full time employees:

Number of part time employees:

Please list the top ten paid employees' *names* and *position/titles*:

Collaboration Information:

Sarkeys Foundation encourages collaborative efforts among organizations with similar constituencies or shared goals. We are looking for examples of how your organization coordinates efforts and reduces duplication of services. Please list five organizations/coalitions with whom you have significant working partnerships (not funders) and briefly describe the partnership or joint effort (please limit the description to 50 words or less).

Example. We serve as clinical education sites for two college nursing programs. Nursing students studying the theory and practice of end-of-life care are assigned to our facility as a clinical practicum experience. The knowledge gained from the practicum enables future nurses to meet goals of providing comfort and dignity during the dying process, and our patients receive the benefit of compassionate, loving care from students.

Organization:

Description:

Organization:

Description:

Organization:

Description:

Organization:

Description:

Organization:

Description:

Executive Summary (100 words or less):

This should be a succinct and persuasive summary of the request. The summary forms the reviewers' initial impressions of the application and provides a framework for the readers to visualize the project. The remainder of the proposal serves to deepen and amplify the vision. Pretend that this is the one chance to state your case to someone who knows nothing about your organization or project, so clearly and concisely summarize all key information including the actual dollar amount of this grant request.

Example: Peter's Place is a soup kitchen and food pantry that feeds the hungry and homeless of Tyler every day. Our mission is to provide hot, nutritious meals and groceries. We also welcome our guests into a safe and caring community – for two hours a day, a respite from homelessness, inclement weather, fear of eviction, money worries, and loneliness. In this declining economy, the number of needy people asking for our services is growing. We request \$20,000 to provide weekend grocery bags to 100 new families during the year.

The project is...

Project Information

Program Area:

Total Project Cost:

What is the total cost of the project for which you are seeking funding? If you are asking us to fund a particular piece of a larger campaign or project, give the campaign total:

Request Amount:

Must be above \$10,000. If your request is below this amount, please use the below \$10,000 application.

Geographical Area Served:

This should be the area of Oklahoma in which these funding dollars will be used.

How many people will be impacted by this project:

If the leader/organizer of this project/program is different than the organization's CEO, please enter that contact's information in the fields below. List the person to whom questions regarding the proposal will be addressed. The person named should be an employee or Board member of the organization, not an externally hired consultant. You are responsible for forwarding any correspondence to the appropriate personnel within given deadlines.:

Project Contact Name:

Project Contact Title:

Project Contact Office Phone Number:

Mobile Number:

Project Contact Address:

Project Contact E-mail:

If the office address for the primary contact of the project/program is different than the organization's address, please use the fields below to enter the different information:

Request Office Address:

Request Office Phone Number:

What is the fiscal year-end date of your most recent 990:

(MM/DD/YYYY):

Summary of income and expenses for the last three complete fiscal years. Please enter the beginning and ending dates included in each column.

	<i>Two Years Ago</i>	<i>Previous Year</i>	<i>Most Recent</i>
<i>Year</i>			
Income:			
Contributions & Grants:			
Program Services Revenue:			
Investment Income:			
Other:			
Total Income:	0	0	0
Expenses:			
Salaries & Employee Benefits:			
Program Services:			
Overhead (Rent, Utilities, Supplies, etc.):			
Other:			
Total Expenses:	0	0	0
Excess of Income over (under) Expenses	0	0	0

When did you last comply with the annual requirement to register with the State of Oklahoma as a fund-raising organization as mandated by state law.

(MM/DD/YYYY):

Financial information from the last year – *please use audited numbers that match your organization's 990 information. For more information about how to calculate numbers for these three categories, visit the IRS website at <http://www.irs.gov/pub/irs-pdf/i990.pdf> and look at page 35 or Part IX:*

Percent of the budget which is spent on fundraising

Percent of the budget spent on program services

Percent of the budget spent on management & general expenses

Total % of the budget for management & general expenses, fundraising, and program services

Please indicate the approximate percentage of your organization's funding from:

Religious Organizations	Individual Donors
Civic Clubs	Private Foundations
Corporate Donors	Special Events
Endowment/Interest Income	United Way
Fees for services/products	Government Grants
Government Contracts	
Other (please specify)	Total

Please indicate the dollar amount of coverage of each of the following:

Directors and Officers Liability Insurance:

General Liability Insurance:

Fundraising Information:

Is any staff person receiving additional compensation for fundraising activities:

If so, under what terms:

Is any board member receiving compensation of any type for fundraising activities:

If so, under what terms:

Has an outside consultant been hired to help raise the funds for this project:

If so, who is it:

What are the terms of the contract – *Please include how much the consultant is receiving per hour or per project and how many hours per week they are working for your organization:*

Endowment Information:

Does your organization have an endowment – *Answer yes if you have a formally established endowment, which is a fund designated by a donor or donors as permanently restricted from which only the income is available for use as determined by the board of directors. An endowment is not funds set aside by the board as a “rainy-day” fund :*

yes no

If yes, please answer the following questions:

How much is it:

Where is it held:

Total endowment earnings (or losses) for the last fiscal year:

Amount of earnings available for expenditure:

Required Attachments:

1. A one to two page description of your organization (not project). *We suggest adding some brief historical information about how the organization was started, major milestones you have achieved, and the types of programs and services you now provide.*
2. A three to four page narrative description of your project (not your organization) including the following:
 - a. An account of the problem or need. *Please provide a thorough explanation of the problem or need in your community. We discourage use of statistics unless they have relevance to your project*
 - b. An explanation of how the project will solve or alleviate the problem. *This portion should provide a clear picture of what you hope to accomplish with this grant.*
 - c. A summary of how the project relates to or helps fulfill your mission. *This section of the application should clearly tie the project back to your mission statement and your organization's strategic goals.*
 - d. An account of your organization's qualifications to address that problem or need. *Please avoid listing all the staff and their academic degrees, instead tell us what makes your organization qualified to tackle this issue. This could be based on previous successes, collaborations with other nonprofits, strategic goals based on board priorities, etc.*
 - e. How do you define success? How do you know when you achieve success? How do you know you are on track? *The terminology used most often around this question is outcomes. We are simply asking for you to tell us what behaviors you are hoping to change and how you plan to track it. If you're asking for a piece of equipment, this is where you will tell us how it will help you with effectiveness and efficiency.*
 - f. A time frame for the project. *Please provide a start date, major milestones you expect, and an end date.*
 - g. A description of how ongoing or future needs will be funded after the grant ends.
3. A line-item budget for the project. *We expect a detailed budget that breaks down expenses into categories. If you are asking for a portion of a project, make sure you identify how you expect to use Sarkeys funds.*
4. In one document please clearly identify the three following areas:
 - a. A list of secured funds and pledges for this project.
 - b. A list of all outstanding requests and their amounts for this project.
 - c. A list of other potential sources of funding, if any, for this project.
5. A complete copy of the IRS tax exempt determination letter stating that your organization is not a private foundation and that it has Internal Revenue Service Code section 501(c)(3) status.
6. A copy of your organization's most recent audit and management letter (within the last two fiscal years). If the organization's yearly income or total assets are less than \$500,000 a financial statement signed by the board treasurer is required in lieu of an audit.

Sarkeys Foundation
11/30/2013

Attachment 15

EIN: 73-0736496

Grants Paid During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
Oklahoma Medical Research Foundation 825 NE 13th Street Oklahoma City, OK 73104	509(a)(1)	Cancer Research	\$200,000	11/21/2013
Dean A. McGee Eye Institute 608 Stanton L. Young Boulevard Oklahoma City, OK 73104	509(a)(1)	Resident Microsurgical Laboratory	\$150,000	11/21/2013
Calm Waters Center for Children and Families 4334 Northwest Expressway, Suite 101 Oklahoma City, OK 73116	509(a)(1)	Free Children's Grief Support Groups	\$25,000	11/5/2013
Camp Fire - Green Country Council 706 S. Boston Avenue Tulsa, OK 74119-1610	509(a)(1)	Camp Waluhili Capital Improvement Plan	\$24,360	11/5/2013
CASA of Oklahoma County Inc. 5905 N. Classen Court, Room 302 Oklahoma City, OK 73118	509(a)(1)	Recruitment, Retention and Training of Qualified Advocate Volunteers to Represent Best Interest	\$35,000	11/19/2013
Child Abuse Network 2829 S Sheridan Road Tulsa, OK 74129	509(a)(1)	Medical Evaluations Program	\$20,000	11/5/2013
Christian Helping Hands of Comanche Inc. 115 N. 2nd Street Comanche, OK 73529	509(a)(1)	Materials to move and expand our food pantry	\$10,000	11/5/2013
Crosstown Learning Center, Inc. 2501 East Archer Tulsa, OK 74110	509(a)(1)	Assistance with cost of groceries to help feed our children and staff.	\$20,000	11/19/2013
Daily Living Centers PO Box 608 3000 N Rockwell Ave Bethany, OK 73008	509(a)(1)	Scholarships to help pay for Day Care to assist older adults in meeting their essential needs and quality of life who financially can't afford it.	\$20,000	11/5/2013
Domestic Violence Intervention Services 4300 South Harvard Avenue Tulsa, OK 74135	509(a)(1)	ReBuilding Lives Capital Campaign	\$300,000	11/19/2013

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Grants Paid During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
Family Builders, Inc. 415 NW 5th Street Oklahoma City, OK 73102	509(a)(1)	start up costs for kids child abuse prevention puppet program	\$45,000	11/5/2013
Hospice of Green Country 1120 S Boston Avenue, Suite 200 Tulsa, OK 74119	509(a)(2)	Courtesy Care Expansion	\$35,000	11/5/2013
Iron Gate 501 S. Cincinnati Avenue Tulsa, Oklahoma 74103	509(a)(1)	Feeding the hungry of Tulsa	\$30,000	11/5/2013
Junior Achievement of Oklahoma 5400 N. Grand Ave. Suite 230 Oklahoma City, OK 73112	509(a)(1)	Educational program expenses including supplies and materials, travel expenses, and staff time.	\$10,000	11/5/2013
Katheryne B. Payne Education Center 10404 Vineyard Blvd., Ste A Oklahoma City, OK 73120	509(a)(2)	Professional Development for Teachers in Reading Instruction	\$30,000	11/5/2013
KIPP Tulsa Academy College Preparatory Inc 1661 East Virgin Street Tulsa, OK 74106	509(a)(1)	Curriculum and technology for the Authentic Literacy campaign	\$20,000	11/5/2013
Lilyfield Inc 501 E 15th Street, Suite 500A Edmond, OK 73013	509(a)(1)	Partial salary and needed repairs and refurbishing for living space.	\$25,000	11/5/2013
NAIC-Norman Addiction Information & Counseling 215 W. Linn Street Post Office Box 824 Norman, OK 73070	509(a)(1)	Electronic Health Records System	\$23,000	11/5/2013
Neighborhood Alliance of Okc Inc 1236 Northwest 36th Street Oklahoma City, OK 73118	509(a)(1)	Crime Free Neighborhoods Program	\$8,000	11/5/2013
Northwest Domestic Crisis Services 1024 22nd Street Suite 100 Woodward, OK 73801	509(a)(1)	New Flooring	\$10,000	11/5/2013

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Grants Paid During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
Oklahoma Foundation for the Disabled 8421 N Walker Ave Oklahoma City, OK 73114	509(a)(1)	Client Scholarship Program	\$20,000	11/5/2013
Rebuilding Together Oklahoma City Inc. 730 West Wilshire Blvd, #108 Oklahoma City, OK 73116	509(a)(1)	Roofs for low-income elderly homeowners	\$30,000	11/19/2013
Redeeming The Family Inc P. O. Box 8073 Edmond, OK 73083	509(a)(1)	Videography & lighting expenses, project materials, parent education resources, and postage to conduct the Messages	\$8,500	11/5/2013
Regional Food Bank of Oklahoma 3355 S Purdue Oklahoma City, OK 73179	509(a)(1)	Regional Food Bank School Pantry Program Expansion	\$27,000	11/5/2013
Safenet Services Inc 1219 W. Dupont Claremore, OK 74017	509(a)(1)	Safety First for Children	\$50,000	11/19/2013
San Miguel School Of Tulsa Inc 2444 East Admiral Blvd. Tulsa, OK 74110	509(a)(1)	Learning Language & Literacy Program	\$30,000	11/19/2013
The Silence Foundation Inc 4400 Hemingway Drive, #113 Oklahoma City, OK 73118	509(a)(2)	The Resilience Project at Positive Tomorrows School	\$10,000	11/5/2013
Special Care 12201 N. Western Oklahoma City, OK 73114	509(a)(1)	Scholarship Support	\$50,000	11/19/2013
Street School 1135 S Yale Tulsa, OK 74112	509(a)(1)	Therapeutic Counseling Program	\$20,000	11/5/2013
Teen Court 814 "C" Avenue Lawton, OK 73501	509(a)(1)	Our delinquency prevention program is requesting funds necessary for the assessment and education of 125	\$5,000	11/19/2013
Teen Recovery Solutions, Inc. 720 W. Wilshire Blvd., Suite 101-A Oklahoma City, OK 73116	509(a)(1)	Tuition Scholarships	\$50,000	11/19/2013

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Grants Paid During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
Tulsa Day Center for the Homeless, Inc. 415 W. Archer Street Tulsa, OK 74103	509(a)(1)	Wound care supplies for free Nurses Clinic	\$20,000	11/5/2013
Tulsa Lawyers For Children Inc. P.O. Box 2254 Tulsa, OK 74101-2254	509(a)(1)	Resource Development Officer	\$40,000	11/19/2013
The Urban Mission Inc. 3737 N. Portland Ave. Oklahoma City, OK 73112	509(a)(1)	Food for the Food Resource Center	\$30,000	11/19/2013
YMCA of Greater Oklahoma City 500 N. Broadway, Ste. 500 Oklahoma City, OK 73102	509(a)(1)	Supplies and computer equipment for the YMCA Military Welcome Center	\$10,000	11/19/2013
Oklahoma Center for Nonprofits 720 W. Wlshire Blvd., Ste 115 Oklahoma City, OK 73116	509(a)(1)	sponsorship for the Nonprofit Executive of the Year Award at Vision Award Banquet.	\$5,000	10/3/2013
Oklahoma Eating Disorders Association 6003 N. Robinson Ave., Suite 112 OKC, OK 73118	509(a)(1)	Discretionary Grant	\$500	10/4/2013
The Oklahoma Wondertorium P.O. Box 1299 Stillwater, OK 74076	509(a)(1)	in memory of Ramona Paul	\$250	7/11/2013
Parents Helping Parents Post Office Box 720472 Norman, OK 73070	509(a)(1)	Discretionary Grant	\$500	7/2/2013
Angels Foster Family Network Okc Inc. PO Box 31746 Edmond, OK 73003	509(a)(1)	to recruit, train and mentor our volunteers	\$40,000	5/6/2013
Boys & Girls Club Of Bartlesville 401 S Seminole Ave Bartlesville, OK 74003	509(a)(2)	supplies for child nutrition program	\$12,000	5/6/2013
Boys And Girls Club of Nowata Inc 300 S. Pine Nowata, OK 74048	509(a)(1)	Food, supplies and educational materials for after school program.	\$20,000	5/6/2013

Grants Paid During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
The Bridges Foundation 1345 N. Lewis Ave. Tulsa, OK 74110	509(a)(2)	New Dishwasher & Stove Top Oven	\$1,375	5/6/2013
Center for Children and Families, Inc. 1151 E. Main Street Norman, OK 73071	509(a)(1)	Next Generation CCFI Capital Project	\$200,000	5/6/2013
Oklahoma Center for Nonprofits 1145 S. Utica Ave., Suite 1100 Tulsa, OK 74104	509(a)(1)	Statewide Rural Initiatives for Nonprofit Growth	\$20,000	5/6/2013
A Chance To Change Foundation 5228 Classen Circle Oklahoma City, OK 73118	509(a)(1)	Partial funding for the school based program A Chance to SUCCEED	\$25,000	5/6/2013
Citizens Caring for Children 730 W. Wlishire Creek Boulevard Suite 111 Oklahoma City, OK 73116	509(a)(1)	program and the Addiction Education It's in the Bag supplies	\$17,500	5/6/2013
Consumer Credit Counseling Service of Central Oklahoma 3230 N. Rockwell Ave. Bethany, OK 73008	509(a)(1)	Foreclosure Prevention Counseling	\$10,000	5/6/2013
Education and Employment Ministry, Inc. 14 NE 13th Street Oklahoma City, OK 73104	509(a)(1)	Create a community consortium for comprehensive reentry services.	\$44,900	5/6/2013
Emergency Infant Services 222 South Houston Tulsa, OK 74127	509(a)(1)	Direct Client Services for impoverished children under the age of six.	\$45,000	5/6/2013
Family and Children's Services 2325 S. Harvard Avenue Tulsa, OK 74114	509(a)(1)	WIR Continuing Care Project	\$50,000	5/6/2013
Girl Scouts of Eastern Oklahoma, Inc. 2432 East 51st Street Tulsa, OK 74105	509(a)(1)	Girl Scouts Beyond Bars (GSBB)	\$10,000	5/24/2013

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Grants Paid During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
Good Shepherd Community Clinic 20 12th Ave. NW Ardmore, OK 73401	509(a)(1)	\$20,000 for in-house pharmacy; \$4,800 for eyeglasses	\$24,800	5/9/2013
Great Expectations Foundation 320 NW Ridgeview Way Lawton, OK 73505	509(a)(1)	GE Scholarships for Rural Oklahoma Schools	\$50,000	5/6/2013
Harvest House Outreach Inc 1439 E 71st Street Tulsa, OK 74137	509(a)(1)	Purchase of food for Food Programs	\$11,000	5/9/2013
Health Alliance for the Uninsured, Inc. 5929 N. May Avenue, Suite 511 Oklahoma City, OK 73112	509(a)(1)	Medical Director Support	\$100,000	5/6/2013
Infant Crisis Services 4224 N. Lincoln Blvd. Oklahoma City, OK 73105-5211	509(a)(1)	Supplies for Mobile Baby Food and Diaper Pantry	\$50,000	5/6/2013
Leadership Oklahoma 5500 N. Western, Suite 142 Oklahoma City, OK 73118	509(a)(1)	Youth LOK Class XIII Teambuilding Exercises	\$4,000	5/6/2013
Life Change Ballroom 1004 Fox Lake Lane Edmond, OK 73034	509(a)(1)	Youth Empowerment & Leadership Program (YELP) Scholarships	\$10,000	5/6/2013
Oklahoma Medical Research Foundation 825 NE 13th Street Oklahoma City, OK 73104	509(a)(1)	Cancer Research	\$200,000	5/9/2013
Oklahoma School of Science and Mathematics Foundation 1141 North Lincoln Boulevard Oklahoma City, OK 73104	509(a)(1)	2013 Sarkeys Summer Math Institute	\$35,000	5/6/2013
Palmer Continuum Of Care Inc. 711 S Sheridan Rd Tulsa, OK 74112	509(a)(1)	Privacy doors for therapeutic counseling	\$10,000	5/6/2013

Sarkeys Foundation
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Attachment 15

Grants Paid During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Paid Date</u>
Parent Child Center of Tulsa 1421 South Boston Avenue Tulsa, OK 74119	509(a)(1)	Part-time bilingual parent educator liaison and part-time bilingual family support worker positions for our Home Visitation	\$48,804	5/6/2013
Payne County Youth Services 2224 W. 12th Street Stillwater, OK 74074	509(a)(1)	Transitions Program Funds	\$30,000	5/6/2013
Rebuilding Together Tulsa P.O. Box 52201 Tulsa, OK 74152	509(a)(1)	Roof Repairs	\$30,000	5/6/2013
Thunderbird Challenge Inc., d/b/a Thunderbird Youth Academy Foundation P.O. Box 460 Broken Arrow, OK 74013	509(a)(2)	Director of Resource Development and Communications	\$49,994	5/6/2013
Town and Country School 8906 E. 34th St. Tulsa, OK 74145	509(a)(1)	Convert Kitchen to "Life Skills" Class Room	\$25,000	5/10/2013
The Tristesse Healing Hearts Grief Center, Inc. 3930 E. 31st Street Tulsa, OK 74135	509(a)(1)	Children's Grief Education and Intervention Program in Oklahoma public schools.	\$15,000	5/6/2013
University of Oklahoma Foundation Stephenson Cancer Center PO Box 26901 Oklahoma City, OK 73126-0901	509(a)(1)	Faculty Recruitment and Start-Up Fund and Patient and Family Services Endowment	\$200,000	5/9/2013
White Fields Inc. 7127 County Line Road, N.E. Piedmont, OK 73078	509(a)(1)	White Fields Therapy Program	\$50,000	5/6/2013
William W. Barnes Children's Advocacy Center P.O. Box 1889 Claremore, OK 74018	509(a)(1)	Healing After Child Abuse	\$8,000	5/9/2013

Grants Approved for Future Payment During 2012-2013 Fiscal Year

<u>Grantee Organization</u>	<u>Grantee Tax Status</u>	<u>Grant Purpose</u>	<u>Amount</u>	<u>Scheduled Date</u>
Oklahoma Medical Research Foundation 825 NE 13th Street Oklahoma City, OK 73104	509(a)(1)	Cancer Research	\$200,000	4/5/2017
University of Oklahoma Foundation Stephenson Cancer Center PO Box 26901	509(a)(1)	Faculty Recruitment and Start-Up Fund and Patient and Family Services Endowment	\$200,000	4/5/2017
Oklahoma City, OK 73126-0901 Oklahoma Medical Research Foundation 825 NE 13th Street Oklahoma City, OK 73104	509(a)(1)	Cancer Research	\$200,000	4/5/2016
University of Oklahoma Foundation Stephenson Cancer Center PO Box 26901	509(a)(1)	Faculty Recruitment and Start-Up Fund and Patient and Family Services Endowment	\$200,000	4/5/2016
Oklahoma City, OK 73126-0901 Oklahoma Medical Research Foundation 825 NE 13th Street Oklahoma City, OK 73104	509(a)(1)	Cancer Research	\$200,000	4/5/2015
University of Oklahoma Foundation Stephenson Cancer Center PO Box 26901	509(a)(1)	Faculty Recruitment and Start-Up Fund and Patient and Family Services Endowment	\$200,000	4/5/2015
Oklahoma City, OK 73126-0901 University of Oklahoma Foundation Stephenson Cancer Center PO Box 26901	509(a)(1)	Faculty Recruitment and Start-Up Fund and Patient and Family Services Endowment	\$200,000	4/5/2014
Oklahoma City, OK 73126-0901 Mary Abbott Children's House PO Box 6316	509(a)(1)	Facility Expansion and Renovation	\$50,000	1/1/2014
Norman, OK, 73070-6316 Southeastern Foundation PO Box 4187	509(a)(1)	Montgomery Auditorium Improvement	\$50,000	1/1/2014
Durant, OK, 74701-0000			<u>\$1,500,000</u>	

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30-Nov-13

ATTACHMENT 17

Sarkeys Foundation incurred program expenses during the year in carrying out the following primary activities:

A. In November 2013, the Southwest Regional Leadership Forum for nonprofit organizations, boards, community leaders and volunteers, was hosted by the Foundation . The Forum offered topics in leadership covering such specialized areas as risk management, board roles and responsibilities, ethical practices, development and fundraising, public relations, and strategic planning. Some 600 registrants, presenters and volunteers participated in the two day conference.

Total Southwest Regional Leadership Forum Expenses 140,617

B. The Foundation's conference center, in addition to holding training seminars and workshops, is available for use by nonprofit organizations for meeting space. State-of-the-art audio visual equipment is available to users of the conference center. The Foundation's nonprofit library is also available for research or to hold events for smaller groups.

Total Conference Center Expenses 18,975

C. Property expenses and upkeep of offices plus minor furniture and fixtures and supplies to assist nonprofit organizations, providing office space, and a conference center to public charities. A three-year lease agreement was renewed in 2013 with Big Brothers/Big Sisters of Cleveland County and Meals on Wheels for office space at below market cost. The Sarkeys staff also provides outreach services by conducting nonprofit board trainings, facilitating board retreats, and hosting grant writing workshops.

Direct Charitable activities to support local nonprofits 25,018

Total 184,610

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
51743808.		PUBLICLY TRADED SECURITIES 48782989.					VAR 2,960,819.	VAR
		CAPITAL LOSS PER SCHEDULE K-1					VAR -379,334.	VAR
TOTAL GAIN (LOSS)					<u>2,581,485.</u>	