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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

► **Do not enter Social Security numbers on this form as it may be made public.**
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

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

Ruth Nelson Family Foundation
1350 S. Boulder Ave, Ste 400
Tulsa, OK 74119

A Employer identification number 73-1210115

B Telephone number (see the instructions) (918) 582-8083

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 43,037,366.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (att sch)	2,000.			
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	586,622.	586,622.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	3,804,070.			
	b Gross sales price for all assets on line 6a 13,178,757.				
	7 Capital gain net income (from Part IV, line 2)		3,804,070.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	216.	216.		
	12 **Total.** Add lines 1 through 11	4,392,908.	4,390,908.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	314,229.	314,229.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	90,025.	20,025.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	734.	733.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	404,988.	334,987.		
	25 Contributions, gifts, grants paid Part XV	2,300,000.			2,300,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,704,988.	334,987.		2,300,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,687,920.			
	b **Net investment income** (if negative, enter -0-)		4,055,921.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	1,575,829.	119,915.	119,915.
	2 Savings and temporary cash investments	2,101,033.	900,013.	900,013.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	12,000.		
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	22,011,406.	26,368,260.	42,017,438.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	25,700,268.	27,388,188.	43,037,366.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,575,845.	25,700,268.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,124,423.	1,687,920.	
	30 Total net assets or fund balances (see instructions)	25,700,268.	27,388,188.	
	31 Total liabilities and net assets/fund balances (see instructions)	25,700,268.	27,388,188.	

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	25,700,268.
2	Enter amount from Part I, line 27a	2	1,687,920.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	27,388,188.
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	27,388,188.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	ATTACHMENT 2	P	Various	Various
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	13,178,757.		9,374,687.	3,804,070.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				3,804,070.
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	3,804,070.
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	3,804,070.

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 (column (b) divided by column (c))
2012	1,029,777.	23,282,458.	0.044230
2011	790,296.	19,778,142.	0.039958
2010	609,969.	16,214,902.	0.037618
2009	754,069.	13,769,858.	0.054762
2008	711,428.	14,712,992.	0.048354

2	**Total** of line 1, column (d)	2	0.224922
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	0.044984
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,668,635.
5	Multiply line 4 by line 3	5	1,784,454.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	40,559.
7	Add lines 5 and 6	7	1,825,013.
8	Enter qualifying distributions from Part XII, line 4	8	2,300,000.

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

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

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 instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b	1	40,559.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3 Add lines 1 and 2	3	40,559.
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	40,559.
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6 a 55,758.		
b Exempt foreign organizations — tax withheld at source — 6 b		
c Tax paid with application for extension of time to file (Form 8868) — 6 c 20,000.		
d Backup withholding erroneously withheld — 6 d		
7 Total credits and payments Add lines 6a through 6d	7	75,758.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	86.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	35,113.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► 35,113. **Refunded** ►	11	0.

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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	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?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
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, column (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*	8 b	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

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ► N/A

14 The books are in care of ► Elizabeth Long Telephone no ► (918) 582-8083

Located at ► 1350 S. Boulder Ave, Ste 400 Tulsa OK ZIP + 4 ► 74119

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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)?		1 b	N/A	
	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?		1 c		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 ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870.

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 5		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	37,992,208.
b	Average of monthly cash balances		1b	2,280,518.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	40,272,726.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	40,272,726.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	604,091.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	39,668,635.
6	**Minimum investment return.** Enter 5% of line 5		6	1,983,432.

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

1	Minimum investment return from Part X, line 6		1	1,983,432.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 40,559.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	40,559.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,942,873.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,942,873.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,942,873.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	2,300,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,300,000.
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	40,559.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,259,441.

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				1,942,873.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,082,223.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► $ 2,300,000.				
a Applied to 2012, but not more than line 2a			1,082,223.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				1,217,777.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				725,096.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

Ruth K. Nelson

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

None

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

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

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

See Statement 6

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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*				
Bryn Mawr College 101 N Merion Ave Bryn Mawr, PA 19010			Operating Fund	2,300,000.
Total			► **3a**	2,300,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	586,622.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,804,070.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Securities Litigation			1	216.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				4,390,908.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,390,908.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

X Ruth E Nel 10/21/14 ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	Non-Paid Preparer			[redacted]

Firm's name ▶ [redacted] Firm's EIN ▶ [redacted]

Firm's address ▶ [redacted]

Phone no [redacted]

TEEA0503L 07/11/13

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Securities Litigation	$ 216.	$ 216.	
Total	$ 216.	$ 216.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fees	$ 314,229.	$ 314,229.		
Total	$ 314,229.	$ 314,229.		$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Tax	$ 70,000.			
Foreign Income Tax	20,025.	$ 20,025.		
Total	$ 90,025.	$ 20,025.		$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dividend Fees	$ 733.	$ 733.		
Rounding	1.			
Total	$ 734.	$ 733.		$ 0.

Statement 5
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Ruth K. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	$ 0.	$ 0.	$ 0.
Michael S. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	0.	0.	0.
Pamela B. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	0.	0.	0.
Randolph M. Nelson 1350 S. Boulder Ave, Ste 400 Tulsa, OK 74119	Trustee 1.00	0.	0.	0.
Timothy B. Nelson 1350 S Boulder Ave., Suite 400 Tulsa, OK 74119	Trustee 0	0.	0.	0.
Thomas W. Murphy 1350 S Boulder Ave., Suite 400 Tulsa, OK 74119	Trustee 0	0.	0.	0.
	Total	$ 0.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	918-582-8083
Care Of:	
Street Address:	1350 S Boulder Ave, Suite 400
City, State, Zip Code:	Tulsa, OK 74119
Telephone:	
E-Mail Address:	
Form and Content:	No Standard Form
Submission Deadlines:	
Restrictions on Awards:	

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2013

CORPORATE STOCK	Number of Shares	Cost	FMV
AIT GLOBAL EMERGING MKTS OP	37,625	376,245	339,373
AMERICAN EXPRESS COMPANY	8,375	317,740	759,864
ANHEUSER BUSCH INBEV SA	4,950	471,944	526,977
ANTERO RESOURCES CORP	11,100	586,645	704,184
APPLE INC	2,034	681,347	1,141,115
BAXTER INTL	1,679	78,076	116,774
BBH INTERNATIONAL EQUITY FUND	23,330	277,961	355,548
BBH LIMITED DURATION FUND CL N	100,820	1,021,175	1,042,475
BED BATH & BEYOND	1,324	75,600	106,317
BERKSHIRE HATHAWAY INC	1,450	112,138	171,912
BOK FINANCIAL	42,856	226,749	2,842,210
BRISTOL MYERS SQUIBB CO	10,000	340,429	531,500
C R BARD INC	6,175	632,689	827,080
CABOT OIL & GAS CORP	20,450	280,564	792,642
CELANESE CORP	950	41,211	52,545
CENOVUS ENERGY INC	14,950	379,168	428,318
CHUBB CORP	1,575	77,906	152,192
CHURCH & DWIGHT CO INC	10,750	334,722	712,510
COMCAST CORPORATION CL A	3,475	65,961	180,578
DANAHER CORP	10,000	336,927	772,000
DENTSPLY INTERNATIONAL INC	850	21,946	41,208
DIAGEO PLC SPONSORED ADR	725	41,963	96,005
DOVER CORP	8,825	593,129	851,966
DUNKIN BRANDS GROUP INC	10,900	320,785	525,380
EBAY INC	825	9,836	45,264
EMC CORP-MASS	35,650	883,910	896,598
EOG RESOURCES INC	5,725	608,815	960,884
ESTEE LAUDER COMPANIES	7,000	382,660	527,240
EXPRESS SCRIPTS INC	10,450	321,861	734,008
FISERV INC	14,100	337,586	832,605
FMC TECHNOLOGIES INC	17,325	712,558	904,538
GENERAC HOLDINGS INC	13,450	439,899	761,808
GOOGLE INC CL A	141	82,816	158,020
HENRY SCHEIN INC COM	275	17,235	31,422
INTERNATIONAL BUSINESS MACHINES	2,875	287,466	539,264
INTUIT INC	11,900	793,514	908,208
JOHNSON & JOHNSON	650	40,538	59,534
JPMORGAN CHASE & CO	15,300	756,637	894,744
L BRANDS INC	11,450	424,371	708,183
LENNAR CORP	21,450	553,308	848,562
LIBERTY MEDIA INTERACTIVE A	3,009	38,680	88,314
LONGLEAF PARTNERS SM CAP FD	1,711	25,030	55,544
LUXOTTICA GROUP SPA	9,450	257,974	509,544
M&T BANK CORP	5,950	668,640	692,699
MICROSOFT CORP	3,075	80,356	115,036
MOODYS	10,000	634,588	784,700

RUTH NELSON FAMILY FOUNDATION
MARKETABLE EQUITIES - COST vs FMV
AS OF DECEMBER 31, 2013

CORPORATE STOCK	Number of Shares	Cost	FMV
NESTLE S A SPONSORED ADR	15,775	589,703	1,158,629
NOVARTIS AG SPON ADR	8,550	467,380	687,249
OCCIDENTAL PETROLEUM CORP	9,050	455,363	860,655
ORACLE CORP	21,800	503,370	834,068
PEPSICO INC	450	25,059	37,323
PFIZER INC	30,250	602,146	926,558
PITNEY BOWES INC	23,350	518,102	544,055
PRAXAIR INC	7,550	572,577	981,727
PRECISION CASTPARTS CORP	2,900	420,858	780,970
PROGRESSIVE CORP	4,600	83,934	125,442
QUALCOMM INC	1,475	87,912	109,519
RANGE RESOURCES CORP	11,300	747,634	952,703
ROPER INDUSTRIES INC NEW	5,500	489,805	762,740
SANDISK CORP	12,000	684,657	846,480
SCHLUMBERGER LTD	11,250	600,415	1,013,738
SIRONA DENTAL SYSTEMS INC	12,500	573,169	877,500
SOUTHWSTN ENERGY CO	2,200	80,407	86,526
T ROW PRICE INST	9,096	83,501	88,322
T ROW PRICE NEW ASIA FUND	7,292	125,415	116,738
TARGET CORP	1,875	94,328	118,631
TOLL BROTHERS INC	26,050	873,262	963,850
TYCO INTERNATIONAL LTD	19,450	352,041	798,228
US BANCORP	4,700	109,842	189,880
WAL-MART STORES INC	750	37,908	59,018
WALT DISNEY CO	12,400	376,259	947,360
WASTE MANAGEMENT INC	1,650	50,809	74,036
WELLS FARGO	3,350	105,558	152,090
WHITEWAVE FOODS COMPANY	34,700	605,546	796,018
TOTAL COMMON STOCK SECURITIES	838,741	26,368,260	42,017,438

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2013

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
NEUBERGER BERMAN						
2450	Cabot Oil & Gas Corp	06/16/11	01/03/13	73,362	123,104	49,742
150	Cabot Oil & Gas Corp	01/19/12	01/03/13	4,719	7,537	2,818
300	Cabot Oil & Gas Corp	01/20/12	01/03/13	9,351	15,074	5,723
6050	Danaher Corp	06/07/07	01/09/13	219,247	361,029	141,782
300	Danaher Corp	06/27/07	01/09/13	11,043	17,902	6,859
1000	Danaher Corp	07/19/12	01/09/13	50,922	59,674	8,752
3300	Moodys Corp	10/07/10	01/14/13	87,081	176,047	88,966
100	Moodys Corp	09/05/12	01/14/13	3,987	5,335	1,348
4250	Moodys Corp	10/07/10	01/15/13	112,150	226,542	114,392
10600	Moodys Corp	10/07/10	02/05/13	279,715	505,292	225,577
2725	Edwards Lifesciences Corp	07/30/09	03/28/13	88,425	223,777	135,353
3400	Pepsico Inc	03/19/12	04/18/13	220,111	279,505	59,394
5525	Walt Disney Co	09/30/11	04/29/13	167,648	348,051	180,403
600	Walt Disney Co	10/27/11	04/29/13	21,545	37,797	16,252
375	Walt Disney Co	11/30/11	04/29/13	13,260	23,623	10,363
2200	Walt Disney Co	11/09/12	04/29/13	103,773	138,591	34,817
3875	Luxottica Group Spa	12/23/10	04/29/13	116,243	206,152	89,909
1900	Luxottica Group Spa	03/16/11	04/29/13	56,630	101,081	44,451
200	Omnicom Group Inc	12/23/10	05/09/13	9,279	12,473	3,194
1000	Omnicom Group Inc	04/05/11	05/09/13	49,027	62,365	13,338
500	Omnicom Group Inc	04/20/11	05/09/13	24,001	31,182	7,181
500	Omnicom Group Inc	04/26/11	05/09/13	24,460	31,182	6,722
6500	Omnicom Group Inc	05/16/11	05/09/13	310,967	405,369	94,402
750	L Brands Inc	06/18/12	06/04/13	32,036	38,942	6,906
50	L Brands Inc	06/19/12	06/04/13	2,164	2,596	432
2150	L Brands Inc	12/13/12	06/04/13	108,124	111,635	3,511
550	Express Scripts Holding	06/05/09	06/21/13	17,084	33,871	16,787
1225	Express Scripts Holding	06/11/09	06/21/13	37,940	75,440	37,500
3200	Express Scripts Holding	11/06/12	06/21/13	175,941	197,067	21,127
1775	Precision Castparts Corpp	04/26/11	06/21/13	268,742	375,773	107,031
6325	American Express Company	10/07/10	05/31/13	239,965	484,091	244,126
2800	General Electric Co	03/16/09	07/08/13	28,135	65,558	37,424
13500	General Electric Co	07/17/09	07/08/13	158,297	316,085	157,788
6400	General Electric Co	10/22/09	07/08/13	97,805	149,848	52,043
150	General Electric Co	11/11/09	07/08/13	2,369	3,512	1,143
2000	General Electric Co	12/24/09	07/08/13	30,872	46,827	15,955
325	General Electric Co	12/29/09	07/08/13	4,997	7,609	2,613
2050	General Electric Co	10/23/10	07/08/13	37,040	47,998	10,958
5600	General Electric Co	07/26/11	07/08/13	99,534	131,117	31,582
850	FMC Technologies Inc	04/23/12	07/11/13	39,987	49,122	9,135
1475	FMC Technologies Inc	04/25/12	07/11/13	68,377	85,241	16,864
175	FMC Technologies Inc	07/25/12	07/11/13	7,355	10,113	2,758
3800	Tyco International Ltd	10/02/12	07/11/13	109,791	134,148	24,357
225	Tyco International Ltd	11/02/12	07/11/13	6,260	7,943	1,683
450	Tyco International Ltd	11/13/06	07/18/13	46,349	89,282	42,933

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2013

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
2225	Tyco International Ltd	11/14/07	07/18/13	232,314	441,451	209,136
6200	Omnicom Group Inc	04/02/08	07/18/13	282,016	407,904	125,888
800	Omnicom Group Inc	04/02/08	07/19/13	36,299	51,633	15,333
2500	Omnicom Group Inc	11/30/10	07/19/13	111,829	161,352	49,523
300	Omnicom Group Inc	07/19/11	07/19/13	13,918	19,362	5,444
500	Omnicom Group Inc	08/11/11	07/19/13	19,847	32,270	12,423
465	Schlumberger Ltd	03/15/10	07/22/13	29,726	39,179	9,453
2225	Schlumberger Ltd	12/14/12	07/22/13	152,630	187,470	34,840
2750	Varian Medical Systems Inc	08/06/09	07/25/13	141,137	200,842	59,705
650	Varian Medical Systems Inc	08/11/11	07/25/13	34,827	47,472	12,645
1950	Varian Medical Systems Inc	08/23/11	07/25/13	105,187	142,415	37,228
2075	Varian Medical Systems Inc	07/26/12	07/25/13	48,547	151,544	102,997
150	McDonalds Corp	01/14/05	07/29/13	4,697	14,657	9,961
1000	McDonalds Corp	04/20/05	07/29/13	30,137	97,716	67,580
495	McDonalds Corp	12/29/05	07/29/13	16,921	48,370	31,448
2000	McDonalds Corp	01/04/06	07/29/13	67,660	195,433	127,773
266	Apple Inc	11/08/12	08/05/13	145,036	124,183	(20,852)
1550	L Brands Inc	09/01/11	08/05/13	57,448	89,490	32,042
750	L Brands Inc	01/09/12	08/05/13	29,208	43,301	14,094
1900	Sothebys	05/14/12	09/16/13	60,639	90,839	30,200
500	Sothebys	05/14/12	09/17/13	15,958	23,837	7,880
700	Sothebys	05/14/12	09/18/13	22,341	33,460	11,119
3150	Anheuser-Busch Inbev Sa	04/22/13	09/19/13	311,544	323,598	12,053
1250	Sothebys	05/14/12	09/24/13	39,894	60,390	20,496
3900	Luxottica Group Spa	03/16/11	09/25/13	116,241	210,691	94,450
9625	Ariad Pharmaceuticals Inc-Del	12/17/12	10/09/13	192,401	51,601	(140,800)
1050	Ariad Pharmaceuticals Inc-Del	12/21/12	10/09/13	21,314	5,629	(15,685)
1800	Ariad Pharmaceuticals Inc-Del	12/24/12	10/09/13	36,497	9,650	(26,847)
16575	Ariad Pharmaceuticals Inc-Del	02/19/13	10/09/13	340,373	88,860	(251,513)
1750	Anheuser-Busch Inbev Sa	04/22/13	10/22/13	173,080	181,722	8,642
1000	Dunkin Brands Group Inc	08/16/12	10/28/13	31,020	47,789	16,769
250	Sothebys	05/14/12	10/28/13	7,979	13,174	5,195
750	Sothebys	05/15/12	10/28/13	23,815	39,521	15,706
1000	Dunkin Brands Group Inc	08/16/12	10/29/13	31,020	47,784	16,764
1800	Sothebys	05/15/12	10/29/13	57,157	95,348	38,191
300	Sothebys	05/15/12	10/30/13	9,526	15,928	6,401
600	Sothebys	11/12/12	10/30/13	17,320	31,855	14,535
3400	Sothebys	11/12/11	11/01/13	98,146	176,846	78,699
750	Sirona Dental Systems Inc	09/19/13	11/11/13	50,072	53,378	3,306
200	Sirona Dental Systems Inc	12/20/12	11/12/13	12,716	14,160	1,444
350	Sirona Dental Systems Inc	09/19/13	11/12/13	23,367	24,780	1,413
750	Sirona Dental Systems Inc	09/20/13	11/12/13	49,647	53,100	3,452
725	Sirona Dental Systems Inc	03/21/11	11/13/13	35,470	51,561	16,091
50	Sirona Dental Systems Inc	12/20/12	11/13/13	3,179	3,556	377
225	Sirona Dental Systems Inc	12/21/12	11/13/13	14,202	16,002	1,799
1000	Cenovus Energy Inc	01/11/10	12/19/13	26,108	28,107	1,999
1175	Cenovus Energy Inc	01/12/10	12/19/13	29,909	33,026	3,117

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2013

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
475	Cenovus Energy Inc	11/30/10	12/19/13	13,677	13,351	(326)
475	Cenovus Energy Inc	05/16/11	12/19/13	16,249	13,351	(2,898)
1850	Cenovus Energy Inc	03/15/12	12/19/13	69,157	51,998	(17,159)
3150	Cenovus Energy Inc	02/14/13	12/19/13	99,858	88,537	(11,320)
6000	Cenovus Energy Inc	08/12/13	12/19/13	170,675	168,643	(2,033)
2000	Cabot Oil & Gas Corp	06/16/11	12/23/13	29,944	77,417	47,474
250	Church & Dwight Co Inc	12/16/10	12/23/13	8,425	16,514	8,089
700	Church & Dwight Co Inc	08/13/12	12/23/13	36,177	46,239	10,061
3050	Church & Dwight Co Inc	11/16/12	12/23/13	154,747	201,469	46,721
1000	Dover Corp	10/17/13	12/23/13	86,417	95,073	8,657
975	Express Scripts Holding	06/11/09	12/23/13	30,197	68,075	37,877
2025	Express Scripts Holding	09/18/13	12/23/13	128,428	141,386	12,957
2000	FMC Technologies Inc	12/23/13	12/23/13	107,763	103,588	(4,174)
9000	Fiserv Inc	08/22/07	12/23/13	215,962	524,926	308,964
1775	Nestle Sa-Sponsored Adr	09/06/11	12/23/13	103,750	128,567	24,818
1225	Nestle Sa-Sponsored Adr	09/08/11	12/23/13	70,007	88,729	18,722
1000	Tyco International Ltd	11/02/12	12/23/13	27,820	40,159	12,339
8200	Whitewave Foods Company	05/31/13	12/23/13	145,044	180,685	35,641
	Total Neuberger Berman Gain(Loss)			8,600,725	12,233,444	3,632,719

BROWN BROTHERS

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
50	Anheuser Busch	08/11/11	01/28/13	2,507	4,580	2,072
17	Anheuser Busch	09/13/11	01/28/13	844	1,557	713
58	Anheuser Busch	09/13/11	01/29/13	2,879	5,327	2,448
111	Ebay Inc	01/23/09	02/08/13	1,323	6,324	5,001
389	Ebay Inc	01/23/09	02/12/13	4,638	22,152	17,514
1281	Dell Inc	08/07/08	02/13/13	32,038	17,672	(14,366)
319	Dell Inc	08/07/08	02/15/13	7,978	4,393	(3,586)
70	Anheuser Busch	09/13/11	02/20/13	3,474	6,578	3,103
47	Anheuser Busch	09/13/11	02/25/13	2,333	4,419	2,086
58	Anheuser Busch	09/13/11	02/28/13	2,879	5,446	2,567
2275	Dell Inc	02/13/08	03/04/13	48,520	31,761	(16,758)
350	Dentsply Intl Inc	10/29/08	03/20/13	10,442	14,864	4,422
94	Baxter Intl Inc	04/22/10	04/01/13	4,724	6,796	2,072
102	Baxter Intl Inc	04/22/10	04/02/13	5,126	7,379	2,253
60	Pepsico Inc	02/13/08	04/11/13	4,325	4,799	474
100	Pepsico Inc	02/13/08	04/12/13	7,142 70	7,997 09	854
63	Pepsico Inc	09/08/08	04/16/13	4,423 23	5,038 44	615
77	Pepsico Inc	09/08/08	04/18/13	5,406 17	6,183 95	778
100	Pepsico Inc	09/08/08	05/03/13	7,021.00	8,282 26	1,261
150	Johnson & Johnson	11/18/09	05/20/13	9,359 49	13,196.20	3,837
31220	BBH Limited Duration Fund Cl N	11/19/12	05/22/13	325,936.60	325,000 00	(937)

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2013

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
350	Automatic Data Processing Inc	09/08/08	07/11/13	15,935 50	25,172 82	9,237
227	Liberty Interactive	02/13/08	07/12/13	3,187 13	5,558 04	2,371
125	Liberty Interactive	02/13/08	07/15/13	1,755.03	3,060 27	1,305
91	Henry Schein Inc Com	11/09/11	07/15/13	5,853.17	9,303 52	3,450
20	Automatic Data Processing Inc	09/08/08	07/15/13	910 60	1,450 63	540
25	Pepsico Inc	09/08/08	07/12/13	1,755 25	2,100 58	345
75	Pepsico Inc	02/21/12	07/02/13	4,738 10	6,301 73	1,564
53	Henry Schein Inc Com	11/01/11	07/16/13	3,402 35	5,421 95	2,020
26	Henry Schein Inc Com	11/09/11	07/16/13	1,672.33	2,659 82	987
50	Henry Schein Inc Com	10/14/11	07/17/13	3,208 74	5,111 14	1,902
30	Henry Schein Inc Com	11/01/11	07/17/13	1,925 86	3,066 68	1,141
80	Automatic Data Processing Inc	09/08/08	07/17/13	3,642 40	5,794 31	2,152
248	Liberty Interactive	02/13/08	07/18/13	3,481 97	6,072 87	2,591
50	Pepsico Inc	02/21/12	07/18/13	3,158 74	4,341 10	1,182
67	Pepsico Inc	03/05/12	07/18/13	4,206 12	5,817 07	1,611
33	Pepsico Inc	03/05/12	07/19/13	2,071 67	2,853 77	782
36	Henry Schein Inc Com	10/14/11	07/23/13	2,310 29	3,727 84	1,418
72	Automatic Data Processing Inc	09/08/08	07/23/13	3,278 16	5,232 28	1,954
449	Berkshire Hathaway Inc Cl B	09/08/08	07/23/13	35,673 76	53,194 21	17,520
14	Henry Schein Inc Com	10/14/11	07/25/13	898 45	1,443 40	545
25	Automatic Data Processing Inc	08/07/08	07/31/13	1,095 50	1,813 11	718
3	Automatic Data Processing Inc	09/08/08	07/31/13	136 59	217 57	81
50	Johnson & Johnson	11/18/09	08/05/13	3,119 83	4,686 14	1,566
10	Henry Schein Inc Com	10/14/11	08/05/13	641 75	1,048 73	407
51	Berkshire Hathaway Inc Cl B	09/08/08	08/05/13	4,052 03	6,041 48	1,989
17	Henry Schein Inc Com	10/12/11	08/06/13	1,090 25	1,784 90	695
23	Henry Schein Inc Com	10/12/11	08/08/13	1,474 99	2,426 96	952
100	Automatic Data Processing Inc	08/07/08	08/13/13	4,382 00	7,280 45	2,898
165	Automatic Data Processing Inc	08/07/08	09/10/13	7,230 30	12,196 03	4,966
85	Automatic Data Processing Inc	08/07/08	09/11/13	3,724 70	6,242 78	2,518
70	Automatic Data Processing Inc	08/07/08	09/16/13	3,067 40	5,199 21	2,132
105	Automatic Data Processing Inc	08/07/08	09/17/13	4,601 10	7,769 01	3,168
167	Dentsply Intl Inc	10/30/08	10/16/13	4,961.89	7,428 61	2,467
283	Dentsply Intl Inc	10/30/08	10/17/13	8,408 46	12,585 35	4,177
150	EOG Resources Inc	10/20/09	10/18/13	14,096 88	27,533 36	13,436
50	EOG Resources Inc	08/16/11	10/18/13	4,723 70	9,177 78	4,454
125	Dentsply Intl Inc	10/30/08	10/21/13	3,713 98	5,735 85	2,022
25	Dentsply Intl Inc	07/29/10	10/21/13	721 95	1,147 17	425
19	Google Inc Cl A	02/17/12	10/21/13	11,499 28	19,057 83	7,559
24	Google Inc Cl A	04/16/12	10/21/13	14,566 29	24,073 05	9,507
29	Henry Schein Inc Com	10/12/11	10/24/13	1,859 77	3,221 91	1,362
52	Dentsply Intl Inc	07/29/10	10/24/13	1,501 64	2,349 26	848

RUTH NELSON FAMILY FOUNDATION
GAIN (LOSS) ON SALE OF ASSETS
FYE DECEMBER 31, 2013

# Shs	Description	Date Acquired	Date Sold	Cost Basis	Proceeds	Gain
3	Henry Schein Inc Com	10/11/11	10/25/13	192	333	141
28	Henry Schein Inc Com	10/12/11	10/25/13	1,796	3,107	1,312
1	Henry Schein Inc Com	10/14/11	10/25/13	64	111	47
39	Henry Schein Inc Com	10/11/11	10/28/13	2,490	4,333	1,843
35	Dentsply Intl Inc	07/29/10	10/28/13	1,011	1,575	564
63	Dentsply Intl Inc	07/29/10	10/29/13	1,819	2,840	1,021
700	Waste Management Inc	09/08/08	11/05/13	24,782	30,607	5,825
15	Novartis Ag-Adr	03/16/12	11/18/13	820	1,178	358
82	Novartis Ag-Adr	03/22/12	11/18/13	4,518	6,440	1,922
75	Novartis Ag-Adr	09/08/08	11/19/13	3,989	5,882	1,893
200	Novartis Ag-Adr	04/04/11	11/19/13	10,914	15,686	4,772
78	Novartis Ag-Adr	03/16/12	11/19/13	4,263	6,118	1,854
150	Waste Management Inc	09/08/08	11/19/13	5,310	6,780	1,469
90	Liberty Interactive	02/13/08	11/20/13	1,264	2,501	1,238
90	Liberty Interactive	02/13/08	11/21/13	1,264	2,489	1,225
117	Liberty Interactive	02/13/08	11/25/13	1,643	3,230	1,587
153	Liberty Interactive	02/13/08	11/26/13	2,148	4,226	2,078
50	Waste Management Inc	09/08/08	11/26/13	1,770	2,286	516
175	Waste Management Inc	02/13/08	11/27/13	5,966	8,002	2,036
25	Waste Management Inc	09/08/08	11/27/13	885	1,143	258
	Total Brown Brothers Gain(Loss)			773,962	945,314	171,352
	TOTAL 2013 GAIN(LOSS)			9,374,687	13,178,757	3,804,070

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Ruth Nelson Family Foundation	Employer identification number (EIN) or 73-1210115
	Number, street, and room or suite number If a P O box, see instructions 1350 S. Boulder Ave, Ste 400	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Tulsa, OK 74119	

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

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

- The books are in the care of ► Elizabeth Long

Telephone No. ► (918) 582-8083 Fax No. ► (918) 582-6156

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 13 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 75,758.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 55,758.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 20,000.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Ruth Nelson Family Foundation	Employer identification number (EIN) or 73-1210115
File by the extended due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions Elizabeth Long 1350 S BOULDER STE 400	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions TULSA, OK 74119-3224	

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

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

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

- The books are in care of ► Elizabeth Long
  Telephone No. ► (918) 582-8083 Fax No ► (918) 582-6156
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 14

5 For calendar year 2013 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

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

7 State in detail why you need the extension Additional time is needed to prepare a complete and accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 40,559.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 75,758.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ► Title ► Trustee Date ►