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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation THE SAMUEL ROBERTS NOBLE FOUNDATION, INC		A Employer identification number 73-0606209						
Number and street (or P O box number if mail is not delivered to street address) 2510 SAM NOBLE PARKWAY		B Telephone number (see instructions) (580) 224-6227						
City or town, state or province, country, and ZIP or foreign postal code ARDMORE, OK 73401		C If exemption application is pending, check here ☐						
Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☒ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☒ Address change	☐ Name change							
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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) ▶ \$ 1,322,307,756.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,345.			
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,053,218.			ATCH 1
4	Dividends and interest from securities	10,479,075.			ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	39,493,968.			
b	Gross sales price for all assets on line 6a	802,884,344.			
7	Capital gain net income (from Part IV, line 2)		41,990,215.		
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. 3	6,786,655.	1,473,790.	6,078,712.	
12	Total. Add lines 1 through 11	59,814,261.	62,095,504.	6,078,712.	
13	Compensation of officers, directors, trustees, etc.	2,192,707.	160,526.		2,026,307.
14	Other employee salaries and wages	18,613,170.	41,000.		18,572,170.
15	Pension plans, employee benefits	-28,280,307.	32,412.		10,385,678.
16a	Legal fees (attach schedule) ATCH. 4	191,193.			180,300.
b	Accounting fees (attach schedule) ATCH. 5	113,732.	17,060.		99,022.
c	Other professional fees (attach schedule) *	5,144,120.	3,980,752.		1,188,628.
17	Interest, ATCH. 7	5,751.			5,751.
18	Taxes (attach schedule) (see instructions) ATCH. 8	8,126,026.	479,876.		2,037.
19	Depreciation (attach schedule) and depletion	7,629,004.			
20	Occupancy	1,399,462.			1,477,833.
21	Travel, conferences, and meetings	852,820.	10,374.		840,964.
22	Printing and publications	130,239.			126,105.
23	Other expenses (attach schedule) ATCH. 9	8,840,203.	667,183.	6,078,712.	2,330,290.
24	Total operating and administrative expenses. Add lines 13 through 23	24,958,120.	5,389,183.	6,078,712.	37,235,085.
25	Contributions, gifts, grants paid	1,989,149.			1,989,149.
26	Total expenses and disbursements. Add lines 24 and 25	26,947,269.	5,389,183.	6,078,712.	39,224,234.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	32,866,992.			
b	Net investment income (if negative, enter -0-)		56,706,321.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		8,898.	51,608.	51,608.
	2	Savings and temporary cash investments		8,334,632.	8,617,603.	8,617,603.
	3	Accounts receivable ▶ 679,776.				
		Less allowance for doubtful accounts ▶		839,726.	679,776.	679,776.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable		1,733,204.	1,530,535.	1,530,535.
	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		167,647.	151,222.	151,222.
	9	Prepaid expenses and deferred charges	ATCH 10	691,386.	735,560.	735,560.
	10 a	Investments - U S and state government obligations (attach schedule), *		18,802,500.	17,483,797.	17,483,797.
	b	Investments - corporate stock (attach schedule) ATCH 12		680,321,756.	808,264,266.	808,264,266.
	c	Investments - corporate bonds (attach schedule) ATCH 13		64,018,046.	55,921,502.	55,921,502.
	11	Investments - land, buildings, and equipment basis ▶ 54,160.				ATCH 14
	Less accumulated depreciation ▶ 44,936.		9,224.	9,224.	4,146,535.	
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	ATCH 15	189,101,428.	216,120,872.	216,120,872.	
14	Land, buildings, and equipment basis ▶ 207,222,902.				ATCH 16	
	Less accumulated depreciation ▶ 80,807,912.		132,085,520.	126,414,990.	207,222,902.	
15	Other assets (describe ▶ ATCH 17)		1,492,700.	1,381,578.	1,381,578.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,097,606,667.	1,237,362,533.	1,322,307,756.	
Liabilities	17	Accounts payable and accrued expenses		10,494,777.	5,336,998.	
	18	Grants payable		585,000.	585,000.	
	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 18)		51,150,922.	19,680,197.	
23	Total liabilities (add lines 17 through 22)		62,230,699.	25,602,195.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,033,293,087.	1,209,436,056.	
	25	Temporarily restricted				
	26	Permanently restricted		2,082,881.	2,324,282.	
	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)		1,035,375,968.	1,211,760,338.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,097,606,667.	1,237,362,533.	

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	1,035,375,968.
2	Enter amount from Part I, line 27a	2	32,866,992.
3	Other increases not included in line 2 (itemize) ▶ ATCH 19	3	143,517,378.
4	Add lines 1, 2, and 3	4	1,211,760,338.
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	1,211,760,338.

**ATCH 11

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	41,990,215.	
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))
2012	48,154,942.	921,295,641.	0.052269
2011	49,636,354.	948,679,081.	0.052322
2010	46,690,504.	897,745,400.	0.052009
2009	49,336,824.	800,029,775.	0.061669
2008	60,453,120.	1,016,200,804.	0.059489
2 Total of line 1, column (d)			2 0.277758
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 0.055552
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,029,293,013.
5 Multiply line 4 by line 3			5 57,179,285.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 567,063.
7 Add lines 5 and 6			7 57,746,348.
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 40,574,330.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see 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	1,134,126.
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	1,134,126.
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	1,134,126.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,050,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,200,000.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	65,874.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 0 Refunded ☐	11	65,874.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ATCH 20	1a	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	1b	X
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
4 a 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
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

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? Website address WWW.NOBLE.ORG	13	X	
14	The books are in care of A. JILL WALLACE Telephone no 580-224-6227 Located at 2510 SAM NOBLE PARKWAY ARDMORE, OK ZIP+4 73401			
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 2013, 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 ATCH 21	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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013? 4b		X

Form 990-PF (2013)

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)?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?

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

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 22		2,192,707.	303,911.	49,895.

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 23		996,625.	214,899.	10,052.

Total number of other employees paid over \$50,000 ☐ 143

Form 990-PF (2013)

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 24		1,909,923.
Total number of others receiving over \$50,000 for professional services		18

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 AGRICULTURAL-ASSISTS OVER 1,500 FARMERS/RANCHERS IN REACHING FINANCIAL, PRODUCTION, STEWARDSHIP & QUALITY OF LIFE GOALS THRU NO-COST CONSULTATION, EDUCATIONAL EVENTS & APPLIED RESEARCH.	12,612,231.
2 FORAGE IMPROVEMENT-CONDUCTS RESEARCH TO TRANSLATE BASIC PLANT SCIENCE RESEARCH INTO IMPROVED PLANT VARIETIES FOR USE BY AG PRODUCERS THRU PLANT BREEDING AND TRAIT INTEGRATION.	10,439,508.
3 PLANT BIOLOGY-CONDUCTS BASIC BIOCHEMICAL, GENETIC AND GENOMIC PLANT RESEARCH FOR CROP IMPROVEMENT AND ENHANCED PRODUCTION.	12,881,677.
4 ADDITIONAL INFORMATION ABOUT NOBLE AND ADMINISTRATIVE EXPENSES AS A PERCENTAGE OF FUNDS SPENT FOR CHARITABLE PURPOSES 6.54% ARE EXPLAINED UNDER GENERAL INFORMATION.	

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 NO PROGRAM RELATED INVESTMENTS WERE MADE IN 2013. SEE GENERAL EXPLANATION ATTACHMENT FOR INFORMATION REGARDING EXPENDITURE RESPONSIBILITY FOR PRIOR YEAR ACTIVITY.	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	1,040,711,472.
b	Average of monthly cash balances	1b	74,621.
c	Fair market value of all other assets (see instructions)	1c	4,181,433.
d	Total (add lines 1a, b, and c)	1d	1,044,967,526.
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	1,044,967,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,674,513.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,029,293,013.
6	Minimum investment return. Enter 5% of line 5	6	51,464,651.

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	51,464,651.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,134,126.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,134,126.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	50,330,525.
4	Recoveries of amounts treated as qualifying distributions	4	3,500.
5	Add lines 3 and 4	5	50,334,025.
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	50,334,025.

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	39,224,234.
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	1,350,096.
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	40,574,330.
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	40,574,330.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				50,334,025.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 10,158,554.				
b From 2009 9,581,612.				
c From 2010 3,319,262.				
d From 2011 3,553,139.				
e From 2012 2,781,075.				
f Total of lines 3a through e	29,393,642.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 40,574,330.				
a Applied to 2012, 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 2013 distributable amount				40,574,330.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013, (If an amount appears in column (d), the same amount must be shown in column (a))	9,759,695.			9,759,695.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,633,947.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	398,859.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	19,235,088.			
10 Analysis of line 9				
a Excess from 2009 9,581,612.				
b Excess from 2010 3,319,262.				
c Excess from 2011 3,553,139.				
d Excess from 2012 2,781,075.				
e Excess from 2013				

Form 990-PF(2013)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

2a 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) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

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

N/A

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

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

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

ATCH 25

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

AN INTRODUCTION LETTER DESCRIBING THE ORGANIZATION AND PROJECT

c Any submission deadlines

DECEMBER 1, MARCH 1, JUNE 1 AND SEPTEMBER 1

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

ATCH 26

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				
ATCH 27				
Total			3a	1,989,149.
b Approved for future payment				
ATCH 28				
Total			3b	585,000.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

JSA

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

- | | | | |
|---|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee A. Jill Wallace

8/12/2014
Date

VP & CFO

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

M. Brandon Young

Preparer's signature

m. 744

Date	
------	--

7-31-14

Check	if
-------	----

self-employed

PTIN	
------	--

P00440841

Firm's name ▶ GRANT THORNTON LLP

Finn's address ► 211 N. ROBINSON, SUITE 1200N
OKLAHOMA CITY, OK

73102

Firm's EIN ▶ 36-6055558

Phone no 405-218-2800

Form 990-PF (2013)

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

- Attach to Form 1041, Form 5227, or Form 990-T.
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
► Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

Employer identification number

THE SAMUEL ROBERTS NOBLE FOUNDATION, INC

73-0606209

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

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	67,879,288.	63,404,070.		4,475,218.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ►				7 4,475,218.

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	735,005,056.	697,442,216.	-47,843.	37,514,997.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ►				16 37,514,997.

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

Schedule D (Form 1041) 2013

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PAGE 141

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

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		4,475,218.
18	Net long-term gain or (loss):			
a	Total for year	18a		37,514,997.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		41,990,215.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000	20	()
-----------	---	-----------	-----

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34), . .	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% ▶	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ▶	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THE SAMUEL ROBERTS NOBLE FOUNDATION, INC

Social security number or taxpayer identification number

73-0606209

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	PUBLICLY TRADED SECURITIES ST			67879288.	61477664.			6,401,624.
	PARTNERSHIP K-1 ST GAIN/ (LOSS)				1,756,838.			-1756838.
	PARTNERSHIP K-1 SECT 1256 ST LOSS				169,568.			-169,568.
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtr- act negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked)►			67879288.	63404070.			4475218.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE SAMUEL ROBERTS NOBLE FOUNDATION, INC

73-0606209

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	NOBLE ENERGY	10/31/1969		7,499,862.	17,505.		-47,843.	7,434,514.
	PUBLICLY TRADED SECURITIES LT			722780343.	697170359.			25609984.
	PARTNERSHIP K-1 LT GAIN			4,724,851.				4,724,851.
	PARTNERSHIP K-1 SECT 1256 LT LOSS				254,352.			-254,352.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				735005056.	697442216		-47,843.	37514997.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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)	
7,499,862.		NOBLE ENERGY 17,505.	65,348.	17,505.	47,843.	D	10/31/1969 7,434,514.	
722780343.		PUBLICLY TRADED SECURITIES LT PROPERTY TYPE: SECURITIES 697170359.				P	25609984.	
67879288.		PUBLICLY TRADED SECURITIES ST PROPERTY TYPE: SECURITIES 61477664.				P	6,401,624.	
		PARTNERSHIP K-1 ST GAIN/(LOSS) PROPERTY TYPE: SECURITIES 1,756,838.				P	-1756838.	
4,724,851.		PARTNERSHIP K-1 LT GAIN PROPERTY TYPE: SECURITIES				P	4,724,851.	
		PARTNERSHIP K-1 SECT 1256 ST LOSS PROPERTY TYPE: SECURITIES 169,568.				P	-169,568.	
		PARTNERSHIP K-1 SECT 1256 LT LOSS PROPERTY TYPE: SECURITIES 254,352.				P	-254,352.	
TOTAL GAIN(LOSS)							<u>41990215.</u>	

FORM 990PF - GENERAL EXPLANATION ATTACHMENTOVERVIEW OF DIRECT CHARITABLE ACTIVITIES
PART IX-A

THE SAMUEL ROBERTS NOBLE FOUNDATION, HEADQUARTERED IN ARDMORE, OKLA., IS AN INDEPENDENT, NONPROFIT INSTITUTE CONDUCTING PLANT SCIENCE RESEARCH AND AGRICULTURAL PROGRAMS TO ENHANCE AGRICULTURAL PRODUCTIVITY, WHICH POSITIVELY IMPACTS AGRICULTURE REGIONALLY, NATIONALLY AND INTERNATIONALLY. FOUNDED IN 1945, THE NOBLE FOUNDATION CONTINUES THE VISION OF ITS FOUNDER, LLOYD NOBLE, TO INFLUENCE AGRICULTURE BY EXPLORING AND IMPROVING PRODUCTION AGRICULTURE TECHNIQUES AND ADVANCING PLANT SCIENCE THROUGH RESEARCH AND DISCOVERY. THE NOBLE FOUNDATION HAS BECOME A LEADING PLANT AND AGRICULTURAL RESEARCH INSTITUTE THAT: (A) CONDUCTS FUNDAMENTAL RESEARCH FOR PLANT GENE/TRAIT DISCOVERY; (B) CONDUCTS FUNDAMENTAL RESEARCH TO PRODUCE CRITICAL, PUBLICLY AVAILABLE GENOMIC/GENETIC RESOURCES FOR RESEARCHERS WORLDWIDE; (C) PERFORMS TRANSLATIONAL AND DEVELOPMENTAL RESEARCH TO INCORPORATE INNOVATIONS AND DISCOVERIES INTO PLANTS; (D) PERFORMS PLANT BREEDING AND DEVELOPMENT; AND (E) EVALUTES AND ASSESSES CROPS AND TECHNOLOGY IN A PRODUCTION AGRICULTURAL ENVIRONMENT FOR PERFORMANCE AND VALUE ASSESSMENT. THESE RESEARCH OPERATIONS COMPLEMENT THE NOBLE FOUNDATION'S AGRICULTURAL PROGRAMS, WHICH INVOLVE LONG-TERM, PROFESSIONAL RELATIONSHIPS WITH REGIONAL AGRICULTURAL PRODUCERS TO ASSIST THEM IN ACHIEVING THEIR INDIVIDUAL PRODUCTION, FINANCIAL AND QUALITY-OF-LIFE GOALS. THE NOBLE FOUNDATION'S OPERATIONS ARE CONDUCTED THROUGH THREE OPERATING DIVISIONS: AGRICULTURAL, PLANT BIOLOGY AND FORAGE IMPROVEMENT. THE NOBLE FOUNDATION EMPLOYS ABOUT 325 STAFF MEMBERS IN THESE OPERATING DIVISIONS AND THEIR SUPPORTING GROUPS, REPRESENTING 25 OR MORE COUNTRIES. AMONG THESE EMPLOYEES, MORE THAN 118 HOLD DOCTORATE LEVEL DEGREES. THESE OPERATIONS ARE BASED ON AN 800 ACRE CAMPUS WHICH INCLUDES MORE THAN 500,000 SQUARE FEET OF RESEARCH AND ADMINISTRATION SPACE AND A COMPLEMENTARY 13,000 ACRES OF FARMS OFFERING DIFFERENT OPERATING CHARACTERISTICS IN SOUTHERN OKLAHOMA. IN 2013, NOBLE FOUNDATION AGRICULTURAL CONSULTANTS AND SCIENTISTS PUBLISHED MORE THAN 93 PEER-REVIEWED ARTICLES IN SCIENTIFICALLY RESPECTED JOURNALS AND, RECEIVED FOUR (4) ISSUED U.S. PATENTS. IN FURTHERANCE OF ITS CHARITABLE MISSION AND ITS COMMITMENT TO ADVANCE THE FIELDS OF PLANT SCIENCE AND PRODUCTION AGRICULTURE, NOBLE FOUNDATION AGRICULTURAL CONSULTANTS AND SCIENTISTS FORMALLY COLLABORATE WITH A BROAD BASE OF ACADEMIC AND GOVERNMENT INSTITUTIONS, PARTICIPATING AS A COLLABORATING INSTITUTION IN THE U.S. DEPARTMENT OF ENERGY'S BIOENERGY SCIENCE CENTER AT THE OAK RIDGE NATIONAL LABORATORY, AND COLLABORATING WITH INSTITUTIONS SUCH AS OKLAHOMA STATE UNIVERSITY, OKLAHOMA COOPERATIVE EXTENSION, UNIVERSITY OF NORTH TEXAS, TEXAS AGRILIFE RESEARCH, TEXAS AGRILIFE EXTENSION SERVICE, UNIVERSITY OF GEORGIA-ATHENS, IOWA STATE UNIVERSITY, CORNELL UNIVERSITY, UNIVERSITY OF KENTUCKY, UNIVERSITY OF CALIFORNIA-LOS ANGELES, UNIVERSITY OF MINNESOTA-TWIN

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

CITIES, UNIVERSITY OF DELAWARE, WEST VIRGINIA UNIVERSITY, UNIVERSITY OF MISSOURI-COLUMBIA, UNIVERSITY OF WISCONSIN, UNIVERSITY OF TENNESSEE, LSU AGRICULTURAL CENTER, OKLAHOMA DEPARTMENT OF AGRICULTURE, FOOD, AND FORESTRY, BOYCE THOMPSON INSTITUTE FOR PLANT RESEARCH, THE DONALD DANFORTH PLANT SCIENCE CENTER, AND THE PLANT BIOLOGY DEPARTMENT OF THE CARNEGIE INSTITUTE FOR SCIENCE. IN SUPPORT OF ITS RESEARCH, THE NOBLE FOUNDATION RECEIVES PUBLIC SUPPORT FROM THE NATIONAL SCIENCE FOUNDATION, THE U.S. DEPARTMENT OF ENERGY, THE U.S. DEPARTMENT OF AGRICULTURE, THE OKLAHOMA CENTER FOR THE ADVANCEMENT OF SCIENCE AND TECHNOLOGY, AND NATIONAL AERONAUTICS AND SPACE ADMINISTRATION. MOREOVER, THROUGH ITS YOUTH OUTREACH PROGRAM, NOBLE ACADEMY, THE NOBLE FOUNDATION IS COLLABORATING WITH LOCAL PUBLIC SCHOOLS, INCLUDING PLAINVIEW MIDDLE SCHOOL, ARDMORE ELEMENTARY AND MIDDLE SCHOOLS AND DICKSON MIDDLE AND HIGH SCHOOLS, AND OTHER NONPROFIT ORGANIZATIONS, FOR EXAMPLE, THE DALLAS ARBORETUM AND BOTANICAL GARDENS, TO SHARE WITH STUDENTS IN GRADES 5-12 THE IMPORTANCE OF AGRICULTURE AND AGRICULTURAL RESEARCH THROUGH HANDS-ON, INTERACTIVE EXPERIENCES. IN FURTHERANCE OF DEVELOPING AND DELIVERING THESE EDUCATIONAL EXPERIENCES, THE NOBLE FOUNDATION FURTHER COLLABORATES WITH THE UNIVERSITY OF OKLAHOMA, THE OKLAHOMA DEPARTMENT OF EDUCATION, THE SOUTHERN OKLAHOMA TECHNOLOGY CENTER, THE OKLAHOMA SCHOOL FOR SCIENCE AND MATHEMATICS, AND OKLAHOMA FARM BUREAU AND THE DALLAS ARBORETUM AND BOTANICAL GARDENS.

SUPPORT FOR OPERATIONS CAUSES OUR FUNDS SPENT FOR OPERATING AND ADMINISTRATIVE COSTS, AS REPORTED ON PART I, TO BE HIGHER THAN AN EXCLUSIVELY GRANTING FOUNDATION. THE CALCULATION BELOW SHOWS HOW OUR ADMINISTRATIVE AND OPERATING COSTS ARE ALLOCATED INTO THE OPERATING GROUPS. OPERATING AND ADMINISTRATIVE COSTS (PART I-LINE 24) \$37,235,085. AMOUNTS PAID TO ACQUIRE ASSETS (PART XII-LINE 2) \$1,350,096 AND GRANTS PAID (PART I-LINE 25) \$1,989,149 EQUAL THE TOTAL AMOUNT PAID FOR CHARITABLE PURPOSES OF \$40,574,330. DIRECT CHARITABLE ACTIVITIES AND ADMINISTRATIVE EXPENSES FOR CHARITABLE PURPOSES (PART IX-A): AGRICULTURAL DIVISION \$12,612,231; FORAGE IMPROVEMENT DIVISION \$10,439,508; AND PLANT BIOLOGY DIVISION \$12,881,677 EQUAL THE TOTAL DIRECT CHARITABLE ACTIVITIES OF \$35,933,416 PLUS CONTRIBUTIONS, GIFTS, GRANTS PAID OF \$1,989,149 EQUAL TOTAL DIRECT CHARITABLE ACTIVITIES AND GRANTS PAID OF \$37,922,565. ADMINISTRATIVE EXPENSES NOT RELATED TO DIRECT OPERATIONS ARE \$2,651,765. ADMINISTRATIVE EXPENSES AS A PERCENTAGE OF FUNDS SPENT FOR CHARITABLE PURPOSES EQUALS 6.54%.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

OKLAHOMA LIFE SCIENCES FUND

PART VII-B, LINE 5(C), PAGE 6 AND PART IX-B-LINE 1

DURING THE TAX YEARS 2002-2004 AND 2006, THE FOUNDATION MADE GRANTS TO AN ORGANIZATION OTHER THAN A CHARITABLE ORGANIZATION DESCRIBED IN SECTION 509(A)(1), (2), OR (3), OR SECTION 4940(D)(2). THOSE GRANTS TOTALING \$1,502,539.90 WERE FOR PROGRAM RELATED INVESTMENT IN THE OKLAHOMA LIFE SCIENCES FUND, LLC. FOLLOWING IS THE REQUIRED EXPENDITURE RESPONSIBILITY REPORT: NAME/ADDRESS OF GRANTEE: OKLAHOMA LIFE SCIENCES FUND, LLC, 800 RESEARCH PKWY STE 385, OKLAHOMA CITY, OK 73102. NO GRANT FUNDS WERE PAID DURING THE REPORTING PERIOD OF 2013. THE PURPOSE OF THE GRANT (PROGRAM-RELATED INVESTMENT) WAS TO ACCOMPLISH THE CHARITABLE PURPOSE OF ADVANCING RESEARCH AND DEVELOPMENT OF TECHNOLOGY IN THE LIFE SCIENCES. THE FOUNDATION CONSIDERS SUCH AN INVESTMENT CRITICAL TO ADVANCING DEVELOPMENTS IN THE LIFE-SCIENCES FIELD, SO AS TO ADVANCE AGRICULTURAL AND MEDICAL RESEARCH IN OKLAHOMA, CONSISTENT WITH ITS EXEMPT PURPOSE. THE GRANTEE EXPENDED THE AMOUNTS AS IT RECEIVED THEM FROM THE FOUNDATION TO ADVANCE RESEARCH IN LIFE SCIENCES AS DISCUSSED ABOVE. TO THE KNOWLEDGE OF THE FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT. THE GRANTEE PROVIDED THE FOUNDATION WITH REPORTS AND OTHER INFORMATION ON THE USE OF FUNDS THAT ENABLED THE FOUNDATION TO VERIFY COMPLIANCE WITH THE TERMS OF THE GRANT, AND THE PROGRESS MADE BY THE GRANTEE TOWARD ACHIEVING THE PURPOSES FOR WHICH THE GRANT WAS MADE. THE FOUNDATION BELIEVES THAT OLSF HAS COMPLIED WITH THE TERMS OF THE GRANT, WITHOUT EXCEPTION. AT THIS POINT, ALL ORIGINAL CAPITAL OF OLSF HAS BEEN INVESTED AND IT IS A MATURE FUND. REPORTS AND INFORMATION/DATES: 2012 ANNUAL REPORT PURSUANT TO REGULATION 53.4945 RECEIVED 5/24/2013. THE FOUNDATION'S VICE PRESIDENT AND GENERAL COUNSEL REVIEWED THE REPORTS UPON RECEIPT. THE INVESTMENT WAS CARRIED AT COST AT DECEMBER 31, 2009 OF \$1,502,540. BASED ON INFORMATION PROVIDED BY THE ADMINISTRATOR OF THE FUND FOR THE YEAR ENDING DECEMBER 31, 2010, THE VALUE WAS WRITTEN DOWN TO \$388,557. NO ADDITIONAL VERIFICATION WAS CONSIDERED NECESSARY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENTDEPRECIATION, AMORTIZATION & ACCRETION SCHEDULE
PART I, LINE 19THE SAMUEL ROBERTS NOBLE FOUNDATION, INC. 73-0606209
DEPRECIATION, AMORTIZATION, AND ACCRETION SCHEDULE

DEPRECIABLE ASSETS SECTION:

DESCRIPTION: CONST IN PROGRESS

DATE IN SERVICE: VARIOUS

COST BASIS: 1,411,948

BEGINNING ACCUMULATED: NONE

ENDING ACCUMULATED: NONE

METHOD: SL LIFE:

CURRENT DEPR EXPENSE: NONE

DESCRIPTION: AIRCRAFT

DATE IN SERVICE: 07/07/2005

COST BASIS: 10,681,565

BEGINNING ACCUMULATED: 8,011,175

ENDING ACCUMULATED: 9,079,331

METHOD: SL LIFE: 10

CURRENT DEPR EXPENSE: 1,068,156

DESCRIPTION: EQUIPMENT

DATE IN SERVICE: VARIOUS

COST BASIS: 24,505,598

BEGINNING ACCUMULATED: 15,233,979

ENDING ACCUMULATED: 16,716,633

METHOD: SL LIFE: 10

CURRENT DEPR EXPENSE: 1,548,217

DESCRIPTION: AUTOMOBILES

DATE IN SERVICE: VARIOUS

COST BASIS: 2,804,847

BEGINNING ACCUMULATED: 2,328,152

ENDING ACCUMULATED: 2,506,735

METHOD: SL LIFE: 5

CURRENT DEPR EXPENSE: 178,583

DESCRIPTION: COMPUTERS

DATE IN SERVICE: VARIOUS

COST BASIS: 3,034,335

BEGINNING ACCUMULATED: 1,187,222

ENDING ACCUMULATED: 1,596,253

METHOD: SL LIFE: 5

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

CURRENT DEPR EXPENSE: 409,031

DESCRIPTION: FENCE
DATE IN SERVICE: 12/31/2007
COST BASIS: 73,217
BEGINNING ACCUMULATED: 18,304
ENDING ACCUMULATED: 21,965
METHOD: SL LIFE: 20
CURRENT DEPR EXPENSE: 3,661

DESCRIPTION: FURNITURE
DATE IN SERVICE: VARIOUS
COST BASIS: 195,183
BEGINNING ACCUMULATED: 46,191
ENDING ACCUMULATED: 68,559
METHOD: SL LIFE: 10
CURRENT DEPR EXPENSE: 22,368

DESCRIPTION: FINE ARTS
DATE IN SERVICE: VARIOUS
COST BASIS: 1,491,683
BEGINNING ACCUMULATED: 967,398
ENDING ACCUMULATED: 1,021,713
METHOD: SL LIFE: 25
CURRENT DEPR EXPENSE: 54,315

DESCRIPTION: ROADS
DATE IN SERVICE: 12/31/2005
COST BASIS: 191,942
BEGINNING ACCUMULATED: 67,180
ENDING ACCUMULATED: 76,777
METHOD: SL LIFE: 20
CURRENT DEPR EXPENSE: 9,597

DESCRIPTION: CAPITALIZED INT
DATE IN SERVICE: 12/31/2002
COST BASIS: 8,901,329
BEGINNING ACCUMULATED: 1,668,935
ENDING ACCUMULATED: 1,902,212
METHOD: SL LIFE: 35
CURRENT DEPR EXPENSE: 233,277

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DESCRIPTION: USC EQUIPMENT
DATE IN SERVICE: VARIOUS
COST BASIS: 79,383
BEGINNING ACCUMULATED: 11,882
ENDING ACCUMULATED: 17,499
METHOD: SL LIFE: 15
CURRENT DEPR EXPENSE: 5,617

DESCRIPTION: BUILDINGS
DATE IN SERVICE: VARIOUS
COST BASIS: 144,386,490
BEGINNING ACCUMULATED: 43,704,053
ENDING ACCUMULATED: 47,800,235
METHOD: SL LIFE: 35
CURRENT DEPR EXPENSE: 4,096,182

DESCRIPTION: LAND
DATE IN SERVICE: VARIOUS
COST BASIS: 9,465,382
BEGINNING ACCUMULATED: NONE
ENDING ACCUMULATED: NONE
METHOD: SL LIFE:
CURRENT DEPR EXPENSE: NONE

DESCRIPTION: NON PRODUCING PROP
DATE IN SERVICE: VARIOUS
COST BASIS: 54,160
BEGINNING ACCUMULATED: 44,936
ENDING ACCUMULATED: 44,936
METHOD: SL LIFE:
CURRENT DEPR EXPENSE: NONE

CURRENT DEPRECIATION: 7,629,004

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

GRANTS AND CONTRIBUTIONS
PART I LINE 25 AND PART XV

NO GRANTS WERE MADE TO ORGANIZATIONS CLASSIFIED AS INTERNAL REVENUE CODE
SECTION 509(A)(3) ORGANIZATIONS.

INTEREST EXPENSE PART I LINE 17
INTEREST EXPENSE OF \$5,751 REPORTED IN PART I, LINE 17 RELATES TO THE
OUTSTANDING LINE OF CREDIT.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	3,053,218.	3,053,218.
PARTNERSHIP K-1 INTEREST INCOME		551,763.
TOTAL	<u>3,053,218.</u>	<u>3,604,981.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	10,479,075.	10,479,075.
PARTNERSHIP K-1 DIVIDEND INCOME		4,547,443.
TOTAL	<u>10,479,075.</u>	<u>15,026,518.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ROYALTY INCOME	500,272.	500,272.	
CATTLE AND PECAN AND OTHER FARM SALES	442,794.		442,794.
EDUCATIONAL SEMINARS-REGISTRATIONS	21,097.		21,097.
OTHER PROGRAM REVENUE	5,524,659.		5,524,659.
LOSS ON SALE OF EXEMPT ASSETS	-31,779.		
OTHER PORTFOLIO INCOME		497,819.	
CLASS ACTION SETTLEMENTS	235,950.	235,950.	
EXTERNAL CORE SERVICE	90,162.		90,162.
K-1 ORDINARY INCOME	3,500.	239,749.	
RECOVERED QUALIFYING DISTRIBUTION			
OTHER MISC INCOME			
TOTALS	<u>6,786,655.</u>	<u>1,473,790.</u>	<u>6,078,712.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EMPLOYEE BENEFIT PLANS	31,260.			31,260.
EMPLOYEE MATTERS	9,831.			9,831.
GENERAL MATTERS	8,127.			8,127.
EMPLOYEE IMMIGRATION SUPPORT	44,486.			44,486.
INTELLECTUAL PROPERTY/PATENTS	87,824.			87,824.
REORGANIZATION	9,665.			9,665.
ACCRUAL TO CASH ADJUSTMENT				-10,893.
TOTALS	<u>191,193.</u>			<u>180,300.</u>

ATTACHMENT 5FORM 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>
AUDIT AND TAX SERVICES	113,732.			113,732.
NET INVESTMENT INCOME ADJ		17,060.		-17,060.
ACCRUAL TO CASH ADJ				2,350.
TOTALS	<u>113,732.</u>	<u>17,060.</u>	<u></u>	<u>99,022.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGER FEES	3,980,752.	3,980,752.	
PROFESSIONAL ADVISORY SERVICES	1,163,368.		1,163,368.
ACCRUAL TO CASH ADJUSTMENT			25,260.
TOTALS	<u>5,144,120.</u>	<u>3,980,752.</u>	<u>1,188,628.</u>

ATTACHMENT 7FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
INTEREST EXPENSE	5,751.	5,751.
TOTALS	<u>5,751.</u>	<u>5,751.</u>

ATTACHMENT 8FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES-INT'L INVESTMENT			
990PF EXCISE TAX	1,123,989.	479,876.	
720 EXCISE TAX	2,037.		2,037.
DEFERRED TAX EXPENSE	7,000,000.		
TOTALS	<u>8,126,026.</u>	<u>479,876.</u>	<u>2,037.</u>

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MEMBERSHIPS/DUES	156,978.	2,428.		156,857.
PHOTOGRAPHY/GRAPHIC SUPPLIES	9,741.			25,545.
UNIFORMS/LAUNDRY	15,362.			15,575.
TRAINING/EMPLOYEE RELATIONS	346,060.			377,451.
COMMUNITY SUPPORT	158,612.			159,112.
PROPERTY INSURANCE	514,498.			501,580.
OFFICE/POSTAGE/PHOTOCOPIER	197,982.			196,153.
LICENSE/PERMIT/BANK FEES	61,085.			53,412.
CREDIT FACILITY FEES	61,202.			58,269.
MACHINE HIRE/CONTRACT LABOR	327,232.			266,926.
EQUIPMENT MAINT AND REPAIR	1,235,616.			1,217,084.
FACILITY MAINTENANCE & REPAIR	302,444.			292,905.
ROAD/LAND/FENCE MTC & REPAIR	37,815.			26,152.
EQUIPMENT/LAND LEASE	18,243.			21,938.
LAWN/SAFETY SUPPLIES	65,597.			57,298.
MATERIALS & SUPPLIES	1,671,853.			1,614,797.
FOOD SERVICE	4,577.			4,697.
VEHICLE OPERATIONS	748,255.			755,695.
LIBRARY SERVICES	86,000.			85,508.
COMPUTER/TECHNOLOGY	623,344.			623,046.
RECRUITING	78,653.			78,590.
FEED/SEED/FERTILIZER	274,199.			335,565.
VETERINARY	33,222.			32,855.
TESTING/EVALUATION SERVICES	206,543.			156,320.
COOPERATIVE RESEARCH PROGRAM	813,547.			702,794.
NON RESIDENT FELLOWS PROGRAM	124,812.			124,812.
SMALL EQUIPMENT UNDER \$5000	666,731.			663,220.
OTHER K-1 EXPENSES		615,459.		
LESS EXPENSE ALLOCATED TO PRGM		49,296.	6,078,712.	-6,273,866.
OIL AND GAS DEPLETION				
TOTALS	8,840,203.	667,183.	6,078,712.	2,330,290.

ATTACHMENT 10FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LIBRARY SUBSCRIPTIONS	240,509.	307,788.	307,788.
AMERICAN NATIVE BEEF COOP	200.	200.	200.
APARTMENT DEPOSITS	260.	260.	260.
BRAMLETT AGENCY INSURANCE	413,418.	384,226.	384,226.
FLIGHT SAFETY TRAINING	20,000.	40,000.	40,000.
PREFUND FSA FOR 2014		3,086.	3,086.
COPYRIGHT	7,580.		
ARBUCKLE LIFE SOLUTIONS	450.		
SIMPLEX GRINNELL	8,969.		
TOTALS	<u>691,386.</u>	<u>735,560.</u>	<u>735,560.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 11

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TOTAL BEGINNING BOOK VALUE	18,061,755.		
FED HM LN PC POOL 848538 2.416		297,432.	297,432.
FED HM LN PC POOL 1Q0723 1% 01		123,930.	123,930.
FED HM LN PC POOL 1B4706 1% 01		267,196.	267,196.
FNMA POOL AL2552 1% 01JUN 2036		378,994.	378,994.
FNMA POOL AL1991 1% 01JUN 2034		284,023.	284,023.
FNMA POOL 845563 1% 01JAN 2036		267,505.	267,505.
FNMA POOL 462085 5.315% 01 NOV		758,552.	758,552.
FNMA POOL 745504 1% 01FEB 2016		1,102,033.	1,102,033.
FANNIE MAE 1.625% 27 NOV 2018		520,622.	520,622.
TREASURY BILL 0.01% 01MAY 2014		303,942.	303,942.
US TREASURY N/B 0.625% 31 DEC		1,912,596.	1,912,596.
US TREASURY N/B 2.625% 15 AUG		2,255,905.	2,255,905.
US TREASURY N/B 0.375% 15 JUN		456,534.	456,534.
US TREASURY N/B 1.25% 31 JUL 2		2,063,302.	2,063,302.
US TREASURY N/B 0.625% 31 MAY		1,466,608.	1,466,608.
US TREASURY N/B 1.75% 15 MAY 2		1,692,183.	1,692,183.
US TREASURY N/B 1.75% 15 MAY 2		1,621,493.	1,621,493.
PROVINCE OF QUEBEC 6.35% 30 JA		415,949.	415,949.
US OBLIGATIONS TOTAL	<u>18,061,755.</u>	<u>16,188,799.</u>	<u>16,188,799.</u>
TOTAL BEGINNING BOOK VALUE	740,745.		
MASSACHUSETTS 5.26% 01OCT 2018		705,889.	705,889.
KENTUCKY ST 3.165% 01 APR 2018		271,816.	271,816.
NEW JERSEY ST 0% 15 FEB 2020		317,293.	317,293.
STATE OBLIGATIONS TOTAL	<u>740,745.</u>	<u>1,294,998.</u>	<u>1,294,998.</u>
US AND STATE OBLIGATIONS TOTAL	<u>18,802,500.</u>	<u>17,483,797.</u>	<u>17,483,797.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TOTAL BEGINNING BOOK VALUE	680,321,756.		
GOODYEAR TIRE + RUBBER CO		1,275,975.	1,275,975.
DELPHI AUTOMOTIVE PLC		1,779,848.	1,779,848.
LEAR CORP		542,499.	542,499.
AVIS BUDGET GROUP INC		319,318.	319,318.
THOR INDUSTRIES INC		555,890.	555,890.
BEACON ROOFING SUPPLY INC		224,360.	224,360.
POOL CORP		492,446.	492,446.
CARMAX INC		315,034.	315,034.
WESCO INTERNATIONAL INC		582,848.	582,848.
STARBUCKS CORP		1,810,809.	1,810,809.
CHIPOTLE MEXICAN GRILL INC		3,995,850.	3,995,850.
LAS VEGAS SANDS CORP		3,060,156.	3,060,156.
BLOOMIN BRANDS INC		323,415.	323,415.
ORIENT EXPRESS HOTELS LTD A		420,995.	420,995.
CARNIVAL CORP		1,385,865.	1,385,865.
ETHAN ALLEN INTERIORS INC		224,652.	224,652.
STANLEY BLACK + DECKER INC		564,830.	564,830.
NVR INC		102,601.	102,601.
STANLEY BLACK + DECKER INC		1,274,902.	1,274,902.
AMAZON.COM INC		677,943.	677,943.
PRICELINE.COM INC		5,347,040.	5,347,040.
AMAZON.COM INC		6,938,946.	6,938,946.
ARCTIC CAT INC		316,809.	316,809.
NEWS CORP CLASS A		125,690.	125,690.
COMCAST CORP CLASS A		1,980,438.	1,980,438.
MCGRAW HILL FINANCIAL INC		508,300.	508,300.
LIBERTY INTERACTIVE CORP A		616,350.	616,350.
CINEMARK HOLDINGS INC		489,118.	489,118.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TWENTY FIRST CENTURY FOX A		981,522.	981,522.
NEWS CORP CLASS A		198,220.	198,220.
LIBERTY MEDIA CORP A		730,053.	730,053.
TIME WARNER INC		1,596,588.	1,596,588.
TIME WARNER CABLE		1,319,770.	1,319,770.
DISH NETWORK CORP A		550,240.	550,240.
TIME WARNER INC		976,080.	976,080.
INTERPUBLIC GROUP OF COS INC		663,750.	663,750.
VALASSIS COMMUNICATIONS INC		1,096,000.	1,096,000.
TARGET CORP		1,480,518.	1,480,518.
KOHL'S CORP		1,055,550.	1,055,550.
GROUP 1 AUTOMOTIVE INC		303,611.	303,611.
SELECT COMFORT CORPORATION		280,497.	280,497.
DSW INC CLASS A		331,585.	331,585.
RENT A CENTER INC		830,166.	830,166.
STAPLES INC		189,091.	189,091.
PETSMART INC		563,813.	563,813.
FIFTH + PACIFIC COS INC		733,762.	733,762.
TIFFANY + CO		732,962.	732,962.
GENESCO INC		216,988.	216,988.
TRACTOR SUPPLY COMPANY		1,450,746.	1,450,746.
OXFORD INDUSTRIES INC		519,918.	519,918.
CHEFS WAREHOUSE INC/THE		105,997.	105,997.
VF CORP		461,316.	461,316.
NIKE INC CL B		3,255,696.	3,255,696.
COACH INC		477,105.	477,105.
SKECHERS USA INC CL A		294,029.	294,029.
GUESS? INC		408,260.	408,260.
WOLVERINE WORLD WIDE INC		497,514.	497,514.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COCA COLA CO/THE	1,239,300.	1,239,300.	1,239,300.
MOLSON COORS BREWING CO B	1,061,235.	1,061,235.	1,061,235.
PEPSICO INC	1,078,220.	1,078,220.	1,078,220.
WALGREEN CO	976,480.	976,480.	976,480.
WAL MART STORES INC	786,900.	786,900.	786,900.
CASEY S GENERAL STORES INC	494,209.	494,209.	494,209.
WAL MART STORES INC	653,127.	653,127.	653,127.
BUNGE LTD	377,706.	377,706.	377,706.
FRESH DEL MONTE PRODUCE INC	285,830.	285,830.	285,830.
KIMBERLY CLARK CORP	1,566,900.	1,566,900.	1,566,900.
PROCTER + GAMBLE CO/THE	976,920.	976,920.	976,920.
COLGATE PALMOLIVE CO	1,173,780.	1,173,780.	1,173,780.
ULTA SALON COSMETICS + FRAGR	2,287,524.	2,287,524.	2,287,524.
ALTRIA GROUP INC	675,664.	675,664.	675,664.
PHILIP MORRIS INTERNATIONAL	697,040.	697,040.	697,040.
WEATHERFORD INTL LTD	371,760.	371,760.	371,760.
SCHLUMBERGER LTD	1,396,705.	1,396,705.	1,396,705.
BAKER HUGHES INC	828,900.	828,900.	828,900.
ATWOOD OCEANICS INC	286,971.	286,971.	286,971.
SCHLUMBERGER LTD	3,487,257.	3,487,257.	3,487,257.
FMC TECHNOLOGIES INC	2,318,124.	2,318,124.	2,318,124.
COBALT INTERNATIONAL ENERGY	1,357,125.	1,357,125.	1,357,125.
MCDERMOTT INTL INC	210,680.	210,680.	210,680.
NOBLE CORP PLC	65,545,447.	65,545,447.	65,545,447.
NATIONAL OILWELL VARCO INC	2,759,691.	2,759,691.	2,759,691.
CHEVRON CORP	462,167.	462,167.	462,167.
CONOCOPHILLIPS	310,860.	310,860.	310,860.
EXXON MOBIL CORP	1,437,040.	1,437,040.	1,437,040.
RANGE RESOURCES CORP	1,686,200.	1,686,200.	1,686,200.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CABOT OIL + GAS CORP	1,259,700.	1,259,700.	1,259,700.
CHEVRON CORP	910,219.	910,219.	910,219.
APPROACH RESOURCES INC	269,385.	269,385.	269,385.
SANCHEZ ENERGY CORP	301,448.	301,448.	301,448.
ATHLON ENERGY INC	559,655.	559,655.	559,655.
KODIAK OIL + GAS CORP	353,956.	353,956.	353,956.
APACHE CORP	558,610.	558,610.	558,610.
EOG RESOURCES INC	671,360.	671,360.	671,360.
KOSMOS ENERGY LTD	1,129,180.	1,129,180.	1,129,180.
BILL BARRETT CORP	196,833.	196,833.	196,833.
MARATHON OIL CORP	833,080.	833,080.	833,080.
OCCIDENTAL PETROLEUM CORP	1,397,970.	1,397,970.	1,397,970.
NOBLE ENERGY INC	121,835,781.	121,835,781.	121,835,781.
SOUTHWESTERN ENERGY CO	2,753,100.	2,753,100.	2,753,100.
CONOCOPHILLIPS	939,645.	939,645.	939,645.
PNC FINANCIAL SERVICES GROUP	1,349,892.	1,349,892.	1,349,892.
SUNTRUST BANKS INC	460,125.	460,125.	460,125.
CULLEN/FROST BANKERS INC	1,488,600.	1,488,600.	1,488,600.
BANK OF NEW YORK MELLON CORP	1,222,900.	1,222,900.	1,222,900.
SOUTHSIDE BANCSHARES INC	1,424,195.	1,424,195.	1,424,195.
US BANCORP	1,010,000.	1,010,000.	1,010,000.
BANCORPSOUTH INC	642,592.	642,592.	642,592.
HANCOCK HOLDING CO	550,200.	550,200.	550,200.
GLACIER BANCORP INC	1,787,400.	1,787,400.	1,787,400.
COMERICA INC	1,026,864.	1,026,864.	1,026,864.
BOK FINANCIAL CORPORATION	795,840.	795,840.	795,840.
BB+T CORP	470,232.	470,232.	470,232.
EVERCORE PARTNERS INC CL A	463,295.	463,295.	463,295.
PROSPERITY BANCSHARES INC	497,612.	497,612.	497,612.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CIT GROUP INC	516,087.	516,087.	516,087.
REGIONS FINANCIAL CORP	1,063,175.	1,063,175.	1,063,175.
HANCOCK HOLDING CO	354,329.	354,329.	354,329.
COMMUNITY BANK SYSTEM INC	531,712.	531,712.	531,712.
COLUMBIA BANKING SYSTEM INC	517,463.	517,463.	517,463.
SUNTRUST BANKS INC	1,413,504.	1,413,504.	1,413,504.
ZIONS BANCORPORATION	668,108.	668,108.	668,108.
KEYCORP	476,665.	476,665.	476,665.
COMERICA INC	213,930.	213,930.	213,930.
NORTHERN TRUST CORP	408,474.	408,474.	408,474.
GOLDMAN SACHS GROUP INC	1,187,642.	1,187,642.	1,187,642.
SCHWAB (CHARLES) CORP	1,523,600.	1,523,600.	1,523,600.
STATE STREET CORP	1,130,206.	1,130,206.	1,130,206.
AMERICAN EXPRESS CO	1,451,680.	1,451,680.	1,451,680.
HOME BANCSHARES INC	704,795.	704,795.	704,795.
CAPITAL ONE FINANCIAL CORP	2,106,775.	2,106,775.	2,106,775.
SLM CORP	525,600.	525,600.	525,600.
H+R BLOCK INC	281,688.	281,688.	281,688.
CAPITOL FEDERAL FINANCIAL IN	294,576.	294,576.	294,576.
HANMI FINANCIAL CORPORATION	123,350.	123,350.	123,350.
WELLS FARGO + CO	908,000.	908,000.	908,000.
WELLS FARGO + CO	1,534,520.	1,534,520.	1,534,520.
CITIGROUP INC	1,205,409.	1,205,409.	1,205,409.
JPMORGAN CHASE + CO	1,707,733.	1,707,733.	1,707,733.
CAPITAL ONE FINANCIAL CORP	1,823,318.	1,823,318.	1,823,318.
SCHWAB (CHARLES) CORP	2,459,600.	2,459,600.	2,459,600.
BANK OF AMERICA CORP	1,133,496.	1,133,496.	1,133,496.
EURONET WORLDWIDE INC	451,226.	451,226.	451,226.
JPMORGAN CHASE + CO	438,600.	438,600.	438,600.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF AMERICA CORP	1,128,825.	1,128,825.	1,128,825.
FIRST HORIZON NATIONAL CORP	699,419.	699,419.	699,419.
FIRST HORIZON NATIONAL CORP	334,064.	334,064.	334,064.
TEXAS CAPITAL BANCSHARES INC	577,838.	577,838.	577,838.
WELLS FARGO + CO	2,047,177.	2,047,177.	2,047,177.
FIRST CASH FINL SVCS INC	480,806.	480,806.	480,806.
METLIFE INC	404,400.	404,400.	404,400.
ENDURANCE SPECIALTY HOLDINGS	462,320.	462,320.	462,320.
ALLEGHANY CORP	279,972.	279,972.	279,972.
XL GROUP PLC	95,520.	95,520.	95,520.
WILLIS GROUP HOLDINGS PLC	1,200,908.	1,200,908.	1,200,908.
AMERICAN INTERNATIONAL GROUP	1,005,685.	1,005,685.	1,005,685.
ASPEN INSURANCE HOLDINGS LTD	198,288.	198,288.	198,288.
AMTRUST FINANCIAL SERVICES	274,759.	274,759.	274,759.
UNUM GROUP	852,444.	852,444.	852,444.
WHITE MOUNTAINS INSURANCE GP	1,085,544.	1,085,544.	1,085,544.
HFF INC CLASS A	461,820.	461,820.	461,820.
EXACT SCIENCES CORP	366,715.	366,715.	366,715.
AMGEN INC	627,880.	627,880.	627,880.
BIOMARIN PHARMACEUTICAL INC	1,510,805.	1,510,805.	1,510,805.
REGENERON PHARMACEUTICALS	2,752,400.	2,752,400.	2,752,400.
ALEXION PHARMACEUTICALS INC	3,166,828.	3,166,828.	3,166,828.
NEOGEN CORP	1,161,923.	1,161,923.	1,161,923.
BIOGEN IDEC INC	3,357,000.	3,357,000.	3,357,000.
INTUITIVE SURGICAL INC	2,150,848.	2,150,848.	2,150,848.
MEDTRONIC INC	1,641,354.	1,641,354.	1,641,354.
COVIDIEN PLC	681,000.	681,000.	681,000.
MEDTRONIC INC	344,340.	344,340.	344,340.
THERMO FISHER SCIENTIFIC INC	1,892,950.	1,892,950.	1,892,950.

ATTACHMENT 12 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BOSTON SCIENTIFIC CORP		343,772.	343,772.
HILLENBRAND INC		510,584.	510,584.
DEXCOM INC		657,387.	657,387.
SPECTRANETICS CORP		386,150.	386,150.
CYBERONICS INC		540,458.	540,458.
ENDOLOGIX INC		461,445.	461,445.
UNITEDHEALTH GROUP INC		489,450.	489,450.
EXPRESS SCRIPTS HOLDING CO		238,816.	238,816.
CARDINAL HEALTH INC		1,008,831.	1,008,831.
WELLCARE HEALTH PLANS INC		267,596.	267,596.
CERNER CORP		2,508,300.	2,508,300.
HUMANA INC		1,032,200.	1,032,200.
CIGNA CORP		306,180.	306,180.
ACADIA HEALTHCARE CO INC		209,909.	209,909.
TEAM HEALTH HOLDINGS INC		698,054.	698,054.
QUEST DIAGNOSTICS INC		535,400.	535,400.
WELLPOINT INC		868,466.	868,466.
UNITEDHEALTH GROUP INC		783,120.	783,120.
TAPESTRY PHARMACEUTICALS INC		178.	178.
AKORN INC		728,358.	728,358.
MERCK + CO. INC.		1,231,230.	1,231,230.
PFIZER INC		1,379,790.	1,379,790.
JOHNSON + JOHNSON		1,263,942.	1,263,942.
MWI VETERINARY SUPPLY INC		699,419.	699,419.
ABBVIE INC		792,150.	792,150.
PFIZER INC		918,900.	918,900.
MERCK + CO. INC.		595,595.	595,595.
MERCK + CO. INC.		1,626,625.	1,626,625.
PFIZER INC		1,359,972.	1,359,972.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBOTT LABORATORIES		574,950.	574,950.
FOREST LABORATORIES INC		330,165.	330,165.
JOHNSON + JOHNSON		833,469.	833,469.
HEXCEL CORP		528,012.	528,012.
ROCKWELL COLLINS INC		1,404,480.	1,404,480.
HUNTINGTON INGALLS INDUSTRIE		216,024.	216,024.
GENERAL DYNAMICS CORP		601,965.	601,965.
RAYTHEON COMPANY		1,242,590.	1,242,590.
FEDEX CORP		1,293,930.	1,293,930.
JETBLUE AIRWAYS CORP		275,310.	275,310.
ARMSTRONG WORLD INDUSTRIES		411,623.	411,623.
PHH CORP		888,775.	888,775.
DEVRY EDUCATION GROUP INC		201,995.	201,995.
HEADWATERS INC		304,322.	304,322.
CON WAY INC		1,052,315.	1,052,315.
WASTE CONNECTIONS INC		499,564.	499,564.
PRIMORIS SERVICES CORP		227,716.	227,716.
EMERSON ELECTRIC CO		652,674.	652,674.
ROPER INDUSTRIES INC		922,222.	922,222.
FRANKLIN ELECTRIC CO INC		1,178,496.	1,178,496.
EMERSON ELECTRIC CO		519,332.	519,332.
INFINERA CORP		361,713.	361,713.
BELDEN INC		702,739.	702,739.
FRANKLIN ELECTRIC CO INC		541,483.	541,483.
RAVEN INDUSTRIES INC		691,934.	691,934.
TYCO INTERNATIONAL LTD		433,998.	433,998.
RAVEN INDUSTRIES INC		376,431.	376,431.
HONEYWELL INTERNATIONAL INC		959,385.	959,385.
HONEYWELL INTERNATIONAL INC		721,823.	721,823.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENERAL ELECTRIC CO	1,681,800.	1,681,800.	1,681,800.
TRIMAS CORP	338,507.	338,507.	338,507.
CHART INDUSTRIES INC	322,116.	322,116.	322,116.
DANAHER CORP	1,235,200.	1,235,200.	1,235,200.
ACTUANT CORP A	480,900.	480,900.	480,900.
BARNES GROUP INC	512,396.	512,396.	512,396.
APPLIED INDUSTRIAL TECH INC	438,374.	438,374.	438,374.
ILLINOIS TOOL WORKS	807,168.	807,168.	807,168.
PALL CORP	1,066,022.	1,066,022.	1,066,022.
RELIANCE STEEL + ALUMINUM	1,137,600.	1,137,600.	1,137,600.
HARSCO CORP	319,122.	319,122.	319,122.
NAVISTAR INTERNATIONAL CORP	190,950.	190,950.	190,950.
MANITOWOC COMPANY INC	505,578.	505,578.	505,578.
MIDDLEBY CORP	530,334.	530,334.	530,334.
KIRBY CORP	1,667,400.	1,667,400.	1,667,400.
DIANA SHIPPING INC	339,958.	339,958.	339,958.
UNION PACIFIC CORP	688,800.	688,800.	688,800.
NORFOLK SOUTHERN CORP	594,112.	594,112.	594,112.
MRC GLOBAL INC	335,020.	335,020.	335,020.
CORNING INC	579,150.	579,150.	579,150.
IXIA	245,769.	245,769.	245,769.
SONUS NETWORKS INC	182,842.	182,842.	182,842.
CIENA CORP	560,560.	560,560.	560,560.
ARRIS GROUP INC	1,554,487.	1,554,487.	1,554,487.
INTL BUSINESS MACHINES CORP	881,579.	881,579.	881,579.
EMC CORP/MA	1,006,000.	1,006,000.	1,006,000.
APPLE INC	1,122,220.	1,122,220.	1,122,220.
NETAPP INC	617,100.	617,100.	617,100.
NETAPP INC	851,598.	851,598.	851,598.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EMC CORP/MA		30,180.	30,180.
HEWLETT PACKARD CO		1,902,080.	1,902,080.
INTL BUSINESS MACHINES CORP		917,217.	917,217.
INGRAM MICRO INC CL A		649,842.	649,842.
COHERENT INC		211,640.	211,640.
TELEDYNE TECHNOLOGIES INC		518,090.	518,090.
ADT CORP/THE		466,902.	466,902.
OSI SYSTEMS INC		273,782.	273,782.
TE CONNECTIVITY LTD		775,673.	775,673.
AVNET INC		591,074.	591,074.
TRIMBLE NAVIGATION LTD		1,179,800.	1,179,800.
LOGMEIN INC		410,988.	410,988.
EBAY INC		603,790.	603,790.
GOOGLE INC CL A		997,432.	997,432.
GOOGLE INC CL A		840,533.	840,533.
AOL INC		281,398.	281,398.
ATHENAHEALTH INC		1,371,900.	1,371,900.
FACEBOOK INC A		4,831,944.	4,831,944.
LINKEDIN CORP A		2,189,983.	2,189,983.
GOOGLE INC CL A		7,985,059.	7,985,059.
AKAMAI TECHNOLOGIES INC		471,800.	471,800.
VISA INC CLASS A SHARES		7,303,904.	7,303,904.
MARKETAXESS HOLDINGS INC		396,539.	396,539.
WESTERN UNION CO		384,675.	384,675.
SAPIENT CORPORATION		432,785.	432,785.
CDW CORP/DE		581,664.	581,664.
COMPUTER SCIENCES CORP		363,220.	363,220.
ACXION CORP		774,176.	774,176.
XEROX CORP		350,496.	350,496.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TEXAS INSTRUMENTS INC	1,361,210.	1,361,210.	1,361,210.
ASML HOLDING NV NY REG SHS	3,626,190.	3,626,190.	3,626,190.
MAXIM INTEGRATED PRODUCTS	189,788.	189,788.	189,788.
RAMBUS INC	358,866.	358,866.	358,866.
ON SEMICONDUCTOR CORPORATION	1,214,576.	1,214,576.	1,214,576.
INTEL CORP	1,077,340.	1,077,340.	1,077,340.
MARVELL TECHNOLOGY GROUP LTD	369,566.	369,566.	369,566.
SPLUNK INC	2,252,376.	2,252,376.	2,252,376.
INTRALINKS HOLDINGS INC	364,426.	364,426.	364,426.
ASPEN TECHNOLOGY INC	557,403.	557,403.	557,403.
BOTTOMLINE TECHNOLOGIES (DE)	527,574.	527,574.	527,574.
MENTOR GRAPHICS CORP	353,107.	353,107.	353,107.
CA INC	386,975.	386,975.	386,975.
SALESFORCE.COM INC	6,247,508.	6,247,508.	6,247,508.
PEGASYSYSTEMS INC	315,244.	315,244.	315,244.
MICROSOFT CORP	1,470,999.	1,470,999.	1,470,999.
COMVERSE INC	98,164.	98,164.	98,164.
AMDOCS LTD	185,580.	185,580.	185,580.
MICROSOFT CORP	1,796,640.	1,796,640.	1,796,640.
SYMANTEC CORP	1,061,100.	1,061,100.	1,061,100.
INTERACTIVE INTELLIGENCE GRO	639,246.	639,246.	639,246.
NATIONAL INSTRUMENTS CORP	624,390.	624,390.	624,390.
ACI WORLDWIDE INC	625,625.	625,625.	625,625.
ADOBE SYSTEMS INC	389,220.	389,220.	389,220.
ADOBE SYSTEMS INC	928,140.	928,140.	928,140.
SYNOPSYS INC	486,840.	486,840.	486,840.
CADENCE DESIGN SYS INC	126,180.	126,180.	126,180.
NUANCE COMMUNICATIONS INC	456,000.	456,000.	456,000.
MICROSOFT CORP	606,366.	606,366.	606,366.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SYMANTEC CORP	297,108.	297,108.	297,108.
MONSANTO CO	2,727,270.	2,727,270.	2,727,270.
DU PONT (E.I.) DE NEMOURS	1,084,999.	1,084,999.	1,084,999.
CELANESE CORP SERIES A	591,817.	591,817.	591,817.
DOW CHEMICAL CO/THE	463,181.	463,181.	463,181.
MONSANTO CO	1,165,500.	1,165,500.	1,165,500.
FMC CORP	1,811,040.	1,811,040.	1,811,040.
DU PONT (E.I.) DE NEMOURS	1,624,250.	1,624,250.	1,624,250.
POLYONE CORPORATION	476,518.	476,518.	476,518.
VULCAN MATERIALS CO	231,738.	231,738.	231,738.
BALL CORP	464,940.	464,940.	464,940.
JARDEN CORP	1,380,375.	1,380,375.	1,380,375.
GREIF INC CL A	485,224.	485,224.	485,224.
COMMERCIAL METALS CO	522,481.	522,481.	522,481.
CARPENTER TECHNOLOGY	336,502.	336,502.	336,502.
VERIZON COMMUNICATIONS INC	766,584.	766,584.	766,584.
AT+T INC	1,040,279.	1,040,279.	1,040,279.
ALLOT COMMUNICATIONS LTD	290,769.	290,769.	290,769.
RUCKUS WIRELESS INC	333,558.	333,558.	333,558.
LORAL SPACE + COMMUNICATIONS	375,747.	375,747.	375,747.
SPRINT CORP	420,089.	420,089.	420,089.
PPL CORPORATION	998,988.	998,988.	998,988.
ENTERGY CORP	303,696.	303,696.	303,696.
GREAT PLAINS ENERGY INC	1,401,072.	1,401,072.	1,401,072.
NRG ENERGY INC	1,453,232.	1,453,232.	1,453,232.
PUBLIC SERVICE ENTERPRISE GP	1,111,788.	1,111,788.	1,111,788.
KONINKLIJKE PHILIPS NVR NY	462,125.	462,125.	462,125.
UNILEVER PLC SPONSORED ADR	350,200.	350,200.	350,200.
BP PLC SPONS ADR	1,385,385.	1,385,385.	1,385,385.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 12 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HSBC HOLDINGS PLC SPONS ADR		332,985.	332,985.
AEGON N.V. NY REG SHR		521,665.	521,665.
GLAXOSMITHKLINE PLC SPON ADR		1,334,750.	1,334,750.
SANOFI ADR		1,512,366.	1,512,366.
NOVARTIS AG ADR		1,527,220.	1,527,220.
TEVA PHARMACEUTICAL SP ADR		1,286,568.	1,286,568.
SANOFI ADR		1,477,238.	1,477,238.
EMBRAER SA ADR		389,378.	389,378.
NICE SYSTEMS LTD SPONS ADR		335,053.	335,053.
BAIDU INC SPON ADR		6,047,920.	6,047,920.
ARM HOLDINGS PLC SPONS ADR		3,371,984.	3,371,984.
CRH PLC SPONSORED ADR		1,111,425.	1,111,425.
NOKIA CORP SPON ADR		486,600.	486,600.
VODAFONE GROUP PLC SP ADR		330,204.	330,204.
CAIRN ENERGY PLC UNSPON ADR		195,264.	195,264.
TEMPLETON GLOBAL BOND FUND/UNI		22,654,979.	22,654,979.
2 C AN FIR TREE INT		81,699.	81,699.
VANGUARD WELLINGTON FUND		1,220,723.	1,220,723.
VANGUARD WELLESLEY INCOME FUND		1,103,560.	1,103,560.
LAFAYETTE STRT FD OFFSHORE		27,254,735.	27,254,735.
PIMCO UNCONSTRAINED BOND FUND		14,817,056.	14,817,056.
WEXFORD OFFSHORE SPCTRM 00E166		223,843.	223,843.
PYRFORD INTERNATIONAL TRUST		47,421,710.	47,421,710.
HOPLITE OFFSHORE FUND LTD		6,493,825.	6,493,825.
ACADIAN INT L SMALL CAP FUND		6,775,968.	6,775,968.
WTC CTF DIVERSIFIED INFLATION		25,516,205.	25,516,205.
PARAMETRIC EMERGING MARKETS FU		15,425,152.	15,425,152.
PIMCO MODERATE DURATION FUND		32,461,766.	32,461,766.
VONTOBEL GLOBAL EMERGING MKTS		22,551,068.	22,551,068.

ATTACHMENT 12 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SHEPHERD SELECT ASSET LTD		154,759.	154,759.
FIR TREE INTERNATIONAL VALUE		9,770,508.	9,770,508.
DODGE AND COX INTERNATIONAL		39,228,442.	39,228,442.
MARK TO MARKET ADJUSTMENT		618,816.	618,816.
TOTALS	<u>680,321,756.</u>	<u>808,264,266.</u>	<u>808,264,266.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 13

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TOTAL BEGINNING BOOK VALUE	64,018,046.		
MERCEDES BENZ MASTER OWNER TRU		308,218.	308,218.
FORD CREDIT FLOORPLAN MASTER O		431,537.	431,537.
WASHINGTON MUTUAL MORTGAGE PAS		75,293.	75,293.
FREDDIE MAC 7.6943% 15 DEC 203		166,931.	166,931.
FANNIE MAE 5% 25 NOV 2028		150,050.	150,050.
FANNIE MAE 3% 25 FEB 2036		277,969.	277,969.
FANNIE MAE 2.5% 25 OCT 2042		154,992.	154,992.
FREDDIE MAC 3.5% 15 APR 2041		160,095.	160,095.
FANNIE MAE 2.5% 25 FEB 2043		377,028.	377,028.
FANNIEMAE ACES 0.59483% 25 AUG		534,890.	534,890.
FANNIE MAE 4% 25 JAN 2039		268,777.	268,777.
FREDDIE MAC 2.5% 15 NOV 2042		179,519.	179,519.
FREDDIE MAC 4.5% 15 JUL 2039		169,546.	169,546.
WASHINGTON MUTUAL MORTGAGE PAS		317,207.	317,207.
GE COMMERCIAL MORTGAGE CORPORA		882,116.	882,116.
PROVIDENT FUNDING MORTGAGE LOA		73,396.	73,396.
RESIDENTIAL ACCREDIT LOANS, IN		139,307.	139,307.
MORGAN STANLEY CAPITAL I TRUST		51,430.	51,430.
BANC OF AMERICA COMMERCIAL MOR		49,760.	49,760.
COBALT CMBS COMMERCIAL MORTGAG		370,602.	370,602.
COUNTRYWIDE ALTERNATIVE LOAN T		218,264.	218,264.
COUNTRYWIDE ALTERNATIVE LOAN T		344,710.	344,710.
WELLS FARGO MORTGAGE BACKED SE		113,784.	113,784.
JP MORGAN MORTGAGE TRUST 6.5%		192,741.	192,741.
BEAR STEARNS ALT A TRUST 4.127		200,085.	200,085.
COMM MORTGAGE TRUST 1.678% 10		895,285.	895,285.
CREDIT SUISSE MORTGAGE TRUST 5		329,191.	329,191.
COUNTRYWIDE ALTERNATIVE LOAN T		268,925.	268,925.

ATTACHMENT 13 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEQUOIA MORTGAGE TRUST 0.54175	79,586.	79,586.	79,586.
MORGAN STANLEY REREMIC TRUST 5	212,999.	212,999.	212,999.
JP MORGAN CHASE COMMERCIAL MOR	431,917.	431,917.	431,917.
JP MORGAN CHASE COMMERCIAL MOR	420,782.	420,782.	420,782.
MORGAN STANLEY CAPITAL I TRUST	90,315.	90,315.	90,315.
MERRILL LYNCH MORTGAGE INVESTO	174,854.	174,854.	174,854.
COUNTRYWIDE HOME LOANS 5.65% 2	149,869.	149,869.	149,869.
GSR MORTGAGE LOAN TRUST 2.8657	326,968.	326,968.	326,968.
STRUCTURED ADJUSTABLE RATE MOR	224,789.	224,789.	224,789.
MORGAN STANLEY REREMIC TRUST 5	240,306.	240,306.	240,306.
J.P. MORGAN ALTERNATIVE LOAN T	279,797.	279,797.	279,797.
GCCFC COMMERCIAL MORTGAGE TRUS	670,058.	670,058.	670,058.
JP MORGAN CHASE COMMERCIAL MOR	103,446.	103,446.	103,446.
BANC OF AMERICA ALTERNATIVE LO	211,590.	211,590.	211,590.
GCCFC COMMERCIAL MORTGAGE TRUS	520,662.	520,662.	520,662.
CREDIT SUISSE MORTGAGE TRUST 5	144,146.	144,146.	144,146.
INDYMAC INDX MORTGAGE LOAN TRU	215,774.	215,774.	215,774.
JP MORGAN CHASE COMMERCIAL MOR	212,284.	212,284.	212,284.
PROVIDENT FUNDING MORTGAGE LOA	186,126.	186,126.	186,126.
DBRR TRUST 5.125% 18 DEC 2049	472,055.	472,055.	472,055.
IMPAC CMB TRUST 1.10406% 25 OC	209,908.	209,908.	209,908.
BEAR STEARNS ALT A TRUST 0.852	387,113.	387,113.	387,113.
DBRR TRUST 5.125% 18 DEC 2049	814,916.	814,916.	814,916.
BANC OF AMERICA COMMERCIAL MOR	86,993.	86,993.	86,993.
JP MORGAN CHASE COMMERCIAL MOR	887,346.	887,346.	887,346.
GE COMMERCIAL MORTGAGE CORPORA	461,251.	461,251.	461,251.
BANC OF AMERICA COMMERCIAL MOR	889,952.	889,952.	889,952.
COMM MORTGAGE TRUST 5.9934% 10	327,013.	327,013.	327,013.
BEAR STEARNS COMMERCIAL MORTGA	802,885.	802,885.	802,885.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 13 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GCCFC COMMERCIAL MORTGAGE TRUS	629,854.	629,854.	629,854.
AMERICAN HOUSING TRUST 9.78894	188,951.	188,951.	188,951.
WAMU MORTGAGE PASS THROUGH CER	32,685.	32,685.	32,685.
BEAR STEARNS ADJUSTABLE RATE M	215,603.	215,603.	215,603.
FREDDIE MAC 5% 15 AUG 2034	129,936.	129,936.	129,936.
FANNIE MAE 6.11% 25 APR 2018	72,552.	72,552.	72,552.
FANNIE MAE 5% 25 DEC 2018	99,504.	99,504.	99,504.
FANNIE MAE 5% 25 MAR 2034	200,067.	200,067.	200,067.
PRUDENTIAL HOLDINGS, LLC 8.695	431,137.	431,137.	431,137.
JETBLUE 04 2 G1 PT TRUST 1% 15	210,764.	210,764.	210,764.
PEABODY ENERGY CORP 7.375% 01	112,500.	112,500.	112,500.
PLAINS EXPLORATION + PRO 6.125	328,110.	328,110.	328,110.
WESTAR ENERGY INC 6% 01 JUL 20	411,004.	411,004.	411,004.
DUKE ENERGY FLORIDA INC 5.65%	636,091.	636,091.	636,091.
SEMPRA ENERGY 9.8% 15 FEB 2019	335,544.	335,544.	335,544.
DOMINION RESOURCES INC 8.875%	640,392.	640,392.	640,392.
VALERO ENERGY CORP 9.375% 15 M	264,200.	264,200.	264,200.
BLACKSTONE HOLDINGS FINA 6.625	407,527.	407,527.	407,527.
CANTOR FITZGERALD LP 6.375% 26	304,588.	304,588.	304,588.
KKR GROUP FINANCE CO 6.375% 29	405,385.	405,385.	405,385.
BLACKSTONE HOLDINGS FINA 6.625	653,912.	653,912.	653,912.
KKR GROUP FINANCE CO 6.375% 29	452,549.	452,549.	452,549.
CARLYLE HOLDINGS FINANCE 3.875	290,787.	290,787.	290,787.
CARLYLE HOLDINGS II FIN 5.625%	211,349.	211,349.	211,349.
PNC FINANCIAL SERVICES 4.85% 3	143,280.	143,280.	143,280.
MASSMUTUAL GLOBAL FUNDIN 2.1%	210,291.	210,291.	210,291.
HYUNDAI CAPITAL AMERICA 1.875%	265,959.	265,959.	265,959.
AFLAC INC 2.65% 15 FEB 2017	280,680.	280,680.	280,680.
RAYMOND JAMES FINANCIAL 8.6% 1	139,592.	139,592.	139,592.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 13 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SCOTTRADE FINANC SERVICE 6.125	399,942.	399,942.	399,942.
MURRAY ST INV TRUST I 1% 09 MA	430,756.	430,756.	430,756.
BOSTON PROPERTIES LP 3.85% 01	371,279.	371,279.	371,279.
VESEY STREET INV TRUST I 4.404	215,816.	215,816.	215,816.
VENTAS REALTY LP/CAP CRP 2% 15	159,248.	159,248.	159,248.
MORGAN STANLEY 4.875% 01 NOV 2	368,518.	368,518.	368,518.
PRUDENTIAL FINANCIAL INC 5.625	210,700.	210,700.	210,700.
INTL LEASE FINANCE CORP 3.875%	275,688.	275,688.	275,688.
KINDER MORGAN ENER PART 4.15%	368,606.	368,606.	368,606.
PROSPECT CAPITAL CORP 5.875% 1	381,711.	381,711.	381,711.
ASSURANT INC 2.5% 15 MAR 2018	161,213.	161,213.	161,213.
ARES CAPITAL CORP 4.875% 30 NO	194,478.	194,478.	194,478.
VENTAS REALTY LP 1.55% 26 SEP	281,988.	281,988.	281,988.
INTERCONTINENTALEXCHANGE 2.5%	302,208.	302,208.	302,208.
ASSURANT INC 5.625% 15 FEB 201	278,560.	278,560.	278,560.
PRUDENTIAL HOLDINGS, LLC 7.245	223,624.	223,624.	223,624.
ACE INA HOLDINGS 5.7% 15 FEB 2	485,545.	485,545.	485,545.
GENERAL ELEC CAP CORP 5.55% 04	321,054.	321,054.	321,054.
MORGAN STANLEY 6.625% 01 APR 2	200,085.	200,085.	200,085.
WACHOVIA CORPORATION 7.574% 01	167,438.	167,438.	167,438.
FIRST TENNESSEE BANK 5.65% 01	308,565.	308,565.	308,565.
SIMON PROPERTY GROUP LP 10.35%	220,567.	220,567.	220,567.
AGRIBANK FCB 9.125% 15 JUL 201	415,555.	415,555.	415,555.
CDP FINANCIAL 4.4% 25 NOV 2019	550,425.	550,425.	550,425.
HEALTH CARE REIT INC 6.125% 15	211,592.	211,592.	211,592.
FORD MOTOR CREDIT CO LLC 5.625	172,203.	172,203.	172,203.
VENTAS REALTY LP/CAP CRP 3.125	155,999.	155,999.	155,999.
HCP INC 2.7% 01 FEB 2014	418,652.	418,652.	418,652.
GENERAL ELEC CAP CORP 5.3% 11	212,538.	212,538.	212,538.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 13 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HEALTH CARE REIT INC 3.625% 15		161,346.	161,346.
CONTL AIRLINES 2012 B 6.25% 11		297,613.	297,613.
SABMILLER HOLDINGS INC 2.45% 1		547,835.	547,835.
TEVA PHARMACEUT FIN BV 2.4% 10		535,012.	535,012.
CELGENE CORP 3.95% 15 OCT 2020		256,864.	256,864.
PRIDE INTERNATIONAL INC 6.875%		379,569.	379,569.
SIMON PROPERTY GROUP LP 5.65%		206,930.	206,930.
CHESAPEAKE ENERGY CORP 7.25% 1		190,575.	190,575.
YALE UNIVERSITY 2.9% 15 OCT 20		325,294.	325,294.
21ST CENTURY FOX AMERICA 6.9%		513,446.	513,446.
CVS PASS THROUGH TRUST 6.036%		386,967.	386,967.
US AIRWAYS 1998 1A PASS 6.85%		109,158.	109,158.
MARATHON OIL CORP 6% 01 OCT 20		324,118.	324,118.
ORACLE CORP 5.25% 15 JAN 2016		87,328.	87,328.
COMCAST CABLE COMMUNICAT 8.875		531,724.	531,724.
AMERICAN AIRLINES 2013 2 4.95%		288,773.	288,773.
CONTL AIRLINES 2012 1 A 4.15%		496,996.	496,996.
VALERO ENERGY CORP 10.5% 15 MA		127,651.	127,651.
CVS PASS THROUGH TRUST 0% 10 J		209,125.	209,125.
ALCOA INC 6.15% 15 AUG 2020		188,598.	188,598.
HOST HOTELS + RESORTS 5.25% 15		174,091.	174,091.
JABIL CIRCUIT INC 4.7% 15 SEP		321,600.	321,600.
AMER AIRLN 13 1 A PASS T 4% 15		387,000.	387,000.
APPLE INC 0.492% 03 MAY 2018		560,052.	560,052.
NORTHROP GRUMMAN CORP 1.75% 01		297,546.	297,546.
ABBVIE INC 1.75% 06 NOV 2017		412,294.	412,294.
NATIONAL RURAL UTIL COOP 1% 30		102,438.	102,438.
ANADARKO PETROLEUM CORP 0% 10		106,459.	106,459.
ANADARKO PETROLEUM CORP 0% 10		401,740.	401,740.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 13 (CONT'D)

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VERIZON COMMUNICATIONS 4.5% 15	145,598.	145,598.	145,598.
VERIZON COMMUNICATIONS 5.5% 15	637,185.	637,185.	637,185.
DELTA AIR LINES 2010 1B 6.375%	212,500.	212,500.	212,500.
XSTRATA FINANCE CANADA 3.6% 15	208,614.	208,614.	208,614.
XSTRATA FINANCE CANADA 5.8% 15	458,336.	458,336.	458,336.
AIR CANADA 2013 1B PTT 5.375%	179,913.	179,913.	179,913.
ORIX CORP 5% 12 JAN 2016	308,583.	308,583.	308,583.
NEWCREST FINANCE PTY LTD 4.2%	255,680.	255,680.	255,680.
RABOBANK NEDERLAND 3.95% 09 NO	406,976.	406,976.	406,976.
WHITE MOUNTAINS RE GROUP 6.375	184,260.	184,260.	184,260.
SHELL INTERNATIONAL FIN 3.4% 1	591,613.	591,613.	591,613.
TSMC GLOBAL LTD 0.95% 03 APR 2	352,614.	352,614.	352,614.
RABOBANK NEDERLAND 3.375% 19 J	483,277.	483,277.	483,277.
CITIBANK OMNI MASTER TRUST 4.9	886,328.	886,328.	886,328.
STORE MASTER FUNDING LLC 4.16%	423,839.	423,839.	423,839.
SMALL BUSINESS ADMINISTRATION	390,518.	390,518.	390,518.
NISSAN MASTER OWNER TRUST RECE	687,994.	687,994.	687,994.
SLM STUDENT LOAN TRUST 0.5244%	307,880.	307,880.	307,880.
MMAF EQUIPMENT FINANCE LLC 0.9	851,247.	851,247.	851,247.
SMALL BUSINESS ADMINISTRATION	247,842.	247,842.	247,842.
SLM STUDENT LOAN TRUST 0.4701%	414,358.	414,358.	414,358.
SMALL BUSINESS ADMINISTRATION	279,990.	279,990.	279,990.
SMALL BUSINESS ADMINISTRATION	972,539.	972,539.	972,539.
SMALL BUSINESS ADMINISTRATION	946,994.	946,994.	946,994.
SMALL BUSINESS ADMINISTRATION	1,051,988.	1,051,988.	1,051,988.
TOTALS	<u>64,018,046.</u>	<u>55,921,502.</u>	<u>55,921,502.</u>

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 14

		FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
O&G ROYALTY		54,160			54,160	44,936	
TOTALS		<u>54,160</u>			<u>54,160</u>	<u>44,936</u>	

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 15

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TOTAL BEGINNING BOOK VALUE	189,101,428.		
OAKTREE OPPORTUNITIES FUND		3,519,320.	3,519,320.
ACCELE VENTURE PARTNERS I LP		363,736.	363,736.
JAT CAPITAL OFFSHORE FUND LTD		6,812,647.	6,812,647.
SILCHESTER INTL VALUE EQUITY		54,355,389.	54,355,389.
PELHAM LONG SHORT FUND LTD		9,693,479.	9,693,479.
DAVIDSON KEMPNER INSTITUTIONAL		19,025,280.	19,025,280.
HARRISON STRRET REAL ESTATE		1,498,587.	1,498,587.
WEXFORD OFFSHORE SPECTRUM FD		7,294,132.	7,294,132.
WINDSOR OHIO SPI		85,536.	85,536.
RELIANCE INVESTORS LLC SPI		74,870.	74,870.
WEXFORD OFFSHORE SPECTRUM FUND		227,665.	227,665.
CANADIAN GRIZZLY HOLDINGS SPI		244,439.	244,439.
NB SECONDARY OPP FUND III		555,763.	555,763.
MONDRIAN FOCUSED EMERGING MARK		23,077,434.	23,077,434.
REALITY ASSOCIATES THE		2,535,160.	2,535,160.
KING STREET CAPITAL LP		18,699,232.	18,699,232.
OZ ASIA OVERSEAS FUND LTD		11,324,086.	11,324,086.
ELLIOTT INTERNATIONAL LIMITED		22,093,686.	22,093,686.
AURELIUS CAPITAL INTL LTD		19,306,215.	19,306,215.
SHEPHERD INVESTMENTS INTL LTD		291,007.	291,007.
SHEPHERD INVESTMENT HOLDBACK		444,565.	444,565.
SHEPHERD SPECIAL INV HOLDBACK		14,043.	14,043.
ANCHORAGE CAPITAL PARTNERS		13,780,155.	13,780,155.
MARK TO MARKET ADJUSTMENT		804,446.	804,446.
TOTALS	<u>189,101,428.</u>	<u>216,120,872.</u>	<u>216,120,872.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 16

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	ADDITIONS	DISPOSALS
AIRCRAFT	SL	10681565			10681565		
FENCE	SL	73,217.			73,217		
ROADS	SL	191,942			191,942		
CAPITALIZED INT	SL	8,901,329			8,901,329		
USC EQUIPMENT	SL	61,902			61,902		
BUILDINGS	SL	143631077			143631077		
LAND	L	9,441,103			9,441,103		
FURNITURE	SL	195,183			195,183		
COMPUTERS	SL	2,510,107			2,510,107		
FINE ARTS	SL	1,491,683			1,491,683		
AUTOMOBILES	SL	2,804,847			2,804,847		
BUILDINGS 13	SL		755,413		755,413		
COMPUTERS 13	SL		524,228		524,228		
USC EQUIPMENT 13	SL		17,481		17,481.		
EQUIPMENT 13	SL		1,723,128		1,723,128		
LAND 13	L		24,279		24,279		
CONST IN PROGRESS		1,054,143		1,054,143.			
CONST IN PROGRESS		1,411,948			1,411,948		
32312T A80C	7/31/2014	11 10 41 AM					
			V 13-5 5T				

ATTACHMENT 16
PAGE 58

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 16 (CONT'D)

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
EQUIPMENT	SL	97,475		97,475	65,563		65,563
EQUIPMENT	SL	22782470			15168416.	1,464,150	16632566
TOTALS		205329991			73244471		80807912

ATTACHMENT 17FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED INVESTMENTS	388,557.	388,557.	388,557.
INTEREST/DIVIDENDS RECEIVABLE	1,104,143.	993,021.	993,021.
TOTALS	<u>1,492,700.</u>	<u>1,381,578.</u>	<u>1,381,578.</u>

ATTACHMENT 18FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ACCRUED PENSION COST	26,403,005.	8,550,471.
ACCRUED POSTRETIREMENT MEDICAL	24,747,917.	4,129,726.
DEFERRED TAX LIABILITY		7,000,000.
TOTALS	<u>51,150,922.</u>	<u>19,680,197.</u>

ATTACHMENT 19FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNREALIZED GAIN/LOSS ON INVEST	143,517,378.
TOTAL	<u>143,517,378.</u>

ATTACHMENT 20FORM 990PF, PART VII-A, LINE 1A - LEGISLATIVE POLITICAL ACTIVITIES

THE FOUNDATION SEEKS TO AMEND THE U.S. TAX CODE TO CREATE A NEW TAX-EXEMPT ORGANIZATION FOR THE ACTIVE CONDUCT OF AGRICULTURAL RESEARCH. IT IS EXPECTED THAT THE FOUNDATION WILL BE ABLE TO SATISFY THE REQUIREMENTS FOR SUCH AN ORGANIZATION AND THEREBY QUALIFY AS A PUBLIC CHARITY RATHER THAN A PRIVATE FOUNDATION UNDER SECTION 509(A). THE PROPOSED CHARITABLE ORGANIZATION WOULD FACILITATE THE MOVEMENT OF PRIVATE WEALTH INTO THE CHARITABLE (AGRICULTURE) RESEARCH SECTOR; CREATE NEW DOMESTIC RESEARCH CAPACITY; COMPLEMENT PUBLIC AGRICULTURAL FUNDING AND RESEARCH; AND CREATE NEW DEVELOPMENT AND COLLABORATION OPPORTUNITIES WITH AFFILIATED PUBLIC LAND-GRANT COLLEGES AND UNIVERSITIES AND/OR NON-LAND GRANT UNIVERSITIES OF AGRICULTURE.

TO ACHIEVE THIS GOAL, THE FOUNDATION HAS AND CONTINUES TO LOBBY THE U.S. CONGRESS FOR THE NARROW PURPOSE OF ENACTING THIS LEGISLATION. PURSUANT TO THE WELL-RECOGNIZED SELF-DEFENSE EXCEPTION OF IRC §4945(E), THE PROPOSED LEGISLATION, IF ENACTED, WOULD IMPACT BOTH THE POWERS AND DUTIES OF THE FOUNDATION AND THE DEDUCTIBILITY OF CONTRIBUTIONS TO THE FOUNDATION, THUS QUALIFYING THE FOUNDATION FOR THIS EXCEPTION. THE FOUNDATION'S LOBBYING EFFORTS HAVE NOT AND WILL NOT CONSTITUTE A SUBSTANTIAL ACTIVITY COMPARED TO ITS OVERALL ACTIVITIES IN ANY YEAR.

BEFORE ENGAGING IN THESE ACTIVITIES, THE FOUNDATION CONSULTED WITH AND OBTAINED AN OPINION FROM OUTSIDE COUNSEL REGARDING THE PROPOSED ACTIVITIES, INCLUDING THE PROPOSED LEGISLATION, AND IRC § 4945. THE LEGAL OPINION CONCLUDED THAT THE COSTS INCURRED BY THE FOUNDATION TO LOBBY FOR THE ENACTMENT OF THIS SPECIFIC LEGISLATION SHOULD NOT BE CONSIDERED TAXABLE EXPENDITURES PURSUANT TO THE SELF-DEFENSE EXCEPTION. IN 2012, THE FOUNDATION COMPLETED AN IRS EXAMINATION OF THE ORGANIZATION, AND THE IRS SPECIFICALLY REVIEWED THE FOUNDATION'S ACTIVITIES AS DESCRIBED IN THIS SECTION. THE IRS AFFIRMED THAT SUCH ACTIVITY WAS NOT CONSIDERED A TAXABLE EXPENDITURE.

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

UNITED KINGDOM
BERMUDA
IRELAND

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 22

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM B BUCKNER 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	PRESIDENT 40.00	492,898.	31,090.	15,836.
MICHAEL UDVARDI 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	SR VP & DIVISION DIRECTOR 40.00	194,428.	46,988.	3,431.
BILLY COOK 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	SR VP & DIVISION DIRECTOR 40.00	232,226.	57,306.	8,093.
E CHARLES BRUMMER 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	SR VP & DIVISION DIRECTOR 40.00	237,748.	49,005.	9,915.
STEVEN P RHINES 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	VP & GENERAL COUNSEL 40.00	262,724.	44,226.	5,937.
A JILL WALLACE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	VP & CHIEF FINANCIAL OFFICER 40.00	202,530.	38,764.	4,443.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 22 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DIANE PINSKER 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	VP BUSINESS DEVELOPMENT 40.00	94,541.	7,148.	1,820.
ELIZABETH ALDRIDGE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	SECRETARY 40.00	88,737.	29,384.	
CODY NOBLE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	25,000.		
RUSSELL NOBLE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	28,500.		186.
ADDITIONAL COMPENSATION OF \$11,520 FOR SERVICES RENDERED IN ADDITION TO BOARD OF TRUSTEE SERVICES NOT INCLUDED.				
MARIANNE ROONEY 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	32,000.		117.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 22 (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>
D RANDOLPH BROWN JR 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	27,000.		
JESSIE NANCE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	30,000.		
STEPHEN YOUNG 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	30,000.		117.
SUSAN BROWN 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	30,000.		
JAMES C DAY 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	29,500.		
SAM DUBOSE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	28,000.		

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 22 (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>
VIVIAN NOBLE DUBOSE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	31,000.		
BILL GODDARD 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	28,000.		
SHELLEY DRU MULLINS 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	30,000.		
GINGER DUBOSE 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	25,000.		
PATRICK ROONEY 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE 6.00	12,875.		
ANN NOBLE BROWN 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE EMERITUS 6.00			

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 22 (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>
DAVID R BROWN 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	TRUSTEE EMERITUS 6.00			
	GRAND TOTALS	<u>2,192,707.</u>	<u>303,911.</u>	<u>49,895.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 23

<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>
ZENGYU WANG 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	PROFESSOR 40.00	147,839.	39,647. 609.
RICHARD A. DIXON 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	SR. PROFESSOR 40.00	350,619.	58,583. 3,517.
PRESENT VALUE OF FUTURE RETIREMENT PAYMENTS TAXABLE AT TERMINATION OF \$545,460.51 NOT INCLUDED.			
TEAL PEMBERTON 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	DIR HUMAN RESOURCES 40.00	177,150.	40,111. 0
JEFF MOEN 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	CORPORATE COUNSEL 40.00	159,796.	26,145. 4,480.
RICK NELSON 2510 SAM NOBLE PARKWAY ARDMORE, OK 73401	PROFESSOR & RES ADM 40.00	161,221.	50,413. 1,446.
TOTAL COMPENSATION		996,625.	214,899. 10,052.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 24

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SANDS CAPITAL MANAGEMENT LLC P.O. BOX 1821 MERRIFIELD, VA 22116-8021	INVESTMENT MANAGER	612,099.
LUTHER KING CAPITAL 301 COMMERCE ST., SUITE 1600 FORT WORTH, TX 76102	INVESTMENT MANAGER	394,894.
INFORMA ECONOMICS P.O. BOX 416655 BOSTON, MA 02241-0655	CONSULTING	385,000.
HOTCHKIS AND WILEY CAPITAL MANAGEMENT DEPT LA 23280 PASADENA, CA 91185-3280	INVESTMENT MANAGER	277,039.
MONDRIAN INVESTMENT GROUP INC. P.O. BOX 392481 CLEVELAND, OH 44193	INVESTMENT MANAGER	240,891.
TOTAL COMPENSATION		<u>1,909,923.</u>

ATTACHMENT 25

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE SAMUEL ROBERTS NOBLE FOUNDATION
2510 SAM NOBLE PARKWAY
ARDMORE, OK 73401
580-223-5810

ATTACHMENT 26

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GENERALLY RESTRICTED TO SOUTHWESTERN UNITED STATES 501(C)(3)
ORGANIZATIONS

FORM 990BF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARBUCKLE LIFE SOLUTIONS, INC NINE 10TH AVENUE N W. ARDMORE, OK 73401	NONE PC		ANNUAL OPERATING SUPPORT	30,000
ASHLEY, INC. P O BOX 240 HAVRE DE GRACE, MD 21078	NONE PC		CAPITAL CAMPAIGN	150,000
ASSOCIATION OF PROFESSIONAL OKLAHOMA EDUCATORS FOU P.O BOX 713 NORMAN, OK 73070	NONE PC		ANNUAL OPERATING SUPPORT	20,000
ATLANTA UNION MISSION CORPORATION P O BOX 1807 ATLANTA, GA 30301	NONE PC		SUPPORT FOR THE MEN'S PROGRAM	10,000
ATLANTA UNION MISSION CORPORATION P O BOX 1807 ATLANTA, GA 30301	NONE PC		SUPPORT FOR THE WOMEN'S PROGRAM	10,000
BOY SCOUTS OF AMERICA, ARBUCKLE AREA COUNCIL POST OFFICE BOX 5309 ARDMORE, OK 73403-0309	NONE PC		OPERATING SUPPORT	15,000.

FORM 990PF, PART XV-- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARTER COUNTY CASA, INC. 20 B STREET, S W , STE #401 ARDMORE, OK 73401	NONE PC	OPERATING SUPPORT	10,000
CHARLES B GODDARD CENTER FOR VISUAL AND PERFORMIN P O. BOX 1624 ARDMORE, OK 73402	NONE PC	OPERATING SUPPORT AND ART EDUCATION OUTREACH PROGR	30,000
CHISHOLM TRAIL HERITAGE CENTER ASSOCIATION 1000 CHISHOLM TRAIL PARKWAY DUNCAN, OK 73533	NONE PC	EDUCATIONAL PROGRAM SUPPORT FACILITIES	10,000
COLONIAL WILLIAMSBURG FOUNDATION P O BOX 1776 WILLIAMSBURG, VA 23187-1776	NONE PC	2013 OKLAHOMA TEACHERS INSTITUTE	10,000
COMMUNITIES IN SCHOOLS, INC 10 W MAIN, SUITE 313 ARDMORE, OK 73401	NONE PC	2014 SUMMER OF SERVICE PROGRAM ELECTRONICS SYSTEM ANIMATRONICS UPGRADE	40,000
DEAN A MCGEE EYE INSTITUTE 608 STANTON L YOUNG BOULEVARD OKLAHOMA CITY, OK 73104	NONE PC	VIVARIUM RENOVATION PROJECT	100,000

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DIABETES SOLUTIONS - OK, INC 3333 NW 63RD, SUITE 100 OKLAHOMA CITY, OK 73116	NONE PC	SUPPORT FOR CAMP ENDRES SUPPORT	7,500
EDUCATION AND EMPLOYMENT MINISTRY, INC 14 N E 13TH STREET OKLAHOMA CITY, OK 73104	NONE PC	ANNUAL OPERATING SUPPORT	10,000
EDUCATION AND EMPLOYMENT MINISTRY, INC 14 N.E 13TH STREET OKLAHOMA CITY, OK 73104	NONE PC	PRE-EMPLOYMENT ASSESSMENT KIOSK FOR JOB PLACEMENT	20,000
FAMILY SHELTER OF SOUTHERN OKLAHOMA FOR VICTIMS OF P O BOX 1408 ARDMORE, OK 73402-1408	NONE PC	SHELTER PROGRAM AND SHELTER ADVOCATE	40,000
FRIENDS OF SKY RANCH, INC 600 NORTH PEARL STREET DALLAS, TX 75201	NONE PC	MILITARY FAMILY SCHOLARSHIPS	10,000.
GLORIA AINSWORTH CHILD CARE & LEARNING CENTER, INC 502 "G" STREET N E ARDMORE, OK 73401	NONE PC	OPERATING SUPPORT	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOD SHEPHERD COMMUNITY CLINIC INC #20 12TH AVENUE ARDMORE, OK 73401	NONE PC	PHARMACY PROGRAM SUPPORT FOR 2014	60,000
GREAT EXPECTATIONS FOUNDATION 717 NORTH GRAND AVENUE TAHLEQUAH, OK 74464-2399	NONE PC	OPERATING SUPPORT	15,000.
GREATER ARDMORE SCHOLARSHIP FOUNDATION, INC. 301 W MAIN, SUITE 210 ARDMORE, OK 73401	NONE PC	DISTRIBUTION FROM THE PETTITT EDUCATIONAL FUND	59,364.
HARDY MURPHY COLISEUM AUTHORITY P. O BOX 621 ARDMORE, OK 73402	NONE PC	DRAINAGE AND GRADING UPDATES	20,000
LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND STREET STEVEN P J WOOD BUILDING ARLINGTON, VA 22201	NONE PC	ANNUAL OPERATING SUPPORT	5,000
LEADING THE WAY WITH DR MICHAEL YOUSSEF, INC. P.O BOX 20100 ATLANTA, GA 30325	NONE PC	SUPPORT FOR KINGDOM SAT BROADCASTING	145,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LITTLE HILL FOUNDATION FOR THE REHABILITATION OF A P O BOX G BLAIRSTOWN, NJ 07825	NONE PC		RENOVATION OF FAMILY HALL	50,000
MURRAY STATE COLLEGE FOUNDATION, INC. ONE MURRAY CAMPUS TISHOMINGO, OK 73460	NONE PC		2013/2014 AGRICULTURE SCHOLARSHIPS	5,000
OKLAHOMA ARTS INSTITUTE 111 N W 9TH STREET OKLAHOMA CITY, OK 73102	NONE PC		SUPPORT FOR SUMMER ARTS INSTITUTE	7,500
OKLAHOMA BLOOD INSTITUTE 1001 N LINCOLN BOULEVARD OKLAHOMA CITY, OK 73104	NONE PC		PUBLIC UMBILICAL CORD BANK	15,000
OKLAHOMA CITY MUSEUM OF ART 415 COUCH DR OKLAHOMA CITY, OK 73102	NONE PC		PROJECTION PERFECTION	40,000
OKLAHOMA COUNCIL OF PUBLIC AFFAIRS, INC 1401 N LINCOLN BLVD. OKLAHOMA CITY, OK 73104	NONE PC		OPERATING SUPPORT FOR PROJECT HARVEST INITIATIVE	40,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA SCHOOL OF SCIENCE AND MATHEMATICS FOUNDAT 1141 NORTH LINCOLN BOULEVARD OKLAHOMA CITY, OK 73104-2847	NONE PC	BRIDGE FUNDING FOR SALARY SUPPLEMENTS	15,000
OKLAHOMA STATE UNIVERSITY FOUNDATION POST OFFICE BOX 1749 STILLWATER, OK 74076-1749	NONE PC	SUPPORT FOR THE OKLAHOMA AGRICULTURAL LEADERSHIP P	20,000
OKLAHOMA STATE UNIVERSITY FOUNDATION POST OFFICE BOX 1749 STILLWATER, OK 74076-1749	NONE PC	2013/2014 AGRICULTURE SCHOLARSHIPS	10,000
PANHANDLE STATE FOUNDATION POST OFFICE BOX 430 GOODWELL, OK 73939	NONE PC	2013/2014 AGRICULTURE SCHOLARSHIPS	8,000.
PANHANDLE STATE FOUNDATION POST OFFICE BOX 430 GOODWELL, OK 73939	NONE PC	LABORATORY EQUIPMENT	10,000.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	NONE PC	ANNUAL OPERATING SUPPORT	10,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
READING ROOM, INC. POST OFFICE BOX 1807 ARDMORE, OK 73402	NONE PC	READING THERAPISTS' SALARIES	25,000
REGIONAL FOOD BANK OF OKLAHOMA, INC. P O BOX 270968 OKLAHOMA CITY, OK 73137-0968	NONE PC	OPERATING SUPPORT	25,000
SOUTHEASTERN LEGAL FOUNDATION, INC. 2255 SEWELL MILL ROAD, SUITE 320 MARIETTA, GA 30062	NONE PC	OPERATING SUPPORT	20,000
SOUTHERN OKLAHOMA HIGHER EDUCATION FOUNDATION, INC 611 VETERANS BLVD. ARDMORE, OK 73401	NONE PC	CAPITAL CAMPAIGN	150,000
SOUTHERN OKLAHOMA TECHNOLOGY CENTER 2610 SAM NOBLE PARKWAY ARDMORE, OK 73401-2100	NONE PC	2013/2014 SCHOLARSHIPS	4,600
SOUTHWESTERN DIABETIC FOUNDATION, INC P O BOX 918 101 S. CULBERSON GAINESVILLE, TX 76241	NONE PC	CAMP SWEENEY SEPTIC SYSTEM REPAIRS	10,000

FORM 990BE, PART XV-- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF SOUTH CENTRAL OKLAHOMA, INC P O BOX 323 ARDMORE, OK 73402	NONE PC	MATCH FOR EMPLOYEES CONTRIBUTION 2014	30,418.
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVENUE, N W WASHINGTON, DC 20036	NONE PC	ANNUAL OPERATING SUPPORT	5,000
YOUNG MEN'S CHRISTIAN ASSOCIATION OF ARDMORE 920 FIFTEENTH AVENUE, N W ARDMORE, OK 73401	NONE PC	ANNUAL OPERATING SUPPORT	25,000.
AMHERST COLLEGE P O. BOX 5000 AMHERST, MA 01002	NONE PC	PARENTS' FUND	300.
ARDMORE CITY SCHOOLS ENRICHMENT FOUNDATION P O BOX 1709 ARDMORE, OK 73402	NONE PC	GENERAL SUPPORT	500.
ARDMORE CITY SCHOOLS ENRICHMENT FOUNDATION P O. BOX 1709 ARDMORE, OK 73402	NONE PC	GENERAL SUPPORT PROGRAM	400

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARDMORE CITY SCHOOLS ENRICHMENT FOUNDATION P O BOX 1709 ARDMORE, OK 73402	NONE PC	GRANTS-TO-TEACHERS PROGRAM	100
ARDMORE CITY SCHOOLS ENRICHMENT FOUNDATION P.O BOX 1709 ARDMORE, OK 73402	NONE PC	GENERAL SUPPORT	200
ARDMORE CITY SCHOOLS P O BOX 1709 ARDMORE, OK 73402	NONE PC	SPIRIT OF THE TIGERS	100.
ARDMORE CITY SCHOOLS P O BOX 1709 ARDMORE, OK 73402	NONE PC	ARDMORE ATHLETICS - FOOTBALL	100
ARDMORE CITY SCHOOLS P.O BOX 1709 ARDMORE, OK 73402	NONE PC	BAND BOOSTER CLUB	200
AVILA UNIVERSITY 11901 WORNALL ROAD KANSAS CITY, MO 64145	NONE PC	SCHOLARSHIP FUND	250

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BAYLOR COLLEGE OF MEDICINE DEVELOPMENT AND ADVANCEMENT ONE BAYLOR PLAZA, MS BCM160 HOUSTON, TX 77030	NONE PC	DEPARTMENT OF NEUROLOGY - HUTTON DONATION TEACHING	5,000
BETHLEHEM LUTHERAN SCHOOL 2100 N. WADSWORTH BLVD. LAKEWOOD, CO 80214	NONE PC	SUMMER THEATRE CAMP TSUNAMI RELIEF EFFORTS	500
BOWDOIN COLLEGE OFFICE OF DEVELOPMENT 4100 COLLEGE STATION BRUNSWICK, ME 4011	NONE PC	GEOLOGY FUND	125.
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD FOUNDATIO 9001 STOCKDALE HWY BAKERSFIELD, CA 93311	NONE PC	DEPARTMENT OF GEOLOGY FIELD CAMP SCHOLARSHIPS FOR G	5,000.
CAMERON UNIVERSITY FOUNDATION 2800 WEST GORE BLVD LAWTON, OK 73505	NONE PC	CAMERON UNIVERSITY KCCU-FM PUBLIC RADIO PROGRAM	2,000
COLEMAN CITY SCHOOLS P.O. BOX 188 COLEMAN, OK 73432	NONE PC	ACADEMIC TEAM AND ELEMENTARY SCHOOL	1,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
COLEMAN CITY SCHOOLS P.O BOX 188 COLEMAN, OK 73432	NONE PC		SCIENCE CLUB CONDITIONER FOR CAMP SWEENEY CAFETERIA	100
THE COLLEGE OF WILLIAM AND MARY OFFICE OF UNIVERSITY DEVELOPMENT P O BOX 1693 WILLIAMSBURG, VA 23187	NONE PC		GEOLOGY DEPARTMENT	200
COLORADO SCHOOL OF MINES FOUNDATION P O BOX 4005 GOLDEN, CO 80402	NONE PC		GENERAL SUPPORT COMPETITION	100
COLORADO SCHOOL OF MINES FOUNDATION P O BOX 4005 GOLDEN, CO 80402	NONE PC		GENERAL SUPPORT	500
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O. BOX 910585 DENVER, CO 80291	NONE PC		SYL HOUSTON ENDOWED SCHOLARSHIP FUND	100
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O. BOX 910585 DENVER, CO 80291	NONE PC		VON STROH ENDOWED SCHOLARSHIP FUND	100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O BOX 910585 DENVER, CO 80291	NONE PC	MEN'S HOCKEY FUND	200.
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O BOX 910585 DENVER, CO 80291	NONE PC	MEN'S SKI TEAM FUND	50
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O BOX 910585 DENVER, CO 80291	NONE PC	WOMEN'S GYMNASTICS FUNDS	100.
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O BOX 910585 DENVER, CO 80291	NONE PC	WOMEN'S SKI TEAM FUND	50
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O BOX 910585 DENVER, CO 80291	NONE PC	MARGERY REED BUILDING RENOVATION FUND	5,000
COLORADO SEMINARY UNIVERSITY ADVANCEMENT P O BOX 910585 DENVER, CO 80291	NONE PC	ACADEMIC COMMONS CAPITAL CAMPAIGN FUND	4,400

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
COLORADO STATE UNIVERSITY FOUNDATION 510 UNIVERSITY SERVICES CENTER 601 SOUTH HOWES STREET, #410 FT COLLINS, CO 80523-7115	NONE PC		DIANA W ANDERSON SCHOLARSHIP ENDOWMENT	10,000
CONCORDIA SEMINARY 801 SEMINARY PLACE ST LOUIS, MO 63105	NONE PC		ST LOUIS UNRESTRICTED FUND	1,000.
CONCORDIA SEMINARY 801 SEMINARY PLACE ST. LOUIS, MO 63105	NONE PC		STUDENT AID - BRIDGE BUILDERS 3 FUND	500.
CONCORDIA THEOLOGICAL SEMINARY 6600 NORTH CLINTON STREET PORT WAYNE, IN 46825	NONE PC		GENERAL SUPPORT	1,000.
CREIGHTON UNIVERSITY OFFICE OF DEVELOPMENT P O 30282 OMAHA, NE 68103	NONE PC		SCHOOL OF LAW	5,000
DAVIDSON COLLEGE BOX 7174 DAVIDSON, NC 28035	NONE PC		LIVING ENDOWMENT - UNRESTRICTED	1,000

FORM 990BF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DENVER PUBLIC SCHOOLS 3480 SYRACUSE STREET DENVER, CO 80238	NONE PC	MCAULIFFE INTERNATIONAL SCHOOL - REACH FOR THE STA	500
DICKSON FOUNDATION FOR EXCELLENCE IN EDUCATION, IN P O BOX 994 ARDMORE, OK 73402	NONE PC	ACADEMIC PROGRAMS AT DICKSON SCHOOLS	120
DICKSON FOUNDATION FOR EXCELLENCE IN EDUCATION, IN P O. BOX 994 ARDMORE, OK 73401	NONE PC	GENERAL SUPPORT	200
DICKSON PUBLIC SCHOOLS 4762 STATE HWY 199 ARDMORE, OK 73401	NONE PC	GENERAL SUPPORT FOR DICKSON LOWER ELEMENTARY	100
DOUGLAS COUNTY SCHOOL DISTRICT 8898 S MAPLEWOOD DRIVE HIGHLANDS RANCH, CO 80126	NONE PC	GENERAL SUPPORT - SAND CREEK ELEMENTARY	100
DUKE UNIVERSITY ALUMNI AND DEVELOPMENT RECORDS BOX 90581 DURHAM, NC 43015	NONE PC	TRINITY COLLEGE ANNUAL FUND	300

FORM 990DP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EAST CENTRAL UNIVERSITY FOUNDATION 11100 E 14TH, PMB Y-8 ADA, OK 74804	NONE PC	MULTIPLE FUNDS	10,000
EDEN THEOLOGICAL SEMINARY 475 EAST LOCKWOOD AVE. ST. LOUIS, MO 74820	NONE PC	GENERAL SUPPORT	250
EMORY UNIVERSITY OFFICE OF GIFT RECORDS 1762 CLIFTON ROAD NE, STE 1400 ATLANTA, GA 63119	NONE PC	ALZHEIMER RESEARCH - GENERAL GIFT	2,500.
EPISCOPAL SCHOOL OF DALLAS 4100 MERRELL ROAD DALLAS, TX 30322	NONE PC	ANNUAL FUND	250
FAITH CHRISTIAN SCHOOL 730 E WORTH STREET GRAPEVINE, TX 75229	NONE PC	WORK-A-THON	1,000
THE FAY SCHOOL 105 N POST OAK LANE HOUSTON, TX 76051	NONE PC	ANNUAL FUND	1,250

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PORT WORTH COUNTRY DAY SCHOOL 4200 COUNTRY DAY LANE FORT WORTH, TX 77024	NONE PC		KATHERINE HOOTON MEMORIAL FUND	1,500
GOOD SHEPHERD NATIVITY MISSION SCHOOL, INC 353 BARONNE STREET NEW ORLEANS, LA 76109	NONE PC		GENERAL SUPPORT	7,000.
GRACELAND UNIVERSITY DEVELOPMENT OFFICE 1 UNIVERSITY PLACE LAWONI, IA 70112	NONE PC		ALUMNI SCHOLARSHIP FUND	360.
GRACELAND UNIVERSITY DEVELOPMENT OFFICE 1 UNIVERSITY PLACE LAWONI, IA 50140	NONE PC		ALUMNI BOARD MEETING EXPENSES	629.
GRACELAND UNIVERSITY DEVELOPMENT OFFICE 1 UNIVERSITY PLACE LAWONI, IA 50140	NONE PC		WOMEN'S SOCCER FUND	2,000.
GRACELAND UNIVERSITY DEVELOPMENT OFFICE 1 UNIVERSITY PLACE LAWONI, IA 50140	NONE PC		MEN'S VOLLEYBALL	1,000

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GRACELAND UNIVERSITY DEVELOPMENT OFFICE 1 UNIVERSITY PLACE LAMONI, IA 50140	NONE PC	GENERAL SUPPORT	500
GRACELAND UNIVERSITY DEVELOPMENT OFFICE 1 UNIVERSITY PLACE LAMONI, IA 50140	NONE PC	AG BUSINESS - HIGH TUNNEL HOOP HOUSE	3,000
GREEN MOUNTAIN HIGH SCHOOL FOUNDATION 13175 GREEN MOUNTAIN DRIVE LAKEWOOD, CO 50140	NONE PC	GENERAL SUPPORT	500
HILLSDALE COLLEGE P.O BOX 96607 WASHINGTON, CO 80228	NONE PC	ANNUAL SUPPORT	100
HOUSTON INDEPENDENT SCHOOL DISTRICT 1401 W 43RD STREET HOUSTON, TX 77018 HOUSTON, TN 38112-1690	NONE PC	GENERAL SUPPORT FOR OAK FOREST ELEMENTARY	4,000.
HUMBOLDT STATE UNIVERSITY OFFICE OF UNIVERSITY ADVANCEMENT 1 HARPST STREET ARCATA, TX 77018	NONE PC	GREG JENNINGS MEMORIAL BOTANY SCHOLARSHIP	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INDIANA UNIVERSITY FOUNDATION SHOWALTER HOUSE P.O. BOX 500 BLOOMINGTON, CA 95521	NONE PC	CLASS OF '82 ANNIVERSARY SCHOLARSHIP	250.
IOWA STATE UNIVERSITY FOUNDATION P.O. BOX 2230 AMES, IN 47402	NONE PC	DEPARTMENT OF GEOLOGICAL AND ATMOSPHERIC SCIENCES	300
THE JOHN COOPER SCHOOL 1 COOPER DRIVE THE WOODLANDS, IA 50010	NONE PC	ACT II CAPITAL CAMPAIGN	3,000
THE JOHN COOPER SCHOOL 1 COOPER DRIVE THE WOODLANDS, TX 77381	NONE PC	ANNUAL FUND	1,250
KANAKUK INSTITUTE 1353 LAKESHORE DRIVE BRANSON, TX 77381	NONE PC	GENERAL SUPPORT	2,300
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION P.O. BOX 928 LAWRENCE, MO 65616	NONE PC	EARTH, ENERGY, AND ENVIRONMENT CENTER BOARD GOAL	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION P O BOX 928 LAWRENCE, KS 66044	NONE PC	KANSAS HONORS PROGRAM ALUMNI ASSOCIATION	50
LAFAYETTE COLLEGE 201 VAN WICKLE HALL EASTON, KS 66044	NONE PC	DEPARTMENT OF GEOLOGICAL SCIENCES	1,000
LOUISIANA STATE UNIVERSITY FOUNDATION 3838 WEST LAKESHORE DRIVE BATON ROUGE, LA 70808	NONE PC	ECE CAPSTONE DESIGN SUPPORT FUND	1,500.
LOUISIANA STATE UNIVERSITY FOUNDATION 3838 WEST LAKESHORE DRIVE BATON ROUGE, LA 70808	NONE PC	ECE POWER PROGRAM SUPPORT FUND	1,500
LOUISIANA TECH UNIVERSITY FOUNDATION, INC P O BOX 3183 RUSTON, LA 70808	NONE PC	DR ALICE HUNT SCHOLARSHIP FUND	1,000
MCPHERSON COLLEGE 1600 E. EUCLID P O BOX 1402 MCPHERSON, LA 71272	NONE PC	GENERAL SUPPORT	2,500

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MID-AMERICA CHRISTIAN UNIVERSITY 3500 SW 119TH STREET OKLAHOMA CITY, KS 67460	NONE PC	CHARLIE BROWN MEMORIAL FUND	500
MONTANA TECH FOUNDATION 1300 W PARK STREET BUTTE, OK 73170	NONE PC	DIGGER TURF PROGRAM	1,000
MOUNTAIN PHOENIX COMMUNITY SCHOOL 4725 MILLER STREET WHEAT RIDGE, MT 59701	NONE PC	GENERAL SUPPORT	350.
OAK HALL 2815 MT WASHINGTON ROAD ARDMORE, CO 80033	NONE PC	GENERAL SUPPORT	600
OAK HALL 2815 MOUNT WASHINGTON ROAD ARDMORE, OK 73401	NONE PC	GENERAL SUPPORT	1,330
OAK HALL 2815 MT WASHINGTON ROAD ARDMORE, OK 73401	NONE PC	MIDNIGHT MASQUERADE DINNER, DANCE, & AUCTION	100

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OHIO STATE UNIVERSITY FOUNDATION 1480 WEST LANE AVENUE COLUMBUS, OH 73401	NONE PC	OSU FUND FOR THE COLLEGE OF ENGINEERING	350.
OHIO STATE UNIVERSITY FOUNDATION 1480 WEST LANE AVENUE COLUMBUS, OH 43221	NONE PC	OSU FUND FOR THE GREATEST PRIORITY	500.
OHIO WESLEYAN UNIVERSITY MOWRY ALUMNI CENTER 61 S. SANDUSKY STREET DELAWARE, OH 43221	NONE PC	OHIO WESLEYAN FUND	1,000
OKLAHOMA BAPTIST UNIVERSITY OBU BOX 61275 500 W UNIVERSITY SHAWNEE, OH 43015	NONE PC	VISION FOR A NEW CENTURY CAMPAIGN	2,000
OKLAHOMA BAPTIST UNIVERSITY OBU BOX 61275 500 W. UNIVERSITY SHAWNEE, OK 74804	NONE PC	GENERAL OPERATIONS	1,000
OKLAHOMA CHRISTIAN SCHOOLS, INC. P O BOX 509 EDMOND, OK 77840	NONE PC	SCHOLARSHIP FUND	1,300

FORM 990BF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OKLAHOMA EDUCATIONAL TELEVISION AUTHORITY FOUNDATI P O BOX 14190 OKLAHOMA CITY, OK 73083	NONE PC	GENERAL SUPPORT	271
OKLAHOMA SCHOOL OF SCIENCE AND MATHEMATICS FOUNDAT 1141 NORTH LINCOLN BOULEVARD OKLAHOMA CITY, OK 73113	NONE PC	CLASS OF 2008 FACULTY AWARD	100
OKLAHOMA STATE UNIVERSITY FOUNDATION P.O BOX 1749 STILLWATER, OK 73104	NONE PC	DEAN'S EXCELLENCE FUND IN AGRICULTURE	200
OKLAHOMA STATE UNIVERSITY FOUNDATION P O BOX 1749 STILLWATER, OK 74076	NONE PC	FOOTBALL PROGRAM	3,112
OKLAHOMA STATE UNIVERSITY FOUNDATION P.O BOX 1749 STILLWATER, OK 74076	NONE PC	C E MASON MEMORIAL AGGIE-X SCHOLARSHIP	750
OKLAHOMA STATE UNIVERSITY FOUNDATION P O BOX 1749 STILLWATER, OK 74076	NONE PC	VARSITY ATHLETICS FUND	1,003.

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH STREET CORVALLIS, OK 74076	NONE PC	DEAN'S FUND FOR EXCELLENCE AND INNOVATION IN THE C	700
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH STREET CORVALLIS, OR 97333	NONE PC	DEAN'S FUND FOR EXCELLENCE IN AGRICULTURAL SCIENCE	700
OUR LADY OF LORETO 18000 E ARAPAHOE ROAD FOXFIELD, OR 97333	NONE PC	FULFILLING HOPE INITIATIVE FOR K-8TH GRADE SCHOOL	8,123
PENNSYLVANIA STATE UNIVERSITY OFFICE OF UNIVERSITY DEVELOPMENT ONE OLD MAIN UNIVERSITY PARK, CO 80016	NONE PC	DAVID & KATHLEEN STOVER TRUSTEE SCHOLARSHIP/EMS	10,000
PLAINVIEW PUBLIC SCHOOLS 1140 SOUTH PLAINVIEW ROAD ARDMORE, PA 16802	NONE PC	PLAINVIEW HIGH SCHOOL BAND	700
PURDUE FOUNDATION, INC DICK AND SANDY DAUCH ALUMNI CENTER 403 W WOOD STREET WEST LAFAYETTE, OK 73401	NONE SO I	SCHOOL OF CHEMICAL ENGINEERING	5,000

FORM 990PF, PART XV--GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PURDUE FOUNDATION, INC DICK AND SANDY DAUCH ALUMNI CENTER 403 W. WOOD STREET WEST LAFAYETTE, IN 47907	NONE SO I		COLLEGE OF SCIENCE	500
PURDUE FOUNDATION, INC DICK AND SANDY DAUCH ALUMNI CENTER 403 W. WOOD STREET WEST LAFAYETTE, IN 47907	NONE SO I		DEPARTMENT OF EARTH, ATMOSPHERIC, AND PLANETARY SC	1,000
PURDUE FOUNDATION, INC DICK AND SANDY DAUCH ALUMNI CENTER 403 W WOOD STREET WEST LAFAYETTE, IN 47907	NONE SO I		EAS - DEPARTMENTAL VEHICLE FUND RESOURCES	1,000
REGIS JESUIT HIGH SCHOOL 6400 S. LEWISTON WAY AURORA, IN 47907	NONE PC		PACE CAMPAIGN MANAGERS AND RURAL APPRAISERS SCHOLARSHIP	1,877
ROCKHURST UNIVERSITY 1100 ROCKHURST ROAD KANSAS CITY, CO 80016	NONE PC		ROCKHURST FUND	250
ROCKY MOUNTAIN ACADEMY OF EVERGREEN 2959 ROYALE ELK WAY EVERGREEN, MO 64110	NONE SO I		GENERAL SUPPORT	2,000

FORM 990PF, PART XV--GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAM HOUSTON STATE UNIVERSITY P O BOX 2537 HUNTSVILLE, CO 80439	NONE PC	RANDY G WALLACE BUSINESS PLAN COMPETITION AND SCH	2,500
SOUTHEASTERN FOUNDATION 1405 N. 4TH AVE. PMB 4187 DURANT, TX 77341	NONE PC	CLIFFORD STEVENS MEMORIAL SCHOLARSHIP	200
SOUTHERN METHODIST UNIVERSITY P O BOX 750333 DALLAS, OK 74701	NONE PC	ED NOBLE ENDOWED MBA SCHOLARSHIP IN THE COX SCHOOL	5,000.
SOUTHERN METHODIST UNIVERSITY GIFT ADMINISTRATION P O BOX 750402 DALLAS, TX 75275	NONE PC	GEORGE W BUSH PRESIDENTIAL CENTER'S WOMEN'S INITI	20,000
SOUTHERN METHODIST UNIVERSITY GIFT ADMINISTRATION P O BOX 750402 DALLAS, TX 75275	NONE PC	BBA BUSINESS SCHOLARS PROGRAM	5,000
SOUTHWESTERN UNIVERSITY P.O. BOX 770 GEORGETOWN, TX 75275	NONE PC	SCIENCE CENTER	200.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST ANTHONY CATHOLIC SCHOOL 326 SOUTH 3RD STREET STERLING, TX 78627	NONE PC	ST ANTHONY SCHOOL CAMPAIGN	10,000
ST CATHERINE'S MONTESSORI SCHOOL 9821 TIMBERSIDE DRIVE HOUSTON, CO 80751	NONE PC	ANNUAL FUND	1,500
ST CATHERINE'S MONTESSORI SCHOOL 9821 TIMBERSIDE DRIVE HOUSTON, TX 77025	NONE PC	ORCHARD PATHWAYS PROJECT	100
ST CECILIA CATHOLIC SCHOOL 11740 JOAN OF ARC DRIVE 11740 JOAN OF ARC DRIVE HOUSTON, TX 77025	NONE PC	GENERAL SUPPORT	500
ST JOHN'S NORTHWESTERN MILITARY ACADEMY 1101 GENESEE STREET DELAFIELD, TX 777024	NONE PC	EXCALIBUR FUNDRAISER	500.
ST THOMAS HIGH SCHOOL 4500 MEMORIAL DRIVE HOUSTON, WI 53018	NONE PC	ANNUAL FUND	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
STEPHEN F AUSTIN STATE UNIVERSITY P O BOX 6092 SFA STATION NACODOCHES, TX 77007	NONE PC		THURMAN AND HAZEL CRAWFORD SCHOLARSHIP	10,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 75963	NONE PC		DOUGLAS VON GONTEN ENDOWED SCHOLARSHIP FUND	1,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		LIEBY AND TERRY R GERHART '84 SCHOLARSHIP	6,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		STEPHEN A HOLDITCH '69 DEPARTMENT HEAD CHAIR IN P	4,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		MARY ANNE AND J W. KORNEGAY SCHOLARSHIP BUSINESS	10,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		CLASS OF '76 TEXAS AGGIE PETROLEUM ENGINEERS SCHOL	4,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		H PHIL HOBSON, DVM ENDOWED SCHOLARSHIP	1,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		DEPARTMENT OF GEOLOGY	1,000
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		JOANN LEDLOW HOBSON OPPORTUNITY AWARD SCHOLARSHIP	4,000.
TEXAS A&M FOUNDATION 401 GEORGE BUSH DRIVE COLLEGE STATION, TX 77840	NONE PC		ACADEMIC SUPPORT FUND	1,500
TEXAS LUTHERAN UNIVERSITY 1000 WEST COURT STREET SEGUIN, TX 77840	NONE PC		TEXAS LUTHERAN FUND	1,000
TEXAS TECH UNIVERSITY SYSTEM INSTITUTIONAL ADVANCEMENT P.O. BOX 41081 LUBBOCK, TX 79155	NONE PC		TEXAS TECH UNIVERSITY GENERAL SCHOLARSHIP	1,000

FORM-990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THOMAS AQUINAS COLLEGE 10,000 OJAI ROAD SANTA PAULA, TX 79409	NONE PC	FINANCIAL AID	1,000
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CA 93060	NONE PC	STUDENT ATHLETE EXCELLENCE FUND	600
UNIVERSITY OF DELAWARE OFFICE OF UNIVERSITY DEVELOPMENT 83 EAST MAIN STREET, 3RD FLOOR NEWARK, CO 80301	NONE PC	THOMPSON FIELD EXPERIENCE ENDOWMENT	1,000.
UNIVERSITY OF GEORGIA FOUNDATION MILLEDGE CENTRE, SUITE 100 394 SOUTH MILLEDGE AVE. ATHENS, DE 19716	NONE PC	H ROGER BOERMA ACADEMIC SUPPORT FUND	250
UNIVERSITY OF HOUSTON 221 E CULLEN BLDG HOUSTON, GA 30602	NONE PC	FUND FOR UH (GENERAL SUPPORT)	1,000
UNIVERSITY OF HOUSTON P O BOX 867 HOUSTON, TX 77204	NONE PC	DR JOHN C BUTLER PRESIDENTIAL ENDOWED SCHOLARSHI	250

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF HOUSTON 4343 ELGIN STREET HOUSTON, TX 77001	NONE PC		HOUSTON PBS	252
UNIVERSITY OF HOUSTON 4343 ELGIN STREET, FL 3 HOUSTON, TX 77204	NONE PC		KUHA HOUSTON PUBLIC RADIO	100
UNIVERSITY OF ILLINOIS FOUNDATION HARKER HALL 1305 W GREEN STREET URBANA, TX 77204	NONE PC		DEPARTMENT OF CROP SCIENCES UNRESTRICTED FUND	400
UNIVERSITY OF ILLINOIS FOUNDATION HARKER HALL 1305 W. GREEN STREET URBANA, IL 61801	NONE PC		LAS ANNUAL DEVELOPMENT FUND - PLANT BIOLOGY SCHOLARSHIP FUND	400.
UNIVERSITY OF ILLINOIS FOUNDATION HARKER HALL 1305 W GREEN STREET URBANA, IL 61801	NONE PC		COLLEGE OF LIBERAL ARTS AND SCIENCES ANNUAL FUND	50
UNIVERSITY OF ILLINOIS FOUNDATION HARKER HALL 1305 W GREEN STREET URBANA, IL 61801	NONE PC		COLLEGE OF AGRICULTURAL, CONSUMER AND ENVIRONMENTA	50

FORM 990PP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF KENTUCKY OFFICE OF DEVELOPMENT 100 STURGILL DEVELOPMENT BLDG LEXINGTON, IL 61801	NONE PC	GEOLOGY DEPARTMENT	500
UNIVERSITY OF MINNESOTA FOUNDATION MCNAMARA ALUMNI CENTER 200 OAK STREET SW, STE 500 MINNEAPOLIS, KY 40506	NONE PC	UMM JAMES VAN ALSTINE GEOLOGY AND ENVIRONMENTAL SC	3,500
UNIVERSITY OF NEBRASKA KEARNEY FOUNDERS HALL 905 WEST 25TH STREET KEARNEY, MN 55455	NONE PC	COLLEGE OF FINE ARTS AND HUMANITIES FUND SCHOLARSHIP	5,000
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, NE 68849	NONE PC	COLLEGE OF LAW CENTENNIAL SCHOLARSHIP	1,000
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	ALUMNI REUNION SOONER HERITAGE SCHOLARSHIP	500
UNIVERSITY OF OKLAHOMA FOUNDATION, INC. 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	ASSOCIATES OF THE UNIVERSITY OF OKLAHOMA	7,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	OU CLUB OF ARMY ROTC	250
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	SOONER CLUB	4,640
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	STEPHENSON OKLAHOMA CANCER CENTER - GREATEST NEEDS	100
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	OKLAHOMA MUSEUM OF NATURAL HISTORY - FRIENDS OF TH	100
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	OU PRIDE	25
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	UNIVERSITY DEVELOPMENT	50

FORM 990B-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	BOTANY AND MICROBIOLOGY CENTENNIAL LEGACY	75
UNIVERSITY OF OKLAHOMA FOUNDATION, INC 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	LIBRARY SCIENCE FUND IN THE LIBRARY AND INFORMATIO	100
UNIVERSITY OF OKLAHOMA FOUNDATION, INC. 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC	WILLIAM D ROE SCHOLARSHIP FUND	100
UNIVERSITY OF ROCHESTER ALUMNI AND ADVANCEMENT CENTER SUITE 100, 300 EAST RIVER ROAD ROCHESTER, OK 73019	NONE PC	ASISH R. BASU FUND IN EARTH AND ENVIRONMENTAL SCIE	2,500.
UNIVERSITY OF TEXAS AT ARLINGTON OFFICE OF DEVELOPMENT P O BOX 19198 ARLINGTON, NY 14627	NONE PC	COLLEGE OF SCIENCE EXCELLENCE FUND	500
UNIVERSITY OF TEXAS AT ARLINGTON OFFICE OF DEVELOPMENT P O BOX 19198 ARLINGTON, TX 76019	NONE PC	COLLEGE OF ENGINEERING DEAN'S EXCELLENCE FUND MATHEMATICS-GEOSCIENCES EQUIPMENT & FIELD TRIP FUND	250

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF TEXAS AT AUSTIN DEVELOPMENT OFFICE P O BOX 7458 AUSTIN, TX 76019	NONE PC	CENTER FOR STUDENTS IN RECOVERY CHAMPIONSHIP PROGR SCHOLARSHIP IN GEOSCIENCES	1,500
UNIVERSITY OF TEXAS AT AUSTIN DEVELOPMENT OFFICE P.O. BOX 7458 AUSTIN, TX 78713	NONE PC	JACKSON SCHOOL OF GEOSCIENCES MEMORIAL SCHOLARSHIP	500
UNIVERSITY OF TEXAS AT AUSTIN DEVELOPMENT OFFICE P.O. BOX 7458 AUSTIN, TX 78713	NONE PC	JACKSON SCHOOL OF GEOSCIENCES ANNUAL GIVING PROGRA TECHNOLOGY SUPPORT	600.
UNIVERSITY OF TEXAS AT AUSTIN DEVELOPMENT OFFICE P.O. BOX 7458 AUSTIN, TX 78713	NONE PC	DIVISION OF RECREATIONAL SPORTS	225
UNIVERSITY OF TEXAS AT DALLAS OFFICE OF DEVELOPMENT AND ALUMNI RELATIONS 800 WEST CAMPBELL ROAD, AD13 RICHARDSON, TX 78713	NONE PC	GENERAL SUPPORT ENVIRONMENTAL SCIENCES FUND	5,000
UNIVERSITY OF THE SOUTH OFFICE OF UNIVERISTY ADVANCEMENT 735 UNIVERSITY AVENUE SEWANEE, TX 75080	NONE PC	WOMEN'S GOLF	500

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF TULSA OFFICE OF INSTITUTIONAL ADVANCEMENT 800 S TUCKER DRIVE TULSA, TN 37383	NONE PC	TU ANNUAL FUND - COLLEGE OF ENGINEERING	1,500
UNIVERSITY OF TULSA OFFICE OF INSTITUTIONAL ADVANCEMENT 800 S. TUCKER DRIVE TULSA, OK 74104	NONE PC	SCHOOL OF NURSING DR W C MACQUOWN, JR	75
UNIVERSITY OF TULSA OFFICE OF INSTITUTIONAL ADVANCEMENT 800 S. TUCKER DRIVE TULSA, OK 74104	NONE PC	MCDUGALL SCHOOL OF PETROLEUM ENGINEERING SCIENCES SCHOLARSHIP FUND	75.
UNIVERSITY OF UTAH DEVELOPMENT OFFICE 540 ARAPEEN DRIVE, SUITE 250 SALT LAKE CITY, OK 74104	NONE PC	COLLEGE OF ENGINEERING DEVELOPMENT FUND	300.
UNIVERSITY OF WYOMING FOUNDATION, INC 1200 EAST IVINSON AVE LARAMIE, UT 84108-1238	NONE PC	GEOLOGY AND GEOPHYSICS DEPARTMENT ENDOWMENT	1,700
VERNON REGIONAL JUNIOR COLLEGE FOUNDATION INC 4400 COLLEGE DRIVE VERNON, WY 82070	NONE PC	JOYCE AND A Q JOHNSON SCHOLARSHIP FUND	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VICTORY LIFE ACADEMY, INC P O BOX 427 DURANT, TX 76384	NONE PC	EAGLE LEGACY CLASSIC FUNDRAISER	6,200
WASHINGTON UNIVERSITY CAMPUS BOX 1192 ONE BROOKINGS DRIVE ST LOUIS, OK 74702	NONE PC	DEPARTMENT OF BIOLOGY IN ARTS & SCIENCES	900
WASHINGTON UNIVERSITY CAMPUS BOX 1192 ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	NONE PC	PROGRAM IN PHYSICAL THERAPY	450
WASHINGTON UNIVERSITY CAMPUS BOX 1192 ONE BROOKINGS DRIVE ST LOUIS, MO 63130	NONE PC	STEPHEN ROSE SCHOLARSHIP IN PHYSICAL THERAPY IN TH CANCER CENTER	450.
WESLEY ACADEMY OF FIRST UNITED METHODIST CHURCH 10570 WESPARK DRIVE HOUSTON, MO 63130	NONE PC	ANNUAL FUND	3,500
WESTERN STATE COLORADO UNIVERSITY P O BOX 1264 GUNNISON, TX 77042	NONE PC	PLRM GENERAL OPERATING FUND	100

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTMINSTER SCHOOLS, INC 1424 W PACES FERRY ROAD, NW ATLANTA, CO 81230	NONE PC	CAPITAL CAMPAIGN	2,500
WILLIAM MARCH RICE UNIVERSITY DEVELOPMENT OFFICE P O BOX 1892 HOUSTON, GA 30327	NONE PC	RICE GENERAL FUND	450
WILLIAM MARCH RICE UNIVERSITY DEVELOPMENT OFFICE P O. BOX 1892 HOUSTON, TX 77251	NONE PC	JONES SCHOOL OF BUSINESS	150
ACOSTA-TORRES, ELIS P.O BOX 2180 ARDMORE, TX 77251	NONE	NOBLE EDUCATIONAL FUND	5,000.
ADAMS, ETHAN COOPER P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500.
ANDERSON, KELLY P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BANNING, ALEXIS A. P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
BERNERO, LAURA P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
BLOUNT, STETSON D. P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
BRECKENRIDGE, HOLLY N P.O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
BROWN, DANICA L P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
CHEN, JUNJUN P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLAMPITT, KATHRYN E P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
COFFEY, RICHARD S P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000.
DANIEL, KAELYN C. P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500.
DEACON, HANNA K. P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
DONICA, MADISON P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
DONICA, SAVANNAH M P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DUNN, ALI N P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
ESTEVEZ, ADRIANA C. P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
GRANT, RAVEN-DENEICE P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000.
GUICE, SHAWN M P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000.
HOLMES, ELIOT P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
HUHAN, ASHLEY B P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000

FORM-990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HUNTER, KALE J P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
KHURANA, CHRISTIAN P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
KORNEGAY, MATTHEW P P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000.
LE, TRAN NAM P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
LEDLOW, CAROLYN P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500.
LEI, ZIYING P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MACKEY, AUBREY K P.O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
MARTIN, JAYCI L P.O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
MAXWELL, CHARLES J P.O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
MCCRITE, RIANNA P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
MCDONALD, JEFFREY D. P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
MCFARLING, LEE P.O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
MCSWEENEY, PATRICK R P O. BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	5,000
NAZARIAN, NILOUFAR P O BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	2,500
NEEDHAM, KATHLEEN L P O BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	2,500
NELSON, LAURA K P O BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	5,000
PETTINGILL, NICOLE P.O. BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	2,500
PIERCE, JORDAN M P O. BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	5,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PIGOTT, MELISSA P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
ROGERS, ANDREW J P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
ROGERS, MATTHEW B. P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
RUETER, THOMAS D P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
STALDER, CARLY A P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
STOLFA, KEVIN M. P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UDVARDI, MAYRAH W P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
WEN, YIXUAN P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
WILKINS, DAYLON N. P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000.
WOLF, JENNIFER J P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000
YOSHIYASU, YUKI P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
ZHOU, ZHONGHUI P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	5,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ZIMMERMAN, JOSEPH P P O. BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	2,500
ALLMON, LORI D P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	5,625
BRAME, MEGAN M P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	2,500
BURNS, BRIAR A P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	3,750
BUTLER, BARRETT P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	2,500
CHAPMAN, LUKE S P.O. BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	2,500

FORM 990FE, PART XV-- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHRISTIAN, ALLISON B P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500
CLEARY, SETH P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000
COFFEY, AARON P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	3,125
COFFEY, SARAH P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000
COFFEY, RICHARD S. P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000
CRABTREE, ELIZABETH C P.O. BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CRAIGE, CHARLES C P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500
DONAHO, KYLEE C P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500
DONICA, MADISON P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500
HAYS, JESSICA K P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000
LEE, MARY T. P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000
LOLLIS, JERI D P.O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOWE, JINNA M P.O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500
NEAL, JESSICA N P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000
ROGERS, MATTHEW B P.O. BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000
SPAMPINATO, MARK P.O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500.
SPARKS, JOHN D. P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	3,125
STEVENS, HANNAH P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	5,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 27 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VEKONY, STEVEN H P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	2,500
WHITAKER, ANDREW H P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	3,125
ZACHARY, DAKOTA K P.O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	2,500
TOTAL CONTRIBUTIONS PAID				<u>1,989,149</u>

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ACOSTA-TORRES, ELIS P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500
ADAMS, ETHAN COOPER P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
BANNING, ALEXIS A P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500
BLOUNT, STETSON D P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500
BRECKENRIDGE, HOLLY N. P.O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500.
CHEN, JUNJUN P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COFFEY, RICHARD S P O BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	2,500
DANIEL, KAELYN C P O. BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	17,500
DEACON, HANNA K P O. BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	12,500.
DONICA, SAVANNAH M P.O BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	17,500
DUNN, ALI N P O. BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	17,500
ESTEVEZ, ADRIANA C P O BOX 2180 ARDMORE, OK 73401	NONE		NOBLE EDUCATIONAL FUND	12,500.

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GRANT, RAVEN-DENEICE P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500
GUICE, SHAWN M P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500
HUHMANN, ASHLEY B P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500.
HUNTER, KALE J P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
KHURANA, CHRISTIAAN P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	17,500
KORNEGAY, MATTHEW P P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	10,000

FORM 990DE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LE, TRAN NAM P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
LEI, ZIYING P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500
MACKEY, AUBREY K P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500
MARTIN, JAYCI L. P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	17,500
MCCRITE, RIANNA P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	17,500
MCDONALD, JEFFREY D P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	17,500.

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MCFARLING, LEE P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500
MCSWEENEY, PATRICK R P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500.
NAZARIAN, NILOUFAR P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500.
NELSON, LAURA K P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500
PETTINGILL, NICOLE P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
PIERCE, JORDAN M. P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROGERS, ANDREW J P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500
ROGERS, MATTHEW B P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500
RUETER, THOMAS D P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
STALDER, CARLY A. P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	17,500.
STOLFA, KEVIN M P O. BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	17,500.
WEN, YIXUAN P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILKINS, DAYLON N P.O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	12,500.
WOLF, JENNIFER J P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	2,500
YOSHIYASU, YUKI P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	17,500.
ZHOU, ZHONGHUI P O BOX 2180 ARDMORE, OK 73401	NONE	NOBLE EDUCATIONAL FUND	7,500.
ALLMON, LORI D P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	9,375.
BRAME, MEGAN M P.O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	17,500

FORM 990FE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BURNS, BRIAR A P.O. BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500
CHAPMAN, LUKE S P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	17,500.
CHRISTIAN, ALLISON B P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	17,500
CLEARY, SETH P.O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	12,500.
COFFEY, SARAH P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	7,500
COFFEY, RICHARD S P O. BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	2,500

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CRABTREE, ELIZABETH C P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	7,500
DONAHU, KYLEE C P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	12,500
HAYS, JESSICA K. P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	2,500
LEE, MARY T P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	12,500.
NEAL, JESSICA N P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	7,500
ROGERS, MATTHEW B P O BOX 2180 ARDMORE, OK 73401	NONE		SAM NOBLE SCHOLARSHIP	7,500

FORM 990BF PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 28 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPAMPINATO, MARK P.O. BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	17,500
STEVENS, HANNAH P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	12,500
VEKONY, STEVEN H P O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	12,500
WHITAKER, ANDREW H. P.O BOX 2180 ARDMORE, OK 73401	NONE	SAM NOBLE SCHOLARSHIP	3,125
TOTAL CONTRIBUTIONS APPROVED			<u>585,000</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF PROGRAM SERVICE REVENUE

ATTACHMENT 29

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>		<u>EXCLUSION CODE</u>	<u>AMOUNT</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
CATTLE, PECAN AND OTHER FARM SALES							442,794.
EDUCATIONAL SEMINARS							21,097.
OTHER PROGRAM REVENUE							5,524,659.
EXTERNAL CORE SERVICES							90,162.
TOTALS							<u>6,078,712.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 30

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
ROYALTY INCOME			15	500,272.	
CLASS ACTION SETTLEMENTS			01	235,950.	
LOSS ON SALE OF EXEMPT ASSETS			01	-31,779.	
RECOVERED QUALIFYING DISTRIBUTIONS			01	3,500.	
TOTALS				707,943.	

ATTACHMENT 31FORM 990PF, PART XVI-B - 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 YOUR EXEMPT PURPOSES (OTHER THAN BY PROVIDING FUNDS FOR SUCH PURPOSES).

1A THE NOBLE FOUNDATION OPERATES SEVEN FARMS ON WHICH IT CARRIES OUT PROGRAMS OF AGRICULTURAL RESEARCH AND DEMONSTRATION. WITH REGARD TO SUCH DEMONSTRATIONS, THE FARMS ARE USED TO VALIDATE FULL SCALE TRIALS AND EVALUATIONS OF SMALL-SCALE FOUNDATION RESEARCH FINDINGS AS WELL AS THE SMALL-SCALE RESEARCH FINDINGS OF OTHER ORGANIZATIONS. DEMONSTRATION OUTCOMES ARE AVAILABLE TO THE GENERAL PUBLIC AT NO COST THROUGH TOURS, EDUCATIONAL EVENTS AND PUBLICATIONS. THESE PROGRAMS, IN PART, FULFILL THE FOUNDATION'S CHARITABLE PURPOSE AND SERVE AS ONE BASIS FOR THE ORGANIZATION'S TAX EXEMPT STATUS. AS AN OUTCOME OF ITS RESEARCH AND DEMONSTRATION PROGRAMS, CERTAIN MARKETABLE AGRICULTURAL BY-PRODUCTS, SUCH AS LIVESTOCK, PECANS, AND OTHER FARM PRODUCTS, ARE PRODUCED. WHILE SOME BY-PRODUCTS ARE CONSUMED OR DESTROYED IN NORMAL OPERATIONS, IN SOME INSTANCES, THE FOUNDATION SELLS SUCH BY-PRODUCTS THROUGH COMMON AGRICULTURAL MARKET OUTLETS. THE FIRST HAND KNOWLEDGE ACQUIRED BY CONDUCTING FIELD-BASED OPERATIONS THROUGH A MARKET ENDPOINT ALLOWS FOUNDATION CONSULTANTS TO ADVISE FARMERS AND RANCHERS OF ECONOMIC REALITIES FACED IN THEIR OWN FARMING AND RANCHING OPERATIONS.

ATTACHMENT 31 (CONT'D)FORM 990PF, PART XVI-B - ACCOMPLISHMENT OF EXEMPT PURPOSES

- 1B EDUCATIONAL EVENTS AND SEMINARS PROVIDE FARMERS AND RANCHERS TRAINING IN AGRICULTURAL OPERATIONS AND BEST AGRICULTURAL MANAGEMENT PRACTICES.
- 1C VARIOUS AWARDS AND SUBAWARDS ARE RECEIVED IN CONJUNCTION WITH PLANT SCIENCE AND AGRICULTURAL RESEARCH CONDUCTED IN THE FOUNDATION'S AGRICULTURAL, PLANT BIOLOGY AND FORAGE IMPROVEMENT DIVISIONS. WHILE THE MAJORITY OF THE AWARDS/SUBAWARDS ARE PUBLIC RESEARCH FUNDS SUBJECT TO AUDIT UNDER OMB CIRCULAR A-133, THESE AWARDS/SUBAWARDS FURTHER INCLUDE PUBLIC RESEARCH FUNDS, PROVIDED THROUGH VARIOUS STATE OF OKLAHOMA PROGRAMS, AS WELL AS PRIVATE RESEARCH FUNDS PROVIDED THROUGH NON-PUBLIC ORGANIZATIONS AND INDUSTRY.