See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

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

B Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization: BOKF FOUNDATION

Doing Business As:

Number and street (or P O box if mail is not delivered to street address): PO BOX 2300

Room/suite: 12 NW

City or town, state or country, and ZIP + 4: TULSA, OK 74192

D Employer identification number: 73-1580807

E Telephone number: (918) 588-6831

G Gross receipts $ 11,433,780.

F Name and address of principal officer: PHILLIP LAKIN, JR
7030 SOUTH YALE, STE 600 TULSA, OK 74136

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ N/A

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 2000 **M** State of legal domicile: OK

Part I Summary

1 Briefly describe the organization's mission or most significant activities
BOKF FOUNDATION IS A SUPPORTING ORGANIZATION OF TULSA COMMUNITY FOUNDATION.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	4.
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	3.
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	6,550.	4,007,100.
9	Program service revenue (Part VIII, line 2g)	0	0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	368,446.	909,915.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	29,064.	1,490.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	404,060.	4,918,505.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,663,993.	3,996,234.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	100.	99.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	3,664,093.	3,996,333.
19	Revenue less expenses Subtract line 18 from line 12	-3,260,033.	922,172.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	9,022,585.	9,953,323.
21	Total liabilities (Part X, line 26)	0	0
22	Net assets or fund balances Subtract line 21 from line 20	9,022,585.	9,953,323.

RECEIVED
NOV 21 2012
OGDEN, UT
IRS-OSC

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date: 11/13/2012

▶ Type or print name and title: Phil Lakin Jr.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2011)

JSA
1E1010 1 000

SCANNED DEC 19 2012

Part III **Statement of Program Service Accomplishments**
Check if Schedule O contains a response to any question in this Part III . . . . . ☐

1 Briefly describe the organization's mission:
ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code. _____) (Expenses $ 3,996,333 including grants of $ 3,996,333.) (Revenue $ _____)
A MULTITUDE OF CONTRIBUTIONS MADE TO VARIOUS SOCIAL, CIVIC, HEALTH, EDUCATION, CULTURAL, AND CHARITABLE ORGANIZATIONS.

4b (Code: _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code: _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services (Describe in Schedule O.)
(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ 3,996,333.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*	11a		X
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25 a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O.	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V . . . . . ☐

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return .	2a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)			
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10	**Section 501(c)(7) organizations.** Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11	**Section 501(c)(12) organizations.** Enter:			
a	Gross income from members or shareholders	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**			
a	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note. See the instructions for additional information the organization must report on Schedule O			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c	Enter the amount of reserves on hand	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	14b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI X

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	1a 4		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 3		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b		X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		
b	Other officers or key employees of the organization	15b		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ OK,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶ LESLIE PARIS ONE WILLIAMS CENTER, NINTH FLOOR TULSA, OK 74172

Part VII **Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII X

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) FRED DORWART DIRECTOR	0	X						0	0	0
(2) PHILLIP LAKIN, JR. DIRECTOR	0	X						0	259,695.	39,322.
(3) DAVID FOSTER DIRECTOR	0	X						0	0	0
(4) LESLIE PARIS DIRECTOR	0	X						0	0	0
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total ▶								0	259,695.	39,322.
c Total from continuation sheets to Part VII, Section A ▶								0	0	0
d Total (add lines 1b and 1c) ▶								0	259,695.	39,322.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 0

		Yes	No
3	Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns 1a				
	b Membership dues 1b				
	c Fundraising events 1c				
	d Related organizations 1d				
	e Government grants (contributions) . . 1e				
	f All other contributions, gifts, grants, and similar amounts not included above . 1f 4,007,100.				
	g Noncash contributions included in lines 1a-1f $				
	h Total. Add lines 1a-1f . . . . . ▶	4,007,100.			
Program Service Revenue		Business Code			
	2a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f . . . . . ▶	0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) . . ATTACHMENT 2 . . . . . ▶	185,473			185,473
	4 Income from investment of tax-exempt bond proceeds . . . ▶	0			
	5 Royalties . . . . . ▶	0			
		(i) Real / (ii) Personal			
	6a Gross rents				
	b Less rental expenses . . .				
	c Rental income or (loss) . .				
	d Net rental income or (loss) . . . . . ▶	0			
		(i) Securities / (ii) Other			
	7a Gross amount from sales of assets other than inventory	7,239,717.			
	b Less cost or other basis and sales expenses	6,515,275.			
	c Gain or (loss)	724,442.			
	d Net gain or (loss) . . . . . ▶	724,442			
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from fundraising events . . . . . ▶	0			
	9a Gross income from gaming activities See Part IV, line 19 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from gaming activities . . . . . ▶	0			
	10a Gross sales of inventory, less returns and allowances . . . . . a				
	b Less cost of goods sold . . . . . b				
	c Net income or (loss) from sales of inventory . . . . . ▶	0			
	Miscellaneous Revenue	Business Code			
	11a PROCEEDS FROM CLASS ACTION	900099	1,490		1,490.
	b				
	c				
	d All other revenue				
	e Total. Add lines 11a-11d . . . . . ▶	1,490			
	12 Total revenue. See instructions . . . . . ▶	4,918,505.			186,963.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX . . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	3,996,234.	3,996,234.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	0			
b Legal	0			
c Accounting	0			
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a FOREIGN TAX W/H	99.	99.		
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	3,996,333.	3,996,333.		
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	142,839.	1	1,422,171.
	2	Savings and temporary cash investments	0	2	0
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	0	9	0
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D 10a			
	b	Less accumulated depreciation 10b	0	10c	0
	11	Investments - publicly traded securities ATCH 3	8,879,746.	11	8,531,152.
	12	Investments - other securities. See Part IV, line 11	0	12	0
	13	Investments - program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	0	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	9,022,585.	16	9,953,323.
Liabilities	17	Accounts payable and accrued expenses	0	17	0
	18	Grants payable	0	18	0
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26	**Total liabilities.** Add lines 17 through 25	0	26	0
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☒ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds	0	30	0
	31	Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds	9,022,585.	32	9,953,323.
	33	Total net assets or fund balances	9,022,585.	33	9,953,323.
	34	Total liabilities and net assets/fund balances	9,022,585.	34	9,953,323.

Form **990** (2011)

JSA
1E1053 1 000

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI X

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,918,505.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,996,333.
3	Revenue less expenses. Subtract line 2 from line 1	3	922,172.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	9,022,585.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	8,566.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	9,953,323.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
BOKF FOUNDATION	73-1580807

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii)	A family member of a person described in (i) above?		X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									387,981.

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . . 14 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . . . 15 %

16a **33 1/3% support test - 2011.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **331/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 331/3%, and line 17 is not more than 331/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **331/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 331/3%, and line 18 is not more than 331/3%, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT
TULSA COMMUNITY FOUNDATION	73-1554474	07	X	X	X	387,981.
TOTAL AMOUNT OF SUPPORT						387,981.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: BOKF FOUNDATION

Employer identification number: 73-1580807

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

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-12,925.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-12,925.

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	737,367.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	737,367.

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

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-12,925.
14 **Net long-term gain or (loss):**				
a Total for year	14a			737,367.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			724,442.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.
Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-			22	
23	Subtract line 22 from line 17. If zero or less, enter -0-			23	
24	Enter the **smaller** of the amount on line 17 or $2,300			24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25	
26	Subtract line 25 from line 24			26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28	
29	Subtract line 28 from line 27			29	
30	Multiply line 29 by 15% (.15)				30
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31
32	Add lines 30 and 31				32
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34

JSA
1F1220 2 000

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
BOKF FOUNDATION

Employer identification number
73-1580807

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
ACCENTURE PLC-A	05/04/2010	02/23/2011	9,797.	8,230.	1,567.
ADVANCE AUTO PARTS	08/19/2011	10/17/2011	13,114.	12,607.	507.
AEROPOSTALE INC	12/27/2010	08/12/2011	4,671.	9,839.	-5,168.
ALCOA INC	05/04/2010	01/19/2011	3,882.	3,134.	748.
ALLEGHENY TECHNOLOGIES INC	07/18/2011	10/17/2011	6,463.	10,838.	-4,375.
ARTISAN MID CAP VALUE		12/16/2011	6,292.		6,292.
ARTISAN SML CAP VAL FD #963		12/16/2011	2,592.		2,592.
AVON PRODUCTS INC	10/11/2010	01/05/2011	11,629.	12,477.	-848.
BAKER HUGHES INC	05/04/2010	01/19/2011	10,235.	8,029.	2,206.
BANK OF AMERICA CORP	05/04/2010	04/01/2011	15,911.	22,797.	-6,886.
BARD (C.R.) INC	08/19/2011	10/17/2011	11,968.	12,506.	-538.
BERKSHIRE HATHAWAY INC-CL B	09/02/2011	10/17/2011	11,791.	11,341.	450.
BEST BUY CO INC	05/04/2010	02/24/2011	12,282.	17,423.	-5,141.
BEST BUY CO INC	12/27/2010	03/08/2011	6,436.	7,608.	-1,172.
BROADCOM CORP-CL A	04/27/2011	10/17/2011	8,635.	9,019.	-384.
CAMECO CORP	05/02/2011	10/17/2011	8,625.	12,585.	-3,960.
CAMERON INTERNATIONAL CORP	06/03/2010	01/12/2011	14,489.	8,744.	5,745.
CAPITAL ONE FINANCIAL CORP	07/15/2011	10/17/2011	8,391.	10,120.	-1,729.
CISCO SYSTEMS INC	05/04/2010	03/10/2011	5,663.	8,598.	-2,935.
COINSTAR INC	08/12/2011	10/06/2011	14,248.	15,332.	-1,084.
COMERICA INC	09/02/2011	10/17/2011	11,588.	11,290.	298.
COMMERCIAL METALS CO	10/17/2011	11/02/2011	12,089.	9,145.	2,944.
CORNING INC	08/11/2011	10/17/2011	18,884.	25,837.	-6,953.
CVS CAREMARK CORP	08/13/2010	04/01/2011	22,637.	23,541.	-904.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: BOKF FOUNDATION

Employer identification number: 73-1580807

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
DEERE & CO	10/17/2011	11/28/2011	991.	906.	85.
DEVON ENERGY CORPORATION	05/04/2010	02/07/2011	11,730.	9,056.	2,674.
DISCOVER FINANCIAL SERVICE	12/27/2010	04/01/2011	18,598.	14,145.	4,453.
EATON VANCE LG CAP VAL-I	05/17/2010	01/31/2011	43,361.	38,941.	4,420.
ECOLAB INC	08/19/2011	10/17/2011	14,534.	12,446.	2,088.
EOG RESOURCES INC	08/22/2011	10/17/2011	8,074.	8,583.	-509.
EXPRESS SCRIPTS INC	04/29/2011	10/17/2011	12,286.	16,711.	-4,425.
FIFTH THIRD BANCORP	09/02/2011	10/17/2011	12,147.	11,348.	799.
FIRSTENERGY CORP	01/31/2011	02/17/2011	14,410.	14,431.	-21.
FOOT LOCKER INC	10/17/2011	12/15/2011	4,589.	4,059.	530.
FORD MOTOR CO	07/01/2010	01/19/2011	2,223.	1,309.	914.
FREEPORT-MCMORAN COPPER	04/01/2011	08/19/2011	12,868.	15,840.	-2,972.
GENERAL MOTORS	07/06/2011	10/17/2011	13,327.	18,078.	-4,751.
GENUINE PARTS CO	10/17/2011	12/12/2011	2,269.	2,132.	137.
GENZYME CORP	05/04/2010	02/07/2011	5,335.	3,871.	1,464.
GOLDMAN SACHS GROUP INC	05/04/2010	03/10/2011	7,856.	8,133.	-277.
HALLIBURTON CO	05/04/2010	02/07/2011	16,374.	10,125.	6,249.
HUNT (JB) TRANSPRT SVCS INC	10/06/2011	10/17/2011	9,383.	8,784.	599.
INTEL CORP	05/04/2010	03/10/2011	13,346.	14,720.	-1,374.
KOHLS CORP	05/04/2010	04/01/2011	20,694.	21,691.	-997.
L-3 COMMUNICATIONS HOLDINGS	10/20/2010	04/01/2011	12,986.	14,166.	-1,180.
LITHIA MOTORS INC	10/17/2011	12/12/2011	1,513.	1,117.	396.
MERGER FUND		12/30/2011	5,536.		5,536.
NABORS INDUSTRIES LTD	01/01/2011	01/19/2011	14,606.	19,248.	-4,642.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust
BOKF FOUNDATION

Employer identification number
73-1580807

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
NIKE INC -CL B	05/04/2010	03/10/2011	4,857.	4,290.	567.
NORDSTROM INC	08/25/2010	01/19/2011	10,412.	7,687.	2,725.
OREILLY AUTOMOTIVE INC	02/04/2011	10/17/2011	18,566.	15,487.	3,079.
PETROHAWK ENERGY CORP	04/01/2011	04/29/2011	40,714.	25,235.	15,479.
PIMCO COMMOD RR STRAT-INS		12/08/2011	3,284.		3,284.
QUALCOMM INC	05/04/2010	03/10/2011	11,023.	7,785.	3,238.
REPUBLIC SERVICES INC	05/04/2010	03/11/2011	7,412.	7,831.	-419.
ROYCE LOW-PRCD STK-SERV		12/09/2011	102.		102.
SAFEWAY INC	10/17/2011	12/05/2011	3,026.	2,627.	399.
SOUTHWESTERN ENERGY CO	06/04/2010	03/11/2011	3,685.	4,273.	-588.
SOUTHWESTERN ENERGY CO	06/04/2010	04/19/2011	2,296.	2,325.	-29.
SOUTHWESTERN ENERGY CO	01/31/2011	05/11/2011	2,245.	2,140.	105.
SPDR GOLD TRUST	05/17/2010	01/31/2011	6,367.	5,397.	970.
SYSCO CORP	08/19/2011	10/06/2011	18,983.	18,978.	5.
T ROWE PRICE GROUP INC	05/04/2010	04/20/2011	2,784.	2,439.	345.
T ROWE PRICE NEW HORIZONS		12/16/2012	1,527.		1,527.
TARGET CORP	02/24/2011	09/02/2011	34,805.	33,849.	956.
TEREX CORP	05/19/2011	08/19/2011	5,855.	14,248.	-8,393.
TEVA PHARMACEUTICAL-SP ADR	07/15/2011	10/17/2011	8,226.	10,046.	-1,820.
TOTAL SA-SPON ADR	11/23/2010	04/26/2011	8,201.	6,566.	1,635.
VF CORP	10/17/2011	11/21/2011	3,220.	3,275.	-55.
WEATHERFORD INTL LTD	02/07/2011	08/19/2011	20,565.	30,470.	-9,905.
ALCOA INC	02/23/2011	10/17/2011	1,747.	2,994.	-1,247.
APACHE CORP	02/07/2011	10/17/2011	2,126.	2,827.	-701.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: BOKF FOUNDATION

Employer identification number: 73-1580807

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
BANK OF AMERICA CORP	12/23/2010	08/11/2011	4,257.	7,423.	-3,166.
CISCO SYSTEMS INC	11/11/2010	10/17/2011	1,836.	2,407.	-571.
DEVON ENERGY CORPORATION	06/04/2010	05/06/2011	4,625.	3,660.	965.
EBAY INC	03/15/2011	10/17/2011	2,450.	2,336.	114.
FEDEX CORP	03/15/2011	10/17/2011	3,992.	4,915.	-923.
FORD MOTOR CO	03/10/2011	10/17/2011	6,141.	7,985.	-1,844.
GOLDMAN SACHS GROUP INC	06/06/2011	09/02/2011	2,377.	3,025.	-648.
HEWLETT-PACKARD CO	08/13/2010	02/23/2011	4,058.	4,584.	-526.
KIMBERLY-CLARK CORP	05/04/2010	04/01/2011	8,168.	7,591.	577.
NETAPP INC	04/19/2011	10/17/2011	15,090.	20,334.	-5,244.
NIKE INC -CL B	05/09/2011	10/17/2011	6,841.	6,222.	619.
NORFOLK SOUTHERN CORP	03/10/2011	10/17/2011	3,392.	3,316.	76.
SOUTHWESTERN ENERGY CO	01/31/2011	08/22/2011	12,856.	12,187.	669.
SPRINT NEXTEL CORP	07/29/2011	10/17/2011	8,585.	13,339.	-4,754.
STRYKER CORP	07/06/2011	10/14/2011	4,923.	6,043.	-1,120.
TOTAL SA-SPON ADR	11/23/2010	07/27/2011	5,087.	5,166.	-79.
VISA INC-CLASS A SHARES	01/25/2011	10/17/2011	5,872.	4,847.	1,025.
SYSCO CORP	10/25/2010	05/10/2011	3,286.	3,108.	178.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . -12,925.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
ABERDEEN EQ LG ST-INSTL		12/21/2011	9,536.		9,536.
ALCOA INC	05/04/2010	10/17/2011	7,709.	9,907.	-2,198.
AMER BEACON LG CAP VAL-INST	02/10/2004	01/31/2011	897,224.	841,917.	55,307.
AMERICAN EUROPACIFIC GRTH-F	12/10/2009	01/31/2011	244,502.	249,434.	-4,932.
AMERICAN GRTH FD OF AMER F2	02/10/2004	01/31/2011	1,220,219.	1,063,071.	157,148.
APACHE CORP	05/04/2010	07/06/2011	2,958.	2,425.	533.
APACHE CORP	05/04/2010	10/17/2011	12,492.	14,248.	-1,756.
APPLE INC COM	05/04/2010	07/22/2011	84,651.	55,155.	29,496.
ARTISAN MID CAP VALUE	09/10/2008	01/31/2011	224,169.	173,984.	50,185.
ARTISAN SML CAP VAL FD #963	12/10/2009	01/31/2011	140,232.	107,539.	32,693.
BAKER HUGHES INC	08/13/2010	08/22/2011	12,747.	11,091.	1,656.
BANK OF AMERICA CORP	05/04/2010	07/28/2011	2,645.	4,862.	-2,217.
BANK OF AMERICA CORP	05/04/2010	08/11/2011	4,170.	9,317.	-5,147.
BARNES & NOBLE INC	05/04/2010	10/17/2011	914.	1,815.	-901.
BECTON DICKINSON & CO	05/04/2010	10/17/2011	15,292.	15,935.	-643.
BRISTOL-MYERS SQUIBB CO	02/07/2008	10/17/2011	6,907.	4,790.	2,117.
CALAMOS MKT NEUT INC-I	12/10/2009	01/31/2011	59,296.	56,456.	2,840.
CALDWELL & ORKIN MKT OPP	07/23/2009	06/03/2011	102,774.	104,840.	-2,066.
CAVANAL HILL BOND-INST	12/10/2009	01/31/2011	206,649.	177,196.	29,453.
CAVANAL HILL INTRMD BD CL-I	12/10/2009	01/31/2011	64,921.	58,535.	6,386.
CISCO SYSTEMS INC	05/04/2010	10/17/2011	15,378.	23,584.	-8,206.
DANAHER CORP	05/04/2010	10/17/2011	14,510.	13,900.	610.
DEVON ENERGY CORPORATION	05/06/2010	05/07/2011	3,364.	2,683.	681.
DIAMOND HILL LONG/SHORT-I	12/10/2009	02/08/2011	194,451.	186,058.	8,393.
DISCOVER FINANCIAL SERVICE	05/04/2010	07/28/2011	9,918.	6,694.	3,224.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
DODGE & COX INTL STK	12/10/2009	01/31/2011	216,946.	214,595.	2,351.
EATON VANCE LG CAP VAL-I	05/17/2010	06/03/2011	206,254.	211,067.	-4,813.
EBAY INC	07/23/2010	10/17/2011	20,627.	12,946.	7,681.
EXXON MOBIL CORP	01/07/2009	03/21/2011	10,875.	10,350.	525.
FEDEX CORP	05/07/2010	10/17/2011	12,936.	15,934.	-2,998.
FIDELITY LEVERAGED CO STOCK	12/10/2009	01/31/2011	125,231.	109,197.	16,034.
FORD MOTOR CO	07/01/2010	10/17/2011	7,456.	6,890.	566.
GOLDMAN SACHS GROUP INC	02/01/2010	03/02/2011	5,039.	4,754.	285.
GOLDMAN SACHS GROUP INC	05/04/2010	05/10/2011	1,345.	1,340.	5.
GOLDMAN SACHS GROUP INC	05/04/2010	09/02/2011	16,316.	22,490.	-6,174.
GOLDMAN SACHS HI YLD-INSTL	12/10/2009	01/31/2011	122,334.	122,739.	-405.
GOOGLE INC-CL A	09/10/2010	10/17/2011	35,980.	29,601.	6,379.
HARBOR INTERNATIONAL-INSTL	12/10/2009	01/31/2011	82,929.	73,892.	9,037.
HEWLETT-PACKARD CO	01/12/2010	02/23/2011	10,679.	8,019.	2,660.
HUSSMAN STRATEGIC GROWTH	07/23/2009	01/31/2011	102,340.	105,839.	-3,499.
INVESCO REAL ESTATE-INST	12/10/2009	01/31/2011	66,530.	51,925.	14,605.
IVY ASSET STRATEGY FD - I F	12/10/2009	01/31/2011	35,115.	31,263.	3,852.
KIMBERLY-CLARK CORP	01/01/2010	04/01/2011	2,614.	2,671.	-57.
LAZARD EMRG MKTS-INST	12/10/2009	01/31/2011	240,702.	199,936.	40,766.
LINCOLN NATIONAL CORP	06/04/2010	10/06/2011	5,084.	8,822.	-3,738.
MATTEL INC	05/04/2010	09/09/2011	9,787.	8,241.	1,546.
MCDONALD'S CORP	05/04/2010	12/12/2011	3,136.	2,278.	858.
MERGER FUND	12/10/2009	01/31/2011	28,702.	28,158.	544.
NETAPP INC	01/01/2010	10/17/2011	14,713.	13,503.	1,210.
NIKE INC -CL B	05/04/2010	09/02/2011	2,698.	2,496.	202.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . .

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
NIKE INC -CL B	05/04/2010	10/17/2011	13,043.	11,154.	1,889.
NOBLE CORP	05/04/2010	07/06/2011	8,018.	8,200.	-182.
NORFOLK SOUTHERN CORP	01/01/2010	10/17/2011	9,313.	8,428.	885.
NUVEEN MID CAP GRWTH OPP-I	12/10/2009	01/31/2011	338,126.	232,506.	105,620.
PERMANENT PORTFOLIO		12/08/2011	1,508.		1,508.
PIMCO ALL ASSET-INST	12/10/2009	01/31/2011	39,610.	38,308.	1,302.
PIMCO COMMOD RR STRAT-INS	12/21/2009	01/31/2011	32,549.	28,026.	4,523.
PIMCO TOTAL RETURN-INST	12/10/2009	01/31/2011	78,001.	78,601.	-600.
PRAXAIR INC	05/04/2010	07/06/2011	12,567.	9,521.	3,046.
QUALCOMM INC	05/04/2010	10/17/2011	3,905.	2,800.	1,105.
ROYCE LOW-PRCD STK-SERV	12/10/2009	01/31/2011	247,446.	186,047.	61,399.
SOUTHWESTERN ENERGY CO	05/04/2010	05/06/2011	3,295.	3,147.	148.
SOUTHWESTERN ENERGY CO	05/04/2010	08/22/2011	1,910.	2,362.	-452.
SPDR GOLD TRUST	05/17/2010	06/03/2011	12,603.	9,355.	3,248.
SPRINT NEXTEL CORP	07/08/2010	08/19/2011	3,531.	4,511.	-980.
SPRINT NEXTEL CORP	05/11/2010	10/17/2011	5,527.	8,343.	-2,816.
STRYKER CORP	05/07/2010	10/17/2011	11,454.	13,814.	-2,360.
SYSCO CORP	05/04/2010	05/09/2011	12,253.	12,071.	182.
SYSCO CORP	05/07/2010	05/09/2011	8.		8.
T ROWE PRICE GROUP INC	05/04/2010	10/17/2011	13,115.	14,690.	-1,575.
T ROWE PRICE NEW HORIZONS	12/10/2009	01/31/2011	132,154.	80,344.	51,810.
TEMPLETON GLOBAL BD-ADV	12/10/2009	01/31/2011	104,853.	94,258.	10,595.
THERMO FISHER SCIENTIFIC INC	05/04/2010	07/06/2011	18,978.	18,661.	317.
TOTAL SA-SPON ADR	06/04/2010	07/27/2011	7,170.	5,839.	1,331.
UNITED TECHNOLOGIES CORP	02/01/2010	10/17/2011	15,568.	14,536.	1,032.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
US BANCORP	05/04/2010	10/17/2011	3,168.	3,574.	-406.
VANGUARD INFL-PROT SEC-ADM	12/10/2009	01/31/2011	118,484.	108,845.	9,639.
VANGUARD MID CAP INDX-INSTL	01/04/2005	01/31/2011	168,603.	132,290.	36,313.
VISA INC-CLASS A SHARES	05/04/2010	09/02/2011	4,632.	4,818.	-186.
VISA INC-CLASS A SHARES	08/13/2010	10/17/2011	11,102.	9,971.	1,131.
WILLIAMS COS INC	05/04/2010	08/19/2011	6,015.	5,736.	279.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 737,367.

Schedule D-1 (Form 1041) 2011

JSA

1F1222 2 000

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ALBUQUERQUE COMMUNITY FOUNDATION PO BOX 36960 ALBUQUERQUE, NM 87176	85-0295444	501(C)(3)	7,680				CONTRIBUTION/DONATIO
(2) ALLIED ARTS FOUNDATION 1015 N BROADWAY, STE 200 OKC, OK 73102	73-0804291	501(C)(3)	15,820.				CONTRIBUTION/DONATIO
(3) ALLEY THEATRE 615 TEXAS AVE HOUSTON, TX 77002	74-1143076	501(C)(3)	27,000				CONTRIBUTION/DONATIO
(4) ALZHEIMER'S ASSOCIATION 6465 S YALE STE 206 TULSA, OK 74136	73-1183372	501(C)(3)	23,500				CONTRIBUTION/DONATIO
(5) ARCA FOUNDATION 11300 LOMAS BLVD NE ALBUQUERQUE, NM 87112	85-6005755	501(C)(3)	8,000				CONTRIBUTION/DONATIO
(6) ARTS & HUMANITIES COUNCIL OF TULSA 2210 S MAIN TULSA, OK 74114	73-0713551	501(C)(3)	56,000				CONTRIBUTION/DONATIO
(7) AUSTIN COLLEGE 900 N GRAND AVENUE SHERMAN, TX 75090	75-0827409	501(C)(3)	6,085				CONTRIBUTION/DONATIO
(8) BAYLOR HEALTH CARE SYSTEM FOUNDATION 3600 GASTON AVE STE 100 DALLAS, TX 75246	75-1606705	501(C)(3)	15,300.				CONTRIBUTION/DONATIO
(9) BOYS AND GIRLS CLUBS OF GREATER KC 6301 ROCKHILL ROAD,303 KC, MO 64131	43-6072065	501(C)(3)	7,000				CONTRIBUTION/DONATIO
(10) BRIDGES FOUNDATION 1345 N LEWIS AVE TULSA, OK 74110	73-0740763	501(C)(3)	6,000				CONTRIBUTION/DONATIO
(11) CITY RESCUE MISSION 800 W CALIFORNIA AVE OKC, OK 73106	73-0713883	501(C)(3)	9,600				CONTRIBUTION/DONATIO
(12) COLORADO UPLIFT 3914 KING ST DENVER, CO 80211	84-0889330	501(C)(3)	20,000.				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) COMMUNITY ACTION AGENCY 319 SW 25TH ST OKLAHOMA CITY, OK 73109	73-0753739	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(2) COMMUNITY ACTION PROJECT OF TULSA 4606 S GARNETT RD, STE 100 TULSA, OK 74146	73-1019247	501(C)(3)	12,000.				CONTRIBUTION/DONATIO
(3) COVENANT HOUSE TEXAS 1111 LOVETT BLVD HOUSTON, TX 77006	76-0050882	501(C)(3)	8,750				CONTRIBUTION/DONATIO
(4) FAMILY & CHILDREN'S SERVICES 650 S PEORIA TULSA, OK 74120	73-0580270	501(C)(3)	9,560				CONTRIBUTION/DONATIO
(5) FAMILY PLACE (THE) PO BOX 7999 DALLAS, TX 75209	75-1590896	501(C)(3)	35,000				CONTRIBUTION/DONATIO
(6) FORGE FOR FAMILIES 3435 DIXIE DRIVE HOUSTON, TX 77021	76-0485959	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(7) FORT WORTH SYMPHONY ORCHESTRA 330 E 4TH ST STE 200 FORT WORTH, TX 76102	75-6004761	501(C)(3)	30,000				CONTRIBUTION/DONATIO
(8) GRALAND COUNTRY DAY SCHOOL 30 BIRCH ST DENVER, CO 80220	84-0402699	501(C)(3)	8,750				CONTRIBUTION/DONATIO
(9) HABITAT FOR HUMANITY- TULSA 6235 E 13TH ST TULSA, OK 74112	73-1325063	501(C)(3)	30,000.				CONTRIBUTION/DONATIO
(10) HIGHLAND PARK PTA 3725 CETENARY DALLAS, TX 75225	75-0871728	501(C)(3)	7,500				CONTRIBUTION/DONATIO
(11) HIGHLAND PARK SPORTS CLUB 2000 MCKINNEY AVE STE 1000 DALLAS, TX 75201	75-2065745	501(C)(3)	38,000				CONTRIBUTION/DONATIO
(12) HOUSTON TECHNOLOGY CENTER 410 PIERCE ST HOUSTON, TX 77002	76-0589315	501(C)(3)	14,220.				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) JUNIOR LEAGUE OF DALLAS 8003 INWOOD RD DALLAS, TX 75209	75-1004680	501(C)(3)	7,500				CONTRIBUTION/DONATIO
(2) LYRIC THEATRE OF OKLAHOMA 1727 NW 16TH ST OKLAHOMA CITY, OK 73106	73-1001687	501(C)(3)	8,400				CONTRIBUTION/DONATIO
(3) MARCH OF DIMES 1275 MAMARONECK AV WHITE PLAINS, NY 10605	13-1846366	501(C)(3)	51,250				CONTRIBUTION/DONATIO
(4) METROPOLITAN YOUTH DEVELOPMENT EDU FDN INC 6301 WATERFORD BLVD STE 200 OKC, OK 73119	73-1623255	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(5) NAT'L COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD ST OKLAHOMA CITY, OK 73111	30-0341029	501(C)(3)	28,650				CONTRIBUTION/DONATIO
(6) NAT'L DANCE INSTITUTE OF NEW MEXICO 1140 ALTO ST SANTA FE, NM 87501	85-0431846	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(7) NATURE CONSERVANCY 2727 E 21ST ST #102 TULSA, OK 74114	53-0242652	501(C)(3)	25,000				CONTRIBUTION/DONATIO
(8) OKLAHOMA BUSINESS & EDUCATION COALITION PO BOX 2300 TULSA, OK 74192	73-1588138	501(C)(3)	15,000				CONTRIBUTION/DONATIO
(9) OKLAHOMA CARING FOUNDATION, INC 1215 S BOULDER TULSA, OK 74102	73-1470846	501(C)(3)	30,900				CONTRIBUTION/DONATIO
(10) OKLAHOMA CENTER FOR COMMUNITY AND JUSTICE 100 W 5TH ST LL 1030 TULSA, OK 74103	87-0744050	501(C)(3)	5,400				CONTRIBUTION/DONATIO
(11) OKLAHOMA HEART HOSPITAL AUXILIARY 4050 W MEMORIAL RD OKLAHOMA CITY, OK 73120	87-0698579	501(C)(3)	5,500				CONTRIBUTION/DONATIO
(12) OKLAHOMA PHILHARMONIC 428 W CALIFORNIA, STE 210 OKC, OK 73102	73-1328565	501(C)(3)	11,250				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) OKLAHOMA STATE UNIVERSITY FOUNDATION PO BOX 1749 STILLWATER, OK 74076	73-6097060	501(C)(3)	74,560				CONTRIBUTION/DONATIO
(2) PHILBROOK MUSEUM OF ART 2727 ROCKFORD RD TULSA, OK 74114	73-0579279	501(C)(3)	10,200.				CONTRIBUTION/DONATIO
(3) PHOENIX CHILDREN'S HOSPITAL FDN 1920 E CAMBRIDGE AVE-200 PHOENIX, AZ 85006	74-2421549	501(C)(3)	41,000.				CONTRIBUTION/DONATIO
(4) PRESBYTERIAN HEALTHCARE FOUNDATION PO BOX 26666 ALB, NM 87125	85-6016041	501(C)(3)	11,810				CONTRIBUTION/DONATIO
(5) ROADRUNNER FOOD BANK 2645 BAYLOR SE ALBUQUERQUE, NM 87106	85-0278525	501(C)(3)	6,800.				CONTRIBUTION/DONATIO
(6) RONALD MCDONALD HOUSE OF DALLAS 4707 BENGAL ST DALLAS, TX 75235	75-1609401	501(C)(3)	45,000				CONTRIBUTION/DONATIO
(7) SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS, TX 76104	75-0800689	501(C)(3)	43,000.				CONTRIBUTION/DONATIO
(8) SOUTHWESTERN EXPOSITION & LIVESTOCK SHOW PO BOX 150 FORT WORTH, TX 76101	75-0575065	501(C)(3)	25,000				CONTRIBUTION/DONATIO
(9) SUSAN G KOMEN BREAST CANCER FOUNDATION, INC 5005 LBJ FREEWAY, STE 250 DALLAS, TX 75244	75-1835298	501(C)(3)	10,750.				CONTRIBUTION/DONATIO
(10) TEXAS HEALTH PRESBYTERIAN FOUNDATION 8440 WALNUT HILL DALLAS, TX 75231	75-2022128	501(C)(3)	18,275.				CONTRIBUTION/DONATIO
(11) TEXAS WOMAN'S UNIVERSITY FOUNDATION PO BOX 425618 DENTON, TX 76204	75-6002618	501(C)(3)	13,400				CONTRIBUTION/DONATIO
(12) THUNDERBIRD CHARITIES 7226 N 16TH ST, STE 100 PHOENIX, AZ 85020	86-0560664	501(C)(3)	15,000				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) TOTAL HEATH CARE, INC 1501 DIVISION ST BALTIMORE, MD 21217	23-7267007	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(2) TULSA COMMUNITY FOUNDATION 77030 S. YALE, STE 600 TULSA, OK 74136	73-1554474	501(C)(3)	387,981				CONTRIBUTION/DONATIO
(3) TULSA ECONOMIC DEVELOPMENT CORP 907 S DETROIT, STE 1001 TULSA, OK 74120	73-1084819	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(4) TULSA ZOO MGMNT 6421 E 36TH ST N TULSA, OK 74115	73-0930870	501(C)(3)	9,040				CONTRIBUTION/DONATIO
(5) UNITED WAY- MILE HIGH 2505 18TH ST DENVER, CO 80211	84-0404235	501(C)(3)	99,000.				CONTRIBUTION/DONATIO
(6) UNITED WAY OF CENTRAL NEW MEXICO PO BOX 25848 ALB, NM 87125	85-0277138	501(C)(3)	43,500				CONTRIBUTION/DONATIO
(7) UNITED WAY OF CENTRAL OKLAHOMA PO BOX 837 OKLAHOMA CITY, OK 73101	73-0589829	501(C)(3)	98,880.				CONTRIBUTION/DONATIO
(8) UNITED WAY OF GREATER HOUSTON 50 WAUGH DR HOUSTON, TX 77007	74-1167964	501(C)(3)	45,000				CONTRIBUTION/DONATIO
(9) UNITED WAY OF METROPOLITAN TARRANT 1500 N MAIN STE 200 FORT WORTH, TX 76164	75-0858360	501(C)(3)	8,000.				CONTRIBUTION/DONATIO
(10) UNITED WAY OF METROPOLITAN DALLAS 1800 N LAMAR DALLAS, TX 75202	75-6005352	501(C)(3)	25,000				CONTRIBUTION/DONATIO
(11) UNITED WAY- TULSA AREA 1430 S BOULDER TULSA, OK 74101	73-0580283	501(C)(3)	616,000				CONTRIBUTION/DONATIO
(12) UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL RD NORMAN, OK 73019	73-6091755	501(C)(3)	27,150				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

BOKF FOUNDATION

Employer identification number

73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF TULSA 800 S TUCKER DR TULSA, OK 74104	73-0579298	501(C)(3)	27,976.				CONTRIBUTION/DONATIO
(2) URBAN LEAGUE OF GREATER OKLAHOMA CITY 3900 N MARTIN LUTHER KING AVE OKC, OK 73111	73-0590037	501(C)(3)	6,500				CONTRIBUTION/DONATIO
(3) FAMILY YMCA OF BARTLESVILLE 101 N OSAGE BARTLESVILLE, OK 74003	73-0521535	501(C)(3)	6,400				CONTRIBUTION/DONATIO
(4) YMCA OF GREATER KANSAS CITY 3100 BROADWAY STE 1020 KC, MO 64111	44-0546002	501(C)(3)	8,500				CONTRIBUTION/DONATIO
(5) YMCA OF GREATER TULSA 420 S MAIN # 200 TULSA, OK 74103	73-0579296	501(C)(3)	14,500.				CONTRIBUTION/DONATIO
(6) ALLIANCE FOR MULTICULTURAL COMMUNITY 6440 HILLCROFT STE 411 HOUSTON, TX 77081	76-0171217	501(C)(3)	5,500				CONTRIBUTION/DONATIO
(7) AMERICAN HEART ASSOCIATION 2227 E SKELLY DR TULSA, OK 74105	13-5613797	501(C)(3)	9,650				CONTRIBUTION/DONATIO
(8) AMERICAN HEART ASSOCIATION 2630 W FREEWAY STE 250 FORT WORTH, TX 76102	13-5613797	501(C)(3)	6,485				CONTRIBUTION/DONATIO
(9) AMERICAN RED CROSS- TULSA CHAPTER 10151 E 11TH ST TULSA, OK 74128	53-0196605	501(C)(3)	6,300				CONTRIBUTION/DONATIO
(10) AMERICAN RED CROSS- GREATER HOUSTON PO BOX 397 HOUSTON, TX 77001	74-1109757	501(C)(3)	12,500.				CONTRIBUTION/DONATIO
(11) ARTHRITIS FOUNDATION 1200 NW 63RD ST STE 301 OKC, OK 73116	73-0643310	501(C)(3)	9,000				CONTRIBUTION/DONATIO
(12) ATHLETES IN ACTION 651 TAYLOR DR XENIA, OH 45385	95-6006173	501(C)(3)	6,000				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000 Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) 3R INITIATIVE INC/COMMUNITIES 2932 NW STREET, D OKLAHOMA CITY, OK 73120	73-1396320	501(C)(3)	15,000				CONTRIBUTION/DONATIO
(2) BARTLESVILLE PUBLIC SCHOOL 1100 S JENNINGS ST BARTLESVILLE, OK 74003	73-6021263	501(C)(3)	9,750.				CONTRIBUTION/DONATIO
(3) BEN HOGAN FOUNDATION (THE) PO BOX 121518 FORT WORTH, TX 76121	20-5347821	501(C)(3)	10,500				CONTRIBUTION/DONATIO
(4) BOY SCOUTS OF AMERICA- CIRCLE TEN COUNCIL 8605 HARRY HINES BLVD DALLAS, TX 75235	75-0800615	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(5) CHILDCARE GROUP 8585 N STEMMONS FRWY-500 S DALLAS, TX 75247	75-0800634	501(C)(3)	14,280.				CONTRIBUTION/DONATIO
(6) CIVIC CENTER FOUNDATION 210 N WALKER AVE OKLAHOMA CITY, OK 73102	73-1606322	501(C)(3)	7,000				CONTRIBUTION/DONATIO
(7) COMMUNITIES FOUNDATION OF OK INC 2932 NW 122ND STE D OKLAHOMA CITY, OK 73120	73-1396320	501(C)(3)	6,000				CONTRIBUTION/DONATIO
(8) COMMUNITY SERVICE COUNCIL 16 E 16TH ST 202 TULSA, OK 74119	73-0580282	501(C)(3)	41,000				CONTRIBUTION/DONATIO
(9) CONTACT CRISIS LINE PO BOX 800742 DALLAS, TX 75380	75-1285960	501(C)(3)	10,000.				CONTRIBUTION/DONATIO
(10) CONTEMPORARY ARTS ASSOCIATION OF HOUSTON 410 PIERCE ST HOUSTON, TX 77002	74-1093771	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(11) CRYSTAL CHARITY BALL 30 HIGHLAND PARK VILLAGE STE 206	75-6035893	501(C)(3)	14,400.				CONTRIBUTION/DONATIO
(12) DALLAS METHODIST HOSPITAL FOUNDATION 1441 N BECKLEY AVE DALLAS, TX 75203	75-1548343	501(C)(3)	10,000.				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

BOKF FOUNDATION

Employer identification number

73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) DENVER PUBLIC SCHOOLS FOUNDATION 900 GRANT ST STE 503 DENVER, CO 80203	84-1224325	501(C)(3)	7,390				CONTRIBUTION/DONATIO
(2) GIRL SCOUTS OF EASTERN OKLAHOMA 2432 E 51ST TULSA, OK 74105	73-0579240	501(C)(3)	5,072				CONTRIBUTION/DONATIO
(3) GOOD NEWS AVAILABLE TRANSPORTATION 1026 N ZANG HOUSTON, TX 75208	20-1448922	501(C)(3)	5,100				CONTRIBUTION/DONATIO
(4) HABITAT FOR HUMANITY- CENTRAL ARIZONA 9133 NW GRAND AVE PEORIA, AZ 85345	74-2401708	501(C)(3)	5,310				CONTRIBUTION/DONATIO
(5) HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE ST HOUSTON, TX 77004	76-0331398	501(C)(3)	10,000				CONTRIBUTION/DONATIO
(6) INTEGRIS GROVE HOSPITAL FOUNDATION 1001 E 18TH ST GROVE, OK 74344	73-1523096	501(C)(3)	6,220				CONTRIBUTION/DONATIO
(7) JEWISH FEDERATION OF TULSA 2021 E 71ST ST TULSA, OK 74136	73-0579243	501(C)(3)	6,850.				CONTRIBUTION/DONATIO
(8) JUNIOR ACHIEVEMENT OF OKLAHOMA INC 3947 S 103RD EAST AVE TULSA, OK 74146	73-0757053	501(C)(3)	11,750				CONTRIBUTION/DONATIO
(9) LA FIESTA DE LAS SEIS BANDERAS 3720 CARUTH DALLAS, TX 75225	75-2322522	501(C)(3)	7,140				CONTRIBUTION/DONATIO
(10) MAKE A WISH FOUNDATION- NORTH TEXAS 1407 TEXAS ST STE 101 FORT WORTH, TX 76102	75-1889666	501(C)(3)	9,400				CONTRIBUTION/DONATIO
(11) MUSKOGEE COMMUNITY BAND ASSOCIATION 636 BACONE ST MUSKOGEE, OK 74403	88-1037662	501(C)(3)	8,000				CONTRIBUTION/DONATIO
(12) NAT'L CENTER FOR POLICY ANALYSIS 12770 COIT RD STE 800 DALLAS, TX 75151	75-1804932	501(C)(3)	8,000				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) NEIGHBORHOOD CENTERS INC PO BOX 271389 HOUSTON, TX 77277	23-7062976	501(C)(3)	14,360.				CONTRIBUTION/DONATIO
(2) OKLAHOMA HERITAGE ASSOCIATION 1400 CLASSEN DR OKLAHOMA CITY, OK 73106	73-0784696	501(C)(3)	5,100				CONTRIBUTION/DONATIO
(3) OKLAHOMA MUSIC HALL OF FAME PO BOX 3221 MUSKOGEE, OK 74402	52-2112948	501(C)(3)	5,500				CONTRIBUTION/DONATIO
(4) OPERATION BREAKTHROUGH PO BOX 412482 KANSAS CITY, MO 64141	43-0971560	501(C)(3)	5,500				CONTRIBUTION/DONATIO
(5) ORAL ROBERTS UNIVERSITY 7777 S LEWIS AVE TULSA, OK 74171	73-0739626	501(C)(3)	24,750				CONTRIBUTION/DONATIO
(6) RAZORBACK FOUNDATION, INC 1295 S RAZORBACK-A FAYETTEVILLE, AR 72701	71-0540644	501(C)(3)	5,300				CONTRIBUTION/DONATIO
(7) RECONCILIATION OUTREACH 43011 BRYAN ST DALLAS, TX 75204	75-2192081	501(C)(3)	9,700				CONTRIBUTION/DONATIO
(8) ROCKY MOUNTAIN MICROFINANCE PO BOX 48138 DENVER, CO 802025	26-3218152	501(C)(3)	10,000.				CONTRIBUTION/DONATIO
(9) RONALD MCDONALD HOUSE CHARITIES OF NM 1011 YALE NE ALBUQUERQUE, NM 87106	85-0283204	501(C)(3)	8,300				CONTRIBUTION/DONATIO
(10) SALVATION ARMY PO BOX 397 TULSA, OK 74101	58-0660607	501(C)(3)	24,500				CONTRIBUTION/DONATIO
(11) TULSA DAY CENTER FOR THE HOMELESS 415 W ARCHER ST TULSA, OK 74103	73-1557819	501(C)(3)	6,000				CONTRIBUTION/DONATIO
(12) TULSA OPERA 1610 S BOULDER AVE TULSA, OK 74119	73-0643311	501(C)(3)	9,000.				CONTRIBUTION/DONATIO

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ _____

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

BOKF FOUNDATION

Employer identification number

73-1580807

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF HOUSTON 323 AGNES ARNOLD HOUSTON, TX 77204	74-6001399	501(C)(3)	9,700				CONTRIBUTION/DONATIO
(2) UNM LOBO CLUB 1 UNIVERSITY OF NM ALBUQUERQUE, NM 87131	85-6018840	501(C)(3)	13,500				CONTRIBUTION/DONATIO
(3) URBAN LEAGUE- METRO TULSA 240 E APACHE ST TULSA, OK 74106	73-0610288	501(C)(3)	34,000				CONTRIBUTION/DONATIO
(4) YMCA- METROPOLITAN DALLAS 6000 PRESTON RD DALLAS, TX 75205	75-0800696	501(C)(3)	7,500				CONTRIBUTION/DONATIO
(5) YWCA 1910 S LEWIS AVE TULSA, OK 74114	73-0579296	501(C)(3)	5,200				CONTRIBUTION/DONATIO
(6) CENTRAL NEW MEXICO FOUNDATION 525 BUENA VISTA SE ALBUQUERQUE, NM 87106	85-0338623	501(C)(3)	5,250.				CONTRIBUTION/DONATIO
(7) OTHERS $5000 AND LESS			1,106,640				CONTRIBUTION/DONATIO
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 114.

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART IV

BOKF FOUNDATION MAINTAINS A RECORD OF DISTRIBUTIONS. A COPY OF EACH RECIPIENT'S IRS ISSUED 501(C)(3) LETTER IS OBTAINED AND KEPT WITH FOUNDATION'S PERMANENT RECORDS. EACH RECIPIENT SIGNS AND RETURNS A GRANT LETTER WHICH STATES THAT ANY PART OF THE GRANT NOT USED FOR THE INTENDED CHARITABLE PURPOSE WILL BE RETURNED TO BOKF FOUNDATION. A COPY OF THIS SIGNED LETTER IS KEPT WITH FOUNDATION'S PERMANENT RECORDS.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization: BOKF FOUNDATION

Employer identification number: 73-1580807

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax indemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e.g , maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☐ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

Schedule J (Form 990) 2011 Page 2

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 PHILLIP LAKIN, JR.	(i)	0	0	0				
	(ii)	223,031.	16,000.	20,664.	24,153.	15,169.	299,017.	
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Schedule J (Form 990) 2011

JSA

1E1291 1 000

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1B

SCHEDULE J, PART III

BOKF FOUNDATION'S RELATED ORGANIZATION, TULSA COMMUNITY FOUNDATION (TCF),

USED THE FOLLOWING TO ESTABLISH THE COMPENSATION OF TCF'S EXECUTIVE

DIRECTOR, PHILLIP LAKIN, JR:

COMPENSATION COMMITTEE;

FORM 990 OF OTHER ORGANIZATIONS;

COMPENSATION SURVEY OR STUDY; APPROVAL BY THE BOARD OR COMPENSATION

COMMITTEE.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

FORM 990, PART IV, LINE 12B

BECAUSE BOKF FOUNDATION IS A SUPPORTING ORGANIZATION OF TULSA COMMUNITY FOUNDATION, BOKF FOUNDATION IS INCLUDED IN TULSA COMMUNITY FOUNDATION'S AUDITED FINANCIAL STATEMENTS.

FORM 990, PART VI, SECTION A, LINE 2

DAVID L. FOSTER AND MR. DORWART SERVE AS DIRECTORS OF WILLIFORD ENERGY COMPANY AND SAFETY TRAINING SYSTEMS, INC. WHICH ARE OWNED BY THE RICHARD WILLIFORD TRUSTS OF WHICH MR. DORWART IS A TRUSTEE. MR. FOSTER IS CHIEF EXECUTIVE OFFICER OF WILLIFORD ENERGY COMPANY

FORM 990, PART VI, SECTION A, LINE 6

BOKF FOUNDATION IS ORGANIZED AND OPERATED EXCLUSIVELY IN THE STATE OF OKLAHOMA AS A NOT-FOR-PROFIT CORPORATION FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE. THIS CORPORATION DOES NOT HAVE AUTHORITY TO ISSUE CAPITAL STOCK.

FORM 990, PART VI, SECTION A, LINE 7A

TULSA COMMUNITY FOUNDATION (THE SUPPORTED ORGANIZATION) APPOINTS THE TCF CLASS OF DIRECTORS. GEORGE B. KAISER APPOINTS THE DONOR CLASS DIRECTOR. THE BOARD OF DIRECTORS SHALL ALWAYS HAVE A SIMPLE MAJORITY OF TCF CLASS DIRECTORS.

FORM 990, PART VI, SECTION A, LINE 8B

BOKF FOUNDATION DOES NOT CURRENTLY HAVE ANY COMMITTEES.

Name of the organization	Employer identification number
BOKF FOUNDATION	73-1580807

FORM 990, PART VI, SECTION B, LINE 11

EACH OF THE DIRECTORS RECEIVES AND REVIEWS A COPY OF THE FORM 990 PRIOR TO FILING. COMPLETED RETURN IS SIGNED BY ONE OF THE BOARD MEMBERS.

FORM 990, PART VI, SECTION B, LINE 12C

COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY IS MONITORED ANNUALLY AT A DIRECTORS MEETING. EACH DIRECTOR SIGNS A FORM STATING HIS COMPLIANCE WITH THE POLICY.

FORM 990, PART VI, SECTION C, LINE 19

BOKF FOUNDATION MAKES THESE DOCUMENTS AVAILABLE TO THE PUBLIC UPON REQUEST AT THE ORGANIZATION OFFICE.

FORM 990, PART VII, COLUMN B

PHILLIP LAKIN JR. DEVOTED FIFTY FIVE (55) AVERAGE HOURS PER WEEK TO TULSA COMMUNITY FOUNDATION.

FORM 990, PART XI, LINE 5

THIS AMOUNT REPRESENTS PRIOR YEAR CONTRIBUTION REVERSALS.

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

TO BENEFIT, PERFORM THE FUNCTIONS OF, OR CARRY OUT THE PURPOSES OF THAT CLASS OF PUBLICLY SUPPORTED ORGANIZATIONS, INCLUDING TULSA COMMUNITY FOUNDATION, THAT ARE DESCRIBED IN SECTIONS 501(C)(3) AND 509(A)(1) OR (2) OF THE INTERNAL REVENUE CODE AND THAT ENGAGE IN

Name of the organization: BOKF FOUNDATION

Employer identification number: 73-1580807

ATTACHMENT 1 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

CHARITABLE ACTIVITIES WHICH ARE CONSISTENT WITH THE CHARITABLE PURPOSES OF TULSA COMMUNITY FOUNDATION.

ATTACHMENT 2

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	153.			153.
DIVIDEND INCOME	185,320.			185,320.
TOTALS	185,473.			185,473.

ATTACHMENT 3

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	ENDING BOOK VALUE	COST OR FMV
SECURITIES	8,531,152.	COST
TOTALS	8,531,152.	

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization
BOKF FOUNDATION

Employer identification number
73-1580807

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	(g) No
(1) TULSA COMMUNITY FOUNDATION 73-1554474 7030 SOUTH YALE AVE, SUITE 600 TULSA, OK 74136	FUNDING	OK	501(C)(3)	11A	N/A		X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b	X	
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Sale of assets to related organization(s)	1f		X
g	Purchase of assets from related organization(s)	1g		X
h	Exchange of assets with related organization(s)	1h		X
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		X
n	Sharing of paid employees with related organization(s)	1n		X
o	Reimbursement paid to related organization(s) for expenses	1o		X
p	Reimbursement paid by related organization(s) for expenses	1p		X
q	Other transfer of cash or property to related organization(s)	1q		X
r	Other transfer of cash or property from related organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a–r)	(c) Amount involved	(d) Method of determining amount involved
(1)	TULSA COMMUNITY FOUNDATION	B	387,981.	CASH
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).