

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.**

OMB No 1545-0052  
**2018**  
**Open to Public Inspection**

**For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018**

Name of foundation BURTON FOUNDATION INC		<b>A Employer identification number</b> 73-1584983
Number and street (or P O box number if mail is not delivered to street address) 1024 E BRITTON RD NO 200	Room/suite	<b>B Telephone number (see instructions)</b> (405) 755-5571
City or town, state or province, country, and ZIP or foreign postal code OKLAHOMA CITY, OK 73131		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>30,877,533</u>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc , received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	713,257	713,257		
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	1,679,037			
<b>b</b>	Gross sales price for all assets on line 6a				
	9,991,540				
<b>7</b>	Capital gain net income (from Part IV, line 2)		1,679,037		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)				
<b>12</b>	<b>Total.</b> Add lines 1 through 11	2,392,294	2,392,294		
<b>13</b>	Compensation of officers, directors, trustees, etc	0	0		0
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)	2,520	0		2,520
<b>c</b>	Other professional fees (attach schedule)	329,653	171,400		158,253
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)	35,655	17,621		0
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings	16,912	0		16,912
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)	1,763	331		1,432
<b>24</b>	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23	386,503	189,352		179,117
<b>25</b>	Contributions, gifts, grants paid	933,511			933,511
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	1,320,014	189,352		1,112,628
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	1,072,280			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		2,202,942		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	898,949	447,423	447,423
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	32,961,162	30,430,110	30,430,110
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	33,860,111	30,877,533	30,877,533	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	33,860,111	30,877,533	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	33,860,111	30,877,533		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	33,860,111	30,877,533		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	33,860,111
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,072,280
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	34,932,391
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	4,054,858
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	30,877,533

**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.)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	1,679,037
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	596,040	31,983,669	0.018636
2016	413,339	29,402,688	0.014058
2015	628,561	29,950,447	0.020987
2014	853,937	29,657,432	0.028793
2013	404,724	27,812,339	0.014552

<b>2</b> Total of line 1, column (d)	2	0.097026
<b>3</b> 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	0.019405
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	32,587,113
<b>5</b> Multiply line 4 by line 3	5	632,353
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	22,029
<b>7</b> Add lines 5 and 6	7	654,382
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	1,112,628

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 23,478.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include '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?' and 'Did the foundation have at least \$5,000 in assets at any time during the year?'. Includes 'Yes' and 'No' columns.

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 N/A
14 The books are in care of FOUNDATION MANAGEMENT Telephone no (405) 755-5571

Located at 1024 E BRITTON RD SUITE 200 OKLAHOMA CITY OK ZIP+4 73131

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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 2018?
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 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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).
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 2018?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If yes, did the foundation receive any proceeds... 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 during the year?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

Table with 5 columns: (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. Row 1: See Additional Data Table.

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

Table with 5 columns: (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. Row 1: 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)**

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS 25 BRITISH AMERICAN BLVD LATHAM, NY 12110	PORTFOLIO MANAG	171,066
FOUNDATION MANAGEMENT INC 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	MANAGEMENT FEES	158,253
<b>Total number of others receiving over \$50,000 for professional services.</b>		<b>0</b>

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>0</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	32,596,312
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	487,051
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	33,083,363
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	33,083,363
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	496,250
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	32,587,113
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	1,629,356

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	1,629,356
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	22,029
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	22,029
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	1,607,327
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	1,607,327
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	1,607,327

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	1,112,628
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,112,628
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	22,029
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,090,599

**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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				1,607,327
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			546,560	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				
<b>d</b> From 2016. . . . .				
<b>e</b> From 2017. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,112,628</u>				
<b>a</b> Applied to 2017, but not more than line 2a			546,560	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2018 distributable amount. . . . .				566,068
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				1,041,259
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9 Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .				
<b>d</b> Excess from 2017. . . . .				
<b>e</b> Excess from 2018. . . . .				

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

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					

**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) )

**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

**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. See instructions.

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

---

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

---

**c** Any submission deadlines

---

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue.

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

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

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Part XVII

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?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Schedule table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Schedule table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee: \*\*\*\*\* Date: 2019-11-12 Title: \*\*\*\*\*

May the IRS discuss this return with the preparer shown below (see instr )? Yes No

Paid Preparer Use Only

Table for paid preparer information including Print/Type preparer's name (ANNE SCUDDER), Preparer's Signature, Date, Check if self-employed, PTIN (P00967598), Firm's name (RSM US LLP), Firm's EIN (42-0714325), and Firm's address (210 PARK AVE SUITE 1725 OKLAHOMA CITY, OK 73102).

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1	GOLDMAN ST COVERED GAIN	P	2018-01-01	2018-12-31
1	GOLDMAN ST DISALLOWED LOSS	P	2018-01-01	2018-12-31
	GOLDMAN LT COVERED GAIN	P	2017-01-01	2018-12-31
	GOLDMAN ST COVERED GAIN	P	2018-01-01	2018-12-31
	GOLDMAN LT NONCOVERED GAIN	P	2017-01-01	2018-12-31
	GOLDMAN ST COVERED LOSS	P	2018-01-01	2018-12-31
	GOLDMAN LT COVERED GAIN	P	2017-01-01	2018-12-31
	GOLDMAN ST COVERED GAIN	P	2018-01-01	2018-12-31
	GOLDMAN ST DISALLOWED LOSS	P	2018-01-01	2018-12-31
	GOLDMAN LT COVERED GAIN	P	2017-01-01	2018-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
38,926		26,493	12,433
58			58
215,185		117,327	97,858
163,204		149,775	13,429
1,352,776		597,603	755,173
34,546		46,096	-11,550
432,899		408,059	24,840
39,720		37,535	2,185
875			875
409,127		228,888	180,239

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			12,433
			58
			97,858
			13,429
			755,173
			-11,550
			24,840
			2,185
			875
			180,239

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
GOLDMAN LT DISALLOWED LOSS	P	2017-01-01	2018-12-31
1 GOLDMAN LT NONCOVERED GAIN	P	2017-01-01	2018-12-31
GOLDMAN ST COVERED LOSS	P	2018-01-01	2018-12-31
GOLDMAN LT COVERED GAIN	P	2017-01-01	2018-12-31
GOLDMAN ST COVERED LOSS	P	2018-01-01	2018-12-31
GOLDMAN LT COVERED LOSS	P	2017-01-01	2018-12-31
GOLDMAN LT NONCOVERED LOSS	P	2017-01-01	2018-12-31
GOLDMAN LT COVERED GAIN	P	2017-01-01	2018-12-31
GOLDMAN LT COVERED GAIN	P	2017-01-01	2018-12-31
GOLDMAN ST COVERED GAIN	P	2018-01-01	2018-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
183			183
6,475		1,784	4,691
8,236		10,100	-1,864
292,609		246,670	45,939
659,563		665,901	-6,338
893,234		916,570	-23,336
11,681		12,494	-813
1,313,102		1,081,000	232,102
1,145,562		987,000	158,562
159,527		142,380	17,147

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			183
			4,691
			-1,864
			45,939
			-6,338
			-23,336
			-813
			232,102
			158,562
			17,147

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
GOLDMAN LT COVERED GAIN	P	2017-01-01	2018-12-31
1 GOLDMAN ST COVERED LOSS	P	2018-01-01	2018-12-31
GOLDMAN ST DISALLOWED LOSS	P	2018-01-01	2018-12-31
GOLDMAN LT NONCOVERED GAIN	P	2017-01-01	2018-12-31
CAPITAL GAIN DISTRIBUTION	P	2017-01-01	2018-12-31
CAPITAL GAIN DISTRIBUTION	P	2017-01-01	2018-12-31
CAPITAL GAIN DISTRIBUTION	P	2017-01-01	2018-12-31
GOLDMAN ST COVERED GAIN	P	2018-01-01	2018-12-31

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
1,146,303		923,916	222,387
1,638,497		1,688,441	-49,944
43			43
24			24
4,275			4,275
122			122
45			45
24,743		24,471	272

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			222,387
			-49,944
			43
			24
			4,275
			122
			45
			272



**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
GRETCHEN GRAY 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	TRUSTEE, SECRETARY 1 00	0	0	0
DAVID GRAY 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	TRUSTEE, PRESIDENT 1 00	0	0	0
ROBERT GRAY 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	TRUSTEE 1 00	0	0	0
JOSEPH GRAY 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	TRUSTEE 1 00	0	0	0
LISA WALL 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	TRUSTEE 1 00	0	0	0
KARI KOSTER 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	ASSISTANT SECRETARY 1 00	0	0	0
SHERRIE SCHROEDER 1024 E BRITTON ROAD SUITE 200 OKLAHOMA CITY, OK 73131	TREASURER 1 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AID TO THE CHURCH IN NEED 725 LEONARD ST 3RD FLR BROOKLYN, NY 11222	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	30,000
ALL SAINTS CATHOLIC SCHOOL ATTN MS ANN SCALET 299 SOUTH NINTH STREET BROKEN ARROW, OK 74012	NONE	501C3	DISCRETIONARY GRANT- DAVID AND AFTON GRAY	2,000
AMERICAN RED CROSS-TULSA AREA CHAPTER 10151 E 11TH STREET TULSA, OK 74128	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	2,000
<b>Total . . . . .</b> ▶ <b>3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN RIVERS INC ATTN ROBBIN MARKS 1101 14TH ST NW STE 1400 WASHINGTON, DC 20005	NONE	501C3	DISCRETIONARY GRANT - JOE GRAY	2,500
AMHERST COLLEGE P O BOX 5000 AMHERST, MA 010025000	NONE	501C3	DISCRETIONARY GRANT - JOE GRAY	1,000
ARCHDIOCESE FOR MILITARY SERVICES 1025 MICHIGAN AVE NE WASHINGTON, DC 20017	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
<b>Total . . . . . ▶ 3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ARTS & HUMANITIES COUNCIL OF TULSA 101 EAST ARCHER TULSA, OK 74103	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
BECKET FUND 1200 NEW HAMPSHIRE AVE NW STE 700 WASHINGTON, DC 20036	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
BIG LIFE FOUNDATION USA 24010 NE TREEHILL DRIVE WOOD VILLAGE, OR 97060	NONE	501C3	DISCRETIONARY GRANT - JOE GRAY	2,000
<b>Total . . . . . ▶ 3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BIRTHRIGHT OF TULSA 6600 S YALE SUITE 1307 TULSA, OK 74136	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
BISHOP KELLY HIGH SCHOOL 3905 HUDSON AVENUE TULSA, OK 74135	NONE	501C3	DISCRETIONARY GRANT - DAVID AND AFTON GRAY	10,000
BISHOP KENNY HIGH SCHOOL 1055 KINGMAN AVE JACKSONVILLE, FL 32207	NONE	501C3	DISCRETIONARY GRANT - BOB GRAY	15,000
<b>Total . . . . .</b> ▶ <b>3a</b>				933,511

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
BOYS REPUBLIC 1907 BOYS REPUBLIC DRIVE CHINO HILLS, CA 91709	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
CARDINAL MINDSZENTY FOUNDATION 7800 BONHOMME AVE ST LOUIS, MO 63105	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
CATHOLIC CHARITIES - TULSA 2450 N HARVARD AVE TULSA, OK 74115	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
<b>Total . . . . .</b>				933,511



**3a**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CATHOLIC NEAR EAST WELFARE ASSN 1011 FIRST AVENUE 15 FL NEW YORK, NY 10022	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	30,000
CHILDRENS HOSPITAL FOUNDATION 6501 N BROADWAY EXT STE 190 OKLAHOMA CITY, OK 73116	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
CHRISTENDOM COLLEGE 134 CHRISTENDOM DRIVE FRONT ROYAL, VA 22630	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	20,000
<b>Total . . . . .</b> ▶ <b>3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COMMUNITIES FOUNDATION OF OKLAHOMA 2932 N W 122ND STREET STE D OKLAHOMA CITY, OK 73120	NONE	501C3	FOUNDATION PHILANTHROPY #907	124,000
COMMUNITIES FOUNDATION OF OKLAHOMA 2932 N W 122ND STREET STE D OKLAHOMA CITY, OK 73120	NONE	501C3	ANNONYMOUS FOUNDATION FUND	500,511
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 N KENOSHA AVE TULSA, OK 74106	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				933,511



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CONSERVATION FORCE 3240 S I-10 SERVICE ROAD W METAIRIE, LA 70001	NONE	501C3	DISCRETIONARY GRANT - JOE GRAY	2,000
COVENANT HOUSE 461 EIGHTH AVENUE NEW YORK, NY 10001	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
DAYSRING VILLA (V) P O BOX 1588 SAND SPRINGS, OK 74063	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				933,511

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
DIOCESE OF TULSAPO BOX 690240 TULSA, OK 74169	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
ETERNAL WORD TELEVISION NETWORK (V) 5817 OLD LEEDS ROAD IRONDALE, AL 35210	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	1,000
FOOD FOR THE POOR 6401 LYONS ROAD-DEPT 9662 COCONUT CREEK, FL 33073	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
<b>Total . . . . .</b>				<b>933,511</b>

▶ **3a**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD STREET OKLAHOMA CITY, OK 73111	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	1,000
OETA FOUNDATION 7403 N KELLY OKLAHOMA CITY, OK 731118420	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
PROJECT LIGHT MINISTRIES 2815 HAW RIVER TRAIL APEX NC 27502 APEX, NC 27502	NONE	501C3	DISCRETIONARY GRANT - LISA WALL	10,000
<b>Total . . . . .</b>				<b>933,511</b>

▶ **3a**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SALVATION ARMY THEPO BOX 397 TULSA, OK 74101	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
SOCIETY FOR PROPAGATION OF THE FAITH ATTN FATHER ANDREW SMALL 70 W 36TH STREET 8TH FLOOR NEW YORK, NY 10018	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
ST ANNE'S CATHOLIC CHURCH 301 S 9TH ST BROKEN ARROW, OK 74012	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	10,000
<b>Total . . . . . ▶ 3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ST ANNE'S CATHOLIC CHURCH 301 S 9TH ST BROKEN ARROW, OK 74012	NONE	501C3	DISCRETIONARY GRANT- DAVID AND AFTON GRAY	3,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	1,000
ST MARY MAGDALENE CATHOLIC CHURCH ATTN FATHER DONALD STAIB 625 MAGDALA PLACE APEX, NC 27502	NONE	501C3	LISA WALL DISCRETIONARY GRANT	5,000
<b>Total . . . . . ▶ 3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TEXAS BIGHORN SOCIETY P O BOX 53145 LUBBOCK, TX 79453	NONE	501C3	DISCRETIONARY GRANT - JOE GRAY	2,500
THOMAS MORE LAW CENTER PO BOX 393 ANN ARBOR, MI 48106	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
THOMAS MORE SOCIETY 16 S LA SALLE ST STE 603 CHICAGO, IL 60603	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TULSA SYMPHONY ORCHESTRA INC 117 N BOSTON AVE STE 201 TULSA, OK 74103	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	1,500
TULSA ZOO FRIENDS FOUNDATION 6421 E 36TH ST N TULSA, OK 74115	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	1,000
UNIVERSITY OF ROCHESTER SCHOOL OF NURSING P O BOX 270032 ROCHESTER, NY 14642	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	1,500
<b>Total . . . . . ▶ 3a</b>				933,511

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
US FRIENDS OF DAVID SHELDRIK WILDLIFE WILDLIFE TRUST LAGUNA HILLS, CA 92653	NONE	501C3	DISCRETIONARY GRANT - JOE GRAY	4,000
WASHINGTON LEGAL FOUNDATION 2009 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE	501C3	DISCRETIONARY GRANT - GRETCHEN GRAY	15,000
WASHINGTON UNIVERSITY IN ST LOUIS ONE BROOKINGS DRIVE CAMPUS BOX 1082 ST LOUIS, MO 63130	NONE	501C3	DISCRETIONARY GRANT - JOE GRAY	1,000
<b>Total . . . . . ▶ 3a</b>				933,511



**TY 2018 Accounting Fees Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	2,520	0		2,520

**TY 2018 Investments Corporate Stock Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
CORPORATE STOCKS HELD BY GOLDMAN SAC	30,430,110	30,430,110

**TY 2018 Other Decreases Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Description</b>	<b>Amount</b>
UNREALIZED GAIN(LOSS)	4,054,858

**TY 2018 Other Expenses Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOND AMORTIZATION	331	331		0
INSURANCE	1,432	0		1,432

**TY 2018 Other Professional Fees Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PORTFOLIO MANAGEMENT FEES	171,400	171,400		0
MANAGEMENT FEES	158,253	0		158,253

**TY 2018 Taxes Schedule****Name:** BURTON FOUNDATION INC**EIN:** 73-1584983

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ADR & FOREIGN TAXES PAID	17,621	17,621		0
FEDERAL INCOME TAX PAID	18,034	0		0