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

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

DRAKE GUNGOLL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

6 N.E. 63RD, SUITE 300

City or town, state, and ZIP code

OKLAHOMA CITY, OK 73105

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

H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,657,767.	J Accounting method	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual
		<input type="checkbox"/> Other (specify) _____	

(Part I, column (d) must be on cash basis)

A Employer identification number

26-0204830

B Telephone number (see instructions)

(405) 848-7898

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ►   
2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	4 68, 993.			
7 Capital gain net income (from Part IV, line 2)		31,373.	31,373.	
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	37,703.	37,703.	37,703.	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,725.	173.		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,136.	172.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	6,817.	1,138.		
24 Total operating and administrative expenses.	9,678.	1,483.		
Add lines 13 through 23	81,500.			81,500.
25 Contributions, gifts, grants paid	91,178.	1,483.	0	81,500.
26 Total expenses and disbursements. Add lines 24 and 25				
27 Subtract line 26 from line 12.	-53,475.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		36,220.		
c Adjusted net income (if negative, enter -0-)				

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing . . . . .	90,738.	85,464.	85,464.
	2	Savings and temporary cash investments . . . . .	1,558,400.	1,510,199.	1,572,303.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►) . . . . .			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,649,138.	1,595,663.	1,657,767.
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ►) . . . . .			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	0
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	1,649,138.	1,595,663.	
	30	Total net assets or fund balances (see instructions) . . . . .	1,649,138.	1,595,663.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	1,649,138.	1,595,663.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	1,649,138.
2	Enter amount from Part I, line 27a . . . . .	2	-53,475.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,595,663.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,595,663.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	6,330.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }		3	0	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

## 1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	79,488.	1,647,264.	0.048255
2010	15,000.	1,639,876.	0.009147
2009	82,358.	1,482,855.	0.055540
2008	98,055.	1,658,582.	0.059120
2007	68,000.	2,155,693.	0.031544

2 Total of line 1, column (d)	2	0.203606
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.040721
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,606,036.
5 Multiply line 4 by line 3	5	65,399.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	362.
7 Add lines 5 and 6	7	65,761.
8 Enter qualifying distributions from Part XII, line 4	8	81,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	362.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0) . . .	2		
3	Add lines 1 and 2 . . .	3		362.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0) . . .	4		0
5	<b>Tax based on Investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0 . . .	5		362.
6	<b>Credits/Payments</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a		432.
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7		432.
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .	10		70.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ► 70. Refunded ► 11	11		

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1a			X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
1c	Did the foundation file Form 1120-POL for this year? . . .		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	2	X
<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	6	X
<ul style="list-style-type: none"> <li>• By language in the governing instrument, or</li> <li>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .</li> </ul>			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . .	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OK, _____		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> . . .	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X
Website address ► N/A			
14	The books are in care of ► FOUNDATION Located at ► 6 N.E. 63RD, SUITE 300 OKLAHOMA CITY, OK	Telephone no ► (405) 848-7898	ZIP+4 ► 73105
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15	<input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-221 If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►	<input type="checkbox"/>	
<b>c</b>	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .	1c X	
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b>	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ►		
<b>b</b>	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) . . . . .	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a X	
<b>b</b>	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .	4b X	

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 4		0	0	0
-----				
-----				
-----				
-----				

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

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

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

**Form 990-PF (2012)**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

## Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
<b>Total.</b> Add lines 1 through 3 ►		

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**Form 990-PF (2012)**

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	1,542,392.
b Average of monthly cash balances	1b	88,101.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,630,493.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,630,493.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	24,457.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,606,036.
6 Minimum investment return. Enter 5% of line 5	6	80,302.

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

1 Minimum investment return from Part X, line 6	1	80,302.
2a Tax on investment income for 2012 from Part VI, line 5	2a	362.
b Income tax for 2012. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	362.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	79,940.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	79,940.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	79,940.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes	1a	81,500.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	81,500.
b Cash distribution test (attach the required schedule)	5	362.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	81,138.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				79,940.
2 Undistributed income, if any, as of the end of 2012			81,500.	
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .				
b From 2008 . . . . .				
c From 2009 . . . . .				
d From 2010 . . . . .				
e From 2011 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 81,500.			81,500.	
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2012 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				79,940.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2008 . . . . .				
b Excess from 2009 . . . . .				
c Excess from 2010 . . . . .				
d Excess from 2011 . . . . .				
e Excess from 2012 . . . . .				

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

**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . ►

b Check box to indicate whether the foundation is a private operating foundation described in section

Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(5) or 4942(j)(6)					
	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
<b>c</b> "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

N/A

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

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

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

N/A

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

N/A

**c Any submission deadlines**

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<i>a    Paid during the year</i>				
ATCH 5				
<b>Total . . . . .</b>			► 3a	81,500.
<i>b    Approved for future payment</i>				
<b>Total . . . . .</b>			► 3b	

**Form 990-PF (2012)**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	
<b>1</b>	<b>Program service revenue</b>				
a					
b					
c					
d					
e					
f					
<b>g</b>	<b>Fees and contracts from government agencies</b>				
<b>2</b>	<b>Membership dues and assessments</b>				
<b>3</b>	<b>Interest on savings and temporary cash investments</b>				
<b>4</b>	<b>Dividends and interest from securities</b>			14	31,373.
<b>5</b>	<b>Net rental income or (loss) from real estate.</b>				
a	Debt-financed property				
b	Not debt-financed property				
<b>6</b>	<b>Net rental income or (loss) from personal property</b>				
<b>7</b>	<b>Other investment income</b>				
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>			18	6,330.
<b>9</b>	<b>Net income or (loss) from special events</b>				
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>				
<b>11</b>	<b>Other revenue</b> a				
b					
c					
d					
e					
<b>12</b>	<b>Subtotal. Add columns (b), (d), and (e)</b>				37,703.

**13 Total.** Add line 12, columns (b), (d), and (e) . . . . .  
(See worksheet in line 13 instructions to verify calculations.)

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions.		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign  
Here

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MARK E. PAYNE</b>	Preparer's signature 	Date <b>5/14/2013</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00157741</b>
	Firm's name ► <b>GRANT THORNTON LLP</b>	Firm's EIN ► <b>36-6055558</b>			
	Firm's address ► <b>211 N ROBINSON STE 1200 OKLAHOMA CITY, OK</b>	73102	Phone no <b>405-218-2800</b>		

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

CAPITAL GAINS AND LOSSES FOR INVESTMENT INCOME						P or D	Date acquired	Date sold
Description								
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					110.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1,480.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					16,680.	
21,650.		JP MORGAN S-T (SEE ATTACHED) 22,300.					VAR -650.	VAR
447,343.		JP MORGAN L-T (SEE ATTACHED) 457,780.					VAR -10,437.	VAR
		FORM 6781, PART I					VAR 843.	VAR
		FORM 6781, PART I					VAR 1,264.	VAR
TOTAL GAIN(LOSS) .....							<u>6,330.</u>	

---

**Name of estate or trust**

DRAKE GUNGOLL FOUNDATION

Employer identification number

**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	193.
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	110.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 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	303.

## 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	-9,173.
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	-1,480.
9 Capital gain distributions . . . . .	9	16,680.
10 Gain from Form 4797, Part I . . . . .	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 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	6,027.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
<b>13</b>	<b>Net short-term gain or (loss)</b>	<b>13</b>		<b>303.</b>
<b>14</b>	<b>Net long-term gain or (loss):</b>	<b>14a</b>		<b>6,027.</b>
a	Total for year			
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)			
c	28% rate gain			
<b>15</b>	<b>Total net gain or (loss). Combine lines 13 and 14a</b>	<b>15</b>		<b>6,330.</b>

**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

<b>16</b>	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	<b>16</b>	( )
a	The loss on line 15, column (3) or b \$3,000		

**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>17</b>	
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero	<b>18</b>	
<b>19</b>	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)	<b>19</b>	
<b>20</b>	Add lines 18 and 19	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20 If zero or less, enter -0-	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17 If zero or less, enter -0-	<b>23</b>	
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,400	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24?		
<input type="checkbox"/>	Yes. Skip lines 25 and 26, go to line 27 and check the "No" box.	<b>25</b>	
<input type="checkbox"/>	No. Enter the amount from line 23.	<b>26</b>	
<b>26</b>	Subtract line 25 from line 24	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same?	<b>27</b>	
<input type="checkbox"/>	Yes. Skip lines 27 thru 30, go to line 31	<b>27</b>	
<input type="checkbox"/>	No. Enter the smaller of line 17 or line 22	<b>28</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-)	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% (15)	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>31</b>	
<b>32</b>	Add lines 30 and 31	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>33</b>	
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	<b>34</b>	



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 JP MORGAN L-T (SEE ATTACHED)			447,343.	457,780.	-10,437.
FORM 6781, PART I					1,264.

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . -9,173 .

Schedule D-1 (Form 1041) 2012



\* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

\*\* Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

**DRAKE GUNGOLL FOUNDATION**

Account Number: A 19778-00-9

**Capital Gain and Loss Schedule****Short-Term Non Covered**

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BLACKROCK U.S. OPPORTUNITIES PORTFOLIO	BMCI 091929760		12/02/11 09/20/12	114.271	4,240.60	4,300.00		-59.40
JPM RESEARCH MARKET NEUTRAL FD - SEL	JMNS 48121A712		04/25/11 02/24/12	1,181.878	17,409.07	18,000.00		-590.93
<b>Total Short-Term Non Covered</b>				<b>21,649.67</b>	<b>22,300.00</b>			<b>-650.33</b>

*J.P. Morgan*

\* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

\*\* Ordinary Income

O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

#### DRAKE GUNGOLL FOUNDATION

Account Number: A 19778-00-9



05240700140270118321  
05440700300010118321

### Capital Gain and Loss Schedule

#### Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ARTIQ INTERNATIONAL EQUITY II -	JETI 04315J837		Various 08/06/12	6,367.517	64,248.25	77,356.24		-13,107.99
BLACKROCK U.S. OPPORTUNITIES PORTFOLIO	BMCI 091929760		05/18/11 09/20/12	810.934	30,093.76	35,778.41		-5,684.65
CS BREN EA FE 07/25/12 10%BUFFER-2-XLEV- 8.75%CAP			07/01/11 07/25/12	20,000.000	17,194.80	20,000.00		-2,805.20
17.5%MAXRTRN INITIAL LEVEL-07/01/11 SX5E-2875 67 UKX.5989 76 TPX.853 86	22546TBNO 2515AOY80		03/26/10 04/02/12	10,000.000	11,600.00	10,000.00		.00
DB BREN CURRENCY BSKT 4/2/12 LONG KRW, IDR. SGD VS EUR BUFFER 5%, MAX LOSS 100% CPN 16% DD 03/26/10								1,600.00 F
DREYFUS/LAUREL FDS TR PRM EMRGN MKI	DDB 261980494		Various 06/13/12	1,475.311	20,108.49	21,818.80		-1,710.31
EATON VANCE FLOATING RATE I	EIBL 277911491		04/12/10 06/13/12	1,831.383	16,335.94	16,238.89		97.05
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I	EIGM 277923728		Various 11/27/12	2,228.623	21,751.36	22,844.74		-1,093.38

**DRAKE GUNGOLL FOUNDATION**

Account Number: A 19778-00-9

\* Code W indicates Wash Sale  
L indicates a Nondeductible Loss other than a Wash Sale  
\*\* Ordinary Income O indicates Ordinary Income gain or loss  
F indicates Foreign Exchange gain or loss on Capital transactions

**Capital Gain and Loss Schedule****Long-Term Non Covered**

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to Gain or Loss	Gain or Loss Ordinary Income**
GS BREN EA FE 09/12/12 %BUFFER-2 XLEV- 11%CAP 22%MAXRTAN	38143UB83		08/26/11 09/12/12	20,000.00	20,932.13	20,000.00		932.13
INITIAL LEVEL-08/26/11: SX5E:2,190.44 UKX.5129.9.92 TPX:756.07								2,191.51
GS BREN EEM 11/07/12 10%BUFFER-2 XLEV- 12.5%CAP 25%MAXRTAN	38143UYNS		10/21/11 11/09/12	15,000.00		17,191.51	15,000.00	
INITIAL LEVEL-10/21/11 EEM :38 855 GS CONT BUFF EQ SPX 09/26/12								
80% CONTIN BARRIER- 13.5%CPN 20% CAP	38143UD24		09/09/11 09/26/12	25,000.00	30,000.00	25,000.00		5,000.00
INITIAL LEVEL-09/09/11 SPX:1,154.23 HARTFORD CAPITAL APPRECIATION FUND								
	ITHI 416649309		03/25/10 06/07/12	1,907.727		57,441.66	60,780.18	-3,338.52
HSBC BREN SPX 10/31/12 10%BUFFER-2 XLEV- 8.85%CAP 17.7%MAXRTAN	4042K1QN6		10/14/11 10/31/12	15,000.000	17,655.00	15,000.00		2,655.00
INITIAL LEVEL-10/14/11 SPX-1224 58								

\* Code W indicates Wash Sale  
 L indicates a Nondeductible Loss other than a Wash Sale  
 \*\* Ordinary Income O indicates Ordinary income gain or loss  
 F indicates Foreign Exchange gain or loss on Capital transactions

**DRAKE GUNGOLL FOUNDATION**

Account Number: A 19778-00-9

## Capital Gain and Loss Schedule

### Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM BREN EAFFE 08/15/12	48125XA71		07/29/11 08/15/12	15,000.000	13,843.46	15,000.00		-1,156.54
10% BUFFER-2 XLEV- 7.65%CAP								
15.3%MAXRTIN								
INITIAL LEVEL-07/29/11:SX5E:2670.37								
UKX- 581.52 TPX:841.37								
JPM CONT BUFF EQ SPX 10/17/12								
80% CONTIN BARRIER- 18%CPN								
20% CAP								
INITIAL LEVEL-09/30/11 SPX 1131.42								
JPM INTL CURRENCY INCOME FD	JCIS							
	4812A3296		Various 06/13/12		21,278.80	21,899.21		-620.41
JPM RESEARCH MARKET NEUTRAL FD - SEL	JMNS							
	48121A712		Various 02/24/12		23,454.12	24,958.95		-1,504.83
MS CONT BUFF EQ SPX 8/15/12								
80% CONTIN BARRIER- 1 6%CPN								
20% CAP								
INITIAL LEVEL-07/29/11 SPX 1292.28								
POWERSHARES DB COMMODITY INDEX	DBC							
TRACKING FUND	73935S105		04/12/10 11/27/12	251.000	7,016.29	6,104.32		911.97
<b>Total Long-Term Non Covered</b>					<b>447,342.85</b>	<b>457,779.74</b>		<b>-12,036.89</b>
								<b>1,600.00 F</b>

**J.P.Morgan**

Gains and Losses From Section 1256  
Contracts and Straddles

2012

Attachment  
Sequence No. 82Department of the Treasury  
Internal Revenue Service► Information about Form 6781 and its instructions is at [www.irs.gov/form6781](http://www.irs.gov/form6781).  
► Attach to your tax return.

Name(s) shown on tax return

DRAKE GUNGOLL FOUNDATION

Identifying number  
26-0204830Check all applicable boxes (see instructions).  A Mixed straddle election  
 B Straddle-by-straddle identification election  
 C Mixed straddle account election  
 D Net section 1256 contracts loss election

## Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 POWERSHARES DB COMMODITY INDEX TRACKING FUND		2,107
2 Add the amounts on line 1 in columns (b) and (c)	2 ( 0.00 )	2,107.00
3 Net gain or (loss). Combine line 2, columns (b) and (c)	3	2,107.00
4 Form 1099-B adjustments. See instructions and attach statement	4	
5 Combine lines 3 and 4	5	2,107.00
<i>Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions</i>		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	2,107.00
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions)	8	842.80
9 Long-term capital gain or (loss). Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)	9	1,264.20

## Part II Gains and Losses From Straddles. Attach a separate statement listing each straddle and its components.

## Section A—Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)						11a ( )	
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)						11b ( )	

## Section B—Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13a ( )
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13b ( )

## Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference Otherwise, enter -0-
14				

For Paperwork Reduction Act Notice, see instructions.

Form 6781 (2012)

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	31,066.	31,066.
POWERSHARES DB COMMODITY INDEX TRACKING	38.	38.
INTEREST INCOME	269.	269.
TOTAL	<u>31,373.</u>	<u>31,373.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INCOME TAXES	964.			
FOREIGN TAX WITHHOLDING	172.	172.		
TOTALS	<u>1,136.</u>	<u>172.</u>		

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNT MANAGEMENT FEES	6,365.	637.		
PORTFOLIO DEDUCTIONS	507.	507.		
MISCELLANEOUS EXPENSE	-55.	-6.		
<b>TOTALS</b>	<b><u>6,817.</u></b>	<b><u>1,138.</u></b>		

## FORM 90PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 4

## NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

CAROLE J. DRAKE  
6 N.E. 63RD, SUITE 300  
OKLAHOMA CITY, OK 73105

DIRECTOR & PRESIDENT  
1.00

RAMSEY W. DRAKE, II  
6 N.E. 63RD, SUITE 300  
OKLAHOMA CITY, OK 73105

SECRETARY  
1.00

RACHAEL WEBER  
6 N.E. 63RD, SUITE 300  
OKLAHOMA CITY, OK 73105

0  
0  
0  
0

GRAND TOTALS

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NICHOLS HILLS PARKS, INC. 6407 AVONDALE DRIVE NICHOLS HILLS, OK 73116	NONE EXEMPT	GENERAL CONTRIBUTION	5,000.
SKY CORRAL LODGE 8233 OLD FLOWERS ROAD BELLVUE, CO 80512	NONE EXEMPT	GENERAL CONTRIBUTION	5,000.
WESTMINSTER PRESBYTERIAN CHURCH 4400 N. SHARTEL OKLAHOMA CITY, OK 73118	NONE EXEMPT	GENERAL CONTRIBUTION	20,000.
REGIONAL FOOD BANK OF OK 3355 S. PURDUE STREET OKLAHOMA CITY, OK 73179	NONE EXEMPT	GENERAL CONTRIBUTION	10,000.
SALVATION ARMY P.O. BOX 2095 OKLAHOMA CITY, OK 73101	NONE EXEMPT	GENERAL CONTRIBUTION	5,000.
OKC MUSEUM OF ART 415 COUCH DRIVE OKLAHOMA CITY, OK 73102	NONE EXEMPT	GENERAL CONTRIBUTION	10,000.

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	AND	FOUNDATION STATUS OF RECIPIENT		
CENTRAL OK HABITAT FOR HUMANITY 1025 N. BROADWAY AVE OKLAHOMA CITY, OK 73102	NONE EXEMPT		GENERAL CONTRIBUTION	5,000.
CITY RESCUE MISSION P. O. BOX 960021 OKLAHOMA CITY, OK 73196	NONE EXEMPT		GENERAL CONTRIBUTION	1,000.
AMERICAN DIABETES ASSOCIATION P. O. BOX 444 MT. VERNON, IL 61054	NONE EXEMPT		GENERAL CONTRIBUTION	1,000.
FREE TO LIVE P.O. BOX 5884 EDMOND, OK 73083	NONE EXEMPT		GENERAL CONTRIBUTION	1,000.
CASADY SCHOOL ANNUAL FUND P.O. BOX 20390 OKLAHOMA CITY, OK 73156	NONE EXEMPT		GENERAL CONTRIBUTION	1,000.
CARING BRIDGE 1715 YANKEE DOODLE ROAD, STE 301 EAGAN, MN 55121	NONE EXEMPT		GENERAL CONTRIBUTION	1,000.

## FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

## ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTEGRIS BAPTIST MEDICAL CENTER 3300 NW EXPRESSWAY OKLAHOMA CITY, OK 73112	NONE EXEMPT	GENERAL CONTRIBUTION	1,000.
ENID HIGH SCHOOL ALUMNI ASSOCIATION 73703 ENID, OK	NONE EXEMPT	GENERAL CONTRIBUTION	1,000.
NEW VIEW 501 N. DOUGLAS AVE. OKLAHOMA CITY, OK 73106	NONE EXEMPT	GENERAL CONTRIBUTION	1,000.
CHEROKEE STRIP REGIONAL HERITAGE CENTER 507 S. 4TH STREET ENID, OK 73701	NONE EXEMPT	GENERAL CONTRIBUTION	1,000.
URBAN MISSION 3737 N. PORTLAND AVE. OKLAHOMA CITY, OK 73112	NONE EXEMPT	GENERAL CONTRIBUTION	5,000.
JUNIOR LEAGUE OF OKC 1001 NW GRAND BLVD. OKLAHOMA CITY, OK 73118	NONE EXEMPT	GENERAL CONTRIBUTION	1,000.

## FORM 990PF. PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUND	ATION		
AMERICAN RED CROSS DEPT #96-0397 OKLAHOMA CITY, OK 73196	NONE EXEMPT		GENERAL CONTRIBUTION	5,000.
GIRL SCOUTS OF WESTERN OKLAHOMA 6100 N ROBINSON AVENUE OKLAHOMA CITY, OK 73118	NONE EXEMPT		GENERAL CONTRIBUTION	500.
PHI BETA PHI FOUNDATION 1154 TOWN AND COUNTRY COMMONS DRIVE TOWN & COUNTRY, MO 63017	NONE EXEMPT		GENERAL CONTRIBUTION	1,000.
			TOTAL CONTRIBUTIONS PAID	<u><u>81,500.</u></u>

ATTACHMENT 5 (CONT'D)