

EXTENDED TO NOVEMBER 16, 2020

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 1545-0047

2019

Open to Public Inspection

Form 990-PF

Department of the Treasury Internal Revenue Service

For calendar year 2019 or tax year beginning

, and ending

Name of foundation: E.L. AND THELMA GAYLORD FOUNDATION
Employer identification number: 73-1463569
Telephone number: (405) 475-3200
City or town, state or province, country, and ZIP or foreign postal code: OKLAHOMA CITY, OK 73118
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$304,518,151
Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions, Dividends, Gross sales, Other income, and Total operating and administrative expenses.

49 Received in Batch on DEC 23 2020

SCANNED APR 30 2021

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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	13,233,537.	16,486,498.	16,486,498.
	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	428,835.	246,545.	246,545.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	117,815,626.	121,864,574.	211,512,800.
	c Investments - corporate bonds STMT 10	44,178,595.	38,521,027.	37,333,400.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 11	31,974,378.	31,100,751.	38,791,400.	
14 Land, buildings, and equipment basis STMT 11	399,766.			
Less: accumulated depreciation	252,258.	157,407.	147,508.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	207,788,378.	208,366,903.	304,518,151.	
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 FASB ASC 958, check here and complete lines 24, 25, 29, and 30. <input type="checkbox"/>			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	125,457,383.	125,457,383.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	82,330,995.	82,909,520.	
	29 Total net assets or fund balances	207,788,378.	208,366,903.	
30 Total liabilities and net assets/fund balances	207,788,378.	208,366,903.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	207,788,378.
2 Enter amount from Part I, line 27a	2	578,525.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	208,366,903.
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 29	6	208,366,903.

Part IV Capital Gains and Losses for Tax on Investment Income

(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 CAPITAL GAIN FROM PARTNERSHIPS	P		
b CAPITAL GAIN FROM PFIC	P		
c PUBLICLY TRADED SECURITIES			
d CAPITAL GAINS DIVIDENDS			
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 1,086,415.		8,759.	1,077,656.
b 15,237.			15,237.
c 6,755,868.		4,550,723.	2,205,145.
d 3,775,509.			3,775,509.
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			1,077,656.
b			15,237.
c			2,205,145.
d			3,775,509.
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	7,073,547.
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))
2018	10,762,651.	269,220,595.	.039977
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

2 Total of line 1, column (d)	2	.209142
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	.041828
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	282,520,079.
5 Multiply line 4 by line 3	5	11,817,250.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	131,342.
7 Add lines 5 and 6	7	11,948,592.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	12,380,926.

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

Table with 11 rows for excise tax calculation. Includes sub-sections for exemptions, tax under section 511, and credits/payments. Total tax due is 265,119.

Part VII A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and state reporting. Includes handwritten 'OK' and '2'.

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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address **WWW.GAYLORDFOUNDATION.COM**

	Yes	No
11		X
12		X
13	X	

14 The books are in care of **THE ORGANIZATION** Telephone no. **(405) 475-3200**
 Located at **6305 WATERFORD BOULEVARD, SUITE 350, OKLAHOMA CIT** ZIP+4 **73118**

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 2019, 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

	Yes	No
16		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.

- 1a During the year, did the foundation (either directly or indirectly):
 - (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
 - (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
 - (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
 - (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
 - (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
 - (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes 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
- 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 2019?
- 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? Yes No
If "Yes," list the years
 - b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) **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.

	Yes	No
1b		X
1c		X
2b		
3a		
3b		
4a		X
4b		X

- 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
- b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) **N/A**
- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
- 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 2019?

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

		Yes	No
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 Organizations relying on a current notice regarding disaster assistance, check here	N/A <input type="checkbox"/>	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
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? If "Yes" to 6b, file Form 8870.		6b	X
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?	N/A	7b	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
SEE STATEMENT 12		232,500.	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

Total number of others receiving over \$50,000 for professional services

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

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 N/A	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	239,725,298.
b	Average of monthly cash balances	1b	14,068,804.
c	Fair market value of all other assets	1c	33,028,313.
d	Total (add lines 1a, b, and c)	1d	286,822,415.
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	286,822,415.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,302,336.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	282,520,079.
6	Minimum investment return. Enter 5% of line 5	6	14,126,004.

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	14,126,004.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	131,342.
2b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	32,992.
c	Add lines 2a and 2b	2c	164,334.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,961,670.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,961,670.
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	13,961,670.

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	12,380,926.
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	12,380,926.
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	131,342.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,249,584.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				13,961,670.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			1,289,840.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 12,380,926.				
a Applied to 2018, but not more than line 2a			1,289,840.	
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 2019 distributable amount				11,091,086.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				2,870,584.
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 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 2019, 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)

	Tax year				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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 14**

SEE STATEMENT 13

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				
12 RECOVERY FOUNDATION INC 11300 QUAIL CREEK ROAD 4 OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	20,000.
A CHANCE TO CHANGE FOUNDATION 2113 WEST BRITTON ROAD OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	15,000.
A NEW LEAF 2306 S 1ST PL BROKEN ARROW, OK 74012	NONE	PC	GENERAL PURPOSE	10,000.
ALLIED ARTS 1015 N BROADWAY AVENUE #200 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	55,000.
AMERICAN CANCER SOCIETY OF OKC 6525 N MERIDIAN AVE, SUITE 110 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	400,000.
Total			SEE CONTINUATION SHEET(S)	11,962,253.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
Enter gross amounts unless otherwise indicated.					
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5,786,197.	
8 Gain or (loss) from sales of assets other than inventory			18	6,148,316.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		13,309,432.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	13,309,432.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
▼	N/A

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

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>		<table border="1"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr> <td>1a(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> </tbody> </table>		Yes	No	1a(1)		X	1a(2)		X	1b(1)		X	1b(2)		X	1b(3)		X	1b(4)		X	1b(5)		X	1b(6)		X	1c		X
	Yes	No																														
1a(1)		X																														
1a(2)		X																														
1b(1)		X																														
1b(2)		X																														
1b(3)		X																														
1b(4)		X																														
1b(5)		X																														
1b(6)		X																														
1c		X																														

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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	<p>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.</p> <p><i>David Hogan</i> 11-13-20 TRUSTEE</p> <p>Signature of officer or trustee Date Title</p>	<p>May the IRS discuss this return with the preparer shown below? See instr.</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
Paid Preparer Use Only	<p>Print/Type preparer's name Preparer's signature Date Check <input type="checkbox"/> if self-employed PTIN</p> <p>W. LYNDEL LACKEY <i>W. Lyndel Lackey</i> 11/13/20 P00234298</p>	Firm's EIN ▶ 73-1413977
	Firm's name ▶ HOGANTAYLOR LLP	Phone no. 405-848-2020
	Firm's address ▶ 1225 N BROADWAY AVENUE, SUITE 200 OKLAHOMA CITY, OK 73103	

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
AMERICAN SADDLE HORSE MUSEUM ASSOCIATION 4083 IRON WORKS PARKWAY LEXINGTON, KY 40511	NONE	PC	GENERAL PURPOSE	100,000.
ANNA'S HOUSE FOUNDATION 3001 E MEMORIAL EDMOND, OK 73103	NONE	PC	GENERAL PURPOSE	50,000.
ARTHRITIS FOUNDATION 8275 E RENO OKLAHOMA CITY, OK 73140	NONE	PC	GENERAL PURPOSE	50,000.
ASHEVILLE SCHOOL 360 ASHEVILLE SCHOOL ROAD ASHEVILLE, NC 28806	NONE	PC	GENERAL PURPOSE	100,000.
BEAUTIFUL DREAM PROJECT DRAGONFLY HOME PO BOX 94613 OKLAHOMA CITY, OK 73143	NONE	PC	GENERAL PURPOSE	20,000.
BIG BROTHERS BIG SISTERS OF OKLAHOMA 224 NW 10TH ST OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	5,000.
BOYS & GIRLS CLUBS OF OKLAHOMA COUNTY 3535 N WESTERN AVE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	65,500.
CALM WATERS 4334 NORTHWEST EXPRESSWAY # 101 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	20,000.
CAMP FIRE GREEN COUNTRY 706 S BOSTON AVENUE TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	5,000.
CAMP FIRE HEART OF OKLAHOMA, INC. 3309 EAST HEFNER ROAD OKLAHOMA CITY, OK 73131	NONE	PC	GENERAL PURPOSE	10,000.
Total from continuation sheets				11,462,253.

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
CARE CENTER PO BOX 1125 OKLAHOMA CITY, OK 73101	NONE	PC	GENERAL PURPOSE	10,000.
CASA OF OKLAHOMA COUNTY INC. 1608 NW EXPRESSWAY #101 OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	15,000.
CASADY SCHOOL PO BOX 2390 OKLAHOMA CITY, OK 73156	NONE	PC	GENERAL PURPOSE	14,000.
CATHOLIC CHARITIES ARCHDIOCES OF OKC 1232 N CLASSEN BLVD OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	15,000.
CENTER FOR EMPLOYMENT OPPORTUNITIES 228 ROBERT S. KERR SUITE 600 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	50,000.
CENTER FOR NONPROFITS 720 W WILSHIRE BLVD #115 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	5,000.
CHILDREN'S HOSPITAL FOUNDATION 1200 CHILDREN'S AVENUE OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	10,000.
CITIZENS CARING FOR CHILDREN 730 W. WILSHIRE CREEK BLVD SUITE 112 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	10,000.
CITIZENS FOR JUVENILE JUSTICE 5905 N. CLASSEN CT OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	5,000.
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.
CLAREHOUSE 7617 S MINGO ROAD TULSA, OK 74133	NONE	PC	GENERAL PURPOSE	5,000.
COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE	PC	GENERAL PURPOSE	10,000.
COLORADO SPRINGS CONSERVATORY 415 SAHWATCH ST. COLORADO SPRINGS, CO 80903	NONE	PC	GENERAL PURPOSE	15,000.
COMMUNITIES FOUNDATION OF OKLAHOMA P.O. BOX 21210 OKLAHOMA CITY, OK 73156	NONE	PC	GENERAL PURPOSE	200,000.
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 NORTH KENOSHA AVENUE TULSA, OK 74106	NONE	PC	GENERAL PURPOSE	10,000.
COMMUNITY HEALTH CENTERS, INC. 12716 N.E. 36TH STREET OKLAHOMA CITY, OK 73140	NONE	PC	GENERAL PURPOSE	50,000.
CREEK CO LITERACY PROGRAM 15 N POPLAR ST SAPULPA, OK 74066	NONE	PC	GENERAL PURPOSE	5,000.
CRISTO REY OKC 900 N PORTLAND AVE OKLAHOMA CITY, OK 73107	NONE	PC	GENERAL PURPOSE	75,000.
DAILY LIVING CENTERS PO BOX 608 BETHANY, OK 73008	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
DAYSRING VILLA P.O. BOX 1588 SAND SPRINGS, OK 74063	NONE	PC	GENERAL PURPOSE	10,000.
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	100,000.
DOMESTIC VIOLENCE INTERVENTION 3815 N SANTA FE AVENUE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	5,000.
OKLAHOMA HALL OF FAME 1400 CLASSEN DRIVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	14,668.
DOWNTOWN OKLAHOMA CITY, INC. 211 N ROBINSON AVENUE NO 225 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	1,000.
DRESS FOR SUCCESS OKLAHOMA CITY 1215 N. WESTERN AVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	15,000.
EMBRY-RIDDLE AERONAUTICAL UNIVERSITY 1 AEROSPACE BOULEVARD DAYTONA BEACH, FL 32114	NONE	PC	GENERAL PURPOSE	3,000.
EMERGENCY RESPONDERS ASSISTANCE PRO... 100 E 1ST ST EDMOND, OK 73034	NONE	PC	GENERAL PURPOSE	15,000.
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)				
EPISCOPAL DIOCESE OF OKLAHOMA 924 N ROBINSON AVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	250,000.
EXECUTIVE SERVICE CORPS OF CENTRAL OKLA 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	50,000.
FIRST CHRISTIAN CHURCH 11950 E RENO AVE. OKLAHOMA CITY, OK 73130	NONE	PC	GENERAL PURPOSE	700.
FIRST SERVE OKC FOUNDATION 7301 N. BROADWAY EXTENSION STE 224 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	5,000.
FOCUS ON HOME INC 6608 N. WESTERN AVE OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	15,000.
FOOD AND SHELTER, INC 201 REED AVE NORMAN, OK 73071	NONE	PC	GENERAL PURPOSE	20,000.
FREEDOM SCHOOL OK CITY P.O. BOX 54364 OKLAHOMA CITY, OK 73154	NONE	PC	GENERAL PURPOSE	10,000.
GATESWAY FOUNDATION 1217 E. COLLEGE ST. BROKEN ARROW, OK 74012	NONE	PC	GENERAL PURPOSE	670.
Total from continuation sheets				

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)				
GIRLS SCOUTS - WESTERN OKLAHOMA 6100 N ROBINSON AVE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	320,000.
GROUND ZERO EMERGENCY TRAINING 700 W TIMBERDELL RD NORMAN, OK 73072	NONE	PC	GENERAL PURPOSE	10,000.
HARDING CHARTER PREPARATORY HIGH SCHOOL 1301 NE 101ST ST OKLAHOMA CITY, OK 73131	NONE	PC	GENERAL PURPOSE	12,000.
HARDING FINE ARTS ACADEMY 3333 N. SHARTEL BLVD. OKLAHOMA CITY, OK 73118	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.
HEARTLINE INC 3801 N.W. 63RD ST. BLDG. 1 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	20,000.
HEARTS FOR HEARING 11500 PORTLAND AVE OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	200,000.
HOMELESS ALLIANCE 1724 NW 4TH ST OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	100,000.
HOPE HOUSE 1101 NW 49TH STREET OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	50,000.
HOPE IS ALIVE 14401 N MAY AVE OKLAHOMA CITY, OK 73134	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
INFANT CRISIS SERVICES INC 4224 N. LINCOLN BLVD OKLAHOMA CITY, OK 73105	NONE	PC	GENERAL PURPOSE	56,000.
INTEGRIS BAPTIST MEDICAL CENTER FOUNDATIO 3030 NORTHWEST EXPY #1600 OKLAHOMA CITY, OK 73112	NONE	PC	GENERAL PURPOSE	1,500,000.
IRON GATE 501 S. CINCINNATI AVE. TULSA, OK 74103	NONE	PC	GENERAL PURPOSE	10,000.
ITN CENTRAL OKLAHOMA 313 NE 50TH ST #2 OKLAHOMA CITY, OK 73105	NONE	PC	GENERAL PURPOSE	5,000.
JESUS HOUSE 1335 W SHERIDAN AVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	25,000.
KATHERYNE B. PAYNE EDUCATION CENTER 10404 VINEYARD BLVD STE. AVE OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	5,000.
KEYSTONE ADVENTURE SCHOOL AND FARM 19201 N WESTERN AVENUE EDMOND, OK 73012	NONE	PC	GENERAL PURPOSE	240,000.
KIPP REACH ACADEMY CHARTER SCHOOL INC 1901 NE 13TH STREET OKLAHOMA CITY, OK 73117	NONE	PC	GENERAL PURPOSE	50,000.
KIRK OF THE HILLS 4102 E 61ST ST TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	1,800.
LAST FRONTIER COUNCIL - BSA 3031 NW 64TH STREET OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	25,000.
Total from continuation sheets				

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)				
LIFE CHANGE BALLROOM 4509 TAMARISK DRIVE OKLAHOMA CITY, OK 73142	NONE	PC	GENERAL PURPOSE	10,000.
LIVING ARTS OF TULSA 307 E BRADY ST. TULSA, OK 74120	NONE	PC	GENERAL PURPOSE	5,000.
LOVE LIKE CRAZY FOUNDATION PO BOX 18417 OKLAHOMA CITY, OK 73154	NONE	PC	GENERAL PURPOSE	5,000.
LYRIC THEATRE AND ACADEMY 1727 NW 16TH STREET OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	50,000.
MAKE-A-WISH FOUNDATION 1900 NORTHWEST EXPRESSWAY #700 OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	35,000.
MARY ABBOT CHILDREN'S HOUSE, INC. 231 E. SYMMES ST. NORMAN, OK 73069	NONE	PC	GENERAL PURPOSE	10,000.
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.
MERCY HEALTH FOUNDATION OKLAHOMA CITY 13321 N. MERIDIAN AVE #206 OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	10,000.
METRO TECH FOUNDATION 1700 SPRINGLAKE DR OKLAHOMA CITY, OK 73111	NONE	PC	GENERAL PURPOSE	200.
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
METROPOLITAN BETTER LIVING CENTER 702 NE 37TH ST. OKLAHOMA CITY, OK 73105	NONE	PC	GENERAL PURPOSE	50,000.
MYRIAD GARDENS FOUNDATION 301 W RENO AVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	15,000.
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD ST OKLAHOMA CITY, OK 73111	NONE	PC	GENERAL PURPOSE	405,000.
NATIONAL MULTIPLE SCLEROS 733 THIRD AVENUE 3RD FLOOR NEW YORK, NY 10017	NONE	PC	GENERAL PURPOSE	200.
NEIGHBOR FOR NEIGHBOR 505 E 36TH ST N TULSA, OK 74106	NONE	PC	GENERAL PURPOSE	10,000.
NEIGHBORHOOD ALLIANCE FOR OKC, INC. 1236 NW 36TH STREET OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	5,000.
NEIGHBORHOOD SERVICES ORGANIZATION 431 SW 11TH OKLAHOMA CITY, OK 73109	NONE	PC	GENERAL PURPOSE	25,000.
NEW VIEW OKLAHOMA, INC. 501 N DOUGLAS AVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	50,000.
NEXUS EQUINE PO BOX 54572 OKLAHOMA CITY, OK 73154	NONE	PC	GENERAL PURPOSE	30,000.
OK CITY UNIVERSITY 2501 N. BLACKWELDER AVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	225.
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
OKLAHOMA AIDS CARE FUND 4001 N CLASSEN BLVD SUITE 100 OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	25,000.
OKLAHOMA ARTS INSTUTITE 111 NW 9TH ST. OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	20,000.
OKLAHOMA AUTISM CENTER FOUNDATION 3901 NW 63RD ST. SUITE #100 OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	25,000.
OKLAHOMA BAPTIST HOMES FOR CHILDREN 3800 N. MAY AVE. OKLAHOMA CITY, OK 73112	NONE	PC	GENERAL PURPOSE	15,000.
OKLAHOMA CENTER FOR NONPROFITS 720 W WILSHIRE BLVD OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	15,000.
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	30,000.
OKLAHOMA CITY BOATHOUSE FOUNDATION 800 RIVERSPORT DR. OKLAHOMA CITY, OK 73129	NONE	PC	GENERAL PURPOSE	50,000.
OKLAHOMA CITY COMMUNITY COLLEGE FOUN 7777 S MAY AVE OKLAHOMA CITY, OK 73159	NONE	PC	GENERAL PURPOSE	35,000.
OKLAHOMA CITY MUSEUM OF ART 415 COUCH DRIVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	51,000.
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	305,000.
OKLAHOMA CITY PHILHARMONIC 424 COLCORD DRIVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	42,500.
OKLAHOMA CITY PUBLIC SCHOOLS 431 WEST MAIN STREET SUITE E OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	26,500.
OKLAHOMA CITY UNIVERSITY SCHOOL OF LAW 800 N. HARVEY AVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	312,500.
OKLAHOMA CONTEMPORARY ARTS CENTER 3000 GENERAL PERSHING BLVD OKLAHOMA CITY, OK 73107	NONE	PC	GENERAL PURPOSE	200,000.
OKLAHOMA FOUNDATION FOR EXCELLENCE 120 N ROBINSON DRIVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA FOUNDATION FOR THE DISABLED 8421 N WALKER AVE OKLAHOMA CITY, OK 73114	NONE	PC	GENERAL PURPOSE	5,000.
OKLAHOMA HALL OF FAME 1400 CLASSEN DRIVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	60,000.
OKLAHOMA HEART HOSPITAL 4200 W. MEMORIAL ROAD STE 510 OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	25,000.
OKLAHOMA HISTORICAL SOCIETY 800 NAZIH ZUHDI DR OKLAHOMA CITY, OK 73105	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
OKLAHOMA HUMANE SOCIETY 7500 N. WESTERN AVE. OKLAHOMA CITY, OK 73116	NONE	PC	GENERAL PURPOSE	50,000.
OKLAHOMA MEDICAL RESEARCH FOUNDATION 825 NE 13TH STREET OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	407,500.
OKLAHOMA PROJECT WOMAN INC. 2727 E 21ST ST #602 TULSA, OK 74114	NONE	PC	GENERAL PURPOSE	15,000.
OKLAHOMA SCHOOL OF SCIENCE & MATH FOUND 1141 NORTH LINCOLN BOULEVARD OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	10,000.
OKLAHOMA STATE FIREMAN'S MUSEUM 2716 NE 50TH ST. OKLAHOMA CITY, OK 73111	NONE	PC	GENERAL PURPOSE	250,000.
OKLAHOMA STATE TROOPERS FOUNDATION P.O. BOX 852160 YUKON, OK 73085	NONE	PC	GENERAL PURPOSE	2,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION 400 S MONROE STREET STILLWATER, OK 74074	NONE	PC	GENERAL PURPOSE	50,000.
OKLAHOMA WATCH 395 W. LINDSEY ST. STE 31320D NORMAN, OK 73019	NONE	PC	GENERAL PURPOSE	25,000.
OKLAHOMA YOUTH ORCHESTRA 428 W CALIFORNIA AVE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	2,500.
OKLAHOMA ZOOLOGICAL SOCIETY, INC. 2101 NE 50TH ST. OKLAHOMA CITY, OK 73111	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
OMRF 825 NE 13TH ST OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	10,000.
OPERATION AWARE 5801 E SKELLY DR #707 TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	5,000.
PALOMAN OKC FAM JUSTICE CTR 1140 N. HUDSON AVE OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	125,000.
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.
PETS HELPING PEOPLE 821 E BUTTLES PLACE MILWAUKEE, WI 53217	NONE	PC	GENERAL PURPOSE	5,000.
PHILBROOK MUSEUM OF ART 2727 S. ROCKFORD RD TULSA, OK 74114	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.
POSITIVE TOMORROWS PO BOX 61190 OKLAHOMA CITY, OK 73146	NONE	PC	GENERAL PURPOSE	125,200.
PROJECT 31 360 BROOKSHIRE LAKE LANE ALPHARETTA, GA 30022	NONE	PC	GENERAL PURPOSE	200.
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
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	10,000.
REDEEMING THE FAMILY 1409 NW 150TH EDMOND, OK 73013	NONE	PC	GENERAL PURPOSE	6,000.
REGIONAL FOOD BANK OF OKLAHOMA 3355 S PURDUE AVENUE OKLAHOMA CITY, OK 73137	NONE	PC	GENERAL PURPOSE	350,000.
RE-MADE FOR A PURPOSE 17 W. 5TH ST. FULTON, MO 65251	NONE	PC	GENERAL PURPOSE	1,000.
REMERGE PO BOX 837 OKLAHOMA CITY, OK 73101	NONE	PC	GENERAL PURPOSE	280,500.
RESONANCE CENTER FOR WOMEN, INC 1608 S ELWOOD AVENUE TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	11,000.
RESTOREOKC, INC. 2222 NE 27TH ST. OKLAHOMA CITY, OK 73111	NONE	PC	GENERAL PURPOSE	5,000.
ROBERT TRENT JONES GOLF TRAIL FOUNDATION 167 SUNBELT PKWY BIRMINGHAM, AL 35211	NONE	PC	GENERAL PURPOSE	500.
RONALD MCDONALD HOUSE 940 NE 13TH ST. SUITE 3100 OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	75,000.
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	5,000.
SADDLEBRED RESCUE, INC 6 MEADOW CLIFF LANE HARDWICK, NJ 07825	NONE	PC	GENERAL PURPOSE	57,500.
SAINT SIMEON'S FOUNDATION 3701 MARTIN LUTHER KING JR BLVD TULSA, OK 74106	NONE	PC	GENERAL PURPOSE	5,000.
SANTA FE FAMILY LIFE CENTER 6300 N SANTA FE AVE OKLAHOMA CITY, OK 73118	NONE	PC	GENERAL PURPOSE	5,000.
SCISSORTAIL PARK FOUNDATION, INC. 301 WEST RETNO AVENUE OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	250,000.
SKYLINE URBAN MINISTRY 500 SE 15TH ST. OKLAHOMA CITY, OK 73129	NONE	PC	GENERAL PURPOSE	10,000.
SMART START OF CENTRAL OKLAHOMA 2401 NW 115TH TERRACE BUILDING G OKLAHOMA CITY, OK 73120	NONE	PC	GENERAL PURPOSE	15,000.
SOUTH TULSA COMMUNITY HOUSE 5780 S. PEORIA AVE TULSA, OK 74105	NONE	PC	GENERAL PURPOSE	5,000.
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.
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
STONESOAP COMMUNITY VENTURE 4159 E. 42ND PL TULSA, OK 74135	NONE	PC	GENERAL PURPOSE	10,000.
STREET SCHOOL 1135 S. YALE AVE TULSA, OK 74112	NONE	PC	GENERAL PURPOSE	10,000.
SUNBEAM FAMILY SERVICES 616 NW 21ST STREET OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	10,000.
TULSA ADVOCATES FOR THE RIGHTS OF CITIZENS WITH DEVELOPMENTAL DISABILITIES 2516 E. 71ST ST STE A TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	10,000.
TEACH FOR AMERICA 309 NW 13TH ST #102 OKLAHOMA CITY, OK 73103	NONE	PC	GENERAL PURPOSE	155,000.
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	7,500.
THE CARE CENTER 4130 N. LINCOLN BLVD OKLAHOMA CITY, OK 73105	NONE	PC	GENERAL PURPOSE	200.
THE EDUCATION & EMPLOYMENT MINISTRY 14 NE 13TH STREET OKLAHOMA CITY, OK 73104	NONE	PC	GENERAL PURPOSE	100,000.
THE LITTLE LIGHT HOUSE 5120 E 36TH ST TULSA, OK 74135	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
THE NATURE CONSERVANCY 408 NW 7TH ST OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	10,000.
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	12,070.
THRIVE 3000 UNITED FOUNDERS BLVD. SUITE 247 OKLAHOMA CITY, OK 73112	NONE	PC	GENERAL PURPOSE	200.
TOWN & COUNTRY SCHOOL 8906 E. 34TH ST TULSA, OK 74145	NONE	PC	GENERAL PURPOSE	5,000.
TULSA ADV FOR THE PROTECTION OF CHILDREN 3326 EAST 51ST STREET TULSA, OK 74135	NONE	PC	GENERAL PURPOSE	5,000.
TULSA AIR AND SPACE MUSEUM & PLANETARIUM 3624 N 74TH E. AVE TULSA, OK 74115	NONE	PC	GENERAL PURPOSE	5,000.
TULSA BALLET 1212 E 45TH PLACE TULSA, OK 74105	NONE	PC	GENERAL PURPOSE	6,670.
TULSA BOTANIC GARDEN 3900 TULSA BOTANIC DR TULSA, OK 74127	NONE	PC	GENERAL PURPOSE	10,000.
TULSA CASA INC 700 S. BOSTON AVE #230 TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	5,000.
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 CHILDREN'S MUSEUM 560 N. MAYBELLE AVE TULSA, OK 74127	NONE	PC	GENERAL PURPOSE	10,000.
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE # 600 TULSA, OK 74136	NONE	PC	GENERAL PURPOSE	67,500.
TULSA GIRLS ART SCHOOL 2202 E ADMIRAL BLVD TULSA, OK 74110	NONE	PC	GENERAL PURPOSE	10,000.
TULSA OPERA 1610 S. BOULDER AVE TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	10,000.
TULSA REGIONAL STEM ALLIANCE 907 S. DETROIT AVE #600 TULSA, OK 74120	NONE	PC	GENERAL PURPOSE	15,000.
UNITED WAY OF CENTRAL OKLAHOMA 1444 NW 29TH STREET OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	910,450.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73109	NONE	PC	GENERAL PURPOSE	52,500.
UNIVERSITY OF TULSA 800 S TUCKER DR TULSA, OK 74104	NONE	PC	GENERAL PURPOSE	10,000.
UPWARD TRANSITIONS INC 1134 W MAIN ST OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL PURPOSE	10,000.
VARIETY CARE FOUNDATION 3000 N GRAND BLVD OKLAHOMA CITY, OK 73107	NONE	PC	GENERAL PURPOSE	800,600.
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
VISITING NURSE & HOSPICE CARE FOUNDATION 1110 35TH LANE VERO BEACH, FL 32960	NONE	PC	GENERAL PURPOSE	1,000.
VOLUNTEER OF AMERICA OKLAHOMA 9605 E. 61ST STREET TULSA, OK 74133	NONE	PC	GENERAL PURPOSE	5,000.
WINDWALKERS 356501 E. 750 RD CUSHING, OK 74023	NONE	PC	GENERAL PURPOSE	6,000.
WINGS SPECIAL NEEDS COMMUNITY, INC. 13700 N. EASTERN AVE. EDMOND, OK 73013	NONE	PC	GENERAL PURPOSE	10,000.
YMCA OF THE ROCKIES 2515 TUNNEL RD ESTES PARK, CO 80511	NONE	PC	GENERAL PURPOSE	100,000.
YOUTH & FAMILY SERVICES 7565 EAST HIGHWAY 66 P.O. BOX 1207 EL RENO, OK 73036	NONE	PC	GENERAL PURPOSE	15,000.
YOUTH SERVICES OF TULSA 311 S MADISON AVENUE TULSA, OK 74120	NONE	PC	GENERAL PURPOSE	5,000.
YWCA OF OKLAHOMA CITY 500 N BROADWAY AVE STE 500 OKLAHOMA CITY, OK 73102	NONE	PC	GENERAL PURPOSE	50,200.
YWCA OF TULSA 1503 S. DENVER AVE. TULSA, OK 74119	NONE	PC	GENERAL PURPOSE	5,000.
CCSAF PRIVATE INVESTORS 270 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10017	NONE	SO III NFI	CHARITABLE PURPOSE	5,000.
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
BLACKSTONE REAL EST VII PRIVATE INV 345 PARK AVENUE NEW YORK, NY 10154	NONE	SO III NFI	CHARITABLE PURPOSE	2,000.
Total from continuation sheets				

Passive Foreign Investment Company (PFIC) Annual Information Statement
Tax Year: January 1, 2019 - December 31, 2019
Partnership Interest USD

Fund POMONA CAPITAL VIII (OFFSHORE), L.P
Shareholder E L. AND THELMA GAYLORD FOUNDATION

(1) This information statement applies to the tax year of the Fund beginning on January 1, 2019 and ending on December 31, 2019.

(2) The Shareholder has the following pro-rata share of the ordinary earnings and net capital gain during the Fund's taxable year specified in paragraph (1):

Ordinary Earnings:	NONE
Net Capital Gain:	15,237

(3) The amount of cash and fair market value of other property distributed or deemed distributed from earnings by the Fund during the Fund's taxable year specified in paragraph 1

Cash:	13,661
Fair market value of other property:	NONE

(4) The Fund will permit the Shareholder to inspect and copy the Fund's permanent books of account, records and such other documents as may be maintained by the Fund to establish that the Fund's ordinary earnings and net capital gain, as provided in Section 1293(e) of the Internal Revenue Code of 1986, as amended, are computed in accordance with U S income tax principles and to verify these amounts and this shareholder's pro rata shares thereof

(5) The Fund was incorporated in the Cayman Islands. The Fund's US taxpayer identification number and its address is

TIN. 30-0748480
780 Third Avenue, 46th Floor
New York, NY 10017

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	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CAPITAL GAIN FROM PARTNERSHIPS				PURCHASED		
	1,086,415.	918,753.	0.	0.	167,662.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
CAPITAL GAIN FROM PFIC				PURCHASED		
	15,237.	15,237.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES						
	6,755,868.	4,550,723.	0.	0.	2,205,145.	

CAPITAL GAINS DIVIDENDS FROM PART IV

3,775,509.

TOTAL TO FORM 990-PF, PART I, LINE 6A

6,148,316.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	5,619,363.	0.	5,619,363.	5,617,787.	
INTEREST INCOME	166,834.	0.	166,834.	166,834.	
LONG-TERM CAPITAL GAIN DISTRIBUTIONS	3,775,509.	3,775,509.	0.	0.	
TO PART I, LINE 4	9,561,706.	3,775,509.	5,786,197.	5,784,621.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INCOME/(LOSS) FROM PARTNERSHIP PASSTHROUGHS	1,374,893.	374,699.	
OTHER INVESTMENT INCOME	26.	26.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,374,919.	374,725.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	556.	0.		556.
TO FM 990-PF, PG 1, LN 16A	556.	0.		556.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF TAX RETURNS	11,800.	7,080.		0.
PREPARATION OF FINANCIAL STATEMENTS	26,000.	16,550.		9,450.
TO FORM 990-PF, PG 1, LN 16B	37,800.	23,630.		9,450.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - VARIOUS INVESTMENTS	0.	638.		0.
CONSULTING FEES	1,200.	1,200.		0.
TO FORM 990-PF, PG 1, LN 16C	1,200.	1,838.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	15,531.	3,883.		11,648.
EXCISE TAXES	237,290.	0.		0.
OTHER TAXES	527.	132.		395.
TO FORM 990-PF, PG 1, LN 18	253,348.	4,015.		12,043.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,538.	0.		1,538.
OFFICE EXPENSES	51,583.	0.		51,583.
TO FORM 990-PF, PG 1, LN 23	53,121.	0.		53,121.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CBS CORP NEW CLASS B	741,444.	4,588,000.
CIT GROUP, INC.	57,271.	74,100.
FSP MONUMENT CIRCLE	212,491.	300,000.
OTHER EQUITIES: INTERNATIONAL EQUITIES	40,056,750.	49,000,000.
OTHER EQUITIES: JP MORGAN LARGE CAP	1,329,090.	881,600.
OTHER EQUITIES: JP MORGAN MID CAP	32,360,049.	49,760,100.
OTHER EQUITIES: JP MORGAN SMALL CAP	25,990,287.	41,939,500.
OTHER EQUITIES: SMITH BARNEY LARGE CAP	3,601,157.	10,705,900.
OTHER EQUITIES: SMITH BARNEY MID CAP	2,836,061.	9,072,900.
OTHER EQUITIES: SMITH BARNEY SMALL CAP	2,336,413.	7,761,200.
RYMAN HOSPITALITY	11,750,539.	36,533,000.
VIACOM INC NEW CLASS B	593,022.	896,500.
TOTAL TO FORM 990-PF, PART II, LINE 10B	121,864,574.	211,512,800.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME	1,721,585.	7,459,000.
INTERNATIONAL FIXED INCOME	6,181,896.	5,603,000.
OTHER EQUITIES: HIGH YIELD FIXED INCOME	6,899,664.	276,500.
TAXABLE BOND FUNDS	23,717,882.	23,994,900.
TOTAL TO FORM 990-PF, PART II, LINE 10C	38,521,027.	37,333,400.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIPS	COST	18,020,455.	19,584,500.
REAL ESTATE INVESTMENTS	COST	4,217,968.	6,971,100.
REAL ESTATE PARTNERSHIPS	COST	8,862,328.	12,235,800.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,100,751.	38,791,400.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTY GAYLORD EVEREST 6608 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73116	CO-TRUSTEE 3.00	12,500.	0.	0.
DAVID O. HOGAN 4626 E. 54TH ST. #226 TULSA, OK 74135	CO-TRUSTEE 10.00	187,500.	0.	0.
MARY GAYLORD MCCLEAN P.O. BOX 100 SIMPSONVILLE, KY 40067	CO-TRUSTEE 3.00	12,500.	0.	0.
LOUISE GAYLORD BENNETT 1604 DORCHESTER DR. OKLAHOMA CITY, OK 73120	CO-TRUSTEE 3.00	12,500.	0.	0.
TRICIA L. EVEREST 1717 HUNTING AVENUE OKLAHOMA CITY, OK 73116	CO-TRUSTEE 3.00	7,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		232,500.	0.	0.

FORM 990-PF

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

STATEMENT 13

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 14

FORM AND CONTENT OF APPLICATIONS

DMOORE@GAYLORDFOUNDATION.ORG