

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning **07/01/09**, and ending **06/30/10**

B Check if applicable:
 Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization **COMMUNITIES FOUNDATION OF OKLAHOMA, INC.**
 Doing Business As _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
2932 NW 122ND STREET, SUITE D
 City or town, state or country, and ZIP + 4
OKLAHOMA CITY OK 73120-1955

D Employer identification number **73-1396320**

E Telephone number **405-755-5571**

G Gross receipts \$ **28,990,127**

F Name and address of principal officer:
RICHARD RATCLIFFE
2932 NW 122ND STREET, SUITE D
OKLAHOMA CITY OK 73120-1955

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

I Tax-exempt status: 501(c) (**3**) (insert no.) 4947(a)(1) or 527

J Website: **WWW.CFOK.ORG**

K Type of organization: Corporation Trust Association Other

L Year of formation: **1992** **M** State of legal domicile: **OK**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SERVE PHILANTHROPIC NEEDS OF ALL OF OKLAHOMA			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)		
	4	Number of independent voting members of the governing body (Part VI, line 1b)		
	5	Total number of employees (Part V, line 2a)		
	6	Total number of volunteers (estimate if necessary)		
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12		
7b	Net unrelated business taxable income from Form 990-T, line 34			
Revenue	8 Contributions and grants (Part VIII, line 1h)		Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		14,621,989	21,584,630
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		-265,002	405,474
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		465,084	604,693
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		14,822,071	22,594,797
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		11,682,083	15,028,768
	14 Benefits paid to or for members (Part IX, column (A), line 4)			
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			
	16a Professional fundraising fees (Part IX, column (A), line 11e)			
	b Total fundraising expenses (Part IX, column (D), line 25) 30,607			
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		703,530	899,858
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		12,385,613	15,928,626
19 Revenue less expenses. Subtract line 18 from line 12		2,436,458	6,666,171	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)		Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)		26,659,479	36,660,991
	22 Net assets or fund balances. Subtract line 21 from line 20		653,423	1,672,981

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: **RICHARD RATCLIFFE** Date: _____
 Type or print name and title: **OFFICER**

Paid Preparer's Use Only

Preparer's signature: *[Signature]* Date: *[Date]*
 Firm's name (or yours if self-employed), address, and ZIP + 4: **COLE & REED, P.C.**
531 COUCH DRIVE SUITE 200
OKLAHOMA CITY, OK 73102-2251
 Preparer's identifying number (see instructions): **P00294121**
 EIN: **73-1312422**
 Phone no.: **405-239-7961**

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:
SERVE PHILANTHROPIC NEEDS OF ALL OF OKLAHOMA

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ **2,190,370** including grants of \$ **2,100,000**) (Revenue \$)
GRANTS WERE AWARDED TO 4 UNIVERSITIES FOR PROGRAMS TO INCREASE THE NUMBER OF NURSES TO ADDRESS THE PROJECTED SIGNIFICANT SHORTAGE OF NURSES IN OKLAHOMA. \$600,000 FOR BACHELOR OF SCIENCE IN NURSING PROGRAMS; \$1,500,000 FOR MASTERS OF SCIENCE IN NURSING PROGRAMS.

4b (Code:) (Expenses \$ **1,640,900** including grants of \$ **1,573,200**) (Revenue \$)
GRANTS WERE AWARDED FOR PLANNING AND DESIGN OF OKLAHOMA CITY EDUCARE FACILITY TO EDUCATE AND CARE FOR 200 OF OKLAHOMA CITY'S CHILDREN FROM BIRTH TO AGE 5 FROM LOW INCOME FAMILIES. EDUCARE IS A RESEARCH-BASED MODEL TO REACH YOUNG CHILDREN EARLY AND BREAK THE CYCLE OF POVERTY.

4c (Code:) (Expenses \$ **607,734** including grants of \$ **582,660**) (Revenue \$)
GRANTS WERE AWARDED TO SMART START CENTRAL OKLAHOMA TO PROVIDE SERVICES TO OKLAHOMA CITY'S CHILDREN FOR BIRTH TO AGE 5 FROM LOW INCOME FAMILIES. THE READY FOR KINDERGARTEN PROGRAM IS DESIGNED TO INCREASE LITERACY AND SCHOOL PREPAREDNESS.

4d Other program services. (Describe in Schedule O.)
 (Expenses \$ **11,048,873** including grants of \$ **10,772,908**) (Revenue \$)

4e Total program service expenses ▶ **15,487,877**

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
	<ul style="list-style-type: none"> • Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI. • Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII. • Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII. • Did the organization report an amount for other assets related in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX. • Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X. • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X. 		
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.		
		Yes	No
			X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a	34	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
	b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9 Sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966?	9a	X
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	X
10 Section 501(c)(7) organizations. Enter:			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:			
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body		
1a	9		
b	Enter the number of voting members that are independent		
1b	9		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10b			
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11a	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12b		X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
12c		X	
13	Does the organization have a written whistleblower policy?	X	
13		X	
14	Does the organization have a written document retention and destruction policy?	X	
14		X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official		X
15a			X
b	Other officers or key employees of the organization		X
15b			X
	If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16a			X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **OK**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **FOUNDATION MANAGEMENT INC. 2932 NW 122 SUITE D OKLAHOMA CITY OK 73120-1955 405-755-5571**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	21,584,630			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		21,584,630			
Program Service Revenue	2a		Busn. Code				
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f					
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		684,162		684,162
4		Income from investment of tax-exempt bond proceeds					
5		Royalties					
6a		Gross Rents	(i) Real	(ii) Personal			
			b	Less: rental exps			
			c	Rental inc. or (loss)			
			d	Net rental income or (loss)			
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
			b	Less: cost or other basis & sales exps			
			c	Gain or (loss)			
			d	Net gain or (loss)		-278,688	
8a		Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a				
			b	Less: direct expenses			
			c	Net income or (loss) from fundraising events			
9a		Gross income from gaming activities. See Part IV, line 19	a				
	b		Less: direct expenses				
	c		Net income or (loss) from gaming activities				
10a	Gross sales of inventory, less returns and allowances	a					
		b	Less: cost of goods sold				
		c	Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Busn. Code					
11a	MANAGEMENT FEES	523920	604,693	604,693			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		604,693				
12	Total Revenue. See instructions.		22,594,797	604,693	0	405,474	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	14,743,768	14,743,768		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	285,000	285,000		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	3,900		3,900	
c Accounting	19,800		19,800	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a FMI MANAGEMENT FEES	612,145	459,109	122,429	30,607
b INVESTMENT MANAGEMENT FEE	247,890		247,890	
c TECHNOLOGY EXPENSE	11,799		11,799	
d CONFERENCE, DUES & PUBS	2,997		2,997	
e DIRECTORS & OFFICERS INS	1,188		1,188	
f All other expenses	139		139	
25 Total functional expenses. Add lines 1 through 24f	15,928,626	15,487,877	410,142	30,607
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	3,870,076	1	5,812,853
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	915,128	3	649,869
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 29,515		
	b Less: accumulated depreciation	10b 29,515	10c	
	11 Investments—publicly traded securities	21,874,275	11	30,198,269
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	26,659,479	16	36,660,991	
Liabilities	17 Accounts payable and accrued expenses	45,101	17	53,042
	18 Grants payable	608,322	18	1,619,939
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	653,423	26	1,672,981
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	26,006,056	27	34,988,010
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	26,006,056	33	34,988,010	
34 Total liabilities and net assets/fund balances	26,659,479	34	36,660,991	

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990. Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____

b Were the organization's financial statements audited by an independent accountant? _____

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both.
 Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits. _____

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

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization COMMUNITIES FOUNDATION OF OKLAHOMA, INC.	Employer Identification number 73-1396320
	Number, street, and room or suite no. If a P.O. box, see instructions. 2932 NW 122ND STREET, SUITE D	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OKLAHOMA CITY OK 73120-1955	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **COMMUNITIES FOUNDATION OF OKLAHOMA**
Telephone No. **405-755-5571** FAX No. _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **05/15/11**.

5 For calendar year _____, or other tax year beginning **07/01/09**, and ending **06/30/10**.


6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA** Date **2/9/11**
Form 8868 (Rev. 1-2011)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization COMMUNITIES FOUNDATION OF OKLAHOMA, INC.	Employer identification number 73-1396320
	Number, street, and room or suite no. If a P.O. box, see instructions. 2932 NW 122ND STREET, SUITE D	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. OKLAHOMA CITY OK 73120-1955	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **COMMUNITIES FOUNDATION OF OKLAHOMA**

Telephone No. ▶ **405-755-5571** FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **02/15/11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year or
- ▶ tax year beginning **07/01/09**, and ending **06/30/10**.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization **COMMUNITIES FOUNDATION OF OKLAHOMA, INC.** Employer identification number **73-1396320**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see Instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	7,013,262	10,164,756	11,713,309	14,621,989	21,584,629	65,097,945
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	7,013,262	10,164,756	11,713,309	14,621,989	21,584,629	65,097,945
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						65,097,945

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	7,013,262	10,164,756	11,713,309	14,621,989	21,584,629	65,097,945
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	542,138	824,507	837,346	654,159	684,162	3,542,312
9 Net income from unrelated business activities, whether or not the business is regularly carried on					0	
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	203,698	202,879	289,457	465,084	604,693	1,765,811
11 Total support. Add lines 7 through 10						70,406,068
12 Gross receipts from related activities, etc. (see instructions)					12	604,693
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	92.46%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	91.93%
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ►

b **33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ►

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

PART II, LINE 10 - OTHER INCOME DETAIL

MANAGEMENT FEES \$ 1,765,811

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

2009

Name of the organization

COMMUNITIES FOUNDATION OF OKLAHOMA,
INC.

Employer identification number

73-1396320

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization: COMMUNITIES FOUNDATION OF OKLAHOMA, INC. Employer Identification number: 73-1396320

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II with multiple questions (1-9) regarding conservation easements, including purpose, monitoring, and reporting requirements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III with questions (1a, 1b, 2) regarding reporting requirements for art and historical treasures.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ _____ %
- b Permanent endowment ▶ _____ %
- c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		29,515	29,515	
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	22,594,797
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	15,928,626
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	6,666,171
4	Net unrealized gains (losses) on investments	4	2,315,782
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-6,351,066
9	Total adjustments (net). Add lines 4 through 8	9	-4,035,284
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,630,887

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	14,434,527
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,315,782
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	2,315,782
3	Subtract line 2e from line 1	3	12,118,745
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	10,476,052
c	Add lines 4a and 4b	4c	10,476,052
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	22,594,797

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	11,803,640
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	11,803,640
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	4,124,986
c	Add lines 4a and 4b	4c	4,124,986
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	15,928,626

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART XI, LINE 8 - RECONCILIATION OF CHANGES - OTHER

<u>AGENCY TRANSFERS SUBJECT TO FAS 136</u>	<u>\$ -10,476,052</u>
<u>AGENCY TRANSFERS SUBJECT TO FAS 136</u>	<u>\$ 4,124,986</u>

PART XII, LINE 4B - REVENUE AMOUNTS INCLUDED ON RETURN - OTHER

<u>AGENCY TRANSFERS SUBJECT TO FAS 136</u>	<u>\$ 10,476,052</u>
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Part XIV Supplemental Information (continued)

PART XIII, LINE 4B - EXPENSE AMOUNTS INCLUDED ON RETURN - OTHER

AGENCY TRANSFERS SUBJECT TO FAS 136 \$ 4,124,986

Table with multiple rows of dashed lines for supplemental information.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

COMMUNITIES FOUNDATION OF OKLAHOMA,
INC.

Employer identification number
73-1396320

FORM 990, PART III, LINE 4D - ALL OTHER ACHIEVEMENTS

GRANTS USED IN OTHER COMMUNITY EDUCATIONAL PROGRAMS AND
MISCELLANEOUS PROGRAMS.

FORM 990, PART VI, LINE 3 - MANAGEMENT DELEGATED

YES, TO FOUNDATION MANAGEMENT, INC.

FORM 990, PART VI, LINE 11A - ORGANIZATION'S PROCESS TO REVIEW FORM 990

THE FORM 990 IS SCANNED AND E-MAILED TO THE BOARD OF DIRECTORS FOR THEIR
REVIEW. TRUSTEES WILL REPLY TO MANAGEMENT STAFF WITH ANY QUESTIONS OR
THEIR APPROVAL TO SIGN THE RETURN.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

YES, THE ORGANIZATION REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES
COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

INFORMATION IS AVAILABLE UPON REQUEST.

Grantee 990 - Part 2 Organizations
 Grantees receiving \$5000 or more.
 Tax Year 2010
 Region: All Regions

Name, address, and zip	EIN	IRC Code	Cash Grant	Non-Cash	Purpose of Grant or Assistance
Atwood Cemetary Fund 7590 Highway 1 Atwood, OK 74827		501(c)13	24,800		Capital improvement grant
All Saint's Episcopal Church 809 West Cedar Duncan OK 73533		501(c)3	10,554		3 Grants to support seminary students Annual distribution for general operations
Church of the Incarnation 3966 McKinney Avenue Dallas, TX 75204-9975	75.0808771	501(c)3	30,000		Donor Advised Grant to support ZEAL
Burlington Education Foundation P.O. Box 17 Burlington, OK 73722	73.1536760	501(c)3	9,432		Annual distribution for general support
Calm Waters 4334 N.W. Expressway, Suite 101 Oklahoma City, OK 73116	73.1561707	501(c)3	11,513		Annual distribution for general support
Friends of the Mansion 820 NE 23rd St Oklahoma City, OK 73105	73.1469104	501(c)3	18,450		Distribution for support of Septemberfest
Casady School 9500 N. Pennsylvania Oklahoma City, OK 73156-0390	73.0567209	501(c)3	20,992		Annual Distribution in support of the Rainbolt Service Learning Chair
AT&T Performing Arts Center 2100 Ross Dallas, TX 75201			5,000		Donor advised grant for general support
Choctaw/Nicomma Park Public School Fdn 12880 N.E. 10 Choctaw, OK 73020	73.1394251	501(c)3	8,963		Annual Distribution general support
Dallas Arboretum & Botanical Garden Inc. 8617 Garland Road Dallas, TX 75218	23.7375815	501(c)3	11,000		Donor advised grant in support of yearly programming
Dallas Opera 8350 N. Central Expwy Ste. 210 Dallas, TX 75206	75.6004746	501(c)3	55,000		Donor advised grant for general support
Beta Theta Pi Foundation PO Box 6277 Oxford OH 45056	31.6050515	501(c)3	52,500		Beta Leadership Fund & general support

Grantee 990 - Part 2 Organizations
 Grantees receiving \$5000 or more.
 Tax Year 2010
 Region: All Regions

Name, address, and zip	EIN	IRC Code	Cash Grant	Non-Cash	Purpose of Grant or Assistance
Duncan Public Schools Fdn P.O. Box 1468 Duncan, OK 73534	73.01341146	501(c)3	142,113		Annual Distribution general support
Food & Shelter for Friends 444South Flood Norman , OK 73069	23.7112097	501(c)3	7,996		Annual Distribution general support
Friends of the Duncan Public Library. 2211 N. Highway 81 Duncan, OK 73533	73.1355845	501(c)3	13,936		Annual Distribution general support
Gabriel's House P.O. Box 883 Duncan, OK 73534	73.1573021	501 (c)3	12,183		Annual Distribution general support
Bridges 1670 N. Stubbeman Norman, OK 73069	73.1466304	501 (c)3	5,400		general operations grant
Bristow Education Foundation PO Box 1020 Bristow, OK 74010	73.1450789	501 (c)3	27,418		Annual Distribution
OBU/School of Nursing 500 West University Shawnee, OK 74804	73-0579264	501 (c)3	200,000		Grant to provide scholarships to students pursuing a Bachelor of Science Degree in Nursing
OBU/School of Nursing 500 West University Shawnee, OK 74804	73-0579264	501 (c)3	500,000		Grant to provide scholarships to students pursuing a Master's Degree in Nursing
OCU/College of Nursing 2501 N. Blackwelder Oklahoma City, OK 73106-1493	73-0579265	501 (c)3	200,000		Grant to provide scholarships to students pursuing a Bachelor of Science Degree in Nursing
Christ the King Parish PO Box 20508 Oklahoma City, OK 73156	23.7210709	501 (c)3	10,000		Donor Advised grant: Bridge to Greystone campaign
Institute of Nautical Archaeology PO Drawer HG College Station, TX 77841-5317	73-6017987	501 (c)3	6,000		Donor Advised Grant for general support
OU Health Sciences Center P. O. Box 26901 SCB 114 Oklahoma City, OK 73190	73-6017987	501 (c)3	500,000		Grant to provide scholarships to students pursuing a Master's Degree in Nursing

Grantee 990 - Part 2 Organizations
 Grantees receiving \$5000 or more.
 Tax Year 2010
 Region: All Regions

Name, address, and zip	EIN	IRC Code	Cash Grant	Non-Cash	Purpose of Grant or Assistance
OU Health Sciences Center P. O. Box 26901 SCB 114 Oklahoma City, OK 73190	73-6017987	501 (c)3	200,000		Grant to provide scholarships to students pursuing a Bachelor of Science Degree in Nursing
Jasmine Moran Children's Museum P.O. Box 1828 Seminole, OK 74818-1828	73.1335990	501 (c)3	11,139		Annual Distribution general support
Citizens Policy Center 2601 NW Expressway, Suite 210 W Oklahoma City, OK 73112	73.1623517	501 (c)3	22,343		2009 Annual Distribution; Return of Principal
OK Library Association 300 Hardy Drive Edmond, OK 73013	73.6104044	501 (c)3	7,665		Annual Distribution general support
Duncan Regional Hospital PO Box 2000 Duncan, OK 73534	73.1008550	501 (c)3	151,207		General Support
OK Academy for State Goals 120 E. Sheridan, Suite 200 Oklahoma City, OK 73104	73-1255400	501 (c)3	18,839		Annual Distribution general support
Duncan Regional Hosp Health Found PO Box 2000 Duncan, OK 73534	20.2772056	501 (c)3	24,939		General support
OSU Foundation P.O. Box 1749 Stillwater, OK 74076-1746	73.6097060	501 (c)3	30,000		Donor advised grant for Quail Research
OU Foundation 339 West Boyd, Room 118 Norman, OK 73019	73.6091755	501 (c)3	8,250		Donor advised Grants
Duncan Senior Citizens Center 1110 N. 7th Street Duncan, OK 73533	73.0775679	501 (c)3	7,698		Annual Distribution
EOSC Development Foundation 1301 West Main Wilburton, OK 74578	23.7281986	501 (c)3	5,575		Annual distribution

Grantee 990 - Part 2 Organizations
 Grantees receiving \$5000 or more.
 Tax Year 2010
 Region: All Regions

Name, address, and zip	EIN	IRC Code	Cash Grant	Non-Cash	Purpose of Grant or Assistance
Pioneer Library System 225 N. Webster Norman, OK 73069	73.6081619	501 (c)3	9,538		Annual Distribution in support of Shawnee Public Library
Southern Nazarene University 6729 N.W. 39th Expressway Bethany, 73008	73-0587210	501 (c)3	500,000		Grant to provide scholarships to students pursuing a Master's Degree in Nursing
Stephens County Historical Society P.O. Box 1294 Duncan, OK 73534	23.7258111	501 (c)3	6,385		General support
Trinity Episcopal Church P.O. Box 1367 Tahlequah, OK 74465	75.2098942	501(c)3	10,000		Arab Vision, Inc.
Still Water Public Education Foundation 314 S. Lewis Stillwater, OK 74072	73.1267401	501 (c)3	8,681		Annual Distribution general support
Friends of the Murrell Hm 22762 S. 491 Road Tahlequah, OK 74464	27-0104958	501 (c)3	5,000		Annual Distribution general support
Friends of the Will Rogers Library 1200 Andre Circle Claremore, OK 74017		501 (c)3	7,082		Annual Distribution general support
United Way of Stephens County P.O. Box 1632 Duncan, OK 73534	23.7210483	501 (c)3	15,872		Annual Distribution general support
Welch Public Schools Enrichment Foundation P.O. Box 129 Welch, OK 74369	73.1480590	501 (c)3	6,120		Annual Distribution general support
Duncan Senior Citizens Center 1110 N. 7 th Street Duncan, OK 73533	73.0775679	501 (c)3	7,698		Annual Distribution general support
Willow Springs Boys Ranch, Inc P.O. Box 308 Chandler, OK 74834	73.1503010	501(c)3	40,497		General Support

Grantee 990 - Part 2 Organizations
 Grantees receiving \$5000 or more.
 Tax Year 2010
 Region: All Regions

Name, address, and zip	EIN	IRC Code	Cash Grant	Non-Cash	Purpose of Grant or Assistance
Mabee-Gerrer Museum of Art 1900 W. MacArthur Drive Shawnee OK 74804	73.1392868	501(c)3	8,574		Annual Distribution & Member Match
Kiwanis International 123 Aspen Street Alva, OK 73717	73.6102443	501(c)4	9,859		support of charitable projects
Smart Start Central Oklahoma 1444 NW 28 th Oklahoma City, OK 73106	42.1593360	501 (c)3	582,660		Grants to support Early Childhood Literacy
OKC Educare, Inc. 210 Park Avenue Ste 3150 Oklahoma City, OK 73102	30-0385517	501 (c)3	1,573,200		Grants for Construction of Educare Facility
Hall of Fame of Women's Oklahoma Golf Association 1123 Westwood Drive Still water, Ok 74074	03.0540202	501 (c)3	42,808		promotion of Women's golf and junior girls golf
Mount St Mary Catholic High School 2801 South Shartel Avenue Oklahoma City, OK 73109	73-6065969	501 (c)3	10,000		Donor advised grant to complete renovations
Norman Community Foundation PO Box 2926 Norman, OK 73070-2926	73.1478591	501(c)3	8,076		Annual Distribution to Love County domestic violence satellite office
Oklahoma Medical Research Found 825 NE 13 St. Oklahoma City, OK 73104	73.0580274	501(c)3	170,600		General support cancer research
OU Cancer Institute 975 NE 10th Oklahoma City, OK 73104			170,600		Cancer research
OU College of Fine Arts Design 100 East Timberdell Road Norman, OK 73072			15,000		Donor advised Grant
OU Health Sciences Center P. O. Box 26901 SCB 114 Oklahoma City, OK 73126	73-6017987	501 (c)3	700,000		Nursing Grant Payment

Grantee 990 - Part 2 Organizations
 Grantees receiving \$5000 or more.
 Tax Year 2010
 Region: All Regions

Name, address, and zip	EIN	IRC Code	Cash Grant	Non-Cash	Purpose of Grant or Assistance
Pauls Valley Fdn for Academ Excellence 101 E. Grant Avenue Pauls Valley, OK 73075	73-1362811	501 (c)3	15,460		Annual distribution
Shawnee YMCA 700 W. Saratoga Shawnee, OK 74804	73-0602462	501 (c)3	20,138		Oklahoma Initiative Fund Grant & return of principal grant
Firehouse Art Center 444 South Flood Avenue Norman, OK 73069	23.7112097	501(c)3	7,915		General support
Oklahoma Dept of Wildlife Conservation 1801 N. Lincoln Oklahoma City, OK 73105		501(c)3	25,000		Grant for quail research projects
St Wenceslaus Catholic Church 322 Klabzuba Ave. Prague, OK 74864		501 (c)3	12,000		support of National Shrine of Infant Jesus
Stillwater Public Educ Foundation, Inc 314 S. Lewis Stillwater, OK 74074	73-1267401	501 (c)3	8,681		General Support
Sunbeam Family Services PO Box 61237 Oklahoma City, OK 73146	73-0590119	501 (c)3	103,546		OKC Educare and general support
Supporting Kids in Independent Living 201 N.E. 50th Street Oklahoma City, OK 73105	73.0940217	501(c)3	16,680		Annual Distribution
Compassion Free Med Clinic P. O. Box 1468 Duncan, OK 73534-1468	73.1429890	501(c)3	8,823		Annual Distribution
First Christian Church P. O. Box 1468 Duncan, OK 73534-1468	73-0661826	501 (c)3	4,427		Annual Distribution
Duncan Sr. Citizens Ctr 1110 N. 7th Street Duncan, OK 73533	73.0775679	501 (c)3	8,954		annual distribution
Totals			6,500,225		