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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012










Name of foundation EL AND THELMA GAYLORD FOUNDATION		A Employer identification number  73-1463569	
Number and street (or P O box number if mail is not delivered to street address) 6305 WATERFORD BOULEVARD SUITE 350		B Telephone number (see instructions)  (405) 475-3200	
City or town, state, and ZIP code OKLAHOMA CITY, OK 73118		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 215,847,570	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	8,943,158			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,286	1,286		
	4 Dividends and interest from securities. . . . .	7,295,203	7,230,788		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,909,987			
	b Gross sales price for all assets on line 6a _____ 19,573,822				
	7 Capital gain net income (from Part IV, line 2) . . . .		3,909,987		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .		-40,761		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	20,149,634	11,101,300		
	13 Compensation of officers, directors, trustees, etc	182,500	75,000		107,500
	14 Other employee salaries and wages . . . . .	118,249	29,562		88,687
	15 Pension plans, employee benefits . . . . .	2,927	732		2,195
	16a Legal fees (attach schedule) . . . . .	4,910	4,910		0
	b Accounting fees (attach schedule) . . . . .	35,850	27,350		8,500
	c Other professional fees (attach schedule) . . . . .	115,593	83,157		32,436
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	79,698	2,188		6,565
	19 Depreciation (attach schedule) and depletion . . .	30,176	0		
	20 Occupancy . . . . .	29,893	0		0
	21 Travel, conferences, and meetings . . . . .	8,034	0		0
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	15,782	0		0
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	623,612	222,899		245,883
	25 Contributions, gifts, grants paid . . . . .	6,516,447			6,516,447
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	7,140,059	222,899		6,762,330
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	13,009,575			
	b <b>Net investment income</b> (if negative, enter -0-)		10,878,401		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1Cash—non-interest-bearing . . . . .		-1	-1
	2Savings and temporary cash investments . . . . .	29,706,547	38,531,852	38,531,852
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable . . . . .			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use . . . . .			
	9Prepaid expenses and deferred charges . . . . .	45,000	87,960	87,960
	10aInvestments—U S and state government obligations (attach schedule)	5,085,173	 2,002,149	2,012,752
	bInvestments—corporate stock (attach schedule) . . . . .	101,124,923	 104,571,531	127,440,709
	cInvestments—corporate bonds (attach schedule). . . . .	31,672,116	 34,514,204	34,815,831
	11Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12Investments—mortgage loans . . . . .			
	13Investments—other (attach schedule) . . . . .	10,623,960	 11,345,332	12,588,877
	14Land, buildings, and equipment basis ▶ _____399,766 Less accumulated depreciation (attach schedule) ▶ _____30,176	0	369,590	369,590
Liabilities	15Other assets (describe ▶ _____)	 155,555	 0	 0
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	178,413,274	191,422,617	215,847,570
	17Accounts payable and accrued expenses . . . . .			
	18Grants payable . . . . .			
Net Assets or Fund Balances	19Deferred revenue . . . . .			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule) . . . . .			
	22Other liabilities (describe ▶ _____)	 517	 285	
	23Total liabilities (add lines 17 through 22) . . . . .	517	285	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24Unrestricted . . . . .			
	25Temporarily restricted . . . . .			
	26Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27Capital stock, trust principal, or current funds . . . . .	125,457,383	134,400,541	
	28Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29Retained earnings, accumulated income, endowment, or other funds	52,955,374	57,021,791	
	30Total net assets or fund balances (see page 17 of the instructions) . . . . .	178,412,757	191,422,332	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	178,413,274	191,422,617	

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	178,412,757
2	Enter amount from Part I, line 27a . . . . .	2	13,009,575
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	191,422,332
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	191,422,332

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 )
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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 17,999,621		15,663,835	2,335,786
b 1,574,201			1,574,201
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,335,786
b			1,574,201
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	3,909,987
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 . . . . .		3	

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 page 18 of 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	7,975,938	179,566,757	0 044418
2010	18,059,972	183,239,296	0 098559
2009	8,737,935	167,151,798	0 052275
2008	9,199,536	196,878,656	0 046727
2007	7,883,490	227,978,621	0 034580

2 Total of line 1, column (d). . . . .	2	0 276559
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 055312
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	192,452,005
5 Multiply line 4 by line 3. . . . .	5	10,644,905
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	108,784
7 Add lines 5 and 6. . . . .	7	10,753,689
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	6,762,330

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	217,568
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2. . . . .		3	217,568
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	217,568
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	70,960	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	193,000	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	263,960
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	3,744
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	42,648
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	42,648	Refunded	0

Part VII-AStatements 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		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ 0 (2) On foundation managers  \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
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? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) OK _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ►WWW.GAYLORDFOUNDATION.COM				
14	The books are in care of ►E L AND THELMA GAYLORD FOUNDATION Telephone no ►(405) 475-3200 Located at ►6305 WATERFORD BOULEVARD SUITE 350 OKLAHOMA CITY OK ZIP +4 ►73118			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►	15		
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? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ►				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 <b>any</b> 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
CHRISTY GAYLORD EVEREST	CO-TRUSTEE	12,500	0	0
6608 N PENNSYLVANIA AVE	3 00			
OKLAHOMA CITY,OK 73116				
DAVID O HOGAN	CO-TRUSTEE	150,000	0	0
4626 E 54TH ST 226	10 00			
TULSA,OK 74135				
MARY GAYLORD MCCLEAN	CO-TRUSTEE	10,000	0	0
PO BOX 100	3 00			
SIMPSONVILLE,KY 40067				
LOUISE GAYLORD BENNETT	CO-TRUSTEE	10,000	0	0
1604 DORCHESTER DR	3 00			
OKLAHOMA CITY,OK 73120				
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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions.	
3	0
Total. Add lines 1 through 3. . . . .	0



**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	154,242,468
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	33,547,660
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	7,592,618
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	195,382,746
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	195,382,746
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	2,930,741
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	192,452,005
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	9,622,600

**Part XI**

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

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	9,622,600
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	217,568
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	217,568
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	9,405,032
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	9,405,032
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	9,405,032

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	6,762,330
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	6,762,330
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	6,762,330
<b>Note:</b> 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				9,405,032
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				2,909,122
e From 2011. . . . .				7,975,938
f Total of lines 3a through e. . . . .	10,885,060			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 6,762,330				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	6,762,330			
d Applied to 2012 distributable amount. . . . .				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	9,405,032			9,405,032
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,242,358			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	8,242,358			
10 Analysis of line 9				
a Excess from 2008. . . .	712,360			
b Excess from 2009. . . .	510,396			
c Excess from 2010. . . .	340,642			
d Excess from 2011. . . .	1,589,284			
e Excess from 2012. . . .	6,762,330			

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization 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) )

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

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

MRS CHRISTINE EVEREST CO-TRUSTEE  
6305 WATERFORD BOULEVARD SUITE 350  
OKLAHOMA CITY, OK 73118  
(405) 475-3200

b

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

PROPOSALS TO THE E L AND THELMA GAYLORD FOUNDATION ARE INITIATED THROUGH OUR ONLINE GRANT REQUEST SYSTEM AT WWW.GAYLORDFOUNDATION.COM/APPLICATION TO BE CONSIDERED, PLEASE SUBMIT A LETTER OF INQUIRY BY JANUARY 15TH OR JULY 15TH. AFTER REVIEW, WE WILL CONTACT YOU REGARDING THE STATUS OF YOUR REQUEST. YOU MAY BE INVITED TO SUBMIT AN APPLICATION. IF YOU ENCOUNTER ANY DIFFICULTY OR HAVE A QUESTION REGARDING THIS PROCESS, PLEASE CONTACT LINDA WALKER BROWN, DIRECTOR OF ADMINISTRATION 405 607 6301 LBROWN@GAYLORDFOUNDATION.ORG

c

Any submission deadlines

JANUARY 15TH OR JULY 15TH

d

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

NONE

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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	6,516,447
b Approved for future payment				
Total . . . . .			3b	0

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	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	1,286	
<b>4</b>	Dividends and interest from securities. . . .			14	7,295,203	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	3,909,987	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
	INCOME/(LOSS) FROM PARTNERSHIP			14	0	
<b>11</b>	Other revenue <b>a</b> PASSTHROUGHS _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e). .		0		11,206,476	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>	<b>11,206,476</b>	

[illegible]

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

[illegible]

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

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

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

**Sign  
Here**

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

*****		2013-11-07	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee		Date	Title	

May the IRS discuss this return with the preparer shown below (see instr )? ☒ **Yes** ☐ **No**

**Paid  
Preparer  
Use  
Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN  P00536174
	BOB L SLOVACEK	BOB L SLOVACEK			
	Firm's name <input type="checkbox"/>	HOGANTAYLOR LLP <hr/> 11600 BROADWAY EXTENSION SUITE 300		Firm's EIN <input type="checkbox"/> 73-1413977	
	Firm's address <input type="checkbox"/>	OKLAHOMA CITY, OK 73114		Phone no (405) 848-2020	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
12 RECOVERY FOUNDATION INC 5905 N BARNES OKLAHOMA CITY,OK 73112	NONE	PUBLIC	GENERAL OPERATIONS	2,000
A CHANCE TO CHANGE FOUNDATION 5228 CLASSEN CIRCLE OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL OPERATIONS	10,000
ALLIED ARTS 1015 N BROADWAY AVE 200 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	50,000
ALZHEIMER'S ASSOCIATION 2123 N CLASSEN BLVD OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL OPERATIONS	37,000
ANIMAL RESCUE FRIENDS INC 1009 NORTHWEST 75TH STREET NICHOLS HILLS,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	35,000
ARTHRITIS FOUNDATION 710 WILSHIRE CREEK BLVD OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	5,000
ARTS & HUMANITIES COUNCIL OF OKLAHOMA 400 W CALIFORNIA AVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	20,000
ASHEVILLE SCHOOL 360 ASHEVILLE SCHOOL ROAD ASHEVILLE,NC 28806	NONE	PUBLIC	GENERAL OPERATIONS	100,000
BIG BROTHERS BIG SISTERS OF OKLAHOMA 224 NW 10TH ST OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL OPERATIONS	15,000
CALM WATERS 4334 NW EXPY 101 OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	20,000
CANTERBURY CHORAL SOCIETY 428 W CALIFORNIA AVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	5,000
CARE CENTER PO BOX 1125 OKLAHOMA CITY,OK 73101	NONE	PUBLIC	GENERAL OPERATIONS	50,000
CASADY SCHOOL 9500 N PENNSYLVANIA AVE THE VILLAGE,OK 73120	NONE	PUBLIC	GENERAL OPERATIONS	525,000
CELEBRATIONS PRESCHOOL INC 944 SW 59TH ST OKLAHOMA CITY,OK 73109	NONE	PUBLIC	GENERAL OPERATIONS	5,000
CHILDREN'S HOSPITAL FOUNDATION 1200 CHILDRENS AVE OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	10,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHILDREN'S MEDICAL RESEARCH 800 RESEARCH PARKWAY 150 OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	225,000
CITIZENS CARING FOR CHILDREN 45 NE 50TH ST OKLAHOMA CITY,OK 73105	NONE	PUBLIC	GENERAL OPERATIONS	10,000
CIVIC CENTER FOUNDATION 201 N WALKER AVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	25,000
CLAREHOUSE 7617 S MINGO ROAD TULSA,OK 74133	NONE	PUBLIC	GENERAL OPERATIONS	10,000
D-DENT INC 6430 N WESTERN SUITE 200 OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	5,000
DEAN MCGEE EYE INSTITUTE 608 STANTON L YOUNG BLVD OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	250,000
DOMESTIC VIOLENCE INTERVENTION 3815 N SANTA FE AVE OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL OPERATIONS	10,000
EXECUTIVE SERVICE CORPS OF CENTRAL OKLA 600 N WALKER AVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	5,000
FAMILY PROMISE INC 1900 NE 36TH ST 100G OKLAHOMA CITY,OK 73111	NONE	PUBLIC	GENERAL OPERATIONS	10,000
FIRST PRESBYTERIAN CHURCH OF EDMOND 1001 S RANKIN ST EDMOND,OK 73034	NONE	PUBLIC	GENERAL OPERATIONS	6,000
FOUNDATION FOR OKC PUBLIC SCHOOLS 5225 N SHARTEL AVE 201 OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL OPERATIONS	10,000
FREE FOOD PANTRY 800 WEST CALIFORNIA AVE OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL OPERATIONS	2,000
FREE TO LIVE INCORPORATED PO BOX 5884 EDMOND,OK 73083	NONE	PUBLIC	GENERAL OPERATIONS	4,500
GEORGE W BUSH FOUNDATION 2943 SMU BLVD DALLAS,TX 75205	NONE	PUBLIC	GENERAL OPERATIONS	150,000
GIRLS SCOUTS - WESTERN OKLAHOMA 6100 N ROBINSON OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL OPERATIONS	50,000



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
HEARTLINE INC PO BOX 12832 OKLAHOMA CITY,OK 73157	NONE	PUBLIC	GENERAL OPERATIONS	20,000
I2E INC 840 RESEARCH PARKWAY OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	5,000
INFANT CRISIS SERVICES INC 4224 N LINCOLN BLVD OKLAHOMA CITY,OK 73105	NONE	PUBLIC	GENERAL OPERATIONS	25,000
KEYSTONE ADVENTURE SCHOOL & FARM 19201 N WESTERN AVE EDMOND,OK 73012	NONE	PUBLIC	GENERAL OPERATIONS	20,000
LAST FRONTIER COUNCIL - BSA 3031 NW 64TH STREET OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	106,520
LOVE OKC 760 E BRITTON RD OKLAHOMA CITY,OK 73114	NONE	PUBLIC	GENERAL OPERATIONS	5,000
MAKE-A-WISH FOUNDATION 5201 N SHARTEL AVE OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL OPERATIONS	30,000
MCCALLS CHAPEL SCHOOL INC 13546 CR 3600 ADA,OK 74820	NONE	PUBLIC	GENERAL OPERATIONS	71,760
MEALS ON WHEELS 201 S 6TH ST KINGFISHER,OK 73750	NONE	PUBLIC	GENERAL OPERATIONS	5,000
MERCY HEALTH CENTER FOUNDATION 655 MARYVILLE CENTRE DRIVE ST LOUIS,MO 63141	NONE	PUBLIC	GENERAL OPERATIONS	50,000
NEIGHBOR FOR NEIGHBOR 505 EAST 36TH ST N TULSA,OK 74106	NONE	PUBLIC	GENERAL OPERATIONS	1,500
OK STATE REGENTS FOR HIGHER EDUCATION 655 RESEARCH PARKWAY SUITE 200 OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	2,000
OKLAHOMA AQUARIUM FOUNDATION 300 AQUARIUM DR JENKS,OK 74037	NONE	PUBLIC	GENERAL OPERATIONS	30,000
OKLAHOMA CASA 5905 CLASSEN CT 302 OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL OPERATIONS	10,000
OKLAHOMA CHRISTIAN UNIVERSITY 2501 E MEMORIAL RD EDMOND,OK 73136	NONE	PUBLIC	GENERAL OPERATIONS	1,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OKLAHOMA CITY BALLET 7421 N CLASSEN BLVD OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	25,000
OKLAHOMA CITY BOATHOUSE FOUNDATION 725 S LINCOLD BLVD OKLAHOMA CITY,OK 73129	NONE	PUBLIC	GENERAL OPERATIONS	100,000
OKLAHOMA CITY EDUCARE 500 SE GRAND BLVD OKLAHOMA CITY,OK 73129	NONE	PUBLIC	GENERAL OPERATIONS	250,000
OKLAHOMA CITY MUSEUM OF ART 415 COUCH DR OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	50,000
OKLAHOMA CITY NATIONAL MEMORIAL 620 N HARVEY AVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	200,000
OKLAHOMA CITY PUBLIC SCHOOLS 900 N KLEIN AVE OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL OPERATIONS	25,000
OKLAHOMA FOUNDATION FOR EXCELLENCE 120 N ROBINSON DRIVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	10,000
OKLAHOMA FOUNDATION FOR THE DISABLED 8421 N WALKER AVE OKLAHOMA CITY,OK 73114	NONE	PUBLIC	GENERAL OPERATIONS	15,000
OKLAHOMA GOODWILL INDUSTRIES 316 S BLACKWELDER AVE OKLAHOMA CITY,OK 73108	NONE	PUBLIC	GENERAL OPERATIONS	100,000
OKLAHOMA OUTREACH FOUNDATION 720 W WILSHIRE BLVD STE 101-A OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	50,000
OKLAHOMA RIVER ENDOWMENT FOUNDATION 725 S LINCOLD BLVD OKLAHOMA CITY,OK 73129	NONE	PUBLIC	GENERAL OPERATIONS	10,000
OKLAHOMA STATE UNIVERSITY FOUNDATION 400 S MONROE ST STILLWATER,OK 74074	NONE	PUBLIC	GENERAL OPERATIONS	200,000
OMRF 825 NE 13TH ST OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	1,000,000
OPERATION AWARE 7226 E 41ST ST TULSA,OK 74145	NONE	PUBLIC	GENERAL OPERATIONS	10,000
OU FOUNDATION INC 100 TIMBERDELL ROAD NORMAN,OK 73019	NONE	PUBLIC	GENERAL OPERATIONS	7,500


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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
POSITIVE TOMORROWS PO BOX 61190 OKLAHOMA CITY,OK 73146	NONE	PUBLIC	GENERAL OPERATIONS	20,000
POSSIBILITIES 621 NW 20TH ST OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL OPERATIONS	15,000
RAINBOW FLEET 3024 PASEO OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL OPERATIONS	5,000
REDEEMING THE FAMILY PO BOX 8073 EDMOND,OK 73083	NONE	PUBLIC	GENERAL OPERATIONS	15,000
SADDLEBRED RESCUE INC 6 MEADOW CLIFF LANE HARDWICK,NJ 07825	NONE	PUBLIC	GENERAL OPERATIONS	9,648
SAINT SIMEON'S FOUNDATION 3701 MARTIN LUTHER KING JR BLVD TULSA,OK 74106	NONE	PUBLIC	GENERAL OPERATIONS	5,000
SCHOOLS FOR HEALTHY LIFESTYLES 500 N BROADWAY STE 225 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL OPERATIONS	5,000
SMITHSONIAN INSTITUTION TRAVELING EXHIBIT 470 LENFANT PLAZA SW SUITE 7103 WASHINGTON,DC 20024	NONE	PUBLIC	GENERAL OPERATIONS	250,000
SPECIAL CARE 12201 N WESTERN AVE OKLAHOMA CITY,OK 73114	NONE	PUBLIC	GENERAL OPERATIONS	50,000
STREET SCHOOL 1135 S YALE AVE TULSA,OK 74112	NONE	PUBLIC	GENERAL OPERATIONS	20,000
SUNBEAM FAMILY SERVICES 616 NW 21ST ST OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL OPERATIONS	300
TEACH FOR AMERICA - OKLAHOMA 730 W WILSHIRE BLVD OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL OPERATIONS	100,000
TEEN ROUND-UP 5101 S SENATOR HWY PRESCOTT,AZ 86303	NONE	PUBLIC	GENERAL OPERATIONS	5,000
THE BRIDGES FOUNDATION 1345 N LEWIS AVE TULSA,OK 74110	NONE	PUBLIC	GENERAL OPERATIONS	1,750
THE CENTER FOR INDIVIDUALS WITH PHYSICAL 815 S UTICA AVE TULSA,OK 74104	NONE	PUBLIC	GENERAL OPERATIONS	15,700

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE CHILDREN'S CENTER 6800 NORTHWEST 39TH EXPY BETHANY,OK 73008	NONE	PUBLIC	GENERAL OPERATIONS	40,000
THE EDUCATION & EMPLOYMENT MINISTRY 14 NE 13TH ST OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL OPERATIONS	20,000
THE LITTLE LIGHT HOUSE 5120 E 36TH ST TULSA,OK 74135	NONE	PUBLIC	GENERAL OPERATIONS	50,000
THE NEIGHBORHOOD ALLIANCE 1236 NW 36TH ST OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL OPERATIONS	5,000
THE PARENT CHILD CENTER OF TULSA 1421 S BOSTON AVE TULSA,OK 74119	NONE	PUBLIC	GENERAL OPERATIONS	20,000
THE SALVATION ARMY OF CENTRAL OKLAHOMA 311 SW 5TH ST OKLAHOMA CITY,OK 73109	NONE	PUBLIC	GENERAL OPERATIONS	100,000
THE SILENCE FOUNDATION PO BOX 12291 OKLAHOMA CITY,OK 73157	NONE	PUBLIC	GENERAL OPERATIONS	5,000
TULSA CASA INC 700 S BOSTON AVE TULSA,OK 74119	NONE	PUBLIC	GENERAL OPERATIONS	3,000
TULSA HISTORICAL SOCIETY 2445 S PEORIA AVE TULSA,OK 74114	NONE	PUBLIC	GENERAL OPERATIONS	10,000
UNITED WAY OF CENTRAL OKLAHOMA 1444 NW 28TH ST OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL OPERATIONS	533,659
UNIVERSITY OF CENTRAL OKLAHOMA 100 N UNIVERSITY DR EDMOND,OK 73034	NONE	PUBLIC	GENERAL OPERATIONS	10,110
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN,OK 73019	NONE	PUBLIC	GENERAL OPERATIONS	25,000
VARIETY CARE FOUNDATION 300 N GRAND BLVD OKLAHOMA CITY,OK 73107	NONE	PUBLIC	GENERAL OPERATIONS	50,000
YOUTH SERVICES OF TULSA 311 S MADISON AVE TULSA,OK 74120	NONE	PUBLIC	GENERAL OPERATIONS	25,000
YWCA OF OKLAHOMA CITY 2460 WI-44 SERVICE RD OKLAHOMA CITY,OK 73112	NONE	PUBLIC	GENERAL OPERATIONS	1,000,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
YWCA OF TULSA 1910 S LEWIS AVE 200 TULSA,OK 74104	NONE	PUBLIC	GENERAL OPERATIONS	5,000
<b>Total . . . . .</b>  <b>3a</b>				6,516,447

Schedule B  
(Form 990, 990-EZ, or 990-PF)  
Department of the Treasury  
Internal Revenue Service

Schedule of Contributors  
  
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047  
  
2012

Name of the organization EL AND THELMA GAYLORD FOUNDATION	Employer identification number 73-1463569
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> EL AND THELMA GAYLORD FOUNDATION	<b>Employer identification number</b> 73-1463569
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	THE OKLAHOMAN FOUNDATION 6305 WATERFORD BOULEVARD SUITE 350  OKLAHOMA CITY, OK 73118	\$ 8,943,158	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	 	 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	 	 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	 	 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	 	 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	 	 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	 	 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
 	 	 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )

<b>Name of organization</b> EL AND THELMA GAYLORD FOUNDATION	<b>Employer identification number</b> 73-1463569
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<b>Part II</b>	<b>Noncash Property</b> (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____



<b>Name of organization</b> EL AND THELMA GAYLORD FOUNDATION	<b>Employer identification number</b> 73-1463569
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Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

## TY 2012 Accounting Fees Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARATION OF TAX RETURNS	8,500	0		8,500
PREPARATION OF FINANCIAL STATEMENTS	27,350	27,350		0

**TY 2012 All Other Program  
Related Investments Schedule**

**Name:** EL AND THELMA GAYLORD FOUNDATION  
**EIN:** 73-1463569

Category	Amount
N/A	0

**TY 2012 Distribution from Corpus Election**

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

**Election:** THE FOUNDATION HEREBY MAKES THIS ELECTION WITH RESPECT TO THE \$6,599,888 SHOWN ON F990-PF(2012), PART XIII, LINE 4 (C), COLUMN (A).

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ACCRUED INTEREST	0	237,382
CORPORATE FIXED INCOME	12,401,827	11,842,240
INTERNATIONAL FIXED INCOME	6,359,105	6,712,077
OTHER EQUITIIES: HIGH YIELD FIXED INCOME	9,917,739	10,226,961
PURCHASED INTEREST	7,570	0
TAXABLE BOND FUNDS	5,827,963	5,797,171

## TY 2012 Investments Corporate Stock Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN TRAILERS WORKS STOCK	591,521	1,243,000
ASHFORD HOSPITALITY	49,662	126,250
CARDSTAR, INC.	0	0
CBS CORP NEW CLASS B	1,377,159	4,349,800
CIT GROUP, INC.	57,271	62,790
FSP MONUMENT CIRCLE	293,695	300,000
FSP UNION CENTRE CORP	768,510	784,000
OTHER EQUITIES: JP MORGAN LARGE CAP	250,265	284,315
OTHER EQUITIES: JP MORGAN MID CAP	17,337,591	20,370,816
OTHER EQUITIES: JP MORGAN SMALL CAP	17,725,673	19,890,522
OTHER EQUITIES: SMITH BARNEY MID CAP	6,208,763	8,825,854
OTHER EQUITIES: SMITH BARNEY SMALL CAP	2,927,865	4,308,012
OTHER EQUITIIES: INTERNATIONAL EQUITIES	36,816,442	36,604,284
OTHER EQUITIIES: SMITH BARNEY LARGE CAP	6,315,866	7,526,630
RYMAN HOSPITALITY	12,776,299	19,844,206
SECURITY DEVICES INTERNATIONAL	250,000	250,000
SPYDRSAFE MOBILE SECURITY	75,000	75,000
VIACOM INC NEW CLASS B	749,949	2,595,230

# TY 2012 Investments Government Obligations Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

**US Government Securities - End of  
Year Book Value:**

2,002,149

**US Government Securities - End of  
Year Fair Market Value:**

2,012,752

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

## TY 2012 Investments - Other Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERICAN TRAILERS NOTE RECEIVABLE	AT COST	409,478	409,500
PARTNERSHIPS	AT COST	3,648,203	4,077,010
REAL ESTATE INVESTMENTS	AT COST	4,612,776	5,382,567
REAL ESTATE PARTNERSHIPS	AT COST	2,674,875	2,719,800



# TY 2012 Legal Fees Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	4,910	4,910		0

TY 2012 Other Assets Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CONSTRUCTION IN PROGRESS	155,555	0	0

**TY 2012 Other Expenses Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,850	0		0
OFFICE EXPENSES	13,297	0		0
PENALTIES	24	0		0
CONTRACT LABOR	611	0		0

## TY 2012 Other Liabilities Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

Description	Beginning of Year - Book Value	End of Year - Book Value
OTHER PAYROLL LIABILITIES	517	285

**TY 2012 Other Professional Fees Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK & BROKERAGE CHARGES	79,182	79,182		0
CONSULTING FEES	3,975	3,975		0
COMPUTER EXPENSES	32,436	0		32,436

**TY 2012 Taxes Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2011 EXCISE TAX	70,945	0		0
PAYROLL TAXES	8,753	2,188		6,565