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

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
RALPH AND FRANCES MCGILL FOUNDATION
THE TRUST COMPANY OF OKLAHOMA

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 3627

City or town, state, and ZIP code
TULSA, OK 74101-3627

A Employer identification number
73-1590898

B Telephone number
(918)744-0553

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 ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,296,787.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	72,412.	72,412.		STATEMENT 1
4 Dividends and interest from securities	126,105.	125,717.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<447,951.>			
b Gross sales price for all assets on line 6a 3,793,550.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	6,596.	6,596.		STATEMENT 3
12 **Total.** Add lines 1 through 11	<242,838.>	204,725.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	28,895.	14,447.		14,448.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	5,624.	5,624.		0.
b Accounting fees STMT 5	5,877.	5,877.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 6	<2,190.>	2,094.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	20.	0.		20.
24 **Total operating and administrative expenses.** Add lines 13 through 23	38,226.	28,042.		14,468.
25 Contributions, gifts, grants paid	681,312.			681,312.
26 **Total expenses and disbursements.** Add lines 24 and 25	719,538.	28,042.		695,780.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<962,376.>			
b **Net investment income** (if negative, enter -0-)		176,683.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	207,787.	114,470.	114,470.
	3 Accounts receivable ▶ 4,284.			
	Less: allowance for doubtful accounts ▶		4,284.	4,284.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	635,070.	189,768.	195,225.
	b Investments - corporate stock STMT 9	3,872,860.	4,155,986.	5,302,142.
	c Investments - corporate bonds STMT 10	2,312,121.	1,336,084.	1,383,327.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	0.	270,000.	272,767.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ANNUITY POLICY)	24,572.	24,572.	24,572.
	16 **Total assets** (to be completed by all filers)	7,052,410.	6,095,164.	7,296,787.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	7,052,410.	6,095,164.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	7,052,410.	6,095,164.	
	31 **Total liabilities and net assets/fund balances**	7,052,410.	6,095,164.	

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	7,052,410.
2 Enter amount from Part I, line 27a	2	<962,376.>
3 Other increases not included in line 2 (itemize) ▶ BASIS ADJUSTMENTS	3	5,130.
4 Add lines 1, 2, and 3	4	6,095,164.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,095,164.

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	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
c	CAPITAL GAINS DIVIDENDS			
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	1,712,435.			<190,062.>
b	2,080,293.			<258,711.>
c	822.			822.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<190,062.>
b				<258,711.>
c				822.
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 <447,951.>

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).
If (loss), enter -0- in Part I, line 8 3 N/A

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 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))
2008	712,530.	8,390,818.	.084918
2007	724,447.	9,524,136.	.076064
2006	760,936.	9,175,827.	.082928
2005	851,455.	8,883,062.	.095852
2004	684,178.	7,959,452.	.085958

2	**Total** of line 1, column (d)	2	.425720
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	.085144
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,564,424.
5	Multiply line 4 by line 3	5	558,921.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,767.
7	Add lines 5 and 6	7	560,688.
8	Enter qualifying distributions from Part XII, line 4	8	695,780.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,767.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,767.
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	1,767.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,800.		
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	3,800.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,033.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		1,800. **Refunded** ▶	11	233.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ THE TRUST COMPANY OF OKLAHOMA Telephone no. ▶ (918)744-0553
Located at ▶ P.O. BOX 3627, TULSA, OK ZIP+4 ▶ 74101-3627

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 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	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 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

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

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
THE TRUST COMPANY OF OKLAHOMA P.O. BOX 3627 TULSA, OK 74101-3627	TRUSTEE 5.00	28,895.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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	6,550,086.
b	Average of monthly cash balances		1b	89,732.
c	Fair market value of all other assets		1c	24,572.
d	**Total** (add lines 1a, b, and c)		1d	6,664,390.
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	6,664,390.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	99,966.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	6,564,424.
6	**Minimum investment return.** Enter 5% of line 5		6	328,221.

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	328,221.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,767.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,767.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	326,454.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	326,454.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	326,454.

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	695,780.
b	Program-related investments - total from Part IX-B	1b	0.
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	695,780.
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	5	1,767.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	694,013.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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02-02-10

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				326,454.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 294,561.				
b From 2005 412,212.				
c From 2006 318,683.				
d From 2007 260,026.				
e From 2008 300,421.				
f **Total** of lines 3a through e	1,585,903.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 695,780.				
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				326,454.
e Remaining amount distributed out of corpus	369,326.			
5 Excess distributions carryover applied to 2009 (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	1,955,229.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	294,561.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	1,660,668.			
10 Analysis of line 9:				
a Excess from 2005 412,212.				
b Excess from 2006 318,683.				
c Excess from 2007 260,026.				
d Excess from 2008 300,421.				
e Excess from 2009 369,326.				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 the 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).)

NONE

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 of the person to whom applications should be addressed:

TOM WILKINS, 918.744.0553
P.O. BOX 3627, TULSA OK

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

SUBMISSION OF A REQUEST MUST BE IN WRITING. THE LETTER MUST STATE THE

c Any submission deadlines:

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

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*				
SEE STATEMENT 12				
Total			▶ 3a	681,312.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	72,412.	
4 Dividends and interest from securities			14	126,105.	
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			14	6,596.	
8 Gain or (loss) from sales of assets other than inventory			18	<447,951.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<242,838.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <242,838.>

(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).

923621
02-02-10

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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 (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 or fiduciary) is based on all information of which preparer has any knowledge

The Trust Company of Oklahoma
by Jennifer J May Trust Officer 05-04-2010

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature	WALTER SHELTON	Date 04/29/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	EIDE BAILLY LLP 2424 E 21ST ST, SUITE 200 TULSA, OK 74114	EIN	Phone no. 918-748-5000

TRUST YEAR ENDING 12/31/2009

TAX PREPARER. 99
TRUST ADMINISTRATOR 1
INVESTMENT OFFICER 18

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
300 0000 EXELON - 30161N101 - MINOR = 42						
SOLD		08/28/2009	15053 61			
ACQ	300 0000	05/03/2005	15053 61	14868 00	185 61	LT15
200 0000 EXELON - 30161N101 - MINOR = 42						
SOLD		09/03/2009	9773.77			
ACQ	200 0000	06/21/2005	9773 77	9820.00	-46 23	LT15
600 0000 EXELON - 30161N101 - MINOR = 42						
SOLD		09/23/2009	30603.89			
ACQ	200.0000	03/04/2005	10201 30	9341 00	860 30	LT15
	100 0000	06/21/2005	5100 65	4910 00	190 65	LT15
	300 0000	02/17/2005	15301.95	13623 00	1678 95	LT15
200 0000 EXPRESS SCRIPTS INC - 302182100 - MINOR = 42						
SOLD		02/20/2009	11089 93			
ACQ	200 0000	05/31/2002	11089.93	2630 95	8458 98	LT15
200 0000 EXPRESS SCRIPTS INC - 302182100 - MINOR = 42						
SOLD		03/04/2009	9481 61			
ACQ	200 0000	05/31/2002	9481 61	2630 95	6850.66	LT15
400 0000 F M C CORP - 302491303 - MINOR = 42						
SOLD		08/28/2009	19579 50			
ACQ	400 0000	06/01/2009	19579.50	22262.28	-2682.78	ST
50000 0000 FED HOME LOAN MTG 5 125% 10/23/12 - 3128X6PM2 - MINOR = 18						
SOLD		10/23/2009	50000.00			
ACQ	50000 0000	10/16/2007	50000 00	50070 00	-70 00	LT15
50000.0000 FED HOME LOAN MTG 4 000% 11/10/11 - 3128X74B7 - MINOR = 18						
SOLD		11/10/2009	50000 00			
ACQ	50000 0000	10/21/2008	50000 00	50000 00	0 00	LT15
50000 0000 FED HOME LOAN MTG 4 500% 12/16/13 - 3128X76N9 - MINOR = 18						
SOLD		03/16/2009	50000.00			
ACQ	50000 0000	11/26/2008	50000.00	50000 00	0 00	ST
35000 0000 FED FARM CREDIT BANK 3.400% 5/06/11 - 31331GEE5 - MINOR = 18						
SOLD		11/06/2009	35000 00			
ACQ	35000 0000	10/31/2008	35000 00	35000 00	0 00	LT15
50000 0000 FED HOME LOAN BANKS 5 400% 8/14/12 - 3133XLXP3 - MINOR = 18						
SOLD		08/14/2009	50000 00			
ACQ	50000.0000	08/08/2007	50000 00	50000 00	0 00	LT15
50000.0000 FED HOME LOAN BANKS 5 100% 10/16/12 - 3133XMPV7 - MINOR = 18						
SOLD		10/16/2009	50000 00			
ACQ	50000 0000	10/12/2007	50000.00	50000.00	0 00	LT15
100000 0000 FED HOME LOAN BANK 5 000% 11/06/13 - 3133XSJB5 - MINOR = 18						
SOLD		05/06/2009	100000 00			
ACQ	100000 0000	10/17/2008	100000 00	100000 00	0.00	ST
50000 0000 FED HOME LOAN BANK 3.250% 10/26/09 - 3133XSJJ8 - MINOR = 18						
SOLD		01/26/2009	50000.00			
ACQ	50000.0000	10/23/2008	50000 00	50000.00	0 00	ST
50000 0000 FED HOME LOAN BANK 3.250% 7/28/09 - 3133XSJV1 - MINOR = 18						
SOLD		02/02/2009	50000 00			
ACQ	50000 0000	10/24/2008	50000 00	50000 00	0 00	ST
75000 0000 GTE CALIFORNIA 6.700% 9/01/09 - 362311AF9 - MINOR = 29						
SOLD		09/01/2009	75000 00			
ACQ	75000.0000	03/08/2002	75000 00	76762 50	-1762.50	LT15
50000 0000 GANNETT 5 750% 6/01/11 - 364725AE1 - MINOR = 29						
SOLD		01/28/2009	35900 00			
ACQ	50000 0000	04/25/2007	35900 00	50874.50	-14974 50	LT15
40000 0000 GENWORTH FINANCIAL 5 750% 6/15/14 - 37247DAE6 - MINOR = 29						
SOLD		09/11/2009	32100.00			
ACQ	40000 0000	06/12/2007	32100 00	39592 00	-7492 00	LT15
800 2560 HARBOR INTERNATIONAL FUND - 411511306 - MINOR = 96						
SOLD		03/04/2009	25000 00			
ACQ	718 9810	12/19/2007	22460 97	49638.43	-27177.46	LT15
	81 2750	01/07/2004	2539 03	3031.56	-492 53	LT15
2295.1570 HARBOR INTERNATIONAL FUND - 411511306 - MINOR = 96						
SOLD		05/26/2009	100000 00			
ACQ	2295 1570	01/07/2004	100000 00	85609 36	14390 64	LT15
150 0000 ITT INDS INC IND - 450911102 - MINOR = 42						
SOLD		01/22/2009	6726 96			
ACQ	150 0000	10/28/2002	6726 96	4804 50	1922 46	LT15
200 0000 ITT INDS INC IND - 450911102 - MINOR = 42						
SOLD		01/22/2009	8969 94			
ACQ	200 0000	10/28/2002	8969.94	6406 00	2563 94	LT15
300 0000 JOHNSON & JOHNSON - 478160104 - MINOR = 42						
SOLD		06/01/2009	16658.48			
ACQ	300 0000	10/21/2008	16658.48	19230 00	-2571 52	ST
700.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 42						
SOLD		09/23/2009	42725.71			
ACQ	100.0000	10/21/2008	6103.67	6410 00	-306 33	ST
	300 0000	01/22/2009	18311 02	16811.01	1500.01	ST
	300.0000	02/03/2009	18311.02	17594 01	717.01	ST
200 0000 KELLOGG - 487836108 - MINOR = 42						
SOLD		01/26/2009	8833 95			
ACQ	200.0000	03/07/2007	8833 95	10010.00	-1176.05	LT15
150 0000 KELLOGG - 487836108 - MINOR = 42						
SOLD		05/26/2009	6580 78			
ACQ	100 0000	03/07/2007	4387.19	5005 00	-617 81	LT15
	50 0000	06/12/2006	2193 59	2358.00	-164.41	LT15

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER· 99
TRUST ADMINISTRATOR. 1
INVESTMENT OFFICER: 18

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 L-3 COMMUNICATIONS HLDGS INC - 502424104 - MINOR = 42						
SOLD		04/08/2009	7094 35			
ACQ	100 0000	10/08/2008	7094 35	9118 00	-2023 65	ST
200.0000 LABORATORY CORP AMER HLDGS - 50540R409 - MINOR = 42						
SOLD		01/26/2009	11980 93			
ACQ	200 0000	09/03/2008	11980.93	14827 40	-2846 47	ST
150 0000 LABORATORY CORP AMER HLDGS - 50540R409 - MINOR = 42						
SOLD		04/08/2009	8784.58			
ACQ	150.0000	09/03/2008	8784.58	11120 55	-2335 97	ST
150 0000 LABORATORY CORP AMER HLDGS - 50540R409 - MINOR = 42						
SOLD		09/03/2009	10266 18			
ACQ	150.0000	07/17/2008	10266.18	10327 43	-61 25	LT15
924 2140 LAZARD EMERGING MKTS INST SHS - 52106N889 - MINOR = 96						
SOLD		08/28/2009	15000 00			
ACQ	554.5900	05/28/2008	9001 00	13221 42	-4220 42	LT15
	369.6240	03/05/2008	5999 00	8575 28	-2576 28	LT15
1556.6630 LAZARD EMERGING MKTS INST SHS - 52106N889 - MINOR = 96						
SOLD		09/03/2009	25000 00			
ACQ	1556 6630	03/05/2008	25000.00	36114.59	-11114 59	LT15
900 0000 LOCKHEED MARTIN CORP - 539830109 - MINOR = 42						
SOLD		03/04/2009	54477 78			
ACQ	400 0000	10/08/2008	24212 35	39824 00	-15611 65	ST
	300 0000	10/14/2008	18159.26	28793 01	-10633.75	ST
	200 0000	10/17/2008	12106 17	18342 00	-6235.83	ST
400 0000 NOBLE ENERGY - 655044105 - MINOR = 42						
SOLD		01/22/2009	19083 89			
ACQ	244.7928	10/20/2004	11679 00	6224 53	5454 47	LT15
	155.2072	10/14/2004	7404.89	3904 39	3500 50	LT15
100 0000 NOBLE ENERGY - 655044105 - MINOR = 42						
SOLD		03/04/2009	4433.37			
ACQ·	100 0000	10/14/2004	4433 37	2515 60	1917.77	LT15
4901 9610 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		04/24/2009	50000 00			
ACQ	184 1690	03/31/2008	1878 52	2009 29	-130 77	LT15
	4717 7920	03/04/2008	48121 48	51329.58	-3208 10	LT15
10607.5220 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		05/26/2009	110000 00			
ACQ	8149 8550	03/04/2008	84513 99	88670 42	-4156.43	LT15
	361 8600	04/30/2008	3752 49	3947 89	-195.40	LT15
	2095 8070	01/04/2008	21733 52	22697 59	-964.07	LT15
1446 4800 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		05/26/2009	15000 00			
ACQ	1446 4800	01/04/2008	15000 00	15665 38	-665 38	LT15
9643 2020 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		05/26/2009	100000.00			
ACQ	183.2480	12/02/2007	1900.28	1971 75	-71 47	LT15
	182.0780	01/01/2008	1888.15	1946 41	-58 26	LT15
	3844 6010	01/04/2008	39868.51	41637 03	-1768 52	LT15
	5433 2750	11/14/2007	56343.06	57701 38	-1358 32	LT15
4821 6010 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		06/01/2009	50000.00			
ACQ	1628 8720	11/14/2007	16891 40	17298 62	-407 22	LT15
	274 0990	12/12/2007	2842.41	2910 93	-68 52	LT15
	2918 6300	12/21/2007	30266.19	30937.48	-671.29	LT15
19398 6420 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		06/11/2009	200000 00			
ACQ	171.4100	10/31/2007	1767 24	1810 09	-42 85	LT15
	1798.3510	12/21/2007	18541.00	19062 52	-521 52	LT15
	379 5520	06/01/2008	3913.18	4087 77	-174 59	LT15
	312 6400	06/30/2008	3223 32	3323 36	-100 04	ST
	290 6690	07/31/2008	2996 80	3081 09	-84 29	ST
	297 9110	08/29/2008	3071 46	3175 73	-104.27	ST
	277 0370	09/30/2008	2856 25	2847.94	8 31	ST
	9680.5420	10/21/2008	99806 39	100000 00	-193 61	ST
	246 8470	11/30/2008	2544 99	2542 52	2 47	ST
	425.8070	04/30/2009	4390 07	4351 75	38 32	ST
	376 7820	05/31/2009	3884.62	3929 84	-45.22	ST
	5141 0940	10/17/2008	53004 68	52490.57	514 11	ST
22977.9410 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		09/17/2009	250000 00			
ACQ	200.3310	06/30/2009	2179.60	2093.46	86 14	ST
	170 2400	07/31/2009	1852 21	1809 65	42 56	ST
	5571 0310	08/28/2009	60612.82	60000 00	612.82	ST
	165.6870	08/31/2009	1802 67	1786 11	16 56	ST
	8333.3330	09/03/2009	90666 66	90000 00	666.66	ST
	8537.3190	10/17/2008	92886 03	87166 03	5720.00	ST
9242 1440 PIMCO FDS TOTAL RETURN FUND - 693390700 - MINOR = 34						
SOLD		12/30/2009	100000 00			
ACQ	1013 0660	10/17/2008	10961.37	10343.40	617 97	LT15
	239 5980	10/31/2008	2592.45	2429 52	162 93	LT15
	2974 8140	12/10/2008	32187.49	29450.66	2736 83	LT15
	175.8360	09/30/2009	1902.55	1920.13	-17 58	ST
	4574 5650	10/28/2009	49496.79	50000.00	-503 21	ST
	125 2170	11/01/2009	1354.85	1369.87	-15 02	ST
	114 2480	11/30/2009	1236.16	1261.30	-25 14	ST
	24 8000	09/23/2009	268.34	270 07	-1 73	ST

TRUST YEAR ENDING 12/31/2009

TAX PREPARER· 99
TRUST ADMINISTRATOR 1
INVESTMENT OFFICER 18

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
2500.0000 PROCTER & GAMBLE - 742718109 - MINOR = 42						
SOLD		09/23/2009	144037 80			
ACQ	400.0000	03/07/2002	23046 05	16634 72	6411 33	LT15
	200.0000	05/02/2002	11523 02	9222 22	2300 80	LT15
	600 0000	05/31/2002	34569.07	26812 40	7756 67	LT15
	400 0000	01/07/2004	23046 05	19584 00	3462 05	LT15
	400 0000	04/22/2004	23046 05	20810 00	2236.05	LT15
	200 0000	03/04/2005	11523 02	10762 00	761 02	LT15
	200 0000	06/07/2006	11523 02	10794 00	729 02	LT15
	100 0000	06/12/2006	5761 51	5478 00	283 51	LT15
500 0000 TARGET - 87612E106 - MINOR = 42						
SOLD		02/24/2009	14034 91			
ACQ	100 0000	06/14/2002	2806 98	3745 00	-938 02	LT15
	400 0000	07/30/2002	11227 93	14060 00	-2832 07	LT15
400 0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 96						
SOLD		06/01/2009	18613.92			
ACQ	100.0000	04/12/2007	4653.48	3740 00	913 48	LT15
	100 0000	01/16/2008	4653 48	4743 00	-89 52	LT15
	200 0000	08/18/2004	9306 96	5544 00	3762 96	LT15
2000 0000 TEXAS INSTRUMENTS - 882508104 - MINOR = 42						
SOLD		01/22/2009	28259 84			
ACQ	500 0000	10/20/2004	7064 96	11474 00	-4409 04	LT15
	700 0000	01/27/2005	9890 94	15883 00	-5992.06	LT15
	800 0000	02/17/2005	11303 94	20688 00	-9384 06	LT15
151 0570 THIRD AVENUE SMALL CAP VALUE - 884116203 - MINOR = 45						
SOLD		01/22/2009	2000.00			
ACQ	151 0570	05/28/2008	2000 00	3768 87	-1768 87	ST
7046 4130 THIRD AVENUE SMALL CAP VALUE - 884116203 - MINOR = 45						
SOLD		04/08/2009	91039 66			
ACQ	2654.5540	05/28/2008	34296 84	66231 13	-31934.29	ST
	1203 3690	06/02/2008	15547 53	30000 00	-14452.47	ST
	611.9950	06/11/2008	7906 98	15000 00	-7093 02	ST
	438 9820	07/17/2008	5671.65	10000.00	-4328 35	ST
	1068 8330	09/03/2008	13809.32	25000 00	-11190 68	ST
	438 2120	09/04/2008	5661 70	10000 00	-4338 30	ST
	303 7670	10/21/2008	3924 67	5000.00	-1075 33	ST
	326 7010	12/23/2008	4220 98	4466 00	-245 02	ST
200 0000 UNITED TECHNOLOGIES CORPORATION - 913017109 - MINOR = 42						
SOLD		03/04/2009	7869 95			
ACQ	200.0000	04/25/2002	7869 95	6898 00	971.95	LT15
6299 9190 VANGUARD ADM INFLATION PROTECTED SEC - 922031737 - MINOR = 34						
SOLD		01/26/2009	143071.16			
ACQ	4014 4520	08/29/2008	91168.20	100000 00	-8831 80	ST
	67.3000	09/25/2008	1528 38	1605 78	-77 40	ST
	2209 4560	10/21/2008	50176 75	50000.00	176 75	ST
	8 7110	12/19/2008	197 83	201 32	-3 49	ST
5081 3010 VANGUARD SHORT TERM CORP - ADMIRAL - 922031836 - MINOR = 34						
SOLD		04/16/2009	50000 00			
ACQ	5081.3010	10/06/2008	50000 00	51117 89	-1117.89	ST
4056.7950 VANGUARD SHORT TERM CORP - ADMIRAL - 922031836 - MINOR = 34						
SOLD		04/22/2009	40000.00			
ACQ	4056 7950	10/06/2008	40000 00	40811 36	-811.36	ST
7396 4500 VANGUARD SHORT TERM CORP - ADMIRAL - 922031836 - MINOR = 34						
SOLD		06/01/2009	75000 00			
ACQ	193 7590	05/31/2009	1964.72	1968 59	-3.87	ST
	7202 6910	10/06/2008	73035.28	72459 07	576 21	ST
14792 8990 VANGUARD SHORT TERM CORP - ADMIRAL - 922031836 - MINOR = 34						
SOLD		06/11/2009	150000 00			
ACQ	14792.8990	10/06/2008	150000.00	148816 56	1183 44	ST
4752 8520 VANGUARD SHORT TERM CORP - ADMIRAL - 922031836 - MINOR = 34						
SOLD		09/17/2009	50000 00			
ACQ	129 1610	06/30/2009	1358 77	1321 32	37 45	ST
	109 5850	07/31/2009	1152 83	1136 40	16 43	ST
	103 8400	08/31/2009	1092.40	1088 24	4 16	ST
	4410 2660	10/06/2008	46396 00	44367.28	2028.72	ST
9496 6760 VANGUARD SHORT TERM CORP - ADMIRAL - 922031836 - MINOR = 34						
SOLD		09/23/2009	100000.00			
ACQ	241 3360	10/06/2008	2541.27	2427 84	113 43	ST
	213 2240	04/30/2009	2245.25	2115 18	130 07	ST
	9042 1160	10/17/2008	95213 48	89336 11	5877 37	ST
4734 8480 VANGUARD SHORT TERM CORP - ADMIRAL - 922031836 - MINOR = 34						
SOLD		10/16/2009	50000 00			
ACQ	84 2820	09/30/2009	890 02	889 18	0.84	ST
	4650 5660	10/17/2008	49109 98	45947 59	3162.39	ST
1000.0000 VANGUARD WORLD FINANCIALS ETF - 92204A405 - MINOR = 42						
SOLD		02/24/2009	15889 81			
ACQ	1000 0000	10/14/2008	15889.81	33570.20	-17680.39	ST
200 0000 VANGUARD WORLD FINANCIALS ETF - 92204A405 - MINOR = 42						
SOLD		03/04/2009	2991.02			
ACQ	200 0000	10/07/2008	2991.02	6685 78	-3694 76	ST
150 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 42						
SOLD		01/22/2009	2253.98			
ACQ	100 0000	09/23/2003	1502.65	2550 00	-1047 35	LT15
	50 0000	04/25/2002	751 33	1271.00	-519 67	LT15

TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 99
TRUST ADMINISTRATOR 1
INVESTMENT OFFICER. 18

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
300 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 42						
SOLD		01/22/2009	4685 97			
ACQ	260 0000	04/25/2002	4061 17	6609 20	-2548 03	LT15
	40 0000	03/13/2002	624 80	993 60	-368 80	LT15
2050 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 42						
SOLD		02/03/2009	37831 72			
ACQ	100 0000	04/30/2001	1845 45	2347 50	-502 05	LT15
	100 0000	05/18/2001	1845 45	2285.00	-439 55	LT15
	450 0000	03/13/2002	8304.52	11178 00	-2873 48	LT15
	200 0000	07/30/2002	3690 90	4929 00	-1238.10	LT15
	100 0000	05/07/2008	1845 45	3019 99	-1174.54	ST
	100 0000	06/02/2008	1845 45	2691 00	-845 55	ST
	600 0000	09/03/2008	11072 70	18659 22	-7586 52	ST
	400 0000	01/07/2009	7381 80	10744 00	-3362 20	ST
		TOTALS	3792727 85	4241500 59		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-190061 60	0 00	-258711 14	0.00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	821.78			0 00
	-190061 60	0.00	-257889.36	0 00	0.00	0 00
STATE						
SUBTOTAL FROM ABOVE	-190061 60	0 00	-258711 14	0.00	0 00	0 00*
COMMON TRUST FUND	0.00	0 00	0.00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0.00	821.78			0 00
	-190061 60	0 00	-257889 36	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
OKLAHOMA	N/A	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THE TRUST COMPANY OF OKLAHOMA	72,412.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	72,412.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE TRUST COMPANY OF OKLAHOMA	126,927.	822.	126,105.
TOTAL TO FM 990-PF, PART I, LN 4	126,927.	822.	126,105.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENTS	6,596.	6,596.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,596.	6,596.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JOHNSON JONES ET AL	814.	814.		0.
GABLE & GOTWALS	4,810.	4,810.		0.
TO FM 990-PF, PG 1, LN 16A	5,624.	5,624.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EIDE BAILLY LP	2,600.	2,600.		0.
JOHNSON JONES ET AL	3,277.	3,277.		0.
TO FORM 990-PF, PG 1, LN 16B	5,877.	5,877.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,094.	2,094.		0.
FEDERAL TAX REFUND	<4,284.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<2,190.>	2,094.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLICATION FEE	20.	0.		20.
TO FORM 990-PF, PG 1, LN 23	20.	0.		20.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		189,768.	195,225.
TOTAL U.S. GOVERNMENT OBLIGATIONS			189,768.	195,225.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			189,768.	195,225.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	4,155,986.	5,302,142.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,155,986.	5,302,142.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	1,336,084.	1,383,327.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,336,084.	1,383,327.

RALPH AND FRANCES MCGILL FOUNDATION THE 73-1590898

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	COST	270,000.	272,767.
TOTAL TO FORM 990-PF, PART II, LINE 13		270,000.	272,767.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A NEW LEAF 2306 SOUTH 1ST PLACE BROKEN ARROW, OK 74012	NONE		3,000.
ALZHEIMER'S ASSOCIATION 6465 SOUTH YALE TULSA OK	NONE SUPPORT OF RESEARCH	PUBLIC	1,000.
AMERICAN CANCER SOCIETY 5110 S. YALE STE 101 TULSA, OK 74105	NONE		10,000.
ANDREW COATES SCHOLARSHIP FUND C/O OU SCHOOL OF LAW 300 TIMBERDALE NORMAN OK	NONE SCHOLARSHIP GRANTS	N/A	25,000.
ARTS & HUMANITIES COUNCIL 2210 SOUTH MAIN TULSA, OK 74114	NONE GENERAL OPERATIONS	PUBLIC	5,000.
ASSOCIATED CENTERS FOR THERAPY 7010 SOUTH YALE STE 215 TULSA, OK 74136			5,000.
B.A. CHALLENGER SPORTS 7613 EAST BROADWAY ST BROKEN ARROW, OK 74014	NONE		2,000.
BISHOP KELLEY BASEBALL 3905 SOUTH HUDSON AVENUE TULSA, OK 74135			1,000.

BLUE STAR MOTHERS OF AMERICA P.O. BOX 2306 TULSA, OK 74101	NONE		2,000.
CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGES 815 SOUTH UTICA TULSA, OK 74104			3,000.
CLAREHOUSE 7324 EAST 49TH PLACE #3 TULSA, OK 74145	NONE OPERATING EXPENSES	PUBLIC	10,000.
COLBY COOK TAKE FLIGHT FOUND. P.O. BOX 50375 TULSA, OK 741500375	NONE GENERAL SUPPORT	PUBLIC	1,000.
COMM. FOOD BANK OF EASTERN OK 1304 N. KENOSHA AVE TULSA OK	NONE SUPPORT FOR FOOD PROGRAM	PUBLIC	5,000.
CORNERSTONE CHRISTIAN ACADEMY 7770 N WHIRLPOOL DRIVE SPERRY, OK 74073	NONE OPERATING EXPENSES	N/A	1,000.
CYSTIC FYBROSIS FOUNDATION 2642 EAST 21ST ST, STE 100 TULSA, OK 74114			10,000.
FAMILY AND CHILDRENS SERVICES 650 SOUTH PEORIA TULSA OK	NONE FAMILY SUPPORT AND COUNSELLING	PUBLIC	5,000.
FOUNDATION FOR TULSA PUBLIC SCHOOLS 3027 SOUTH NEW HAVEN #600 TULSA, OK 74114			10,000.
GILCREASE MUSEUM 1400 GILCREASE MUSEUM ROAD TULSA OK	NONE GENERAL SUPPORT	PUBLIC	37,500.

GIRL SCOUTS OF EASTERN OKLAHOMA 2432 EAST 51ST STREET TULSA, OK 74105	NONE GENERAL SUPPORT	PUBLIC	3,000.
HABITAT FOR HUMANITY 6235 EAST 13TH STREET TULSA OK	NONE BUILDING OPERATIONS	N/A	5,000.
HEART&HANDS OUTREACH 101 EAST 12TH STREET TULSA OK	NONE GENERAL SUPPORT	PUBLIC	8,000.
HOSPICE OF GREEN COUNTRY,INC 2121 S COLUMBIA AVE, SUITE 200 TULSA, OK 74114	NONE GENERAL SUPPORT	PUBLIC	5,000.
IRON GATE 501 SOUTH CINCINNATI TULSA OK	NONE OPERATING EXPENSE	N/A	20,000.
JIM SELLERS EDISON ALUMNI 3701-A SOUTH HARVARD PMB 317 TULSA, OK 74135			500.
JUVENILE DIABETIS RESEARCH FDN TULSA, OK 74136	NONE TO FURTHER RESEARCH	PUBLIC	2,500.
KEYSTONE VOLUNTEER FIRE DEPT 25505 W 41ST STREET SAND SPRINGS, OK 74063			500.
LEUKEMIA & LYMPHOMA SOCIETY 2331 S COLUMBIA AVE TULSA, OK 74114			5,000.
LIFE SENIOR SERVICES 5950 EAST 31ST STREET TULSA, OK 741355114	NONE SUPPORT FOR PROGRAMS	PUBLIC	10,000.

LINERS BASEBALL 606 N BIRCH SAND SPRINGS OK	NONE SUPPORT FOR PROGRAMS	N/A	4,000.
MAJ LEAGUE BASEBALL PLYRS ALUM 1631 MESA AVENUE, SUITE B COLORADO SPRINGS CO	NONE GENERAL SUPPORT	N/A	5,000.
MEALS ON WHEELS OF METRO TULSA 12620 EAST 31ST STREET TULSA, OK 741462307	NONE SUPPORT OF THE MEALS PROGRAMS	PUBLIC	5,000.
MS/CLOSE REGATTA 2447 E 22ND PLACE TULSA OK	NONE GENERAL OPERATING COSTS	PUBLIC	3,000.
NEIGHBOR FOR NEIGHBOR 1506 EAST 46TH STREET NORTH TULSA OK	NONE CARE FOR INDIGENTS	PUBLIC	3,000.
OETA 7403 NORTH KELLY AVE TULSA, OK 73113	NONE	PUBLIC	1,000.
OK CONFERENCE FOR COMMUNITY AND JUSTICE ONE OAK PLAZA, 100 W 5TH STREET, STE LL 1030			5,000.
OKLAHOMA CENTER FOR NONPROFITS 923 N ROBINSON SUITE 400 OKLAHOMA CITY OK	NONE GENERAL OPERATING COSTS	PUBLIC	10,000.
OKLAHOMA MILITARY HISTORICAL ASSOCIATION 6945 EAST 38TH STREET, UNIT C TULSA, OK 74145	NONE GENERAL OPERATING COSTS	PUBLIC	5,000.
OKLAHOMA SOCIETY TO PREVENT BLINDNESS 6120-C EAST 32ND PLACE TULSA, OK 74135			1,000.

PARENT CHILD CENTER OF TULSA 1421 S. BOSTON TULSA, OK 74119	NONE GENERAL SUPPORT OF ACTIVITIES	PUBLIC	3,000.
PARKSIDE PSYCHIATRIC HOSPITAL 1620 EAST 12TH STREET TULSA OK	NONE OPERATING EXPENSES	N/A	1,000.
PHI GAMMA DELTA 20 NORTH BROADWAY STE 1800 OKLAHOMA CITY OK	NONE SUPPORT OF ACTIVITIES	N/A	7,000.
PHILBROOK MUSEUM OF ART P O BOX 52510 TULSA, OK 74152	NONE GENERAL SUPPORT	PUBLIC	50,000.
REBUILDING TOGETHER TULSA P.O. BOX 52201 TULSA, OK 74152	NONE GENERAL SUPPORT	PUBLIC	8,212.
REMINGTON ELEMENTARY SCHOOL 2524 WEST 53RD STREET TULSA, OK 74107			500.
RESONANCE 1608 SOUTH ELWOOD AVENUE TULSA, OK 74119	NONE SUPPORT OF PROGRAMS	N/A	25,000.
RSU TELEVISION 1701 WEST WILL ROGERS BLVD CLAREMORE, OK 74017	NONE GENERAL OPERATING COSTS	PUBLIC	1,000.
SMART START 421 NW 13TH STREET SUITE 270 OKLAHOMA CITY OK, OK 73103	NONE OPERATING EXPENSES	N/A	15,000.
SS PETER AND PAUL SCHOOL 1428 NORTH 67TH EAST AVENUE TULSA, OK 74115			1,000.

ST CATHERINE SCHOOL 2515 W 46TH STREET TULSA, OK 74107	NONE GENERAL OPERATING COSTS	N/A	15,000.
ST SIMEON'S EPISCOPAL HOME 3701 N CINCINNATTI TULSA, OK 74106	NONE GENERAL SUPPORT	N/A	50,000.
ST SIMEONS FOUNDATION 3701 N. CINCINNATI TULSA, OK 74106	NONE	PUBLIC	20,000.
THE SALVATION ARMY P O BOX 3367 TULSA, OK 74101	NONE CARE FOR HOMELESS AND OTHER NEEDY PERSONS		10,000.
THE TRISTESSE CENTER 1709 SOUTH BALTIMORE AVE TULSA OK	NONE GENERAL SUPPORT FOR SERVICES	N/A	5,000.
THE UNIVERSITY OF OKLAHOMA HEALTH SCIENCES CENTER P O BOX 26901 OKLAHOMA CITY, OK 73126			10,000.
TOWN AND COUNTRY SCHOOL 5150 EAST 101ST TULSA, OK 74136	NONE GENERAL SUPPORT	N/A	12,600.
TRUTH IN ACTION 5220 E 105TH STREET TULSA, OK 74137			5,000.
TULSA ADVOCATES FOR THE PROTECTION OF CHILDREN P O BOX 14044 TULSA, OK 74156			5,000.
TULSA AIR AND SPACE MUSEUM 3624 NORTH 74TH EAST AVENUE TULSA, OK 74114	NONE EXPANSION OF EXHIBITS	PUBLIC	30,000.

TULSA AREA UNITED WAY P. O. BOX 1859 TULSA, OK 74101			10,000.
TULSA BALLET 1212 E 45TH PL S TULSA, OK 74105			25,000.
TULSA BOYS HOME P.O. BOX 1101 TULSA, OK 4101	NONE SUPPORT OF VARIOUS PROGRAMS	PUBLIC	6,000.
TULSA CASA, INC 700 SOUTH BOSTON, SUITE 230 TULSA, OK 74119			10,000.
TULSA DAY CTR FOR THE HOMLESS 748 WEST ARCHER TULSA, OK 74103	NONE SUPPORT OF PROGRAMS	PUBLIC	2,000.
TULSA EAGLES FAST PITCH SOFTBALL 10607 E ADMIRAL PLACE TULSA, OK 74116			3,500.
TULSA GENEOLOGICAL SOC P.O. BOX 585 TULSA OK	NONE SUPPORT FOR SERVICES	PUBLIC	1,000.
TULSA HISTORICAL SOCIETY 2445 S PEORIA AVE TULSA, OK 74114			10,000.
TULSA LIBRARY TRUST 400 CIVIC CENTER TULSA, OK 74103	NONE		5,000.
TULSA METROPOLITAN MINISTRIES 221 SOUTH NOGALES TULSA, OK 74127	NONE MINISTRY TO NEEDY PERSONS	N/A	20,000.

TULSA OPERA 1610 S BOULDER AVE TULSA, OK 74119			10,000.
TULSA SYMPHONY ORCHESTRA 111 EAST 1ST STREET TULSA OK	NONE OPERATING EXPENSES	PUBLIC	15,000.
TULSA TOWN HALL, INC BOX 52266 TULSA, OK 74152	NONE DEFRAY THE COST OF SPEAKERS	PUBLIC	10,000.
UNIVERSITY OF OKLAHOMA JOURNALISM SCHOOL			10,000.
VISITING NURSES ASS'N OF TULSA 7875 EAST 51ST STREET TULSA, OK 74145	NONE GENERAL SUPPORT OF ACTIVITIES	PUBLIC	3,000.
VOLUNTEER CENTRAL 3708 SOUTHWEST BLVD TULSA, OK 74107			7,500.
WEST TULSA UNITED METHODIST CHURCH 1923 S PHOENIX TULSA, OK 74107			2,000.
WESTERN NEIGHBORS P O BOX 570976 TULSA, OK 74157	NONE GENERAL SUPPORT	PUBLIC	2,000.
WESTSIDE COMMUNITY CTR 501 SOUTH BUCY AVE BARTLESVILLE OK, OK 74005	NONE SUPPORT FOR ACTIVITIES	N/A	1,000.
WSA 94 GIRLS			6,000.

YMCA OF GREATER TULSA 5400 S OLYMPIA TULSA, OK 74107	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A	681,312.