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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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation EL AND THELMA GAYLORD FOUNDATION		A Employer identification number 73-1463569	
Number and street (or P O box number if mail is not delivered to street address) 6305 WATERFORD BOULEVARD SUITE 350		B Telephone number (see instructions) (405) 475-3200	
City or town, state or province, country, and ZIP or foreign postal code OKLAHOMA CITY, OK 73118		C If exemption application is pending, check here <input type="checkbox"/>	
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 251,037,006		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" 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.	4,508,046	4,589,865		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,388,803			
	b Gross sales price for all assets on line 6a 4,755,621				
	7 Capital gain net income (from Part IV, line 2) . . .		4,700,798		
	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)		-489,641		
	12 Total. Add lines 1 through 11	8,896,849	8,801,022		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	180,000	37,500		142,500
	14 Other employee salaries and wages	106,846	26,712		80,134
	15 Pension plans, employee benefits	2,811	703		2,108
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	27,400	20,550		6,850
	c Other professional fees (attach schedule)	578	0		578
	17 Interest	2,038	2,038		0
	18 Taxes (attach schedule) (see instructions)	236,452	3,172		9,515
	19 Depreciation (attach schedule) and depletion . . .	38,428	0		
	20 Occupancy	73,107	0		73,107
	21 Travel, conferences, and meetings	4,074	0		4,074
	22 Printing and publications				
	23 Other expenses (attach schedule)	38,569	0		38,569
	24 Total operating and administrative expenses. Add lines 13 through 23	710,303	90,675		357,435
	25 Contributions, gifts, grants paid	9,779,905			9,779,905
	26 Total expenses and disbursements. Add lines 24 and 25	10,490,208	90,675		10,137,340
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,593,359			
	b Net investment income (if negative, enter -0-)		8,710,347		
c Adjusted net income (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	37,535,297	28,899,651	28,899,651
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	496,365	274,094	274,094
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	107,497,901	<input checked="" type="checkbox"/> 112,665,066	172,772,108
	c	Investments—corporate bonds (attach schedule).	28,275,315	<input checked="" type="checkbox"/> 26,115,782	24,635,433
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	15,457,099	<input checked="" type="checkbox"/> 19,753,703	24,163,020
	14	Land, buildings, and equipment basis ▶ _____ 399,766 Less accumulated depreciation (attach schedule) ▶ 107,032	331,162	292,734	292,700
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	189,593,139	188,001,030	251,037,006	
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 ▶ _____)	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 1,250	
	23	Total liabilities (add lines 17 through 22)	0	1,250	
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	123,628,191	125,457,383	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	65,964,948	62,542,397	
	30	Total net assets or fund balances (see instructions)	189,593,139	187,999,780	
31	Total liabilities and net assets/fund balances (see instructions) . . .	189,593,139	188,001,030		

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	189,593,139
2	Enter amount from Part I, line 27a	2	-1,593,359
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	187,999,780
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	187,999,780

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS FROM PARTNERSHIP PASSTHROUGHS	P		
c	CAPITAL GAIN FROM PFIC	P		
d	CAPITAL GAINS DIVIDENDS	P		
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 109,567		54,823	54,744
b 237,521			237,521
c 74,474			74,474
d 4,334,059			4,334,059
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			54,744
b			237,521
c			74,474
d			4,334,059
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	4,700,798
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 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))
2013	8,625,768	219,692,411	0 039263
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

2	Total of line 1, column (d).	2	0 269653
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 053931
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	237,335,490
5	Multiply line 4 by line 3.	5	12,799,740
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	87,103
7	Add lines 5 and 6.	7	12,886,843
8	Enter qualifying distributions from Part XII, line 4.	8	10,137,340

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	174,207
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	174,207
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	174,207
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	134,966	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	120,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	254,966
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	487
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	80,272
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 80,272 Refunded		11	0

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	Yes	
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b	Yes	
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) OK				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.GAYLORDFOUNDATION.COM				
14	The books are in care of ▶ E L AND THELMA GAYLORD FOUNDATION Telephone no ▶ (405) 475-3200 Located at ▶ 6305 WATERFORD BOULEVARD SUITE 350 OKLAHOMA CITY OK ZIP +4 ▶ 73118			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	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)? <input type="checkbox"/> No 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 2014?. <input type="checkbox"/>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is 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). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any 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 2014 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 2014.</i>). <input type="checkbox"/>	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 2014?	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 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				<input 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 6608 N PENNSYLVANIA AVE OKLAHOMA CITY, OK 73116	CO-TRUSTEE 3 00	10,000	0	0
DAVID O HOGAN 4626 E 54TH ST 226 TULSA, OK 74135	CO-TRUSTEE 10 00	150,000	0	0
MARY GAYLORD MCCLEAN PO BOX 100 SIMPSONVILLE, KY 40067	CO-TRUSTEE 3 00	10,000	0	0
LOUISE GAYLORD BENNETT 1604 DORCHESTER DR OKLAHOMA CITY, OK 73120	CO-TRUSTEE 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 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	190,866,381
b	Average of monthly cash balances.	1b	33,468,592
c	Fair market value of all other assets (see instructions).	1c	16,614,763
d	Total (add lines 1a, b, and c).	1d	240,949,736
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	240,949,736
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,614,246
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	237,335,490
6	Minimum investment return. Enter 5% of line 5.	6	11,866,775

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	11,866,775
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	174,207
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	1,647
c	Add lines 2a and 2b.	2c	175,854
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,690,921
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	11,690,921
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	11,690,921

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	10,137,340
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	10,137,340
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	10,137,340
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				11,690,921
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				7,693,752
f Total of lines 3a through e.	7,693,752			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 10,137,340				
a Applied to 2013, 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).	0			
d Applied to 2014 distributable amount.				10,137,340
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,553,581			1,553,581
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,140,171			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	6,140,171			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				6,140,171
e Excess from 2014. . . .				

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

(4) Gross investment income					
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3. 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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	9,779,905
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** (2014)

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

[illegible]

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


b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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


Sign Here	*****	2015-11-13	*****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name W LYNDEL LACKEY	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00234298
	Firm's name <input checked="" type="checkbox"/> HOGANTAYLOR LLP			Firm's EIN <input checked="" type="checkbox"/> 73-1413977	
	Firm's address <input checked="" type="checkbox"/> 11600 BROADWAY EXTENSION SUITE 300 OKLAHOMA CITY, OK 73114			Phone no. (405) 848-2020	


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OKLAHOMA CITY ALL SPORTS ASSOCIATION 211 N ROBINSON 1 LEADERSHIP SQUARE SUITE 250 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	100,000
1893 LAND RUN HISTORICAL CENTER INC PO BOX 242 MEDFORD,OK 73759	NONE	PUBLIC	GENERAL PURPOSE	2,500
A CHANCE TO CHANGE FOUNDATION 5228 CLASSEN CIRCLE OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL PURPOSE	25,000
A NEW LEAF 2306 S 1ST PL BROKEN ARROW,OK 74012	NONE	PUBLIC	GENERAL PURPOSE	5,000
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	252,000
ANGELS FOSTER FAMILY NETWORK 1400 S BROADWAY EDMOND,OK 73034	NONE	PUBLIC	GENERAL PURPOSE	10,000
ANIMAL RESCUE FRIENDS INC ARF C/O TOWN HALL 6407 AVONDALE NICHOLS HILLS,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	20,000
ARTHRITIS FOUNDATION 710 WILSHIRE CREEK BLVD 101 OKLAHOMA CITY,OK 73116	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
CAMPUS CRUSADE FOR CHRIST 100 LAKE HART DRIVE ORLANDO,FL 32832	NONE	PUBLIC	GENERAL PURPOSE	600
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	27,500
CASADY SCHOOL 9500 PENNSYLVANIA AVENUE THE VILLAGE,OK 73120	NONE	PUBLIC	GENERAL PURPOSE	530,000
Total  3a				9,779,905


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)				
a <i>Paid during the year</i>				
CATHOLIC CHARITIES ARCHDIOCESE OF OKC 1501 N CLASSEN BLVD OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL PURPOSE	100,000
CENTER OF FAMILY LOVE 6TH ST OKARCHE,OK 73762	NONE	PUBLIC	GENERAL PURPOSE	25,000
CENTRAL OKLAHOMA HUMANE SOCIETY 7500 N WESTERN AVENUYE OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	50,000
CHILD ABUSE NETWORK INC 2829 S SHERIDAN ROAD TULSA,OK 74129	NONE	PUBLIC	GENERAL PURPOSE	340
CHILDREN'S HOSPITAL FOUNDATION 1200 CHILDRENS AVENUE OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL PURPOSE	8,600
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
CITY CARE 923 N ROBINSON 320 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	25,000
CLAREHOUSE 7617 S MINGO ROAD TULSA,OK 74133	NONE	PUBLIC	GENERAL PURPOSE	5,000
COLONIAL WILLIAMSBURG FOUNDATION 313 FIRST STREET WILLIAMSBURG,VA 23185	NONE	PUBLIC	GENERAL PURPOSE	10,000
COLORADO SPRINGS CONSERVATORY 415 SAWWATCH STREET COLORADO SPRINGS,CO 80903	NONE	PUBLIC	GENERAL PURPOSE	50,000
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 N KENOSHA AVENUE TULSA,OK 74106	NONE	PUBLIC	GENERAL PURPOSE	400
CRITTER TALES INC 5808 NW 45TH ST WARR ACRES,OK 73122	NONE	PUBLIC	GENERAL PURPOSE	1,000
CROSSTOWN LEARNING CENTER 2501 E ARCHER STREET TULSA,OK 74110	NONE	PUBLIC	GENERAL PURPOSE	100,000
D-DENT INC 6430 N WESTERN SUITE 200 OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	5,000
Total  3a				9,779,905


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)				
a <i>Paid during the year</i>				
DAILY LIVING CENTERS 3000 N ROCKWELL AVE BETHANY,OK 73008	NONE	PUBLIC	GENERAL PURPOSE	25,000
DEAN MCGEE EYE INSTITUTE 608 STANTON L YOUNG BLVD OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL PURPOSE	52,000
DOMESTIC VIOLENCE INTERVENTION 3815 N SANTA FE AVENUE OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL PURPOSE	20,000
EARLY FOUNDATIONS FAMILY OUTREACH 3901 NW 63RD ST SUITE 100 OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	25,000
EMERGENCY INFANT SERVICES 222 S HOUSTON AVENUE TULSA,OK 74127	NONE	PUBLIC	GENERAL PURPOSE	20,000
EXECUTIVE SERVICE CORPS OF CENTRAL OKLAHOMA 600 N WALKER AVENUE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	5,000
FAMILY BUILDERS 415 NW 5TH STREET OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	10,000
FIRST PRESBYTERIAN CHURCH OF EDMOND 1001 S RANKIN STREET EDMOND,OK 73034	NONE	PUBLIC	GENERAL PURPOSE	18,472
FIRST UNITED METHODIST CHURCH 305 E HURD ST EDMOND,OK 73034	NONE	PUBLIC	GENERAL PURPOSE	200
GEORGE W BUSH FOUNDATION 2943 SMU BLVD DALLAS,TX 75205	NONE	PUBLIC	GENERAL PURPOSE	100,000
GIRL SCOUTS - WESTERN OKLAHOMA 6100 N ROBINSON OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL PURPOSE	50,000
GLOBAL MISSION PARTNERS INC PO BOX 851952 YUKON,OK 73085	NONE	PUBLIC	GENERAL PURPOSE	600
GREATER OKC YOUTHD&A FIELDS AND FUTURES 7001 NORTHWEST 164TH STREET EDMOND,OK 73013	NONE	PUBLIC	GENERAL PURPOSE	50,000
GUY FRASER HARRISON ACADEMY FOR THE PERFORMING ARTS INC 428 WEST CALIFORNIA AVENUE 200 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	1,500
HEARTLINE INC PO BOX 12832 OKLAHOMA CITY,OK 73157	NONE	PUBLIC	GENERAL PURPOSE	20,000
Total  3a				9,779,905

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)				
a <i>Paid during the year</i>				
HEARTS FOR HEARING 3525 NW 56TH STREET OKLAHOMA CITY,OK 73112	NONE	PUBLIC	GENERAL PURPOSE	152,900
HOMELESS ALLIANCE 1724 NW 4TH STREET OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL PURPOSE	150,000
I2E INC 840 RESEARCH PARKWAY OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL PURPOSE	20,000
INFANT CRISIS SERVICES 4224 N LINCOLN BLVD OKLAHOMA CITY,OK 73105	NONE	PUBLIC	GENERAL PURPOSE	100,000
IRON GATE 501 S CINCINNATI AVE TULSA,OK 74103	NONE	PUBLIC	GENERAL PURPOSE	5,000
JIM RILEY OUTREACH INC 2201 CARDINAL DRIVE EDMOND,OK 73013	NONE	PUBLIC	GENERAL PURPOSE	10,000
JUNIOR LEAGUE OKLAHOMA CITY 1001 NW GRAND BLVD OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL PURPOSE	14,000
KEYSTONE ADVENTURE SCHOOL & FARM 19201 N WESTERN AVENUE EDMOND,OK 73012	NONE	PUBLIC	GENERAL PURPOSE	30,000
KIPP REACH ACADEMY CHARTER SCHOOL INC 1901 NE 13TH STREET OKLAHOMA CITY,OK 73117	NONE	PUBLIC	GENERAL PURPOSE	50,000
LAST FRONTIER COUNCIL - BSA 3031 NW 64TH STREET OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	106,520
MARY ABBOTT CHILDREN'S HOUSE PO BOX 6316 NORMAN,OK 73070	NONE	PUBLIC	GENERAL PURPOSE	25,000
MCCALLS CHAPEL SCHOOL INC 13700 COUNTY ROAD 3600 ADA,OK 74820	NONE	PUBLIC	GENERAL PURPOSE	30,000
MEALS ON WHEELS 201 S 6TH STREET KINGFISHER,OK 73750	NONE	PUBLIC	GENERAL PURPOSE	5,000
MERCY HEALTH CENTER FOUNDATION 655 MARYVILLE CENTRE DRIVE ST LOUIS,MO 63141	NONE	PUBLIC	GENERAL PURPOSE	1,010,000
MOUNT ST MARY HIGH SCHOOL 2801 S SHARTEL AVE OKLAHOMA CITY,OK 73109	NONE	PUBLIC	GENERAL PURPOSE	100,000
Total  3a				9,779,905


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)				
a Paid during the year				
MUSCULAR DYSTROPHY ASSOCIATION 4221 S WESTERN AVE 5015 OKLAHOMA CITY,OK 73109	NONE	PUBLIC	GENERAL PURPOSE	5,000
MYRIAD GARDENS FOUNDATION 301 WRENO AVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	5,000
NEEDS FOUNDATION 1000 N BROADWAY AVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	10,000
NEIGHBORHOOD SERVICES ORGANIZATION 431 SW 11TH OKLAHOMA CITY,OK 73109	NONE	PUBLIC	GENERAL PURPOSE	50,000
NEIGHBORHOOD ALLIANCE FOR OKC INC 1236 NW 36TH STREET OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL PURPOSE	5,000
OKLAHOMA BAPTIST HOMES FOR CHILDREN 3800 NORTH MAY AVENUE OKLAHOMA CITY,OK 73112	NONE	PUBLIC	GENERAL PURPOSE	5,000
OKLAHOMA CENTER FOR EMPLOYMENT OPPORTUNITIES 228 ROBERT S KERR SUITE 600 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	30,000
OKLAHOMA CENTER FOR NONPROFITS 720 W WILSHIRE BLVD OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	31,000
OKLAHOMA CITY BOATHOUSE FOUNDATION 725 N LINCOLN BLVD OKLAHOMA CITY,OK 73129	NONE	PUBLIC	GENERAL PURPOSE	100,000
OKLAHOMA CITY NATIONAL MEMORIAL 620 N HARVEY AVENUE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	203,500
OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELDER AVENUE OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL PURPOSE	210,000
OKLAHOMA EDUCATIONAL TV AUTHORITY FOUNDATION PO BOX 14190 OKLAHOMA CITY,OK 73113	NONE	PUBLIC	GENERAL PURPOSE	50,000
OKLAHOMA FOUNDATION FOR EXCELLENCE 120 N ROBINSON DRIVE OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	10,000
OKLAHOMA HEART HOSPITAL RESEARCH FOUNDATION 4050 W MEMORIAL ROAD OKLAHOMA CITY,OK 73120	NONE	PUBLIC	GENERAL PURPOSE	40,000
OKLAHOMA HERITAGE ASSOCIATION 1400 CLASSEN DRIVE OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL PURPOSE	115,000
Total  3a				9,779,905


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)				
a Paid during the year				
OKLAHOMA LAWYERS FOR CHILDREN 800 N HARVEY AVE 323 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	25,000
OKLAHOMA MEDICAL RESEARCH FOUNDATION 825 NE 13TH STREET OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL PURPOSE	1,258,000
OKLAHOMA OUTREACH FOUNDATION 1308 SW 111TH PL OKLAHOMA CITY,OK 73170	NONE	PUBLIC	GENERAL PURPOSE	45,000
OKLAHOMA PARTNERSHIP FOR SCHOOL READINESS FOUNDATION 421 NW 13TH ST 270 OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL PURPOSE	15,000
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	200,000
PEPPERS RANCH 209 FRENCH PARK PL EDMOND,OK 73034	NONE	PUBLIC	GENERAL PURPOSE	10,000
POSITIVE TOMORROWS PO BOX 61190 OKLAHOMA CITY,OK 73146	NONE	PUBLIC	GENERAL PURPOSE	30,000
POSSIBILITIES 621 NW 20TH STREET OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL PURPOSE	10,000
PUTNAM CITY SMART START 5401 NW 40TH OKLAHOMA CITY,OK 73122	NONE	PUBLIC	GENERAL PURPOSE	10,000
RAINBOW FLEET 3024 PASEO OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL PURPOSE	10,000
REDEEMING THE FAMILY PO BOX 8073 EDMOND,OK 73083	NONE	PUBLIC	GENERAL PURPOSE	4,000
REGIONAL FOOD BANK OF OKLAHOMA 3355 S PURDUE AVENUE OKLAHOMA CITY,OK 73137	NONE	PUBLIC	GENERAL PURPOSE	100,000
REMERGE PO BOX 837 OKLAHOMA CITY,OK 73101	NONE	PUBLIC	GENERAL PURPOSE	44,000
RESONANCE CENTER FOR WOMEN INC 1608 S ELWOOD AVENUE TULSA,OK 74119	NONE	PUBLIC	GENERAL PURPOSE	15,000
Total  3a				9,779,905

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)				
a <i>Paid during the year</i>				
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	6,400
SEARCH DOG FOUNDATION 501 E OJAI AVENUE OJAI,CA 93023	NONE	PUBLIC	GENERAL PURPOSE	15,000
SKYLINE URBAN MINISTRY 500 SE 15TH STREET OKLAHOMA CITY,OK 73129	NONE	PUBLIC	GENERAL PURPOSE	5,000
SPECIAL CARE 12201 N WESTERN AVENUE OKLAHOMA CITY,OK 73114	NONE	PUBLIC	GENERAL PURPOSE	25,000
STAND IN THE GAP 3939 S HARVARD SUITE 120 TULSA,OK 74135	NONE	PUBLIC	GENERAL PURPOSE	15,500
SUNBEAM FAMILY SERVICES 616 NW 21ST STREET OKLAHOMA CITY,OK 73103	NONE	PUBLIC	GENERAL PURPOSE	100,000
TEACH FOR AMERICA - OKLAHOMA 730 W WILSHIRE BLVD OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	100,000
TEEN RECOVERY SOLUTIONS 720 W WILSHIRE BLVD 101 OKLAHOMA CITY,OK 73116	NONE	PUBLIC	GENERAL PURPOSE	2,000
THE CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGES 715 S UTICA AVENUE TULSA,OK 74104	NONE	PUBLIC	GENERAL PURPOSE	700
THE CHILDREN'S CENTER 6800 NORTHWEST 39TH EXPRESSWAY BETHANY,OK 73008	NONE	PUBLIC	GENERAL PURPOSE	300,000
THE EDUCATION & EMPLOYMENT MINISTRY 14 NE 13TH STREET OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL PURPOSE	20,000
THE EPISCOPAL DIOCESE OF OKLAHOMA 127 NW 7TH STREET OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	200,000
THE FOUNDATION FOR OKLAHOMA CITY PUBLIC SCHOOLS 5225 N SHARTEL AVE 201 OKLAHOMA CITY,OK 73118	NONE	PUBLIC	GENERAL PURPOSE	22,500
THE KIRK OF THE HILLS 4102 E 61ST ST TULSA,OK 74136	NONE	PUBLIC	GENERAL PURPOSE	4,200
Total  3a				9,779,905

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)				
a Paid during the year				
THE NATURE CONSERVATORY 408 NW 7TH STREET OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	10,000
THE OKLAHOMA ACADEMY 401 W MAIN STREET 390 NORMAN,OK 73069	NONE	PUBLIC	GENERAL PURPOSE	5,000
THE SALVATION ARMY OF CENTRAL OKLAHOMA 311 SW 5TH STREET OKLAHOMA CITY,OK 73109	NONE	PUBLIC	GENERAL PURPOSE	100,000
THE TOBY KEITH FOUNDATION 818 NE 8TH STREET OKLAHOMA CITY,OK 73104	NONE	PUBLIC	GENERAL PURPOSE	50,000
TULSA BALLET 1212 E 45TH PLACE TULSA,OK 74105	NONE	PUBLIC	GENERAL PURPOSE	6,700
TULSA HISTORICAL SOCIETY 2445 S PEORIA AVENUE TULSA,OK 74114	NONE	PUBLIC	GENERAL PURPOSE	10,000
TULSA ZOO FRIENDS INC 6421 E 36TH STREET N TULSA,OK 74115	NONE	PUBLIC	GENERAL PURPOSE	100,000
TULSA CASA 700 S BOSTON AVENUE TULSA,OK 74119	NONE	PUBLIC	GENERAL PURPOSE	5,000
UNITED WAY OF CENTRAL OKLAHOMA 1444 NW 29TH STREET OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL PURPOSE	581,253
UNIVERSITY OF CENTRAL OKLAHOMA 100 N UNIVERSITY DRIVE EDMOND,OK 73034	NONE	PUBLIC	GENERAL PURPOSE	100,000
UNIVERSITY OF COLORADO FOUNDATION 1800 GRANT ST 725 DENVER,CO 80203	NONE	PUBLIC	GENERAL PURPOSE	25,000
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN,OK 73109	NONE	PUBLIC	GENERAL PURPOSE	165,500
UPWARD TRANSITIONS INC 1134 W MAIN ST OKLAHOMA CITY,OK 73106	NONE	PUBLIC	GENERAL PURPOSE	5,000
VARIETY CARE FOUNDATION 300 N GRAND BLVD OKLAHOMA CITY,OK 73107	NONE	PUBLIC	GENERAL PURPOSE	100,000
WHITE FIELDS INC 7127 N COUNTY LINE ROAD PIEDMONT,OK 73078	NONE	PUBLIC	GENERAL PURPOSE	25,000
Total  3a				9,779,905

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)				
a <i>Paid during the year</i>				
WORLD VISION INC PO BOX 9716 FEDERAL WAY,WA 98063	NONE	PUBLIC	GENERAL PURPOSE	1,120
YMCA OF OKLAHOMA CITY 500 N BROADWAY SUITE 500 OKLAHOMA CITY,OK 73102	NONE	PUBLIC	GENERAL PURPOSE	6,000
YOUTH SERVICES OF TULSA 311 S MADISON AVENUE TULSA,OK 74120	NONE	PUBLIC	GENERAL PURPOSE	8,400
YWCA OF OKLAHOMA CITY 2460 WI-44 SERVICE ROAD OKLAHOMA CITY,OK 73112	NONE	PUBLIC	GENERAL PURPOSE	1,000,000
Total ▶ 3a				9,779,905

TY 2014 Accounting Fees Schedule**Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARATION OF TAX RETURNS	7,350	500		6,850
PREPARATION OF FINANCIAL STATEMENTS	20,050	20,050		0

**TY 2014 All Other Program
Related Investments Schedule**

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

Category	Amount
N/A	0

**TY 2014 Investments Corporate
Bonds Schedule****Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE FIXED INCOME	4,502,016	3,620,578
INTERNATIONAL FIXED INCOME	5,520,815	5,227,582
OTHER EQUITIIES: HIGH YIELD FIXED INCOME	10,232,727	10,262,833
TAXABLE BOND FUNDS	5,860,224	5,524,440

TY 2014 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 TRAILER WORKS STOCK	573,894	4,338,300
ASHFORD HOSPITALITY	49,662	128,900
CBS CORP NEW CLASS B	1,436,194	6,411,678
CIT GROUP, INC.	57,271	77,724
FSP MONUMENT CIRCLE	243,559	300,000
FSP UNION CENTRE CORP	652,238	880,000
OTHER EQUITIES: DEUTCHE HIGH YIELD FIXED INCOME	36,011	35,525
OTHER EQUITIES: JP MORGAN LARGE CAP	659,328	1,270,393
OTHER EQUITIES: JP MORGAN MID CAP	21,874,104	31,505,047
OTHER EQUITIES: JP MORGAN SMALL CAP	20,215,072	28,164,889
OTHER EQUITIES: SMITH BARNEY MID CAP	6,208,763	13,025,676
OTHER EQUITIES: SMITH BARNEY SMALL CAP	2,927,865	6,435,576
OTHER EQUITIIES: INTERNATIONAL EQUITIES	37,638,991	38,401,800
OTHER EQUITIIES: SMITH BARNEY LARGE CAP	6,315,866	10,881,340
RYMAN HOSPITALITY	12,776,299	27,212,258
SECURITY DEVICES INTERNATIONAL	250,000	100
VIACOM INC NEW CLASS B	749,949	3,702,902

TY 2014 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 TRAILER NOTE RECEIVABLE	AT COST	409,478	409,500
PARTNERSHIPS	AT COST	12,051,791	9,941,510
REAL ESTATE INVESTMENTS	AT COST	4,612,776	6,647,510
REAL ESTATE PARTNERSHIPS	AT COST	2,679,658	7,164,500

TY 2014 Other Expenses Schedule

Name: EL AND THELMA GAYLORD FOUNDATION

EIN: 73-1463569

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,920	0		1,920
OFFICE EXPENSES	36,649	0		36,649

TY 2014 Other Liabilities Schedule

Name: EL AND THELMA GAYLORD FOUNDATION

EIN: 73-1463569

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL LIABILITIES	0	1,250

TY 2014 Other Professional Fees Schedule

Name: EL AND THELMA GAYLORD FOUNDATION

EIN: 73-1463569

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMPUTER EXPENSES	578	0		578

TY 2014 Taxes Schedule**Name:** EL AND THELMA GAYLORD FOUNDATION**EIN:** 73-1463569

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	12,148	3,037		9,111
OTHER TAXES	539	135		404
EXCISE TAXES	223,765	0		0