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EXTENDED TO NOVEMBER 15, 2019

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052

2018

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

Name of foundation E.L. 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 (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"/> 6
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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 04		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) \$ 259,559,106.		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 II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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			N/A	
	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	5,495,667.	5,681,797.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,221,995.			STATEMENT 1
	b Gross sales price for all assets on line 6a 7,421,471.				
	7 Capital gain net income (from Part IV, line 2)		6,133,652.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and advances				
Operating and Administrative Expenses	b Less cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	5,077,595.	-5,873.		STATEMENT 3
	12 Total. Add lines 1 through 11	16,795,257.	11,809,576.		
	13 Compensation of officers, directors, trustees, etc.	135,000.	28,125.		106,875.
	14 Other employee salaries and wages	84,100.	21,025.		63,075.
	15 Pension plans, employee benefits	2,388.	597.		1,791.
	16a Legal fees				
	b Accounting fees STMT 4	33,700.	23,275.		8,425.
	c Other professional fees STMT 5	3,406.	5,197.		0.
	17 Interest	299.	299.		0.
	18 Taxes STMT 6	433,911.	4,124.		12,370.
	19 Depreciation and depletion	31,772.	0.		
	20 Occupancy	64,630.	0.		64,630.
	21 Travel, conferences, and meetings	2,908.	0.		2,908.
	22 Printing and publications				
	23 Other expenses STMT 7	32,817.	0.		32,817.
	24 Total operating and administrative expenses. Add lines 13 through 23	824,931.	82,642.		292,891.
	25 Contributions, gifts, grants paid	10,469,760.			10,469,760.
	26 Total expenses and disbursements. Add lines 24 and 25	11,294,691.	82,642.		10,762,651.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,500,566.			
	b Net investment income (if negative, enter -0-)		11,726,934.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		16,389,054.	13,233,537.	13,233,537.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		339,292.	428,835.	428,835.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 8	113,686,271.	117,815,625.	168,812,329.
	c	Investments - corporate bonds	STMT 9	44,242,669.	44,178,597.	39,562,822.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 10	27,447,552.	31,974,377.	37,364,176.	
14	Land, buildings, and equipment basis ▶	399,766.				
	Less accumulated depreciation ▶	242,359.	189,179.	157,407.	157,407.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		202,294,017.	207,788,378.	259,559,106.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	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		125,457,383.	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		76,836,634.	82,330,995.	
30	Total net assets or fund balances		202,294,017.	207,788,378.		
31	Total liabilities and net assets/fund balances		202,294,017.	207,788,378.		

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	202,294,017.
2	Enter amount from Part I, line 27a	2	5,500,566.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	207,794,583.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTEMENT	5	6,205.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	207,788,378.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 7,421,471.		1,287,819.	6,133,652.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			6,133,652.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,133,652.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	9,970,681.	258,691,136.	.038543
2016	9,651,501.	237,311,353.	.040670
2015	11,060,574.	234,142,953.	.047239
2014	10,137,340.	237,335,490.	.042713
2013	8,625,768.	219,692,411.	.039263

2 Total of line 1, column (d)	2	.208428
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.041686
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	269,220,595.
5 Multiply line 4 by line 3	5	11,222,730.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	117,269.
7 Add lines 5 and 6	7	11,339,999.
8 Enter qualifying distributions from Part XII, line 4	8	10,762,651.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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	234,539.
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	234,539.
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	234,539.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	116,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	416,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	181,461.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GAYLORDFOUNDATION.COM</u>	X	
14 The books are in care of ► <u>THE ORGANIZATION</u> Telephone no. ► <u>(405) 475-3200</u> Located at ► <u>6305 WATERFORD BOULEVARD, SUITE 350, OKLAHOMA CIT</u> ZIP+4 ► <u>73118</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (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 Organizations relying on a current notice regarding disaster assistance, check here		X
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 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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	7,500.	0.	0.
DAVID O. HOGAN 4626 E. 54TH ST. #226 TULSA, OK 74135	CO-TRUSTEE 10.00	112,500.	0.	0.
MARY GAYLORD MCCLEAN P.O. BOX 100 SIMPSONVILLE, KY 40067	CO-TRUSTEE 3.00	7,500.	0.	0.
LOUISE GAYLORD BENNETT 1604 DORCHESTER DR. OKLAHOMA CITY, OK 73120	CO-TRUSTEE 3.00	7,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	228,073,003.
b	Average of monthly cash balances	1b	14,101,764.
c	Fair market value of all other assets	1c	31,145,634.
d	Total (add lines 1a, b, and c)	1d	273,320,401.
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	273,320,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,099,806.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	269,220,595.
6	Minimum investment return. Enter 5% of line 5	6	13,461,030.

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	13,461,030.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	234,539.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	2,290.
c	Add lines 2a and 2b	2c	236,829.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,224,201.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,224,201.
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	13,224,201.

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	10,762,651.
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	10,762,651.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,762,651.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				13,224,201.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	1,171,710.			
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	1,171,710.			
4 Qualifying distributions for 2018 from Part XII, line 4. ► \$ 10,762,651.				
a Applied to 2017, 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 2018 distributable amount				10,762,651.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (e))	1,171,710.			1,171,710.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				1,289,840.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

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

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed: **SEE STATEMENT 12**

SEE STATEMENT 11

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

c Any submission deadlines:

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

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

Recipient	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				
A NEW LEAF 2306 S 1ST PL BROKEN ARROW, OK 74012	NONE	PC	GENERAL PURPOSE	10,500.
ALLIED ARTS 1015 N BROADWAY AVENUE #200 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	55,000.
ASHEVILLE SCHOOL 360 ASHEVILLE SCHOOL ROAD ASHEVILLE, NC 28806	NONE	PC	GENERAL PURPOSE	100,000.
BIG BROTHERS BIG SISTERS OF OKLAHOMA 224 NW 10TH ST OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	6,670.
BLAZE'S TRIBUTE EQUINE RESCUE, INC. 17667 MARKITA DRIVE JONES, OK 73049	NONE	PC	GENERAL PURPOSE	4,000.
Total SEE CONTINUATION SHEET(S)			3a	10,469,760.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below? See instructions. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Christine G. Everett</i>	Date <i>11-13-19</i>	Title TRUSTEE	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>W. Lyndel Lackey</i>	Date	Check <input type="checkbox"/> if self-employed	PTIN
	W. LYNDEL LACKEY	W. LYNDEL LACKEY	11/12/19		P00234298
	Firm's name ▶ HOGANTAYLOR LLP			Firm's EIN ▶ 73-1413977	
	Firm's address ▶ 1225 N BROADWAY AVENUE, SUITE 200 OKLAHOMA CITY, OK 73103			Phone no. 405-848-2020	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b CAPITAL GAIN FROM PFIC		P		
c CAPITAL GAIN FROM PARTNERSHIPS		P		
d GAIN FROM SALE OF AMERICAN TRAILER WORKS		P		
e LOSS FROM DISPOSAL OF SECURITY DEVICES INTERNATIO		P		
f GAIN FROM SALE OF ALLIANCEBERNSTEIN		P		
g GAIN FROM POMONA CAPITAL		P		
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(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 2,727,985.		1,037,819.	1,690,166.
b 16,672.			16,672.
c 603,532.			603,532.
d 40,588.			40,588.
e		250,000.	-250,000.
f 60,635.			60,635.
g 23,507.			23,507.
h 3,948,552.			3,948,552.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,690,166.
b			16,672.
c			603,532.
d			40,588.
e			-250,000.
f			60,635.
g			23,507.
h			3,948,552.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	6,133,652.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS & GIRLS CLUBS OF OKLAHOMA COUNTY 3535 N WESTERN AVE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	55,000.
BRANCH 15 1050 E 2ND ST PMB 224 EDMOND, OK 73034	NONE	PC	GENERAL PURPOSE	5,000.
CALM WATERS 4334 NORTHWEST EXPRESSWAY # 101 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	20,000.
CANTERBURY CHORAL SOCIETY 428 W CALIFORNIA AVENUE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	15,000.
CARE CENTER PO BOX 1125 OKLAHOMA CITY, OK 73101	NONE	PC	GENERAL PURPOSE	10,000.
CATHOLIC CHARITIES ARCHDIOCESE OF OKC 1501 N CLASSEN BLVD OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	100,000.
CENTER FOR EMPLOYMENT OPPORTUNITIES 228 ROBERT S. KERR SUITE 600 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	50,000.
CENTRAL OKLAHOMA HUMANE SOCIETY 7500 N WESTERN AVENUE OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	50,000.
CHILDREN'S HOSPITAL FOUNDATION 1200 CHILDREN'S AVENUE OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	250,000.
CLAREHOUSE 7617 S MINGO ROAD TULSA, OK 74133	NONE	PC	GENERAL PURPOSE	5,000.
Total from continuation sheets				10,293,590.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY HEALTH CENTERS, INC. 12716 N.E. 36TH STREET OKLAHOMA CITY, OK 73140	NONE	PC	GENERAL PURPOSE	50,000.
DAILY LIVING CENTERS PO BOX 608 BETHANY, OK 73008	NONE	PC	GENERAL PURPOSE	15,000.
D-DENT, INC. 11212 N MAY AVE OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	6,500.
DEADCENTER FILM FESTIVAL 726 W SHERIDAN AVE #170 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	10,000.
DEAN MCGEE EYE INSTITUTE 608 STANTON L YOUNG BLVD OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	250,000.
DOMESTIC VIOLENCE INTERVENTION 3815 N SANTA FE AVENUE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	10,000.
EL SISTEMA OKLAHOMA INC 4747 GAILLARDIA PKWY STE 200 OKLAHOMA CITY, OK 73142	NONE	PC	GENERAL PURPOSE	25,000.
EXECUTIVE SERVICE CORPS OF CENTRAL OKLAHOMA 600 N WALKER AVE #210 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	7,500.
FAMILY BUILDERS 415 NW 5TH STREET OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	25,000.
FIELDS & FUTURES FOUNDATION 7001 NW 164TH STREET EDMOND, OK 73013	NONE	PC	GENERAL PURPOSE	50,600.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOCUS ON HOME, INC. 7600 N COLTRANE ROAD OKLAHOMA CITY, OK 73121	NONE	PC	GENERAL PURPOSE	10,000.
GEORGE W BUSH FOUNDATION 2943 SMU BLVD DALLAS, TX 75205	NONE	PC	GENERAL PURPOSE	250,000.
GIRL SCOUTS OF EASTERN OKLAHOMA, INC 4810 S. 129TH EAST AVENUE TULSA, OK 74146	NONE	PC	GENERAL PURPOSE	10,000.
HOPE HOUSE 1101 NW 49TH STREET OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	50,000.
KEYSTONE ADVENTURE SCHOOL AND FARM 19201 N WESTERN AVENUE EDMOND, OK 73012	NONE	PC	GENERAL PURPOSE	40,000.
KIPP REACH ACADEMY CHARTER SCHOOL INC 1901 NE 13TH STREET OKLAHOMA CITY, OK 73117	NONE	PC	GENERAL PURPOSE	50,000.
LAST FRONTIER COUNCIL - BSA 3031 NW 64TH STREET OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	25,000.
LYRIC THEATRE AND ACADEMY 1727 NW 16TH STREET OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	50,000.
MEALS ON WHEELS 201 S 6TH STREET KINGFISHER, OK 73750	NONE	PC	GENERAL PURPOSE	5,000.
MENTAL HEALTH ASSOCIATION OF OKLAHOMA 400 N WALKER AVENUE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	100,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MERCY HEALTH CENTER FOUNDATION 655 MARYVILLE CENTRE DRIVE ST LOUIS, MO 63141	NONE	PC	GENERAL PURPOSE	1,045,000.
MYRIAD GARDENS FOUNDATION 301 W RENO AVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	10,000.
NEIGHBORHOOD SERVICES ORGANIZATION 431 SW 11TH OKLAHOMA CITY, OK 73109	NONE	PC	GENERAL PURPOSE	50,000.
NEIGHBORHOOD ALLIANCE FOR OKC, INC. 1236 NW 36TH STREET OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	5,000.
NEWSPAPER IN EDUCATION INSTITUTE 7009 VARNUM STREET LANDOVER HILLS, MD 20784	NONE	PC	GENERAL PURPOSE	10,000.
NEXUS EQUINE PO BOX 54572 OKLAHOMA CITY, OK 73154	NONE	PC	GENERAL PURPOSE	30,000.
OKLAHOMA CENTER FOR NONPROFITS 720 W WILSHIRE BLVD OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	20,000.
OKLAHOMA CHRISTIAN UNIVERSITY 2501 E MEMORIAL ROAD EDMOND, OK 73136	NONE	PC	GENERAL PURPOSE	150,000.
OKLAHOMA CITY BALLET 7421 CLASSEN BLVD OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	50,000.
OKLAHOMA CITY MUSEUM OF ART 415 COUCH DRIVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OKLAHOMA CITY NATIONAL MEMORIAL 620 N HARVEY AVENUE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	100,000.
OKLAHOMA CITY PHILHARMONIC 424 COLCORD DRIVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	42,500.
OKLAHOMA CITY UNIVERSITY 2501 N BLACKWELDER AVENUE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA CONTEMPORARY ARTS CENTER 3000 GENERAL PERSHING BLVD OKLAHOMA CITY, OK 73107	NONE	PC	GENERAL PURPOSE	50,000.
OKLAHOMA FOUNDATION FOR EXCELLENCE 120 N ROBINSON DRIVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA MEDICAL RESEARCH FOUNDATION 825 NE 13TH STREET OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA PROJECT WOMAN INC. 2727 E 21ST ST #602 TULSA, OK 74114	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA SCHOOL OF SCIENCE & MATH FOUNDATION 1141 N LINCOLN BLVD OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION 400 S MONROE STREET STILLWATER, OK 74074	NONE	PC	GENERAL PURPOSE	250,800.
OKLAHOMA YOUTH ORCHESTRA 428 W CALIFORNIA AVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	2,500.
Total from continuation sheets				

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PASEO ARTS ASSOCIATION 3022 PASEO OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	5,000.
PEPPER'S RANCH INC 209 FRENCH PARK PL EDMOND, OK 73034	NONE	PC	GENERAL PURPOSE	25,000.
POSITIVE TOMORROWS PO BOX 61190 OKLAHOMA CITY, OK 73146	NONE	PC	GENERAL PURPOSE	100,000.
POSSIBILITIES 621 NW 20TH STREET OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	10,000.
REACH OUT AND READ INC. 89 SOUTH STREET, SUITE 201 BOSTON, MA 02111	NONE	PC	GENERAL PURPOSE	15,000.
READING PARTNERS 180 GRAND AVENUE SUITE 800 OAKLAND, CA 94612	NONE	PC	GENERAL PURPOSE	7,500.
REGIONAL FOOD BANK OF OKLAHOMA 3355 S PURDUE AVENUE OKLAHOMA CITY, OK 73137	NONE	PC	GENERAL PURPOSE	125,000.
REMERGE PO BOX 837 OKLAHOMA CITY, OK 73101	NONE	PC	GENERAL PURPOSE	269,000.
RESONANCE CENTER FOR WOMEN, INC 1608 S ELWOOD AVENUE TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	10,000.
SADDLEBRED RESCUE, INC 6 MEADOW CLIFF LANE HARDWICK, NJ 07825	NONE	PC	GENERAL PURPOSE	70,000.
Total from continuation sheets				

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAINT SIMEON'S FOUNDATION 3701 MARTIN LUTHER KING JR BLVD TULSA, OK 74106	NONE	PC	GENERAL PURPOSE	10,000.
SAN MIGUEL SCHOOL OF TULSA INC 2434 E ADMIRAL BLVD TULSA, OK 74110	NONE	PC	GENERAL PURPOSE	7,500.
SMART START OF CENTRAL OKLAHOMA 2401 NW 115TH TERRACE BUILDING G OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	15,000.
SPECIAL CARE 12201 N WESTERN AVENUE OKLAHOMA CITY, OK 73114	NONE	PC	GENERAL PURPOSE	50,000.
STAND IN THE GAP 3939 S HARVARD, SUITE 120 TULSA, OK 74135	NONE	PC	GENERAL PURPOSE	10,000.
SUNBEAM FAMILY SERVICES 616 NW 21ST STREET OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	10,000.
TEEN RECOVERY SOLUTIONS 720 W WILSHIRE BLVD #101 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	75,000.
THE BRIDGES FOUNDATION 1345 N LEWIS AVENUE TULSA, OK 74110	NONE	PC	GENERAL PURPOSE	8,500.
THE CHILDREN'S CENTER 6800 NORTHWEST 39TH EXPRESSWAY BETHANY, OK 73008	NONE	PC	GENERAL PURPOSE	446,000.
THE EDUCATION & EMPLOYMENT MINISTRY 14 NE 13TH STREET OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	100,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE OKLAHOMA CARING FOUNDATION, INC 3817 NW EXPRESSWAY, SUITE 300 OKLAHOMA CITY, OK 73112	NONE	PC	GENERAL PURPOSE	5,000.
THE PARENT CHILD CENTER OF TULSA 1421 S BOSTON AVENUE TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	10,000.
THE PENCIL BOX PO BOX 52631 TULSA, OK 74152	NONE	PC	GENERAL PURPOSE	7,500.
TULSA BALLET 1212 E 45TH PLACE TULSA, OK 74105	NONE	PC	GENERAL PURPOSE	6,700.
TULSA CASA 700 S BOSTON AVENUE TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	5,000.
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE # 600 TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	12,500.
TULSA GIRLS ART SCHOOL 2202 E ADMIRAL BLVD TULSA, OK 74110	NONE	PC	GENERAL PURPOSE	5,000.
UNITED WAY OF CENTRAL OKLAHOMA 1444 NW 29TH STREET OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	450,000.
UNIVERSITY OF CENTRAL OKLAHOMA 100 N UNIVERSITY DRIVE EDMOND, OK 73034	NONE	PC	GENERAL PURPOSE	100,000.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73109	NONE	PC	GENERAL PURPOSE	17,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF TEXAS MD ANDERSON 1515 HOLCOMBE BLVD HOUSTON, TX 77030	NONE	PC	GENERAL PURPOSE	667,000.
UPWARD TRANSITIONS INC 1134 W MAIN ST OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	10,000.
WINDWALKERS EQUINE ASSISTED LEARNING AND THERAPY CENTER 1030 COUNTY ROAD 102 CARBONDALE, CO 81623	NONE	PC	GENERAL PURPOSE	5,000.
YMCA OF OKLAHOMA CITY 500 N BROADWAY, SUITE 500 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	4,800.
YOUTH SERVICES OF TULSA 311 S MADISON AVENUE TULSA, OK 74120	NONE	PC	GENERAL PURPOSE	5,000.
YWCA OF TULSA 1503 S. DENVER AVE. TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	10,500.
BEAUTIFUL DREAM PROJECT DRAGONFLY HOME PO BOX 94613 OKLAHOMA CITY, OK 73143	NONE	PC	GENERAL PURPOSE	25,000.
CASADY SCHOOL PO BOX 2390 OKLAHOMA CITY, OK 73156	NONE	PC	GENERAL PURPOSE	20,000.
DOWNTOWN OKLAHOMA CITY, INC. 211 N ROBINSON AVENUE NO 225 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	1,000.
FREEDOM SCHOOL OKLAHOMA CITY PO BOX 54364 OKLAHOMA CITY, OK 73154	NONE	PC	GENERAL PURPOSE	10,000.
Total from continuation sheets				

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
GOOD SHEPHERD MINISTRIES OF OK 222 NW 12TH ST OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	10,000.
HARDING FINE ARTS ACADEMY 3333 N. SHARTEL BLVD. OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	10,000.
HEARTS FOR HEARING 11500 PORTLAND AVE OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	5,000.
INTEGRIS BAPTIST MEDICAL CENTER FOUNDATION 5300 N INDEPENDENCE ACE STE 130 OKLAHOMA CITY, OK 73122	NONE	PC	GENERAL PURPOSE	750,000.
JESUS HOUSE 1335 W SHERIDAN AVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	25,000.
KIRK OF THE HILLS 4102 E 61ST ST TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	3,200.
MAKE-A-WISH FOUNDATION 1900 NORTHWEST EXPRESSWAY #700 OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	35,000.
NEW VIEW OKLAHOMA, INC. 501 N DOUGLAS AVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	250,000.
OKLAHOMA CITY PUBLIC SCHOOLS FOUNDATION 431 W MAIN ST E OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	25,000.
OKLAHOMA AIDS CARE FUND 4001 N CLASSEN BLVD SUITE 100 OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	25,000.
Total from continuation sheets				

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
OKLAHOMA DENTAL FOUNDATION FOR RESEARCH 317 NE 13TH STREET OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA FOUNDATION FOR THE DISABLED 8421 N WALKER AVE OKLAHOMA CITY, OK 73114	NONE	PC	GENERAL PURPOSE	30,000.
OKLAHOMA ISRAEL EXCHANGE INC. 6608 N WESTERN AVE STE 464 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	50.
OPERATION AWARE 5801 E SKELLY DR #707 TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	7,500.
PUTNAM CITY PUBLIC SCHOOLS FOUNDATION 5401 NW 40TH ST WARR ACRES, OK 73122	NONE	PC	GENERAL PURPOSE	5,000.
REDEEMING THE FAMILY 1409 NW 150TH EDMOND, OK 73013	NONE	PC	GENERAL PURPOSE	5,000.
SACHSE HIGH SCHOOL 3901 MILES RD SACHSE, TX 75048	NONE	PC	GENERAL PURPOSE	400.
TEACH FOR AMERICA 309 NW 13TH ST #102 OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	155,000.
THE LITTLE LIGHT HOUSE 5120 E 36TH ST TULSA, OK 74135	NONE	PC	GENERAL PURPOSE	10,000.
THE NATURE CONSERVANCY 408 NW 7TH ST OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TULSA HISTORICAL SOCIETY 2445 S PEORIA AVE TULSA, OK 74114	NONE	PC	GENERAL PURPOSE	5,000.
VARIETY CARE FOUNDATION 3000 N GRAND BLVD OKLAHOMA CITY, OK 73107	NONE	PC	GENERAL PURPOSE	400,000.
GIRLS SCOUTS - WESTERN OKLAHOMA 6100 N ROBINSON AVE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	250,000.
AMERICAN CANCER SOCIETY OF OKC 6525 N MERIDIAN AVE, SUITE 110 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	200,000.
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD ST OKLAHOMA CITY, OK 73111	NONE	PC	GENERAL PURPOSE	205,000.
PALOMAR OKC FAM JUSTICE CTR 1140 N HUDSON AVE OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	275,000.
CRISTO REY OKC 900 N PORTLAND AVE OKLAHOMA CITY, OK 73107	NONE	PC	GENERAL PURPOSE	100,000.
HOMELESS ALLIANCE 1724 NW 4TH ST OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	100,000.
OKC METRO ALLIANCE, INC 1940 LINWOOD BLVD OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	100,000.
ALZHEIMER'S ASSOCIATION 225 N MICHIGAN AVE, SUITE 1700 CHICAGO, IL 60601	NONE	PC	GENERAL PURPOSE	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INFANT CRISIS SERVICES INC 4224 N. LINCOLN BLVD OKLAHOMA CITY, OK 73105	NONE	PC	GENERAL PURPOSE	150,200.
FAMILY & CHILDREN'S SERVICES 650 S PEORIA AVE TULSA, OK 74120	NONE	PC	GENERAL PURPOSE	2,340.
A CHANCE TO CHANGE FOUNDATION 2113 WEST BRITTON ROAD OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	15,000.
ANGELS FOSTER FAMILY NETWORK 800 W 15TH EDMOND, OK 73103	NONE	PC	GENERAL PURPOSE	25,000.
ANNA'S HOUSE FOUNDATION 3001 E MEMORIAL EDMOND, OK 73103	NONE	PC	GENERAL PURPOSE	15,200.
ARTHRITIS FOUNDATION 8275 E RENO OKLAHOMA CITY, OK 73140	NONE	PC	GENERAL PURPOSE	10,000.
BROKEN ARROW COMMUNITY PLAYHOUSE 1800 SOUTH MAIN STREET BROKEN ARROW, OK 74012	NONE	PC	GENERAL PURPOSE	10,000.
CAP TULSA 5330 E 31ST STE 300 TULSA, OK 74135	NONE	PC	GENERAL PURPOSE	15,000.
CATHOLIC CHARITIES TULSA 820 S BOULDER AVE TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	15,000.
CITY CARE 1700 NW 17TH ST SUITE 100 OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	40,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY RESCUE MISSION, INC. 800 W. CALIFORNIA AVENUE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	10,000.
COM ACTION RESOURCE ASSOCIATION (CARA) 3636 N PEORIA AVE TULSA, OK 74106	NONE	PC	GENERAL PURPOSE	2,500.
COMMUNITY LITERACY CENTERS, INC. 5131 N. CLASSEN CIRCLE SUITE 204 OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	10,000.
COUNSELING & RECOVERY SERVICES OF OK 7010 S YALE AVE STE 215 TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	5,000.
CROSSTOWN LEARNING CENTER 2501 E ARCHER ST TULSA, OK 74110	NONE	PC	GENERAL PURPOSE	15,000.
FOOD AND SHELTER, INC. 200 REED AVE NORMAN, OK 73071	NONE	PC	GENERAL PURPOSE	20,000.
GROUND ZERO EMERGENCY TRAINING 700 W TIMBERDELL RD NORMAN, OK 73072	NONE	PC	GENERAL PURPOSE	10,000.
HEALTHY SCHOOLS OKLAHOMA 500 N BROADWAY AVE STE 225 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	10,000.
HOPE IS ALIVE 14401 N MAY AVE OKLAHOMA CITY, OK 73134	NONE	PC	GENERAL PURPOSE	600.
HORSE FEATHER EQUINE CENTER, INC. 6320 N HIGHWAY 74C GUTHRIE, OK 73044	NONE	PC	GENERAL PURPOSE	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUNGER FREE OK 907 S DETROIT AVE SUITE 60 TULSA, OK 74120	NONE	PC	GENERAL PURPOSE	20,000.
I2E, INC. 840 RESEARCH PARKWAY, SUITE 250 OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	20,000.
IRON GATE 501 S. CINCINNATI AVE. TULSA, OK 74103	NONE	PC	GENERAL PURPOSE	7,500.
LEADERSHIP OKLAHOMA CITY 730 W WILSHIRE BLVD STE 116 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	200.
LEAGUE OF WOMEN VOTERS OF OKC 720 W. WILSHIRE BLVD., STE. 101-I OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	5,000.
LIFE CHANGE BALLROOM 4509 TAMARISK DRIVE OKLAHOMA CITY, OK 73142	NONE	PC	GENERAL PURPOSE	10,000.
LIMBS FOR LIFE FOUNDATION 9604 N. MAY AVENUE OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	5,000.
LOVE LIKE CRAZY FOUNDATION PO BOX 18417 OKLAHOMA CITY, OK 73154	NONE	PC	GENERAL PURPOSE	5,000.
METRO TECH FOUNDATION 1700 SPRINGLAKE DR OKLAHOMA CITY, OK 73111	NONE	PC	GENERAL PURPOSE	400.
METROPOLITAN SCHOOL OF DANCE INC 600 N. HIGH AVE OKLAHOMA CITY, OK 73117	NONE	PC	GENERAL PURPOSE	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL MULTIPLE SCLEROSIS 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017	NONE	PC	GENERAL PURPOSE	2,500.
NEIGHBOR FOR NEIGHBOR 505 E 36TH ST N TULSA, OK 74106	NONE	PC	GENERAL PURPOSE	15,000.
OK HEART HOSPITAL RESEARCH FOUNDATION 4200 W MEMORIAL RD STE 510 OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	25,000.
OK PARTNERSHIP FOR SCHOOL READINESS FOUNDATION 421 NW 13TH ST STE 270 OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	3,000.
LEADERSHIP FOUNDATION OF OK 2832 W WILSHIRE BLVD, 2ND FLOOR OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	500.
OKLAHOMA ARTS INSTITUTE 111 N.W. 9TH STREET OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	20,000.
OKLAHOMA CITY COMMUNITY COLLEGE FOUNDATION 7777 S MAY AVE OKLAHOMA CITY, OK 73159	NONE	PC	GENERAL PURPOSE	35,000.
OKLAHOMA CLEATS FOR KIDS 720 W. WILSHIRE BLVD. SUITE 120 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	25,000.
OKLAHOMA HALL OF FAME 1400 CLASSEN DRIVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	64,000.
OKLAHOMA LAWYERS FOR CHILDREN 800 N HARVEY AVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	30,000.
Total from continuation sheets				

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OMRF 825 NE 13TH ST OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	7,500.
PATHFINDERS 6524 E INDEPENDENCE STREET TULSA, OK 74115	NONE	PC	GENERAL PURPOSE	1,000.
PAYNE EDUCATION CENTER 10404 VINEYARD BLVD., STE. A OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	10,000.
PET FOOD PANTRY OF OKLAHOMA CITY PO BOX 57678 OKLAHOMA CITY, OK 73157	NONE	PC	GENERAL PURPOSE	5,000.
PETS HELPING PEOPLE 821 E BUTTLES PLACE MILWAUKEE, WI 53217	NONE	PC	GENERAL PURPOSE	5,000.
PIVOT - YOUTH SERVICES OF OKLAHOMA COUNTY 201 NE 50TH ST OKLAHOMA CITY, OK 73105	NONE	PC	GENERAL PURPOSE	25,000.
RAINBOW FLEET 3024 PASEO OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	1,000.
RISE PROGRAM INC. 3132 N MAY AVE OKLAHOMA CITY, OK 73112	NONE	PC	GENERAL PURPOSE	5,000.
ROCKY MOUNTAIN NATURE ASSOCIATION PO BOX 3100 ESTES PARK, CO 80517	NONE	PC	GENERAL PURPOSE	25,000.
ROGERS COUNTY YOUTH SERVICES 1820 N. SIOUX CLAREMORE, OK 74017	NONE	PC	GENERAL PURPOSE	20,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RSVP OF TULSA 5756 E 31ST ST TULSA, OK 74135	NONE	PC	GENERAL PURPOSE	3,000.
SANTA FE FAMILY LIFE CENTER 6300 N SANTA FE AVE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	40,000.
SEARCH DOG FOUNDATION 6800 WHEELER CANYON ROAD SANTA PAULA, CA 93060	NONE	PC	GENERAL PURPOSE	5,000.
TAHLEQUAH PUBLIC SCHOOLS 225 N WATER AVE TAHLEQUAH, OK 74464	NONE	PC	GENERAL PURPOSE	400.
THE BELLA FOUNDATION 7925 N. HUDSON, STE D OKLAHOMA CITY, OK 73114	NONE	PC	GENERAL PURPOSE	200.
THE PARENT PROJECT FOR MUSCULAR DYSTROPHY 1052 NORTH UNIVERSITY BLVD. MIDDLETOWN, OH 45042	NONE	PC	GENERAL PURPOSE	500.
THE SALVATION ARMY OF CENTRAL OKLAHOMA 1001 N PENNSYLVANIA AVE OKLAHOMA CITY, OK 73107	NONE	PC	GENERAL PURPOSE	1,000.
THRIVE 3000 UNITED FOUNDERS BLVD. SUITE 247 OKLAHOMA CITY, OK 73112	NONE	PC	GENERAL PURPOSE	25,000.
TOWN & COUNTRY SCHOOL 8906 E. 34TH ST TULSA, OK 74145	NONE	PC	GENERAL PURPOSE	5,000.
TULSA BOTANIC GARDEN 3900 TULSA BOTANIC DR TULSA, OK 74127	NONE	PC	GENERAL PURPOSE	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TULSA POP KIDS INC 1215 S BOULDER AVE STE 1200 TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	5,000.
UNIVERSITY OF TULSA 800 S TUCKER DR TULSA, OK 74104	NONE	PC	GENERAL PURPOSE	15,000.
VOLUNTEER OF AMERICA OKLAHOMA 9605 E. 61ST STREET TULSA, OK 74133	NONE	PC	GENERAL PURPOSE	10,000.
WINGS SPECIAL NEEDS COMMUNITY, INC. 13700 N. EASTERN AVE. EDMOND, OK 73013	NONE	PC	GENERAL PURPOSE	10,000.
YWCA OF OKLAHOMA CITY 500 N BROADWAY AVE STE 500 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	51,000.
SPECIAL OLYMPICS OKLAHOMA 6835 SOUTH CANTON AVENUE TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	500.
Total from continuation sheets				

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PUBLICLY TRADED SECURITIES					
	2,727,985.	1,040,171.	0.	0.	1,687,814.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CAPITAL GAIN FROM PFIC					
	16,672.	16,672.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CAPITAL GAIN FROM PARTNERSHIPS					
	603,532.	-168,002.	0.	0.	771,534.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GAIN FROM SALE OF AMERICAN TRAILER WORKS					
	40,588.	0.	0.	0.	40,588.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
LOSS FROM DISPOSAL OF SECURITY DEVICES INTERNATIONAL	0.	250,000.	0.		0.	-250,000.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
GAIN FROM SALE OF ALLIANCEBERNSTEIN	60,635.	60,635.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
GAIN FROM POMONA CAPITAL	23,507.	0.	0.		0.	23,507.

CAPITAL GAINS DIVIDENDS FROM PART IV	3,948,552.
TOTAL TO FORM 990-PF, PART I, LINE 6A	6,221,995.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	5,332,624.	0.	5,332,624.	5,518,754.	
INTEREST INCOME	163,043.	0.	163,043.	163,043.	
LONG-TERM CAPITAL GAIN DISTRIBUTIONS	3,948,552.	3,948,552.	0.	0.	
TO PART I, LINE 4	9,444,219.	3,948,552.	5,495,667.	5,681,797.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME/(LOSS) FROM PARTNERSHIP PASSTHROUGHS	5,076,958.	-6,510.	
OTHER INVESTMENT INCOME	637.	637.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,077,595.	-5,873.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF TAX RETURNS	11,200.	775.		8,425.
PREPARATION OF FINANCIAL STATEMENTS	22,500.	22,500.		0.
TO FORM 990-PF, PG 1, LN 16B	33,700.	23,275.		8,425.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - ENERGY AND MINERALS GROUP FUND II LP K-1	0.	1,791.		0.
MANAGEMENT FEES - VARIOUS INVESTMENTS	1,905.	1,905.		0.
CONSULTING FEES	1,501.	1,501.		0.
TO FORM 990-PF, PG 1, LN 16C	3,406.	5,197.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	15,943.	3,986.		11,957.
PROPERTY TAXES	551.	138.		413.
EXCISE TAXES	417,417.	0.		0.
TO FORM 990-PF, PG 1, LN 18	433,911.	4,124.		12,370.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,369.	0.		1,369.
OFFICE EXPENSES	30,878.	0.		30,878.
BANK CHARGES	45.	0.		45.
COMPUTER EXPENSES	525.	0.		525.
TO FORM 990-PF, PG 1, LN 23	32,817.	0.		32,817.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CBS CORP NEW CLASS B	741,444.	4,179,071.	
CIT GROUP, INC.	57,271.	62,189.	
FSP MONUMENT CIRCLE	212,491.	300,000.	
OTHER EQUITIES: INTERNATIONAL EQUITIES	39,393,711.	40,486,043.	
OTHER EQUITIES: JP MORGAN LARGE CAP	1,329,090.	790,580.	
OTHER EQUITIES: JP MORGAN MID CAP	29,423,554.	37,432,714.	
OTHER EQUITIES: JP MORGAN SMALL CAP	24,779,994.	33,433,889.	
OTHER EQUITIES: SMITH BARNEY LARGE CAP	4,362,035.	9,584,908.	
OTHER EQUITIES: SMITH BARNEY MID CAP	2,836,061.	6,587,565.	
OTHER EQUITIES: SMITH BARNEY SMALL CAP	2,336,413.	6,086,640.	
RYMAN HOSPITALITY	11,750,539.	28,909,915.	
VIACOM INC NEW CLASS B	593,022.	958,815.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	117,815,625.	168,812,329.	

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME	1,807,479.	10,626,025.
INTERNATIONAL FIXED INCOME - SMITH BARNEY	5,795,472.	5,106,291.
OTHER EQUITIES: HIGH YIELD FIXED INCOME	10,952,306.	271,404.
TAXABLE BOND FUNDS	25,623,340.	23,559,102.
TOTAL TO FORM 990-PF, PART II, LINE 10C	44,178,597.	39,562,822.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	COST	18,057,228.	18,661,600.
REAL ESTATE INVESTMENTS	COST	4,217,967.	5,789,326.
REAL ESTATE PARTNERSHIPS	COST	9,699,182.	12,913,250.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,974,377.	37,364,176.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MRS. CHRISTINE EVEREST, CO-TRUSTEE
6305 WATERFORD BOULEVARD, SUITE 350
OKLAHOMA CITY, OK 73118

TELEPHONE NUMBER

(405) 475-3200

FORM AND CONTENT OF APPLICATIONS

PROPOSALS TO THE E.L. AND THELMA GAYLORD FOUNDATION ARE INITIATED THROUGH OUR ONLINE GRANT REQUEST SYSTEM AT WWW.GAYLORDFOUNDATION.COM/APPLICATION. TO BE CONSIDERED, PLEASE SUBMIT A LETTER OF INQUIRY BY JANUARY 15TH OR JULY 15TH.

AFTER REVIEW, WE WILL CONTACT YOU REGARDING THE STATUS OF YOUR REQUEST. YOU MAY BE INVITED TO SUBMIT AN APPLICATION.

IF YOU ENCOUNTER ANY DIFFICULTY OR HAVE A QUESTION REGARDING THIS PROCESS, PLEASE CONTACT:

DEBI MOORE, DIRECTOR OF ADMINISTRATION
(405) 607-6301

ANY SUBMISSION DEADLINES

JANUARY 15TH OR JULY 15TH

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 12

FORM AND CONTENT OF APPLICATIONS

DMOORE@GAYLORDFOUNDATION.ORG