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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052







2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

|  |  |  |  |
|--|--|--|--|
| Name of foundation<br>EL AND THELMA GAYLORD FOUNDATION   |  | <b>A Employer identification number</b><br><br>73-1463569  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>6305 WATERFORD BOULEVARD SUITE 350   |  | <b>B Telephone number</b> (see instructions)<br><br>(405) 475-3200   |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>OKLAHOMA CITY, OK 73118  |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>  |  |
| <b>G</b> Check all that apply<br><div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div> |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>   |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br>\$ 246,476,845  |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>  |  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)  |  |  |  |

| 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) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue   | 1 Contributions, gifts, grants, etc , received (attach schedule)                                     |                                    |                           |                         |   |
|   | 2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments   |                                    |                           |                         |   |
|   | 4 Dividends and interest from securities. . . . .  | 4,259,532                          | 4,259,532                 |                         |   |
|   | 5a Gross rents . . . . .   |                                    |                           |                         |   |
|   | b Net rental income or (loss) _____  |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10   | 2,644,409                          |                           |                         |   |
|   | b Gross sales price for all assets on line 6a<br>9,553,821   |                                    |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2) . . .   |                                    | 2,644,409                 |                         |   |
|   | 8 Net short-term capital gain . . . . .  |                                    |                           |                         |   |
|   | 9 Income modifications . . . . .   |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances  |                                    |                           |                         |   |
|   | b Less Cost of goods sold . . . . .  |                                    |                           |                         |   |
|   | c Gross profit or (loss) (attach schedule) . . . . .   |                                    |                           |                         |   |
|   | 11 Other income (attach schedule) . . . . .  | 113,435                            | 68,812                    |                         |   |
|   | 12 <b>Total.</b> Add lines 1 through 11 . . . . .  | 7,017,376                          | 6,972,753                 |                         |   |
| Operating and Administrative Expenses   | 13 Compensation of officers, directors, trustees, etc  | 177,500                            | 37,500                    |                         | 140,000   |
|   | 14 Other employee salaries and wages . . . . .   | 104,030                            | 26,008                    |                         | 78,022  |
|   | 15 Pension plans, employee benefits . . . . .  | 2,971                              | 743                       |                         | 2,228   |
|   | 16a Legal fees (attach schedule) . . . . .   |                                    |                           |                         |   |
|   | b Accounting fees (attach schedule) . . . . .  | 35,400                             | 26,550                    |                         | 8,850   |
|   | c Other professional fees (attach schedule) . . . . .  | 13,918                             | 0                         |                         | 13,918  |
|   | 17 Interest . . . . .  |                                    |                           |                         |   |
|   | 18 Taxes (attach schedule) (see instructions)  | 9,129                              | 2,282                     |                         | 6,847   |
|   | 19 Depreciation (attach schedule) and depletion . . .  | 38,428                             | 0                         |                         |   |
|   | 20 Occupancy . . . . .   | 71,276                             | 0                         |                         | 0   |
|   | 21 Travel, conferences, and meetings . . . . .   | 6,406                              | 0                         |                         | 0   |
|   | 22 Printing and publications . . . . .   |                                    |                           |                         |   |
|   | 23 Other expenses (attach schedule) . . . . .  | 11,608                             | 0                         |                         | 0   |
|   | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .          | 470,666                            | 93,083                    |                         | 249,865   |
|   | 25 Contributions, gifts, grants paid . . . . .   | 8,375,903                          |                           |                         | 8,375,903   |
|   | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                                      | 8,846,569                          | 93,083                    |                         | 8,625,768   |
|   | 27 Subtract line 26 from line 12   |                                    |                           |                         |   |
|   | a <b>Excess of revenue over expenses and disbursements</b>   | -1,829,193                         |                           |                         |   |
|   | b <b>Net investment income</b> (if negative, enter -0-)  |                                    | 6,879,670                 |                         |   |
|   | 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                      | 1   | Cash—non-interest-bearing . . . . .   |   |   |                       |
|                             | 2   | Savings and temporary cash investments . . . . .  | 38,531,851  | 37,535,297  | 37,535,297            |
|                             | 3   | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____   |   |   |                       |
|                             | 4   | Pledges receivable ▶ _____<br>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) ▶ _____<br>Less allowance for doubtful accounts ▶ _____                        |   |   |                       |
|                             | 8   | Inventories for sale or use . . . . .   |   |   |                       |
|                             | 9   | Prepaid expenses and deferred charges . . . . .   | 87,960  | 496,365   | 496,365               |
|                             | 10a   | Investments—U S and state government obligations (attach schedule)  | 2,002,149   |  0           | 0                     |
|                             | b   | Investments—corporate stock (attach schedule) . . . . .   | 104,571,531   |  107,497,901 | 163,348,044           |
|                             | c   | Investments—corporate bonds (attach schedule). . . . .  | 34,514,204  |  28,275,315  | 27,429,208            |
|                             | 11  | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |   |   |                       |
|                             | 12  | Investments—mortgage loans . . . . .  |   |   |                       |
|                             | 13  | Investments—other (attach schedule) . . . . .   | 11,345,332  |  15,457,099  | 17,336,769            |
|                             | 14  | Land, buildings, and equipment basis ▶ _____ 399,766<br>Less accumulated depreciation (attach schedule) ▶ _____ 68,604            | 369,590   | 331,162   | 331,162               |
| 15                          | Other assets (describe ▶ _____)   |   |   |   |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                    | 191,422,617   | 189,593,139   | 246,476,845   |                       |
| 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 ▶ _____)  |  285 |  0         |                       |
|                             | 23  | Total liabilities (add lines 17 through 22) . . . . .   | 285   | 0   |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |   |   |   |                       |
|                             | 24  | Unrestricted . . . . .  |   |   |                       |
|                             | 25  | Temporarily restricted . . . . .  |   |   |                       |
|                             | 26  | Permanently restricted . . . . .  |   |   |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.   |   |   |   |                       |
|                             | 27  | Capital stock, trust principal, or current funds . . . . .  | 134,400,541   | 123,628,191   |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg , and equipment fund  | 0   | 0   |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds  | 57,021,791  | 65,964,948  |                       |
|                             | 30  | Total net assets or fund balances (see page 17 of the instructions) . . . . .   | 191,422,332   | 189,593,139   |                       |
| 31                          | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                    | 191,422,617   | 189,593,139   |   |                       |

| 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 | 191,422,332 |
| 2   | Enter amount from Part I, line 27a . . . . .   | 2 | -1,829,193  |
| 3   | Other increases not included in line 2 (itemize) ▶ _____   | 3 | 0           |
| 4   | Add lines 1, 2, and 3 . . . . .  | 4 | 189,593,139 |
| 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 | 189,593,139 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1 a   | PUBLICLY TRADED SECURITIES |  |                                      |                                  |
| b   | CAPITAL GAINS DIVIDENDS    | P  |                                      |                                  |
| c   |                            |  |                                      |                                  |
| d   |                            |  |                                      |                                  |
| e   |                            |  |                                      |                                  |

|                       |  |   |  |
|-----------------------|--|---|--|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a 6,896,524           |  | 6,909,412                                       | -12,888                                      |
| b 2,657,297           |  |   | 2,657,297                                    |
| 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<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| a                        |                                      |   | -12,888  |
| b                        |                                      |   | 2,657,297  |
| c                        |                                      |   |  |
| d                        |                                      |   |  |
| e                        |                                      |   |  |

|  |   |   |           |
|--|---|---|-----------|
| 2 Capital gain net income or (net capital loss)  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 2,644,409 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>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)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012   | 6,762,330                                | 192,452,005                                  | 0 035138  |
| 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  |

|   |   |             |
|---|---|-------------|
| 2 Total of line 1, column (d). . . . .  | 2 | 0 277117    |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . | 3 | 0 055423    |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .   | 4 | 219,692,411 |
| 5 Multiply line 4 by line 3. . . . .  | 5 | 12,176,012  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .   | 6 | 68,797      |
| 7 Add lines 5 and 6. . . . .  | 7 | 12,244,809  |
| 8 Enter qualifying distributions from Part XII, line 4. . . . .   | 8 | 8,625,768   |

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

|  |           |         |           |         |
|--|-----------|---------|-----------|---------|
| <b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>                               |           |         |           |         |
| <b>1a</b> 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>b</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 . . . . . |           |         |           |         |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                   | <b>1</b>  | 137,593 |           |         |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | <b>2</b>  | 0       |           |         |
| <b>3</b> Add lines 1 and 2. . . . .  | <b>3</b>  | 137,593 |           |         |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | <b>4</b>  | 0       |           |         |
| <b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .  | <b>5</b>  | 137,593 |           |         |
| <b>6</b> Credits/Payments  |           |         |           |         |
| <b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013   |           |         | <b>6a</b> | 272,600 |
| <b>b</b> Exempt foreign organizations—tax withheld at source . . . . .   |           |         | <b>6b</b> |         |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)   |           |         | <b>6c</b> |         |
| <b>d</b> Backup withholding erroneously withheld . . . . .   |           |         | <b>6d</b> |         |
| <b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .  | <b>7</b>  | 272,600 |           |         |
| <b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                       | <b>8</b>  | 41      |           |         |
| <b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>                            | <b>9</b>  |         |           |         |
| <b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . <input type="checkbox"/>                   | <b>10</b> | 134,966 |           |         |
| <b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 134,966 <b>Refunded</b> <input type="checkbox"/>        | <b>11</b> | 0       |           |         |

|  |           |     |    |
|--|-----------|-----|----|
| <b>Part VII-A    Statements Regarding Activities</b>   |           |     |    |
| <b>1a</b> 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? . . . . .   | <b>1a</b> | Yes | No |
| <b>b</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)? . . . . .<br><i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | <b>1b</b> |     | No |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .  | <b>1c</b> |     | No |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br><b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____ 0  |           |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0  |           |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>  | <b>2</b>  |     | No |
| <b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .   | <b>3</b>  |     | No |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .   | <b>4a</b> | Yes |    |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .  | <b>4b</b> | Yes |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>  | <b>5</b>  |     | No |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? . . . . .                            | <b>6</b>  | Yes |    |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>   | <b>7</b>  | Yes |    |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions)<br><input type="checkbox"/> OK _____  |           |     |    |
| <b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>   | <b>8b</b> | Yes |    |
| <b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?<br><i>If "Yes," complete Part XIV</i> . . . . .  | <b>9</b>  |     | No |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>   | <b>10</b> |     | 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<br>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"/><br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ | 15 |     |    |
| 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 |
| 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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(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 2013?. . . . .  | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</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 2013?   | 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<br>6608 N PENNSYLVANIA AVE<br>OKLAHOMA CITY,OK 73116   | CO-TRUSTEE<br>3 00  | 7,500                                     | 0   | 0                                     |
| DAVID O HOGAN<br>4626 E 54TH ST 226<br>TULSA,OK 74135  | CO-TRUSTEE<br>10 00                                       | 150,000                                   | 0   | 0                                     |
| MARY GAYLORD MCCLEAN<br>PO BOX 100<br>SIMPSONVILLE,KY 40067  | CO-TRUSTEE<br>3 00  | 10,000                                    | 0   | 0                                     |
| LOUISE GAYLORD BENNETT<br>1604 DORCHESTER DR<br>OKLAHOMA CITY,OK 73120   | CO-TRUSTEE<br>3 00  | 10,000                                    | 0   | 0                                     |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." |   |   |   |                                       |
| (a) Name and address of each employee paid more than \$50,000  | (b) Title, and average hours per week devoted to position | (c) Compensation                          | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE   |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
|  |   |   |   |                                       |
| Total number of other employees paid over \$50,000.  |   |   |   | 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.)

|   |  |    |             |
|---|--|----|-------------|
| 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 | 173,477,719 |
| b | Average of monthly cash balances. . . . .  | 1b | 38,099,243  |
| c | Fair market value of all other assets (see instructions). . . . .  | 1c | 11,461,019  |
| d | Total (add lines 1a, b, and c). . . . .  | 1d | 223,037,981 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0           |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .  | 2  | 0           |
| 3 | Subtract line 2 from line 1d. . . . .  | 3  | 223,037,981 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 3,345,570   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 219,692,411 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .   | 6  | 10,984,621  |

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  | 10,984,621 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .   | 2a | 137,593    |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |            |
| c  | Add lines 2a and 2b. . . . .  | 2c | 137,593    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 10,847,028 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .  | 4  | 0          |
| 5  | Add lines 3 and 4. . . . .  | 5  | 10,847,028 |
| 6  | Deduction from distributable amount (see instructions). . . . .   | 6  | 0          |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 10,847,028 |

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 | 8,625,768 |
| b  | Program-related investments—total from Part IX-B. . . . .  | 1b | 0         |
| 2  | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .   | 2  |           |
| 3  | Amounts set aside for specific charitable projects that satisfy the  |    |           |
| a  | Suitability test (prior IRS approval required). . . . .  | 3a |           |
| b  | Cash distribution test (attach the required schedule). . . . .   | 3b |           |
| 4  | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  | 4  | 8,625,768 |
| 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  | 0         |
| 6  | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .  | 6  | 8,625,768 |
| 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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7  |               |                            |             | 10,847,028  |
| 2 Undistributed income, if any, as of the end of 2013   |               |                            |             |             |
| a Enter amount for 2012 only. . . . .   |               |                            | 0           |             |
| b Total for prior years 20____, 20____, 20____  |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2013   |               |                            |             |             |
| a From 2008. . . . .  |               |                            |             | 712,360     |
| b From 2009. . . . .  |               |                            |             | 510,396     |
| c From 2010. . . . .  |               |                            |             | 340,642     |
| d From 2011. . . . .  |               |                            |             | 1,589,284   |
| e From 2012. . . . .  |               |                            |             | 6,762,330   |
| f Total of lines 3a through e. . . . .  | 9,915,012     |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 8,625,768  |               |                            |             |             |
| a Applied to 2012, 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). . . . .  | 7,693,752     |                            |             |             |
| d Applied to 2013 distributable amount. . . . .   |               |                            |             | 932,016     |
| e Remaining amount distributed out of corpus  | 0             |                            |             |             |
| 5 Excess distributions carryover applied to 2013<br>(If an amount appears in column (d), the same amount must be shown in column (a).)  | 9,915,012     |                            |             | 9,915,012   |
| 6 Enter the net total of each column as indicated below:  |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5   | 7,693,752     |                            |             |             |
| 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 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .   |               |                            | 0           |             |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .   |               |                            |             | 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 2008 not applied on line 5 or line 7 (see instructions). . .  | 0             |                            |             |             |
| 9 Excess distributions carryover to 2014.<br>Subtract lines 7 and 8 from line 6a . . . . .  | 7,693,752     |                            |             |             |
| 10 Analysis of line 9   |               |                            |             |             |
| a Excess from 2009. . . .   |               |                            |             |             |
| b Excess from 2010. . . .   |               |                            |             |             |
| c Excess from 2011. . . .   |               |                            |             |             |
| d Excess from 2012. . . .   |               |                            |             |             |
| e Excess from 2013. . . .   | 7,693,752     |                            |             |             |

## Part XIV

**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. . . .

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

|  |                 |                 |                 |                 |                  |
|--|-----------------|-----------------|-----------------|-----------------|------------------|
| <b>2a</b> 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   |                 |                 | <b>(e) Total</b> |
|  | <b>(a) 2013</b> | <b>(b) 2012</b> | <b>(c) 2011</b> | <b>(d) 2010</b> |                  |
|  |                 |                 |                 |                 |                  |
| <b>b</b> 85% of line 2a . . . . .  |                 |                 |                 |                 |                  |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .   |                 |                 |                 |                 |                  |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .   |                 |                 |                 |                 |                  |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |                 |                 |                 |                 |                  |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon   |                 |                 |                 |                 |                  |
| <b>a</b> "Assets" alternative test—enter   |                 |                 |                 |                 |                  |
| <b>(1)</b> Value of all assets . . . . .   |                 |                 |                 |                 |                  |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)   |                 |                 |                 |                 |                  |
| <b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .                                |                 |                 |                 |                 |                  |
| <b>c</b> "Support" alternative test—enter  |                 |                 |                 |                 |                  |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |                 |                 |                 |                 |                  |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .                                       |                 |                 |                 |                 |                  |
| <b>(3)</b> Largest amount of support from an exempt organization   |                 |                 |                 |                 |                  |
| <b>(4)</b> 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:

• 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) )

• 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 address 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](http://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](mailto: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<br>See Additional Data Table |   |                                |                                  |           |
| Total . . . . .                                     |   |                                | 3a                               | 8,375,903 |
| b Approved for future payment                       |   |                                |                                  |           |
| Total . . . . .                                     |   |                                | 3b                               | 0         |


Enter gross amounts unless otherwise indicated

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


Form **990-PF** (2013)



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> Paid during the year  |   |                                |                                  |           |
| A CHANCE TO CHANGE FOUNDATION 5228 CLASSEN CIRCLE OKLAHOMA CITY,OK 73118   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| ABILITY RESOURCES INC 823 S DETROIT AVENUE TULSA,OK 74120  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,170     |
| ALLIED ARTS 1015 N BROADWAY AVENUE 200 OKLAHOMA CITY,OK 73102  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| ALZHEIMER'S ASSOCIATION 2123 N CLASSEN BLVD OKLAHOMA CITY,OK 73106   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 15,000    |
| AMERICAN INDIAN CULTURAL FOUNDATION 900 N BROADWAY AVENUE SUITE 200 OKLAHOMA CITY,OK 73102                             | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 650,000   |
| AMERICAN SADDLEBREAD HORSE ASSN 4083 IRON WORKS PARKWAY LEXINGTON,KY 40511   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 15,000    |
| ANGELS FOSTER FAMILY NETWORK 1400 S BROADWAY EDMOND,OK 73034   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| ARTS & HUMANITIES COUNCIL OF OKLAHOMA 400 W CALIFORNIA AVENUE OKLAHOMA CITY,OK 73102                                   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 20,000    |
| ASHEVILLE SCHOOL 360 ASHEVILLE SCHOOL ROAD ASHEVILLE,NC 28806  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 100,000   |
| BLAZE'S TRIBUTE EQUINE RESCUE INC 17667 MARKITA DRIVE JONES,OK 73049   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 3,000     |
| BOYS & GIRLS CLUBS OF OKLAHOMA COUNTY 3535 N WESTERN AVENUE OKLAHOMA CITY,OK 73118                                     | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 2,500     |
| CALM WATERS 4334 NW EXPRESSSWAY 101 OKLAHOMA CITY,OK 73116   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 20,000    |
| CANTERBURY CHORAL SOCIETY 428 W CALIFORNIA AVENUE OKLAHOMA CITY,OK 73102   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| CARE CENTER PO BOX 1125 OKLAHOMA CITY,OK 73101   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| CASADY SCHOOL 9500 PENNSYLVANIA AVENUE THE VILLAGE,OK 73120  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 525,000   |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |

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> Paid during the year  |   |                                |                                  |           |
| CATHOLIC CHARITIES ARCHDIOCESE OF OKC 1501 N CLASSEN BLVD OKLAHOMA CITY,OK 73106                                       | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 2,500     |
| CATHOLIC RELIEF SERVICES 228 W LEXINGTON STREET BALTIMORE,MD 21201   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| CENTER FOR CHILDREN AND FAMILIES INC 1151 E MAIN STREET NORMAN,OK 73071  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| CENTRAL OKLAHOMA HUMANE SOCIETY 7500 N WESTERN AVENUYE OKLAHOMA CITY,OK 73116  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| CFLMAPS 20TH ANNIVERSARY 200 N WALKER OKLAHOMA CITY,OK 73102   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| CHEYENNE MOUNTAIN ZOO 2450 CHEYENNE MOUNTAIN ZOO ROAD COLORADO SPRINGS,CO 80906  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 25,000    |
| CHILDREN'S HOSPITAL FOUNDATION 1200 CHILDRENS AVENUE OKLAHOMA CITY,OK 73104  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 800       |
| CHILDREN'S MEDICAL RESEARCH 800 RESEARCH PARKWAY 150 OKLAHOMA CITY,OK 73104  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200,000   |
| CITIZENS CARING FOR CHILDREN 45 NE 50TH STREET OKLAHOMA CITY,OK 73105  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| CLAREHOUSE 7617 S MINGO ROAD TULSA,OK 74133  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 2,500     |
| COLONIAL WILLIAMSBURG FOUNDATION 313 FIRST STREET WILLIAMSBURG,VA 23185  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| COLORADO SPRINGS CONSERVATORY 415 SAHWATCH STREET COLORADO SPRINGS,CO 80903  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 700       |
| D-DENT INC 6430 N WESTERN SUITE 200 OKLAHOMA CITY,OK 73116   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| DEAN MCGEE EYE INSTITUTE 608 STANTON L YOUNG BLVD OKLAHOMA CITY,OK 73104   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 300,000   |
| DOMESTIC VIOLENCE INTERVENTION 3815 N SANTA FE AVENUE OKLAHOMA CITY,OK 73118   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |




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> Paid during the year  |   |                                |                                  |           |
| EWI OKC 3860 S 2300 EAST<br>SALT LAKE CITY,UT 84109  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,000     |
| EXECUTIVE SERVICE CORPS OF<br>CENTRAL OKLAHOMA 600 N<br>WALKER AVENUE<br>OKLAHOMA CITY,OK 73102                        | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| FIRST PRESBYTERIAN CHURCH OF<br>EDMOND 1001 S RANKIN STREET<br>EDMOND,OK 73034   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 21,300    |
| GATESWAY FOUNDATION 1217 E<br>COLLEGE STREET<br>BROKEN ARROW,OK 74012  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,200     |
| GEORGE W BUSH FOUNDATION<br>2943 SMU BLVD<br>DALLAS,TX 75205   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 100,000   |
| GIRLS SCOUTS - WESTERN<br>OKLAHOMA 6100 N ROBINSON<br>OKLAHOMA CITY,OK 73118   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| HARN HOMESTEAD 1721 N<br>LINCOLN BLVD<br>OKLAHOMA CITY,OK 73105  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| HEARTLINE INC PO BOX 12832<br>OKLAHOMA CITY,OK 73157   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 20,000    |
| HEARTS FOR HEARING 3525 NW<br>56TH STREET<br>OKLAHOMA CITY,OK 73112  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 152,900   |
| I2E INC 840 RESEARCH PARKWAY<br>OKLAHOMA CITY,OK 73104   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| JDRF CENTRAL OKLAHOMA<br>BRANCH 2212 NW 50TH SUITE<br>158C<br>OKLAHOMA CITY,OK 73112                                   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,500     |
| JONES OK HISTORICAL SOCIETY<br>145 NW FIRST STREET<br>JONES,OK 73049   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200       |
| KEYSTONE ADVENTURE SCHOOL &<br>FARM 19201 N WESTERN AVENUE<br>EDMOND,OK 73012  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 30,000    |
| LAST FRONTIER COUNCIL - BSA<br>3031 NW 64TH STREET<br>OKLAHOMA CITY,OK 73116   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 106,520   |
| MEALS ON WHEELS 201 S 6TH<br>STREET<br>KINGFISHER,OK 73750   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |


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> Paid during the year  |   |                                |                                  |           |
| MERCY HEALTH CENTER FOUNDATION 655 MARYVILLE CENTRE DRIVE ST LOUIS,MO 63141  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| NATIONAL AMBUCS INC SOONER PO BOX 5127 HIGH POINT,NC 27262   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| NEIGHBOR FOR NEIGHBOR 505 EAST 36TH STREET N TULSA,OK 74106  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 100,000   |
| NEIGHBORHOOD ALLIANCE FOR OKC INC 1236 NW 36TH STREET OKLAHOMA CITY,OK 73118   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| NEW VIEW OKLAHOMA INC 501 N DOUGLAS AVENUE OKLAHOMA CITY,OK 73106  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 30,000    |
| OKLAHOMA CENTENNIAL BOTANICAL GARDENS 43RD STREET N TULSA,OK 74127   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200       |
| OKLAHOMA CENTER FOR NONPROFITS 720 W WILSHIRE BLVD OKLAHOMA CITY,OK 73116  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| OKLAHOMA CITY ALL SPORTS ASSOCIATION 211 N ROBINSON 1 LEADERSHIP SQUARE SUITE 250 OKLAHOMA CITY,OK 73102               | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| OKLAHOMA CITY BEAUTIFUL 3535 N CLASSEN BLVD OKLAHOMA CITY,OK 73118   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 31,723    |
| OKLAHOMA CITY BOATHOUSE FOUNDATION 725 N LINCOLN BLVD OKLAHOMA CITY,OK 73129   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 100,000   |
| OKLAHOMA CITY MUSEUM OF ART 415 COUCH DRIVE OKLAHOMA CITY,OK 73102   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| OKLAHOMA CITY NATIONAL MEMORIAL 620 N HARVEY AVENUE OKLAHOMA CITY,OK 73102   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200,000   |
| OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELDER AVENUE OKLAHOMA CITY,OK 73106  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200,000   |
| OKLAHOMA CONTEMPORARY ARTS CENTER 3000 GENERAL PERSHING BLVD OKLAHOMA CITY,OK 73107                                    | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 2,000     |
| OKLAHOMA FOUNDATION FOR EXCELLENCE 120 N ROBINSON DRIVE OKLAHOMA CITY,OK 73102   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 15,000    |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |


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> Paid during the year  |   |                                |                                  |           |
| OKLAHOMA HERITAGE ASSOCIATION 1400 CLASSEN DRIVE OKLAHOMA CITY,OK 73106  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200       |
| OKLAHOMA MEDICAL RESEARCH FOUNDATION 825 NE 13TH STREET OKLAHOMA CITY,OK 73104   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,250,000 |
| OKLAHOMA RIVER ENDOWMENT FOUNDATION 725 N LINCOLN BLVD OKLAHOMA CITY,OK 73129  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| OKLAHOMA STATE UNIVERSITY FOUNDATION 400 S MONROE STREET STILLWATER,OK 74074   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 400,000   |
| PHILBROOK MUSEUM OF ART 2727 S ROCKFORD ROAD TULSA,OK 74114  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200       |
| PIONEER WOMAN MUSEUM ADVISORY BOARD 701 MONUMENT ROAD PONCA CITY,OK 74603  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| POSITIVE TOMORROWS PO BOX 61190 OKLAHOMA CITY,OK 73146   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 110,600   |
| POSSIBILITIES 621 NW 20TH STREET OKLAHOMA CITY,OK 73103  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 15,000    |
| RAINBOW FLEET 3024 PASEO OKLAHOMA CITY,OK 73103  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| REGIONAL FOOD BANK OF OKLAHOMA 3355 S PURDUE AVENUE OKLAHOMA CITY,OK 73137   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 100,000   |
| RESONANCE CENTER FOR WOMEN INC 1608 S ELWOOD AVENUE TULSA,OK 74119   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 15,000    |
| ROCKY MOUNTAIN NATURE ASSOCIATION PO BOX 3100 ESTES PARK,CO 80517  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| SADDLEBRED RESCUE INC 6 MEADOW CLIFF LANE HARDWICK,NJ 07825  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| SAINT SIMEON'S FOUNDATION 3701 MARTIN LUTHER KING JR BLVD TULSA,OK 74106   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,400     |
| SCIENCE MUSEUM OKLAHOMA 2100 NE 52ND STREET OKLAHOMA CITY,OK 73111   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 300,000   |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |


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>   |   |                                |                                  |           |
| SEARCH DOG FOUNDATION 501 E OJAI AVENUE<br>OJAI,CA 93023   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 150,000   |
| SHINE FOUNDATION 2725 S BERRY ROAD<br>NORMAN,OK 73072  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| SKYLINE URBAN MINISTRY 500 SE 15TH STREET<br>OKLAHOMA CITY,OK 73129  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| SPECIAL CARE 12201 N WESTERN AVENUE<br>OKLAHOMA CITY,OK 73114  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| ST ANTHONY HOSPITAL FOUNDATION 601 NW 11TH STREET<br>OKLAHOMA CITY,OK 73103  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 2,000     |
| STAND IN THE GAP 3939 S HARVARD SUITE 120<br>TULSA,OK 74135  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 16,000    |
| STUDENT MOBILIZATION INC PO BOX 567<br>CONWAY,AR 72033   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,200     |
| SUNBEAM FAMILY SERVICES 616 NW 21ST STREET<br>OKLAHOMA CITY,OK 73103   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 100,000   |
| TEACH FOR AMERICA - OKLAHOMA 730 W WILSHIRE BLVD<br>OKLAHOMA CITY,OK 73116   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200,000   |
| THE BRIDGES FOUNDATION 1345 N LEWIS AVENUE<br>TULSA,OK 74110   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 11,200    |
| THE CENTER FOR INDIVIDUALS WITH PHYSICAL 715 S UTICA AVENUE<br>TULSA,OK 74104  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 2,500     |
| THE CHILDREN'S CENTER 6800 NORTHWEST 39TH EXPRESSWAY<br>BETHANY,OK 73008   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 40,000    |
| THE EDUCATION & EMPLOYMENT MINISTRY 14 NE 13TH STREET<br>OKLAHOMA CITY,OK 73104  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 20,000    |
| THE LITTLE LIGHT HOUSE 5120 E 36TH STREET<br>TULSA,OK 74135  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| THE OKLAHOMA CARING FOUNDATION INC 3817 NORTHWEST EXPRESSWAY<br>OKLAHOMA CITY,OK 73112                                 | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |

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 PARENT CHILD CENTER OF<br>TULSA 1421 S BOSTON AVENUE<br>TULSA,OK 74119   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| THE SALVATION ARMY OF<br>CENTRAL OKLAHOMA 311 SW 5TH<br>STREET<br>OKLAHOMA CITY,OK 73109                               | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 100,000   |
| THE SILENCE FOUNDATION PO<br>BOX 12291<br>OKLAHOMA CITY,OK 73157   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 10,000    |
| TREE BANK FOUNDATION 16301 N<br>ROCKWELL AVENUE<br>EDMOND,OK 73013   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,000     |
| TULSA AREA UNITED WAY 1430 S<br>BOULDER AVENUE W<br>TULSA,OK 74119   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| TULSA BALLET 1212 E 45TH<br>PLACE<br>TULSA,OK 74105  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 4,200     |
| TULSA BOYS' HOME 2727 S 137TH<br>W AVENUE<br>SAND SPRINGS,OK 74063   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 25,000    |
| TULSA CASA 700 S BOSTON<br>AVENUE<br>TULSA,OK 74119  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 5,000     |
| TULSA CHILDREN'S MUSEUM 560<br>MAYBELLE AVENUE<br>TULSA,OK 74127   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 850       |
| TULSA COMMUNITY FOUNDATION<br>7030 S YALE AVENUE<br>TULSA,OK 74136   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 200       |
| TULSA KIWANIS CLUB<br>FOUNDATION 125 W 15TH STREET<br>102<br>TULSA,OK 74119  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 500       |
| TULSA OPERA INCOPORATED<br>1610 S BOULDER AVENUE W<br>TULSA,OK 74119   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,000     |
| TULSA ZOO FRIENDS INC 6421 E<br>36TH STREET N<br>TULSA,OK 74115  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 240       |
| UNITED WAY OF CENTRAL<br>OKLAHOMA 1444 NW 29TH<br>STREET<br>OKLAHOMA CITY,OK 73106                                     | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 500,000   |
| UNIVERSITY OF CENTRAL<br>OKLAHOMA 100 N UNIVERSITY<br>DRIVE<br>EDMOND,OK 73034   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 400       |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |

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>   |   |                                |                                  |           |
| UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD<br>NORMAN,OK 73109   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 42,500    |
| VARIETY CARE FOUNDATION 300 N GRAND BLVD<br>OKLAHOMA CITY,OK 73107   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| WHITE FIELDS INC 7127 N COUNTY LINE ROAD<br>PIEDMONT,OK 73078  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 30,000    |
| WINDWALKERS 1030 COUNTRY ROAD 102<br>CARBONDALE,CO 81623   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 4,000     |
| YMCA OF OKLAHOMA CITY 500 N BROADWAY SUITE 500<br>OKLAHOMA CITY,OK 73102   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 6,000     |
| YMCA OF THE ROCKIES 2515 TUNNEL ROAD<br>ESTES PARK,CO 80511  | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 50,000    |
| YOUTH SERVICES OF TULSA 311 S MADISON AVENUE<br>TULSA,OK 74120   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 35,000    |
| YWCA OF OKLAHOMA CITY 2460 W I-44 SERVICE ROAD<br>OKLAHOMA CITY,OK 73112   | NONE  | PUBLIC                         | GENERAL PURPOSE                  | 1,000,000 |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 8,375,903 |

**TY 2013 Accounting Fees Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

| Category                               | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--|--------|--------------------------|------------------------|---|
| PREPARATION OF TAX<br>RETURNS          | 6,950  | 0                        |                        | 6,950                                       |
| PREPARATION OF<br>FINANCIAL STATEMENTS | 28,450 | 26,550                   |                        | 1,900                                       |

**TY 2013 All Other Program  
Related Investments Schedule**

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

| Category | Amount |
|----------|--------|
| N/A      | 0      |



**TY 2013 Distribution from Corpus Election**

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

**Election:** THE FOUNDATION HEREBY MAKES THIS ELECTION WITH RESPECT TO THE \$7,693,752 SHOWN ON F990-PF(2013), PART XIII, LINE 4 (C), COLUMN (A).

**TY 2013 Investments Corporate  
Bonds Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

| <b>Name of Bond</b>                      | <b>End of Year Book<br/>Value</b> | <b>End of Year Fair<br/>Market Value</b> |
|--|-----------------------------------|--|
| ACCRUED INTEREST                         | 0                                 | 97,698                                   |
| CORPORATE FIXED INCOME                   | 6,664,885                         | 6,049,249                                |
| INTERNATIONAL FIXED INCOME               | 5,681,434                         | 5,462,955                                |
| OTHER EQUITIIES: HIGH YIELD FIXED INCOME | 10,086,744                        | 10,277,703                               |
| PURCHASED INTEREST                       | 127                               | 0  |
| TAXABLE BOND FUNDS                       | 5,842,125                         | 5,541,603                                |

## TY 2013 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                | 4,338,300                     |
| ASHFORD HOSPITALITY                             | 49,662                 | 126,245                       |
| CBS CORP NEW CLASS B                            | 1,377,159              | 7,286,630                     |
| CIT GROUP, INC.                                 | 57,271                 | 84,711                        |
| FSP MONUMENT CIRCLE                             | 268,627                | 300,000                       |
| FSP UNION CENTRE CORP                           | 710,510                | 784,000                       |
| OTHER EQUITIES: DEUTCHE HIGH YIELD FIXED INCOME | 36,011                 | 36,838                        |
| OTHER EQUITIES: JP MORGAN LARGE CAP             | 249,660                | 292,685                       |
| OTHER EQUITIES: JP MORGAN MID CAP               | 19,217,254             | 27,825,024                    |
| OTHER EQUITIES: JP MORGAN SMALL CAP             | 18,530,305             | 26,736,836                    |
| OTHER EQUITIES: SMITH BARNEY MID CAP            | 6,208,763              | 11,688,168                    |
| OTHER EQUITIES: SMITH BARNEY SMALL CAP          | 2,927,865              | 6,125,052                     |
| OTHER EQUITIIES: INTERNATIONAL EQUITIES         | 37,031,179             | 41,701,918                    |
| OTHER EQUITIIES: SMITH BARNEY LARGE CAP         | 6,315,866              | 9,756,583                     |
| RYMAN HOSPITALITY                               | 12,776,299             | 21,557,227                    |
| SECURITY DEVICES INTERNATIONAL                  | 250,000                | 250,000                       |
| SPYDRSAFE MOBILE SECURITY                       | 150,000                | 160,000                       |
| VIACOM INC NEW CLASS B                          | 749,949                | 4,297,827                     |

# TY 2013 Investments Government Obligations Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

|   |   |
|---|---|
| <b>US Government Securities - End of<br/>Year Book Value:</b> | 0 |
|---|---|

|  |   |
|--|---|
| <b>US Government Securities - End of<br/>Year Fair Market Value:</b> | 0 |
|--|---|

|  |   |
|--|---|
| <b>State &amp; Local Government<br/>Securities - End of Year Book<br/>Value:</b> | 0 |
|--|---|

|   |   |
|---|---|
| <b>State &amp; Local Government<br/>Securities - End of Year Fair<br/>Market Value:</b> | 0 |
|---|---|

## TY 2013 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               | 7,610,189  | 6,895,000                     |
| REAL ESTATE INVESTMENTS           | AT COST               | 4,612,776  | 5,257,836                     |
| REAL ESTATE PARTNERSHIPS          | AT COST               | 2,824,656  | 4,774,433                     |

**TY 2013 Other Expenses Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

| Description     | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-----------------|-----------------------------------|--------------------------|---------------------|--|
| INSURANCE       | 1,849                             | 0                        |                     | 0  |
| OFFICE EXPENSES | 9,759                             | 0                        |                     | 0  |

**TY 2013 Other Income Schedule**

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

| Description                                 | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|---|-----------------------------------|--------------------------|---------------------|
| INCOME/(LOSS) FROM PARTNERSHIP PASSTHROUGHS | 113,435                           | 68,812                   | 113,435             |

## TY 2013 Other Liabilities Schedule

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

| Description               | Beginning of Year -<br>Book Value | End of Year - Book<br>Value |
|---------------------------|-----------------------------------|-----------------------------|
| OTHER PAYROLL LIABILITIES | 285                               | 0                           |



**TY 2013 Other Professional Fees Schedule**

**Name:** EL AND THELMA GAYLORD FOUNDATION

**EIN:** 73-1463569

| Category          | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-------------------|--------|--------------------------|------------------------|---|
| COMPUTER EXPENSES | 13,918 | 0                        |                        | 13,918                                      |

**TY 2013 Taxes Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

| Category      | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------|--------|--------------------------|------------------------|---|
| PAYROLL TAXES | 8,652  | 2,163                    |                        | 6,489                                       |
| OTHER TAXES   | 477    | 119                      |                        | 358   |