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

2010

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

For calendar year 2010, 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

Name of foundation <b>E.L. AND THELMA GAYLORD FOUNDATION</b>		A Employer identification number <b>73-1463569</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 25125</b>	Room/suite	B Telephone number <b>405/475-3200</b>
City or town, state, and ZIP code <b>OKLAHOMA CITY, OK 73125</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 191,198,929.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		56,691.	56,691.		STATEMENT 1
4 Dividends and interest from securities		4,516,411.	4,516,411.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		93,640.			
b Gross sales price for all assets on line 6a <b>31,135,169.</b>					
7 Capital gain net income (from Part IV, line 2)			93,640.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit (loss)					
11 Other income		<186,783.>	<186,783.>		STATEMENT 3
12 Total. Add lines 1 through 11		4,479,959.	4,479,959.		
13 Compensation of officers, directors, trustees, etc		180,000.	139,995.		40,005.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		22,780.	14,210.		8,570.
c Other professional fees STMT 5		43,264.	41,024.		2,240.
17 Interest					
18 Taxes STMT 6		45,113.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,189.	0.		1,189.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		292,346.	195,229.		52,004.
25 Contributions, gifts, grants paid		18,050,815.			18,050,815.
26 Total expenses and disbursements. Add lines 24 and 25		18,343,161.	195,229.		18,102,819.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<13863202.>			
b Net investment income (if negative, enter -0-)			4,284,730.		
c Adjusted net income (if negative, enter -0-)				N/A	

6

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	25,435,259.	22,729,402.	22,738,857.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	114,360.	45,120.	45,120.
	10a Investments - U.S. and state government obligations STMT 8	10,176,289.	6,841,217.	7,262,731.
	b Investments - corporate stock STMT 9	109,282,980.	109,694,568.	117,005,924.
	c Investments - corporate bonds STMT 10	43,732,842.	34,311,848.	34,974,848.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	7,969,853.	9,231,739.	9,171,449.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		196,711,583.	182,853,894.	191,198,929.
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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	125,457,383.	125,457,383.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	71,254,200.	57,396,511.		
30 Total net assets or fund balances	196,711,583.	182,853,894.		
31 Total liabilities and net assets/fund balances	196,711,583.	182,853,894.		

## 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	196,711,583.
2 Enter amount from Part I, line 27a	2	<13,863,202.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	5,513.
4 Add lines 1, 2, and 3	4	182,853,894.
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	182,853,894.

**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 ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 30,789,460.		31,041,529.	<252,069.>
b 345,709.			345,709.
c			
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			<252,069.>
b			345,709.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	93,640.
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))
2009	8,737,935.	167,151,798.	.052275
2008	9,199,536.	196,878,656.	.046727
2007	7,883,490.	227,978,621.	.034580
2006	7,314,673.	214,256,032.	.034140
2005	6,675,548.	200,280,093.	.033331

2 Total of line 1, column (d)	2	.201053
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	.040211
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	183,239,296.
5 Multiply line 4 by line 3	5	7,368,235.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,847.
7 Add lines 5 and 6	7	7,411,082.
8 Enter qualifying distributions from Part XII, line 4	8	18,102,819.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	42,847.
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	42,847.
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	42,847.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	45,120.	
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	45,120.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,273.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 2,273. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► E. L. AND THELMA GAYLORD FOUNDATION Telephone no. ► 405/475-3200 Located at ► 900 BROADWAY EXTENSION, OKLAHOMA CITY, OK ZIP+4 ► 73114			
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	
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.) 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 2010?	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

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
CHRISTY GAYLORD EVEREST 6608 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73116	CO-TRUSTEE 3.00	10,000.	0.	0.
DAVID O. HOGAN 4626 E. 54TH ST. #226 TULSA, OK 74135	CO-TRUSTEE 10.00	150,000.	0.	0.
MARY GAYLORD MCCLEAN P.O. BOX 100 SIMPSONVILLE, KY 40067	CO-TRUSTEE 3.00	10,000.	0.	0.
LOUISE GAYLORD BENNETT 1604 DORCHESTER DR. OKLAHOMA CITY, OK 73120	CO-TRUSTEE 3.00	10,000.	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

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. 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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.

Total. Add lines 1 through 3

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	153,204,281.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	28,562,900.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	4,262,561.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	186,029,742.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	186,029,742.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,790,446.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	183,239,296.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	9,161,965.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	9,161,965.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	42,000.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	42,000.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	9,119,965.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	9,119,965.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	9,119,965.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	18,102,819.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	18,102,819.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	42,847.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	18,059,972.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				9,119,965.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009	2,833,661.			
<b>f</b> Total of lines 3a through e	2,833,661.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 18,102,819.				
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) **	11,680,141.			
<b>d</b> Applied to 2010 distributable amount				6,422,678.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,697,287.			2,697,287.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,816,515.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	11,816,515.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009	136,374.			
<b>e</b> Excess from 2010	11680141.			

\*\* SEE STATEMENT 12

Form 990-PF (2010)

**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 2010, 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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:

MRS. CHRISTINE EVEREST, CO-TRUSTEE  
P.O. BOX 25125, OKLAHOMA CITY, OK 73125

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

SEE STATEMENT ATTACHED

c Any submission deadlines:

NONE

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

NONE

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 13				
Total			▶ 3a	18,050,815.
b Approved for future payment				
Total			▶ 3b	4728991.






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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
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.				
	 Signature of officer or trustee		7-13-11 Date		 Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date
	BOB L. SLOVACEK				7/1/11
	Firm's name ► HOGANTAYLOR LLP				Check <input type="checkbox"/> if self-employed
	Firm's address ► 11600 BROADWAY EXTENSION, SUITE 300 OKLAHOMA CITY, OK 73114				Phone no. (405) 848-2020

**E L & THELMA GAYLORD FOUNDATION**  
**GAIN ON SALE**  
**12/31/2010**

Number of Shares	Description	Date		Sales	Book	Gain
		Acquired	Sold	Proceeds	Basis	(Loss)
January, 2010						
	Netherlands Government	8/13/2007	1/15/2010	480,490 50	457,007 00	23,483 50
	Clorox Co	5/1/2006	1/15/2010	500,000 00	500,000 00	-
	Credit Suisse FB USA	11/18/2008	1/15/2010	200,000 00	200,000 00	-
	Ford Motor Credit Notes	5/16/2008	1/15/2010	200,000 00	200,000 00	-
	Hartford Life global FDG - Full Call	2/5/2009	1/15/2010	45,000.00	45,000 00	-
	SLM Corp	9/25/2009	1/15/2010	100,000 00	100,000 00	-
	US Treasury Notes - Ser E-2010	5/1/2006	1/15/2010	2,000,000 00	1,921,140 00	78,860 00
	Simon Property Group LP - Tendered	2/11/2009	1/26/2010	105,250 00	100,000 00	5,250.00
	National City Bank	5/19/2006	1/29/2010	400,000 00	400,000 00	-
Total January, 2010				4,030,740 50	3,923,147 00	107,593 50
February, 2010						
	Citigroup Inc Global Notes - Tendered	2/12/2009	2/8/2010	117,587 50	115,000 00	2,587 50
	Merrill Lynch & Co Inc Medium	4/6/2009	2/8/2010	50,000 00	50,000.00	-
	Intl Lease Fin Corp Corenotes	8/12/2009	2/15/2010	10,000 00	10,000 00	-
	Citigroup Inc	2/12/2009	2/22/2010	100,000 00	100,000 00	-
	Citigroup Inc	7/10/2009	2/22/2010	50,000 00	50,000 00	-
	Fifth Third Bank Notes	1/8/2009	2/23/2010	100,000 00	100,000 00	-
	Spanish Government	4/20/2007	2/1/2010	603,562 50	592,252 50	11,310 00
Total February, 2010				1,031,150 00	1,017,252 50	13,897 50
March, 2010						
	JPMorgan Mid Cap Value Fund		3/17/2010	1,000,000 00	1,234,806 32	(234,806 32)
	JPMorgan Small Cap Equity Fund		3/17/2010	1,000,000 00	954,204 08	45,795 92
	JPMorgan Mid Cap Growth		3/17/2010	1,000,000 00	1,148,471 98	(148,471 98)
	Fidelity Advisor High Income		3/17/2010	2,000,000 00	2,142,213 31	(142,213 31)
	Ishares Russell 2000 Value Index		3/17/2010	1,001,719 27	1,298,529 63	(296,810 36)
	Delaware Emerging Markets Fund		3/17/2010	2,400,000 00	2,975,515 06	(575,515.06)
	Neuberger Berman High Income Fund		3/17/2010	1,000,000 00	1,041,681 29	(41,681 29)
	Ishares MSCI Emerging Market Index		3/17/2010	598,840 37	335,268 43	263,571 94
	Vanguard Emerging Market ETF		3/17/2010	999,172 69	583,958 46	415,214 23
	Federal Home Loan Bank - Full Call	11/17/2009	3/10/2010	200,000 00	200,000 00	-
	International Lease Finance Corp	7/10/2009	3/15/2010	40,000 00	40,000 00	-
	International Lease Finance Corp	9/25/2009	3/15/2010	83,000.00	83,000 00	-
	Marshall & Ilsley Co	1/26/2009	3/15/2010	300,000 00	300,000 00	-
2,900	Ishares S&P 500 Growth Index Fund	11/16/2004	3/18/2010	173,692 13	165,764.00	7,928 13
4,000	Ishares S&P 500 Growth Index Fund	11/23/2004	3/18/2010	239,575 35	227,320 00	12,255 35
3,100	Ishares S&P 500 Growth Index Fund	11/26/2004	3/18/2010	185,670 90	176,979 00	8,691.90
2,000	Ishares S&P 500 Growth Index Fund	11/26/2004	3/22/2010	119,697 48	114,180 00	5,517 48
2,000	Ishares S&P 500 Growth Index Fund	12/2/2004	3/22/2010	119,697 48	115,640 00	4,057 48
2,695	Ishares S&P 500 Growth Index Fund	12/7/2004	3/22/2010	161,292 34	154,531 30	6,761 04
3,400	Ishares S&P 500 Value Index Fund	11/16/2004	3/18/2010	191,735 12	207,196 00	(15,460 88)
4,000	Ishares S&P 500 Value Index Fund	11/23/2004	3/18/2010	225,570 73	244,840 00	(19,269 27)
2,600	Ishares S&P 500 Value Index Fund	11/26/2004	3/18/2010	146,620 98	160,836.00	(14,215 02)
1,050	Ishares S&P 500 Value Index Fund	11/26/2004	3/22/2010	59,231 74	64,953 00	(5,721 26)
1,650	Ishares S&P 500 Value Index Fund	11/26/2004	3/22/2010	93,078 45	102,069 00	(8,990 55)
2,000	Ishares S&P 500 Value Index Fund	12/2/2004	3/22/2010	112,822 37	123,960 00	(11,137 63)
3,000	Ishares S&P 500 Value Index Fund	12/7/2004	3/22/2010	169,233 55	184,260 00	(15,026 45)
19	Ishares S&P 500 Value Index Fund	12/9/2004	3/22/2010	1,071 81	1,163 37	(91 56)
4,500	Ishares Russell Midcap Value Index	10/21/2004	3/18/2010	182,627 47	149,269 20	33,358 27
4,500	Ishares Russell Midcap Value Index	10/25/2004	3/18/2010	182,627 47	148,549 20	34,078 27
1,000	Ishares Russell Midcap Value Index	10/29/2004	3/18/2010	40,583 89	33,904 27	6,679 62
7,850	Ishares Russell Midcap Value Index	10/29/2004	3/23/2010	318,902.19	266,148 48	52,753.71
3,000	Ishares Russell Midcap Value Index	11/4/2004	3/23/2010	121,873 45	103,572 79	18,300 66
3,000	Ishares Russell Midcap Value Index	11/9/2004	3/23/2010	121,873 45	105,542 79	16,330 66
762	Ishares Russell Midcap Value Index	11/16/2004	3/23/2010	30,955 85	27,359 05	3,596 80
2,000	Ishares Russell Midcap Growth Index	10/21/2004	3/18/2010	97,397 76	75,207 00	22,190 76
2,000	Ishares Russell Midcap Growth Index	10/25/2004	3/18/2010	97,397 76	74,160 00	23,237.76
6,000	Ishares Russell Midcap Growth Index	10/29/2004	3/18/2010	292,193 28	229,530 00	62,663 28
266	Ishares Russell Midcap Growth Index	10/29/2004	3/22/2010	12,946 05	10,175 83	2,770 22

1,200	Ishares TR Russell Midcap Index	10/21/2004	3/18/2010	107,676 79	84,254 99	23,421 80
1,000	Ishares TR Russell Midcap Index	10/25/2004	3/18/2010	89,730 66	69,612 48	20,118 18
1,350	Ishares TR Russell Midcap Index	10/29/2004	3/18/2010	121,136 39	96,676 86	24,459 53
1,000	Ishares TR Russell Midcap Index	11/4/2004	3/18/2010	89,730 66	72,922 48	16,808 18
150	Ishares TR Russell Midcap Index	11/9/2004	3/18/2010	13,459 60	11,125 87	2,333 73
850	Ishares TR Russell Midcap Index	11/9/2004	3/23/2010	76,261 02	63,046 61	13,214 41
21	Ishares TR Russell Midcap Index	11/16/2004	3/23/2010	1,884 10	1,588 49	295 61
<b>Total March, 2010</b>				<u>15,620,980 60</u>	<u>16,003,986 62</u>	<u>(383,006 02)</u>
<b>April, 2010</b>						
	HSBC Finance Corp	2/23/2009	4/15/2010	25,000 00	25,000 00	-
	Intl Lease Fin Corp Sr Notes	8/12/2009	4/15/2010	100,000 00	100,000 00	-
	Intl Lease Fin Corp Sr Notes	12/16/2009	4/15/2010	100,000 00	100,000 00	-
	Federal Farm Credit Bank Con	1/21/2009	4/28/2010	200,000 00	200,000 00	-
	Du Pont E I Denemours Debs	11/4/2004	4/30/2010	300,000 00	300,000 00	-
<b>Total April, 2010</b>				<u>725,000 00</u>	<u>725,000 00</u>	<u>-</u>
<b>May, 2010</b>						
	Newell Rubbermaid Inc Notes	2/12/2009	5/3/2010	29,000 00	29,000 00	-
	Federal Home Loan Banks	1/21/2009	5/6/2010	60,000 00	60,000 00	-
	MBNA Corp Sr Medium Term Notes	2/4/2009	5/4/2010	200,000 00	200,000 00	-
	Morgan Stanley & Co Inc	11/18/2008	5/17/2010	116,000 00	116,000 00	-
	United Technologies Corp	5/1/2006	5/3/2010	500,000 00	500,000 00	-
<b>Total May, 2010</b>				<u>905,000 00</u>	<u>905,000 00</u>	<u>-</u>
<b>June, 2010</b>						
	Canada Government	4/20/2007	6/1/2010	601,895 99	564,695 42	37,200 57
	Canada Government	7/16/2009	6/1/2010	251,185 01	237,242 61	13,942 40
	UK Treasury	7/16/2009	6/7/2010	209,134 00	238,452 50	(29,318 50)
	Enterprise Prods Oper LP	1/7/2009	6/1/2010	100,000 00	100,000 00	-
	Hartford Life Ins Co - Full Call	7/1/2009	6/15/2010	20,000 00	20,000 00	-
	Hartford Finl Svcs Grp	5/7/2009	6/15/2010	100,000 00	100,000 00	-
	Weyerhaeuser Co - Tendered	1/22/2009	6/22/2010	108,000 00	100,000 00	8,000 00
<b>Total June, 2010</b>				<u>1,390,215 00</u>	<u>1,360,390 53</u>	<u>29,824 47</u>
<b>July, 2010</b>						
	Bundesrepublik	7/16/2009	7/6/2010	206,448 00	233,277 00	(26,829 00)
	Pepco Holdings Inc - Full Call	10/15/2008	7/8/2010	61,218 85	55,000 00	6,218 85
	Wrigley Jr Co Notes	5/1/2006	7/15/2010	1,000,000 00	1,000,000 00	-
	SLM Corp	9/14/2009	7/26/2010	46,000 00	46,000 00	-
	SLM Corp	11/6/2009	7/26/2010	100,000 00	100,000 00	-
<b>Total July, 2010</b>				<u>1,413,666 85</u>	<u>1,434,277 00</u>	<u>(20,610 15)</u>
<b>August, 2010</b>						
	Australian Government	10/22/2007	8/15/2010	665,850 00	664,500 00	1,350 00
	Australian Government	3/14/2008	8/15/2010	665,850 00	706,425 00	(40,575 00)
	Australian Government	7/16/2009	8/15/2010	266,340 00	241,110 00	25,230 00
	Australian Government	9/16/2009	8/15/2010	266,340 00	262,440 00	3,900 00
	American Gen Corp	7/2/2009	8/11/2010	50,000 00	50,000 00	-
	American Gen Corp	7/10/2009	8/11/2010	50,000 00	50,000 00	-
	American Gen Corp	8/3/2009	8/11/2010	100,000 00	100,000 00	-
	General Dynamics Corp Notes	10/21/2004	8/16/2010	265,000 00	265,000 00	-
<b>Total August, 2010</b>				<u>2,329,380 00</u>	<u>2,339,475 00</u>	<u>(10,095 00)</u>
<b>September, 2010</b>						
	International Lease	12/16/2009	9/1/2010	200,000 00	200,000 00	-
	Coca Cola Enterprise	10/21/2004	9/15/2010	265,000 00	265,000 00	-
	Health Care Ppty Invs Inc	1/22/2009	9/15/2010	100,000 00	100,000 00	-
	Health Care Ppty Invs Inc	2/4/2009	9/15/2010	200,000 00	200,000 00	-
	International Lease	7/1/2009	9/15/2010	50,000 00	50,000 00	-
<b>Total September, 2010</b>				<u>815,000 00</u>	<u>815,000 00</u>	<u>-</u>



**October, 2010**

Genworth Global Funding Med	7/10/2009	10/8/2010	50,000 00	50,000 00	-
Halliburton Co	5/1/2006	10/15/2010	500,000 00	500,000 00	-
Federal Home Loan Mtg Corp	11/7/2007	10/18/2010	500,000 00	500,000 00	-
Weatherford International - Tendered	2/11/2009	10/21/2010	107,979 00	100,000 00	7,979 00
Bear Stearns Co Inc	11/4/2004	10/28/2010	300,000 00	300,000 00	-

**Total October, 2010**

1,457,979 00	1,450,000 00	7,979 00
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**November, 2010**

Unitrn Inc Sr Notes	9/15/2009	11/1/2010	100,000 00	100,000 00	-
Ameriprise Financial	2/4/2009	11/15/2010	3,000 00	3,000 00	-
Autozone Inc	1/7/2009	11/15/2010	100,000 00	100,000 00	-
Federal Natl Mtg Assn	1/7/2005	11/15/2010	300,000 00	300,000 00	-
JP Morgan Chase & Co Global	11/4/2004	11/15/2010	300,000 00	300,000 00	-

**Total November, 2010**

803,000 00	803,000 00	-
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**December, 2010**

Union Planters Corp	2/11/2009	12/1/2010	50,000 00	50,000 00	-
Union Planters Corp	10/29/2009	12/1/2010	115,000 00	115,000 00	-
Viacom Inc - Full Call	2/4/2009	12/29/2010	102,348 00	100,000 00	2,348 00

**Total December, 2010**

267,348 00	265,000 00	2,348 00
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**TOTAL Y-T-D 12/31/2010**

30,789,459 95	31,041,528 65	(252,068 70)
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**NON-TAXABLE GAIN**

1,000	Gaylord Entertainment Co donated to Stars Helping Stars	6/10/2010	24,370 00	21,094 77	3,275 23
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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
BARCLAYS	9.
JP MORGAN	1,714.
SMITH BARNEY CD	20,947.
SMITH BARNEY MM FUND	21,475.
SMITH BARNEY MM FUND	12,546.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	56,691.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND AMORTIZATION	<65,306.>	0.	<65,306.>
JP MORGAN - #A	501,567.	0.	501,567.
JP MORGAN - #Q	1,062,050.	0.	1,062,050.
JP MORGAN - LTCG	162,946.	162,946.	0.
JP MORGAN - STCG	145,799.	145,799.	0.
PARTNERSHIPS	15,982.	0.	15,982.
PARTNERSHIPS	157,706.	0.	157,706.
PARTNERSHIPS - LONG-TERM	<1,313.>	<1,313.>	0.
PARTNERSHIPS - SHORT-TERM	1,711.	1,711.	0.
PJ TRAILERS	59,773.	0.	59,773.
SMITH BARNEY- GOVT SEC	422,302.	0.	422,302.
SMITH BARNEY-DIVIDENDS	638,411.	0.	638,411.
SMITH BARNEY-FIXED INCOME	1,260,078.	0.	1,260,078.
SMITH BARNEY-INTL FIXED	285,729.	0.	285,729.
SMITH BARNEY-LTCG	31,840.	31,840.	0.
SMITH BARNEY-STCG	4,726.	4,726.	0.
THE OKLAHOMA PUBLISHING CO	178,119.	0.	178,119.
TOTAL TO FM 990-PF, PART I, LN 4	4,862,120.	345,709.	4,516,411.

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PARTNERSHIP - LOSSES	<41,510.>	<41,510.>		
PARTNERSHIP - OTHER EXPENSES	<145,273.>	<145,273.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<186,783.>	<186,783.>		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARE 2008 FORM 990PF PREPARATION OF FINANCIAL STATEMENTS	8,570.	0.		8,570.
	14,210.	14,210.		0.
TO FORM 990-PF, PG 1, LN 16B	22,780.	14,210.		8,570.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK & BROKERAGE CHARGES	36,024.	36,024.		0.
COMPUTER EXPENSES	2,240.	0.		2,240.
CONSULTING FEES	5,000.	5,000.		0.
TO FORM 990-PF, PG 1, LN 16C	43,264.	41,024.		2,240.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 EXCISE TAX	45,113.	0.		0.
TO FORM 990-PF, PG 1, LN 18	45,113.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
ADJUST PRIOR YEARS PARTNERSHIP INCOME	2,238.
NONTAXABLE GAIN ON TRANSFER OF STOCK	3,275.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,513.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT SEC - SMITH BARNEY	X		6,841,217.	7,262,731.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,841,217.	7,262,731.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,841,217.	7,262,731.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN TRAILER WORKS, INC.	591,521.	591,521.
ASHFORD HOSPITALITY	60,350.	123,350.
CARDSTAR, INC.	50,000.	50,000.
CBS CORP 67,268 SHS	995,829.	1,281,455.
CIT GROUP, INC.	57,271.	76,538.
FSP MONUMENT CIRCLE CORP.	300,000.	300,000.

GAYLORD ENTERTAINMENT (NEW) 371,200. SHS	9,640,861.	13,304,988.
INTERNATIONAL EQUITIES - JP MORGAN	33,394,285.	34,996,140.
OTHER EQUITIES - JP MORGAN - A	35,398,080.	38,249,419.
OTHER EQUITIES - SMITH BARNEY	17,356,129.	20,823,314.
SECURITY DEVICES INTERNATIONAL 1,000,000 SHS	250,000.	250,000.
THE OKLAHOMA PUBLISHING CO. 1,187,461 SHS	11,309,150.	6,447,913.
VIACOM B 12,908. SHS	291,092.	511,286.
TOTAL TO FORM 990-PF, PART II, LINE 10B	109,694,568.	117,005,924.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	0.	523,601.
CORPORATE NOTES & BONDS - SMITH BARNEY	19,562,349.	19,508,251.
FIXED INCOME - JP MORGAN - A	7,321,105.	7,425,617.
INTERNATIONAL BONDS - SMITH BARNEY	6,371,836.	6,482,029.
PURCHASED INTEREST	3,265.	0.
TAXABLE BOND FUND - SMITH BARNEY	1,053,293.	1,035,350.
TOTAL TO FORM 990-PF, PART II, LINE 10C	34,311,848.	34,974,848.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
N/R P J TRAILERS, INC.	COST	409,478.	409,478.
PARTNERSHIPS	COST	3,909,519.	3,911,497.
REAL ESTATE - S/B	COST	4,912,742.	4,850,474.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,231,739.	9,171,449.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO TREAT  
EXCESS QUALIFYING DISTRIBUTIONS  
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 12

THE FOUNDATION HEREBY MAKES THIS ELECTION WITH RESPECT TO THE  
\$11,680,141 SHOWN ON F990-PF(2010), PART XIII, LINE 4(C), COLUMN (A).

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A CHANCE TO CHANGE FOUNDATION 5228 CLASSEN CIRCLE OKLAHOMA CITY, OK 73118	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ALLY'S HOUSE P.O. BOX 72267 NORMAN, OK 73070	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ALZHEIMER'S ASSOCIATION 3355 NW 58TH STREET, SUITE 220 OKLAHOMA CITY, OK 73112	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ANIMAL RESCUE FRIENDS, INC. 1009 N.W. 75TH STREET NICHOLS HILLS, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ARTHRITIS FOUNDATION 1200 N.W. 63RD STREET STE 301 OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	5,000.
ASHEVILLE SCHOOL 360 ASHVILLE SCHOOL ROAD ASHVILLE, NC 28806	NONE GENERAL OPERATIONS	PUBLIC	50,000.
BIG BROTHERS BIG SISTERS OF OKLAHOMA 5840 S. MEMORIAL DR., STE 105 TULSA, OK 74145	NONE GENERAL OPERATIONS	PUBLIC	15,000.
BOYS AND GIRLS CLUBS OF OKLAHOMA COUNTY P.O. BOX 18701 OKLAHOMA CITY, OK 73154	NONE GENERAL OPERATIONS	PUBLIC	50,000.

## E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

BRIDGES 1670 N. STUBBEMAN NORMAN, OK 73069	NONE GENERAL OPERATIONS	PUBLIC	5,000.
CALM WATERS CENTER FOR CHILDREN AND FAMILIES 4334 NW EXPRESSWAY, STE 101 OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	10,000.
CANTERBURY CHORAL SOCIETY 428 WEST CALIFORNIA, SUITE 210 OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	5,000.
CASADY SCHOOL 9500 N PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73156	NONE GENERAL OPERATIONS	PUBLIC	200,000.
CIVIC CENTER FOUNDATION 201 NORTH WALKER AVENUE OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	150,000.
CLAREHOUSE 7617 S. MINGO ROAD TULSA, OK 74133	NONE GENERAL OPERATIONS	PUBLIC	35,000.
COLONIAL WILLIAMSBURG FOUNDATION POST OFFICE BOX 1776 WILLIAMSBURG, VA 231871776	NONE GENERAL OPERATIONS	PUBLIC	20,000.
CRITTER TALES, INC. 5808 N.W. 45TH STREET WARR ACRES, OK 73122	NONE GENERAL OPERATIONS	PUBLIC	2,500.
D-DENT, INC. 6430 N. WESTERN, STE 200 OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	2,500.
DEAN MCGEE EYE INSTITUTE 608 STANTON L. YOUNG BLVD. OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	910,000.



HARDING CHARTER PREPARATORY HIGH SCHOOL 33333 N. SHARTEL AVENUE OKLAHOMA CITY, OK 73118	NONE GENERAL OPERATIONS	PUBLIC	15,000.
I2E 840 RESEARCH PARKWAY OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	20,000.
INFANT CRISIS SERVICES, INC. 4224 N. LINCOLN BLVD. OKLAHOMA CITY, OK 73105	NONE GENERAL OPERATIONS	PUBLIC	25,000.
JEWISH HOSPITAL & ST. MARY'S FOUNDATION 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	NONE GENERAL OPERATIONS	PUBLIC	50,000.
LAST FRONTIER COUNCIL - BOY SCOUTS OF AMERICA 3031 NW 64TH ST OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	106,520.
LYRIC THEATRE AND ACADEMY 1727 NW 16TH STREET OKLAHOMA CITY, OK 73106	NONE GENERAL OPERATIONS	PUBLIC	2,000.
MERCY HEALTH CENTER FOUNDATION 4300 WEST MEMORIAL ROAD OKLAHOMA CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	50,000.
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD STREET OKLAHOMA CITY, OK 73111	NONE GENERAL OPERATIONS	PUBLIC	1,702,000.
OKLAHOMA CENTENNIAL BOTANICAL GARDEN 2 W 6TH, SUITE 325 TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	25,000.
OKLAHOMA CHRISTIAN UNIVERSITY BOX 11000 OKLAHOMA CITY, OK 73136	NONE GENERAL OPERATIONS	PUBLIC	10,800,000.

## E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

OKLAHOMA CITY BOATHOUSE FOUNDATION P.O. BOX 513 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	75,000.
OKLAHOMA CITY MUSEUM OF ART 415 COUCH DRIVE OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	50,000.
OKLAHOMA CITY UNIVERSITY 2501 N.BLACKWELDER AVENUE OKLAHOMA CITY, OK 73106	NONE GENERAL OPERATIONS	PUBLIC	100,000.
OKLAHOMA GOODWILL INDUSTRIES P.O. BOX 2780 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	100,000.
OKLAHOMA HERITAGE ASSOCIATION 1400 CLASSEN DRIVE OKLAHOMA CITY, OK 73106	NONE GENERAL OPERATIONS	PUBLIC	50,000.
OKLAHOMA MEDICAL RESEARCH FOUNDATION 825 NORTHEAST 13TH STREET OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	500,000.
OKLAHOMA MUSEUM NETWORK 2100 NE 52ND STREET OKLAHOMA CITY, OK 73111	NONE GENERAL OPERATIONS	PUBLIC	5,000.
OKLAHOMA OUTREACH FOUNDATION 1700 WEST BRITTON ROAD OKLAHOMA CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	25,000.
OKLAHOMA RIVER ENDOWMENT FOUNDATION P.O. BOX 1146 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	10,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION 400 SOUTH MONROE STILLWATER, OK 74074	NONE GENERAL OPERATIONS	PUBLIC	200,000.

## E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

PARENTS ASSISTANCE CENTER 415 NORTHWEST FIFTH STREET OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	15,000.
REGIONAL FOOD BANK OF OKLAHOMA 3355 S. PURDUE OKLAHOMA CITY, OK 73137	NONE GENERAL OPERATIONS	PUBLIC	100,000.
SADDLEBRED RESCUE, INC. 4 WESTVIEW DRIVE BLAIRSTOWN, NJ 07825	NONE GENERAL OPERATIONS	PUBLIC	62,730.
STARS HELPING STARS, INC. ONE GAYLORD DRIVE NASHVILLE, TN 37214-1207	NONE GENERAL OPERATIONS	PUBLIC	24,370.
THE AMERICAN SADDLEBRED MUSEUM 4083 IRON WORKS PARKWAY LEXINGTON, KY 405118401	NONE GENERAL OPERATIONS	PUBLIC	60,000.
THE CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGES 815 SOUTH UTICA AVENUE TULSA, OK 74104	NONE GENERAL OPERATIONS	PUBLIC	20,000.
THE CHILDREN'S CENTER 6800 N.W. 39TH EXPRESSWAY BETHANY, OK 73008	NONE GENERAL OPERATIONS	PUBLIC	40,000.
THE EDUCATION & EMPLOYMENT MINISTRY 14 NE 13TH STREET OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	25,000.
THE GEORGE W. BUSH FOUNDATION P.O. BOX 600610 DALLAS, TX 75206	NONE GENERAL OPERATIONS	PUBLIC	100,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE ARLINGTON, VA 22203	NONE GENERAL OPERATIONS	PUBLIC	20,000.

## E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

THE OKLAHOMA CARING FOUNDATION, INC. 3401 NW 63RD OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	10,000.
TOUCHSTONE YOUTH PROJECT P.O. BOX 643 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	5,000.
TULSA CASA, INC. 700 SOUTH BOSTON, SUITE 230 TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	10,000.
TULSA ZOO FRIENDS, INC. 6421 EAST 36TH STREET NORTH TULSA, OK 74115	NONE GENERAL OPERATIONS	PUBLIC	2,500.
UNITED WAY OF CENTRAL OKLAHOMA P.O. BOX 837 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	181,695.
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	NONE GENERAL OPERATIONS	PUBLIC	25,000.
UNIVERSITY OF OKLAHOMA FOUNDATION, INC. 100 TIMBERDELL RD NORMAN, OK 73019	NONE GENERAL OPERATIONS	PUBLIC	1,939,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

18,050,815.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMER'S ASSOCIATION 3355 CLASSEN CIRCLE OKLAHOMA CITY, OK 73118	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ANIMAL RESCUE FRIENDS, INC. 1009 N.W. 75TH STREET NICHOLS HILLS, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	10,000.
BIG BROTHERS BIG SISTERS OF OKLAHOMA 5151 E. 51ST STREET, STE 101 TULSA, OK 74115	NONE GENERAL OPERATIONS	PUBLIC	15,000.
CENTRAL OKLAHOMA HUMANE SOCIETY 9300 N. MAY AVE., STE 400-281 OKLAHOMA CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	150,000.
CITY CARE 2400 GENERAL PERSHING BLVD. OKLAHOMA CITY, OK 73107	NONE GENERAL OPERATIONS	PUBLIC	25,000.
DAYSPRING VILLA P.O. BOX 1588 OKLAHOMA CITY, OK 74063	NONE GENERAL OPERATIONS	PUBLIC	2,500.
I2E, INC. 840 RESEARCH PARKWAY OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	20,000.
LAST FRONTIER COUNCIL - BOY SCOUTS OF AMERICA 3031 NW 64TH ST OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	53,260.

## E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

MERCY HEALTH CENTER FOUNDATION 4300 WEST MEMORIAL ROAD OKLAHOMA CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	50,000.
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD STREET OKLAHOMA CITY, OK 73111	NONE GENERAL OPERATIONS	PUBLIC	1,702,000.
OKLAHOMA FOUNDATION FOR THE DISABLED 8421 N. WALKER OKLAHOMA CITY, OK 73114	NONE GENERAL OPERATIONS	PUBLIC	32,400.
OKLAHOMA GOODWILL INDUSTRIES P.O. BOX 2780 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	100,000.
OKLAHOMA HISTORICAL SOCIETY 2401 NORTH LAIRD AVE. OKLAHOMA CITY, OK 73105-7914	NONE GENERAL OPERATIONS	PUBLIC	50,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION P.O. BOX 1749 STILLWATER, OK 74076	NONE GENERAL OPERATIONS	PUBLIC	200,000.
OPERATION AWARE 7226 E. 41ST STREET TULSA, OK 74145-4504	NONE GENERAL OPERATIONS	PUBLIC	7,500.
POSITIVE TOMORROWS P.O. BOX 61190 OKLAHOMA CITY, OK 73146-1190	NONE GENERAL OPERATIONS	PUBLIC	20,000.
RAINBOW FLEET 3024 PASEO OKLAHOMA CITY, OK 73103	NONE GENERAL OPERATIONS	PUBLIC	5,000.
SPACE FOUNDATION 310 SOUTH 14TH STREET COLORADO SPRINGS, CO 80904	NONE GENERAL OPERATIONS	PUBLIC	100,000.

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

SPECIAL CARE 12201 NPRTH WESTERN AVE. OKLAHOMA CITY, OK 73114	NONE GENERAL OPERATIONS	PUBLIC	50,000.
TEACH FOR AMERICA - OKLAHOMA 209 SOUTH LAKEWOOD AVENUE TULSA, OK 74112	NONE GENERAL OPERATIONS	PUBLIC	100,000.
THE PARENT CHILD CENTER OF TULSA 1421 SOUTH BOSTON AVENUE TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	10,000.
TULSA CASA, INC. 700 SOUTH BOSTON, SUITE 230 TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	10,000.
UNITED WAY OF CENTRAL OKLAHOMA P.O. BOX 837 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	97,331.
UNIVERSITY OF OKLAHOMA FOUNDATION, INC. 100 TIMBERDELL RD NORMAN, OK 73019	NONE GENERAL OPERATIONS	PUBLIC	1,909,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

4,728,991.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

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

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

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization <b>E.L. AND THELMA GAYLORD FOUNDATION</b>	Employer identification number <b>73-1463569</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>P.O. BOX 25125</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>OKLAHOMA CITY, OK 73125</b>	

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

**0 4**

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

**E. L. AND THELMA GAYLORD FOUNDATION**

- The books are in the care of ► **900 BROADWAY EXTENSION - OKLAHOMA CITY, OK 73114**  
Telephone No ► **405/475-3200** FAX No ► \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2010** or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>42,000.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>45,120.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

*msk*