

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

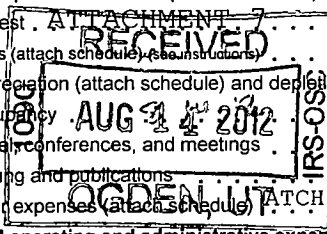
For calendar year 2011 or tax year beginning , 2011, and ending , 20

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) P. O. BOX 2180	Room/suite	B Telephone number (see instructions) (580) 224-6227
City or town, state, and ZIP code ARDMORE, OK 73402-2180		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,096,656,796.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
		<input type="checkbox"/> 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)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		5,001,002.	5,565,153.		ATCH 1
4 Dividends and interest from securities		13,894,165.	17,147,192.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		47,319,165.			
b Gross sales price for all assets on line 6a 1,019,746,073.					
7 Capital gain net income (from Part IV, line 2)			49,326,110.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		8,855,665.	567,708.	7,487,407.	ATCH 3
12 Total. Add lines 1 through 11		75,069,997.	72,606,163.	7,487,407.	
13 Compensation of officers, directors, trustees, etc		2,194,990.	201,792.		1,981,449.
14 Other employee salaries and wages		19,541,084.	42,160.		19,499,423.
15 Pension plans, employee benefits		40,198,764.	31,954.		12,146,441.
16 a Legal fees (attach schedule) ATCH 4		435,008.	2,731.		412,910.
b Accounting fees (attach schedule) ATCH 5		102,743.	15,411.		105,810.
c Other professional fees (attach schedule) *		4,186,374.	3,714,172.		468,725.
17 Interest. ATTACHMENT 7 RECEIVED		261,833.			392,750.
18 Taxes (attach schedule) (see instructions) **		1,339,867.	358,216.		
19 Depreciation (attach schedule) and depletion		7,570,763.			
20 Occupancy. AUG 1 4 2012		1,893,861.			1,866,670.
21 Travel, conferences, and meetings		1,061,434.	41,068.		990,220.
22 Printing and publications		191,126.			202,856.
23 Other expenses (attach schedule) ATCH 9		10,731,544.	319,991.	7,487,407.	2,367,247.
24 Total operating and administrative expenses. Add lines 13 through 23		89,709,391.	4,727,495.	7,487,407.	40,434,501.
25 Contributions, gifts, grants paid		2,889,160.			5,021,036.
26 Total expenses and disbursements. Add lines 24 and 25		92,598,551.	4,727,495.	7,487,407.	45,455,537.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-17,528,554.			
b Net investment income (if negative, enter -0-)			67,878,668.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions. *ATCH 6 JSA ** ATCH 8 Form 990-PF (2011)

SCANNED SEP 05 2012



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	967.	1,200.	1,200.
	2	Savings and temporary cash investments	10,500,225.	12,912,335.	12,912,335.
	3	Accounts receivable ▶ 602,854.			
		Less allowance for doubtful accounts ▶	323,394.	602,854.	602,854.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable	2,103,246.	1,442,319.	1,442,319.
	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	328,710.	159,743.	159,743.
	9	Prepaid expenses and deferred charges ATCH 10	347,180.	259,419.	259,419.
	10 a	Investments - U S and state government obligations (attach schedule) *	24,414,040.	16,277,122.	16,277,122.
	b	Investments - corporate stock (attach schedule) ATCH 12	718,267,245.	653,403,251.	653,403,251.
	c	Investments - corporate bonds (attach schedule) ATCH 13	88,508,602.	75,948,566.	75,948,566.
	11	Investments - land, buildings, and equipment basis ▶ 54,160.			ATCH 14
	Less accumulated depreciation ▶ (attach schedule) 44,936.	9,224.	9,224.	1,371,527.	
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 15	132,125,059.	132,011,292.	132,011,292.	
14	Land, buildings, and equipment basis ▶ 200,423,983.			ATCH 16	
	Less accumulated depreciation ▶ (attach schedule) 65,748,258.	138,301,864.	134,675,725.	200,423,983.	
15	Other assets (describe ▶ ATCH 17)	1,709,852.	1,843,185.	1,843,185.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,116,939,608.	1,029,546,235.	1,096,656,796.	
Liabilities	17	Accounts payable and accrued expenses	24,937,059.	6,711,465.	
	18	Grants payable	2,730,625.	601,250.	
	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)	20,375,628.	46,230,746.	
23	Total liabilities (add lines 17 through 22)	48,043,312.	53,543,461.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,067,035,290.	974,079,171.	
	25	Temporarily restricted			
	26	Permanently restricted	1,861,006.	1,923,603.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,068,896,296.	976,002,774.		
31	Total liabilities and net assets/fund balances (see instructions)	1,116,939,608.	1,029,546,235.		

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	1,068,896,296.
2	Enter amount from Part I, line 27a	2	-17,528,554.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,051,367,742.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 19	5	75,364,968.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	976,002,774.

**ATCH 11

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) FMV 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 }		49,326,110.
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		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))
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
2007	53,584,102.	1,174,468,024.	0.045624
2006	58,392,016.	1,058,516,620.	0.055164
2	Total of line 1, column (d)		0.273955
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		0.054791
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		948,679,081.
5	Multiply line 4 by line 3		51,979,076.
6	Enter 1% of net investment income (1% of Part I, line 27b)		678,787.
7	Add lines 5 and 6		52,657,863.
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		49,636,354.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1 1,357,573.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2
3 Add lines 1 and 2	3 1,357,573.
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 1,357,573.
6 Credits/Payments	
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,265,000.
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7 1,265,000.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 352.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 92,925.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11

Part VII-A Statements Regarding Activities			
	Yes	No	
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ATTACHMENT 20.	X		1a
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X	1b
c Did the foundation file Form 1120-POL for this year?		X	1c
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		X	2
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X	3
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X	4a
b If "Yes," has it filed a tax return on Form 990-T for this year?		X	4b
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X	5
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X		6
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X		7
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK,			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X		8b
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X	9
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X	10

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.NOBLE.ORG
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 2011, 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 ATTACHMENT 21

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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)
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?
b If "Yes," did it have excess business holdings in 2011 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 2011)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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)? Yes No
 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? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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
ATTACHMENT 22		2,194,990.	315,059.	58,112.

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
ATTACHMENT 23		770,810.	193,261.	6,316.

Total number of other employees paid over \$50,000 120

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
ATTACHMENT 24		2,007,987.
Total number of others receiving over \$50,000 for professional services		17

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 1400 FARMERS/RANCHERS IN REACHING THEIR FINANCIAL, PRODUCTION, STEWARDSHIP AND QUALITY OF LIFE GOALS THROUGH CONSULTATION, EDUCATION SERVICES AND RESEARCH.	13,571,202.
2 FORAGE IMPROVEMENT- SERVES AS LINK BETWEEN TRANSLATING BASIC PLANT SCIENCE RESEARCH INTO TANGIBLE VARIETIES FOR USE BY AGRICULTURAL PRODUCERS THRU VARIETY DEVELOPMENT/IMPROVEMENT.	11,541,334.
3 PLANT BIOLOGY-CONDUCTS BASIC BIOCHEMICAL, GENETIC GENOMIC PLANT RESEARCH FOR CROP IMPROVEMENT & PRODUCTION OF VIABLE QUANTITIES OF PLANT NATURAL PRODUCTS TO ENHANCE HEALTH.	16,433,913.
4 ADDITIONAL INFORMATION ABOUT NOBLE AND ADMINISTRATIVE EXPENSES AS A PERCENTAGE OF FUNDS SPENT FOR CHARITABLE PURPOSES 6.2% 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 2011. 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	

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	961,628,979.
b	Average of monthly cash balances	1b	65,066.
c	Fair market value of all other assets (see instructions)	1c	1,431,926.
d	Total (add lines 1a, b, and c)	1d	963,125,971.
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	963,125,971.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,446,890.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	948,679,081.
6	Minimum investment return. Enter 5% of line 5	6	47,433,954.

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	47,433,954.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,357,573.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,357,573.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	46,076,381.
4	Recoveries of amounts treated as qualifying distributions	4	6,834.
5	Add lines 3 and 4	5	46,083,215.
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	46,083,215.

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	45,455,537.
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	4,180,817.
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	49,636,354.
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	49,636,354.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				46,083,215.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	6,772,777.			
b From 2007				
c From 2008	10,158,554.			
d From 2009	9,581,612.			
e From 2010	3,319,262.			
f Total of lines 3a through e	29,832,205.			
4 Qualifying distributions for 2011 from Part XII, line 4				
a Applied to 2010, 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 2011 distributable amount				46,083,215.
e Remaining amount distributed out of corpus	3,553,139.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,385,344.			
b Pnor 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 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
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 2006 not applied on line 5 or line 7 (see instructions)	6,772,777.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	26,612,567.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	10,158,554.			
c Excess from 2009	9,581,612.			
d Excess from 2010	3,319,262.			
e Excess from 2011	3,553,139.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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 of the person to whom applications should be addressed
ATTACHMENT 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
ATTACHMENT 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
<p>a <i>Paid during the year</i></p> <p>ATTACHMENT 27</p>				
Total				5,021,036.
<p>b <i>Approved for future payment</i></p> <p>ATTACHMENT 28</p>				
Total				601,250.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and 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. Includes the text 'ATTACHMENT 31'.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets, (2) Purchases of assets, (3) Rental of facilities, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Question ID, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (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, Date: 7-19-

Paid Preparer Use Only Print/Type preparer's name: M. Brandon Young, Preparer's signature: M. TZ, Firm's name: GRANT THORNTON LLP, Firm's address: 211 N. ROBINSON, SUITE 120 OKLAHOMA CITY, OK

**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)	
4,746,879.		NOBLE ENERGY PROPERTY TYPE: SECURITIES 16,588.	30,964.	16,588.	14,376.	D	10/31/1969	12/08/2011
144510892.		PUBLICLY TRADED SECURITIES ST PROPERTY TYPE: SECURITIES 136096403.				P	8,414,489.	
868466981.		PUBLICLY TRADED SECURITIES LT 834292596.					34174385.	
492,410.		PARTNERSHIP K-1 ST GAIN PROPERTY TYPE: SECURITIES				P	492,410.	
43,652.		PARTNERSHIP K-1 SECTION 1256 ST GAIN PROPERTY TYPE: SECURITIES				P	43,652.	
1,419,782.		PARTNERSHIP K-1 LT GAIN PROPERTY TYPE: SECURITIES				P	1,419,782.	
65,477.		PARTNERSHIP K-1 SECTION 1256 LT GAIN PROPERTY TYPE: SECURITIES				P	65,477.	
TOTAL GAIN (LOSS)							<u>49326110.</u>	