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or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: **HAYES, GLADYS TRUST 314008012**

Employer identification number: **50-0029174**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 1620**

Room/suite: _____

Telephone number (see instructions): **918-619-1544**

City or town, state or province, country, and ZIP or foreign postal code: **TULSA, OK 74101-1620**

G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **113,678.**

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

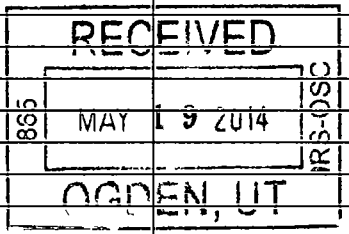
C If exemption application is pending, check here

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	2,260.	2,260.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,586.			
b Gross sales price for all assets on line 6a 31,198.				
7 Capital gain net income (from Part IV, line 2)		3,586.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	5,846.	5,846.		
13 Compensation of officers, directors, trustees, etc.	1,753.	1,314.		438.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	850.	NONE	NONE	850.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	65.	16.		49.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	2,668.	1,330.	NONE	1,337.
25 Contributions, gifts, grants paid	3,319.			3,319.
26 Total expenses and disbursements. Add lines 24 and 25	5,987.	1,330.	NONE	4,656.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-141.			
b Net investment income (if negative, enter -0-)		4,516.		
c Adjusted net income (if negative, enter -0-)				



POSTMARK DATE MAY 15 2014

SCANNED MAY 28 2014

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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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,177.	2,761.	2,761.
	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	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)	43,329.	40,151.	41,083.
	b	Investments - corporate stock (attach schedule)	16,610.	18,974.	19,641.
	c	Investments - corporate bonds (attach schedule)	35,385.	36,544.	50,193.
	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)	98,501.	98,430.	113,678.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	98,501.	98,430.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	98,501.	98,430.		
31	Total liabilities and net assets/fund balances (see instructions)	98,501.	98,430.		

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)	98,501.
2	Enter amount from Part I, line 27a	-141.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> ROUNDING	70.
4	Add lines 1, 2, and 3	98,430.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	98,430.

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 PUBLICLY TRADED SECURITIES				
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 31,198.		27,612.	3,586.	
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			3,586.	
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	3,586.
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 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))
2012	7,726.	106,632.	0.072455
2011	2,972.	108,434.	0.027408
2010	4,331.	102,194.	0.042380
2009	2,886.	90,275.	0.031969
2008			
2 Total of line 1, column (d)			2 0.174212
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 0.043553
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 108,868.
5 Multiply line 4 by line 3			5 4,742.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 45.
7 Add lines 5 and 6			7 4,787.
8 Enter qualifying distributions from Part XII, line 4 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.			8 4,656.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 90, NONE, 44, and 46.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes questions about political influence, tax on political expenditures, and substantial contributors.

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 SEE STATEMENT 7 Telephone no
Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15 X
16 At any time during calendar year 2013, 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 Yes No X
See the 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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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
BANK OF OKLAHOMA, N.A. TRUSTEE P.O. BOX 1620, TULSA, OK 74101-1620		1,753.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
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	

Total. Add lines 1 through 3

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	107,538.
b	Average of monthly cash balances	1b	2,988.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	110,526.
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	NONE
3	Subtract line 2 from line 1d	3	110,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,658.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	108,868.
6	Minimum investment return. Enter 5% of line 5	6	5,443.

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	5,443.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	90.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	90.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,353.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	5,353.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	5,353.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	4,656.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,656.
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)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,656.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,353.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			2,292.	
b Total for prior years: 20 <u>11</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>4,656.</u>				
a Applied to 2012, but not more than line 2a			2,292.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				2,364.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,989.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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 2013, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a, 2b, 2c, 2d, 2e, 3, 3a, 3a(1), 3a(2), 3b, 3c, 3c(1), 3c(2), 3c(3), 3c(4).

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 [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHILDREN'S HOSPITAL OF OKLAHOMA TUH FINANCE 6N300 OKLAHOMA CITY OK 73126				664.
OKLAHOMA LIONS BOYS RANCH, INC. IAO YOUTH RANCH PERKINS OK 74059				664.
Y M C A 415 W. CHEROKEE ENID OK 73701				664.
ENID SHRINE CLUB OF AKDAR TEMPLE C/O BILL HAT 301 EAST BROADWAY ENID OK 73701				1,327.
Total				3a 3,319.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ARTISAN M/C VAL-INST #2450	31.	31.
BLACKROCK EQUITY DIVIDEND-I FD#0383	157.	157.
CALAMOS MKT NEUT INC-I FD#0629	10.	10.
CAVANAL HILL SH TM INC-INST FD#0047	172.	172.
CAVANAL HILL OPP-INST FD#0054	67.	67.
CAVANAL HILL US LCP EQ-INST FD#0049	55.	55.
CAVANAL HILL BOND-INST FD#0046	164.	164.
DFA US TARGETED VALUE PTFL #5096	15.	15.
DWS GLOBAL INFRAST-INST FD#1456	15.	15.
DIAMOND HILL LONG/SHORT-I FD#0011	21.	21.
DODGE & COX INTL STK FD#1048	35.	35.
FIDELITY CONTRAFUND	11.	11.
GOLDMAN SACHS HI YLD-INST FD#0527	257.	257.
HARBOR INTERNATIONAL FUND	43.	43.
MFS INT'L NEW DISCOVERY-I FD#0874	27.	27.
MSIF MIDCAP GROWTH-INST FD#8128	28.	28.
NEUBERGER BERMAN R/E-INST FD#1393	25.	25.
OPPENHEIMER DEV MKTS FD-Y FD#0788	26.	26.
PIMCO TOTAL RETURN FUND INST#35	360.	360.
PERMANENT PORTFOLIO FD#1500	12.	12.
PIMCO ALL ASSET-INST FD#0034	220.	220.
PIMCO COMMOD RR STRAT-INST FD#0045	41.	41.
TEMPLETON GLOBAL BOND-ADV #0616	202.	202.
VANGUARD INTERMED INDX-INST FD#0504	125.	125.
VANGUARD INSTITUTIONAL INDEX	96.	96.
VANGUARD S/C GRWTH INDX-INST FD#0866	8.	8.
VANGUARD MID CAP INDX-INST FD#0864	37.	37.
TOTAL	2,260.	2,260.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	850.			850.
TOTALS	850.	NONE	NONE	850.

FORM 990PF, PART I - TAXES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL TAX PAYMENT - PRIOR YE	5.		5.
FEDERAL ESTIMATES - PRINCIPAL	44.		44.
FOREIGN TAXES ON QUALIFIED FOR	10.	10.	
FOREIGN TAXES ON NONQUALIFIED	6.	6.	
TOTALS	65.	16.	49.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CAVANAL HILL SH TM INC-INST FD	13,040.	13,125.
CAVANAL HILL BOND-INST	7,459.	7,637.
GOLDMAN SACHS HI YLD-INSTL FD	2,753.	3,134.
PIMCO TOTAL RETURN-INST	14,106.	14,102.
TEMPLETON GLOBAL BD-ADV	2,793.	3,085.
VANGUARD INTERMED INDX-INST		
TOTALS	40,151.	41,083.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI EMERGING MKT IN	4,794.	5,617.
DIAMOND HILL LONG/SHORT-I	3,334.	3,395.
PIMCO ALL ASSET-INST	2,340.	2,260.
PERMANENT PORTFOLIO		
IPATH S&P 500 DYNAMIC VIX ETN	3,005.	3,008.
CALAMOS MKT NEUT INC	1,315.	1,456.
CAVANAL HILL OPP-INST	547.	571.
DWS GLOBAL INFRAS	1,953.	1,774.
PIMCO COMMOD RR STRAT-INST	1,686.	1,560.
NEUBERGER BERMAN R/E-INST		
TOTALS	18,974.	19,641.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARTISAN MID CAP VALUE	2,352.	3,122.
CAVANAL HILL US LCP EQ INST FD	2,272.	3,560.
DFA US TARGETED VALUE PTFL	1,181.	1,654.
DODGE & COX INST STK	1,651.	2,000.
BLACKROCK EQUITY DIV	5,963.	8,517.
VANGUARD INSTL INDX-INSTL	3,605.	5,125.
VANGUARD S/C GRWTH INDX-INST F	596.	1,209.
VANGUARD MID CAP INDX-INSTL FD	1,521.	3,157.
FIDELITY CONTRFUND INC FD# 022	6,079.	8,784.
HARBOR INTL INSTL FD #2011	1,724.	1,936.
MSIF MIDCAP GROWTH INSTL FD	2,427.	3,163.
ROYCE PREMIER-INSTL FD# 0426	1,002.	1,267.
MFS INT'L NEW DISCOVERY-I	1,779.	1,964.
OPPENHEIMER DEV MKTS FD-Y	4,392.	4,735.
TOTALS	36,544.	50,193.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
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NAME: BOK FINANCIAL
aka BANK OF OKLAHOM
ADDRESS: P.O. BOX 1620
TULSA, OK 74101-1620

TELEPHONE NUMBER: (918)619-1544

EntityName	EntityID	Year	FedForm	Total Due	Refund
314008012 - HAYES, GLADYS TRUST (990)	50-0029174	2013	990-PF	46	0
314009010 - HAYES, W.I. CHARITABLE TRUST	73-6106522	2013	990-PF	217	0
314020017 - FRIERSON SAMUEL E	73-6094991	2013	990-PF	878	0
314021015 - N I GARRISON TRUST	73-6090427	2013	990-PF	188	0
410039010 - MARGARET COCKRELL PERPETUAL CHAR TRUST	73-6361424	2013	990-PF	250	0
418226015 - DOTTIE ROBERTS SCHOLARSHIP FDN.	84-1286561	2013	990-PF	0	0
41A266018 - KINTZELE KULLGREN FAMILY CHARITABLE TRUST	38-7003679	2013	990-PF	2627	0
41A469018 - BILLIE GASKILL IRREV TR	81-6116249	2013	990-PF	0	0
430269019 - KIRKLAND FOUNDATION FBO SALVATION ARMY	73-6326224	2013	990-PF	0	438
434091013 - EVANS ROY L TRUST	73-6111565	2013	990-PF	89	0
449974013 - WILSON FOUNDATION	73-1376154	2013	990-PF	0	0
470004011 - MARTIN, BEN & LAURA MEMORIAL FDNTN	73-1299645	2013	990-PF	0	0
470017013 - ZANDBERGEN, CASE & ELFREDA CHAR. FDN	73-6300138	2013	990-PF	0	0
477005011 - DONAGHEY FOUNDATION	75-1937116	2013	990-PF	205	0
477009013 - RAINEY, FRANCES L. CHAR. TRUST	75-6257932	2013	990-PF	4316	0
477011019 - SMITH, ERWIN E. FOUNDATION TRUST	75-6330553	2012	990-PF	0	0
477018014 - WHITE, HAROLD & EDNA L. FOUNDATION	73-1582836	2013	990-PF	2763	0
477283014 - BEALMEAR CHARITABLE TRUST	38-6952106	2013	990-PF	0	0
477284012 - WILLIAM AND BETTY OSBORNE TRUST	84-6194749	2013	990-PF	1661	0
480007012 - BURROW, CLARA TRUST B-1	73-6168518	2013	990-PF	314	0
610215014 - WHITE, STANLEY FOUNDATION IMA	73-1519161	2013	990-PF	11866	0
71A184010 - THE KIRCHNER FAMILY FOUNDATION	84-1246391	2013	990-PF	249	0