

Form **990**

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

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 07/01/12 and ending 06/30/13

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization COMMUNITIES FOUNDATION OF OKLAHOMA, INC.		D Employer identification number 73-1396320
	Doing Business As		E Telephone number 405-755-5571
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	2932 NW 122ND STREET, SUITE D		
City, town or post office, state, and ZIP code OKLAHOMA CITY OK 73120-1955		G Gross receipts 13,191,854	
F Name and address of principal officer APRIL STOBBE 2932 NW 122ND ST, SUITE D OKLAHOMA CITY OK 73120-1955			H(a) Is this a group return for affiliates? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> H(b) Are all affiliates included? Yes <input type="checkbox"/> No <input type="checkbox"/> If "No," attach a list (see instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: WWW.CFOK.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> 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 individuals employed in calendar year 2012 (Part V, line 2a)		
	6	Total number of volunteers (estimate if necessary)		
	7a	Total unrelated business revenue from Part VIII, column (C), line 12		
7b	Net unrelated business taxable income from Form 990-T, line 34			
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	36,030,271	8,222,313
	9	Program service revenue (Part VIII, line 2g)		0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,273,231	4,150,410
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	727,172	819,131
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	39,030,674	13,191,854
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,478,555	8,128,485
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 49,136		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,214,620	1,451,049
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	9,693,175	9,579,534	
19	Revenue less expenses. Subtract line 18 from line 12	29,337,499	3,612,320	
Net Assets or Fund Balance			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	73,403,647	81,226,418
	21	Total liabilities (Part X, line 26)	3,567,921	3,982,432
22	Net assets or fund balances. Subtract line 21 from line 20	69,835,726	77,243,986	

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: <i>April Stobbe</i>		Date: <u>12-12-13</u>
	Type or print name and title: APRIL STOBBE		OFFICER
Paid Preparer Use Only	Print/Type preparer's name: ELLAN WRIGHT	Preparer's signature: <i>Ellan Wright</i>	Check if self-employed: <input type="checkbox"/> PTIN: P00112450
	Firm's name: COLE & REED, P.C.	Firm's EIN: 73-1312422	
	Firm's address: 531 COUCH DR OKLAHOMA CITY, OK 73102-2251	Phone no: 405-239-7961	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

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 organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ **946,830** including grants of \$ **883,000**) (Revenue \$)
GRANTS WERE AWARDED TO MEDIA INSTITUTIONS AND JOURNALISM SCHOOLS PRIMARILY IN THE AREAS OF INVESTIGATIVE REPORTING, YOUTH EDUCATION, PROFESSIONAL DEVELOPMENT AND SPECIAL OPPORTUNITIES IN ORDER TO INVEST IN THE FUTURE OF JOURNALISM.

4b (Code:) (Expenses \$ **475,394** including grants of \$ **443,348**) (Revenue \$)
GRANTS WERE AWARDED TO OKLAHOMA CITY PUBLIC SCHOOLS FOR EXPANSION OF THE HALF-DAY PREKINDERGARTEN PROGRAM TO A FULL-DAY PROGRAM DISTRICT WIDE.

4c (Code:) (Expenses \$ **837,439** including grants of \$ **780,983**) (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 \$ **6,604,409** including grants of \$ **6,021,154**) (Revenue \$)

4e Total program service expenses ▶ **8,864,072**

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	<input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		<input checked="" type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; 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		<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		<input checked="" type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	<input checked="" type="checkbox"/>	
b 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		<input checked="" type="checkbox"/>
c 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		<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets 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		<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		<input checked="" type="checkbox"/>
f 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 (ASC 740)? If "Yes," complete Schedule D, Part X	<input checked="" type="checkbox"/>	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	<input checked="" type="checkbox"/>	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		<input checked="" type="checkbox"/>
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, Parts II and IV		<input checked="" type="checkbox"/>
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, Parts III and IV		<input checked="" type="checkbox"/>
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 (see instructions)		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? 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 (or a family member thereof) 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, or IV, and Part V, line 1		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
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 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1a	110		
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			
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 (see instructions)		
2b			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
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)?		X
b	If "Yes," enter the name of the foreign country: See instructions for 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?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
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 as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		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?		X
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		X
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
9b			
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?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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. Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	9		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b		
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?		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6	Did the organization have members or stockholders?		<input checked="" type="checkbox"/>
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		<input checked="" type="checkbox"/>
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<input checked="" type="checkbox"/>
7b			
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	<input checked="" type="checkbox"/>	
8a			
b	Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
8b			
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		<input checked="" type="checkbox"/>
9			

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<input checked="" type="checkbox"/>	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	<input checked="" type="checkbox"/>	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<input checked="" type="checkbox"/>	
12b			
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<input checked="" type="checkbox"/>	
12c			
13	Did the organization have a written whistleblower policy?	<input checked="" type="checkbox"/>	
14	Did the organization have a written document retention and destruction policy?	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
15a			
b	Other officers or key employees of the organization		<input checked="" type="checkbox"/>
15b			
	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?		<input checked="" type="checkbox"/>
16a			
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 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 VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
 - List the organization's **five current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RICHARD RATCLIFFE	1.00									
DIRECTOR	0.00	X		X			0	0	0	
(2) APRIL STOBBE	1.00									
CHAIRMAN	0.00	X		X			0	0	0	
(3) LESLIE RAINBOLT-FORBES	1.00									
SECRETARY	0.00	X		X			0	0	0	
(4) JIMMY COOPER	1.00									
VICE CHAIRMAN	0.00	X		X			0	0	0	
(5) LAURIE FULLER	1.00									
DIRECTOR	0.00	X		X			0	0	0	
(6) TOM MCCASLAND III	1.00									
DIRECTOR	0.00	X					0	0	0	
(7) RICHARD RYERSON	1.00									
DIRECTOR	0.00	X					0	0	0	
(8) MARY MARKS JENKINS	1.00									
TREASURER	0.00	X					0	0	0	
(9) BILL BURGESS	1.00									
DIRECTOR	0.00	X					0	0	0	
(10) SUSAN GRAVES	30.00									
EXECUTIVE DIRECTOR	0.00				X		0	0	0	
(11)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12)										
(13)										
(14)										
(15)										
(16)										
(17)										
(18)										
(19)										
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
FOUNDATION MANAGEMENT INC OKLAHOMA CITY OK 73120	2932 NW 122 SUITE D MANAGEMENT	771,622
BANCFIRST OKLAHOMA CITY OK 73126	101 NORTH BROADWAY PORTFOLIO MANAG	411,649

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **2**

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII.

		(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 8,222,313				
	g Noncash contributions included in lines 1a-1f: \$	577,863				
	h Total. Add lines 1a-1f	▶ 8,222,313				
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)	▶	1,609,597		1,609,597	
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶	39,783		39,783	
	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	2,540,813			
		(ii) Other				
	b Less: cost or other basis & sales exps					
	c Gain or (loss)	2,540,813				
d Net gain or (loss)	▶	2,540,813	2,540,813			
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	a					
b Less: direct expenses	b					
c Net income or (loss) from fundraising events	▶					
9a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities	▶					
10a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory	▶					
Miscellaneous Revenue		Busn. Code				
11a MANAGEMENT FEES		779,348	779,348			
b						
c						
d All other revenue						
e Total. Add lines 11a-11d	▶	779,348				
12 Total revenue. See instructions.	▶	13,191,854	3,320,161	0	1,649,380	

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).

Check if Schedule O contains a response to any question in this Part IX

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	6,355,233	6,355,233		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	1,773,252	1,773,252		
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 accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal	128		128	
c Accounting	19,300		19,300	
d Lobbying				
e Professional fundraising services. See Part IV, line 7				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
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 (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a FMI MANAGEMENT FEES	982,726	735,587	198,003	49,136
b INVESTMENT MANAGEMENT FEES	411,649		411,649	
c CONFERENCE, DUES & PUBS	17,118		17,118	
d TECHNOLOGY EXPENSE	14,207		14,207	
e All other expenses	5,921		5,921	
25 Total functional expenses. Add lines 1 through 24e	9,579,534	8,864,072	666,326	49,136
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	3,746,932	1	3,576,885
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	2,267,063	3	2,723,388
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). 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	4,848	9	3,366
	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	67,384,804	11	74,922,779
	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)	73,403,647	16	81,226,418	
Liabilities	17 Accounts payable and accrued expenses	59,486	17	61,402
	18 Grants payable	3,508,435	18	3,921,030
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other 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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	3,567,921	26	3,982,432
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	69,835,726	27	77,243,986
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), 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	69,835,726	33	77,243,986	
34 Total liabilities and net assets/fund balances	73,403,647	34	81,226,418	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,191,854
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,579,534
3	Revenue less expenses. Subtract line 2 from line 1	3	3,612,320
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	69,835,726
5	Net unrealized gains (losses) on investments	5	3,795,940
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	77,243,986

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
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.	X	
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?		X
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		

Com 01164

e file

Form **8868**

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

(Rev. January 2013)
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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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.

Type or print	Name of exempt organization or other filer, see instructions. COMMUNITIES FOUNDATION OF OKLAHOMA, INC.	Employer identification number (EIN) or 73-1396320
	Number, street, and room or suite no. If a P.O. box, see instructions. 2932 NW 122ND STREET, SUITE D	Social security number (SSN)
	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)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

**FOUNDATION MANAGEMENT INC.
2932 NW 122 SUITE D**

• The books are in the care of ▶ **OKLAHOMA CITY** OK **73120-1955**

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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **02/15/14**, 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 **07/01/12**, and ending **06/30/13**.

2 If the tax year entered in line 1 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, 990-T, 4720, or 6069, 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, 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.
DAA

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

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—Non-functionally integrated
- 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?
- h Provide the following information about the supported organization(s).

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

(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 monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	14,621,989	21,584,629	11,124,371	36,030,271	8,222,313	91,583,573
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	14,621,989	21,584,629	11,124,371	36,030,271	8,222,313	91,583,573
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.						91,583,573

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	14,621,989	21,584,629	11,124,371	36,030,271	8,222,313	91,583,573
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	654,159	684,162	772,348	1,258,689	1,649,380	5,018,738
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	465,084	604,693	712,233	727,172	779,348	3,288,530
11 Total support. Add lines 7 through 10						99,890,841
12 Gross receipts from related activities, etc. (see instructions)					12	779,348
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 ▶						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	91.68%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	93.14%
16a 33 1/3% support test—2012. 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 ▶ X		
b 33 1/3% support test—2011. 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 ▶		
17a 10%-facts-and-circumstances test—2012. 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 ▶		
b 10%-facts-and-circumstances test—2011. 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 ▶		
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 ▶		

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

- 19a** **33 1/3% support tests—2012.** 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—2011.** 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. Also complete this part for any additional information. (See instructions).

PART II, LINE 10 - OTHER INCOME DETAIL

MANAGEMENT FEES \$ 3,288,530

Schedule of Contributors

2012

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

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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012
Open to Public Inspection

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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	37	759
2 Aggregate contributions to (during year)	989,201	7,124,879
3 Aggregate grants from (during year)	2,803,117	5,202,547
4 Aggregate value at end of year	30,535,386	46,390,721
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

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 XIII.

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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the 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 current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ %
- b Permanent endowment ▶ %
- c Temporarily restricted endowment ▶ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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 XIII the intended uses of the organization's endowment funds.

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

Description of property	(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 VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	▶	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)	▶	

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	▶

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	▶

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

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

1	Total revenue, gains, and other support per audited financial statements		1	11,328,428
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains on investments	2a	3,795,940	
	b Donated services and use of facilities	2b		
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d		2e	3,795,940
3	Subtract line 2e from line 1		3	7,532,488
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 XIII.)	4b	5,659,366	
	c Add lines 4a and 4b		4c	5,659,366
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	13,191,854

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

1	Total expenses and losses per audited financial statements		1	7,304,097
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 XIII.)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	7,304,097
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 XIII.)	4b	2,275,437	
	c Add lines 4a and 4b		4c	2,275,437
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	9,579,534

Part XIII 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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X - FIN 48 FOOTNOTE

MANAGEMENT HAS EVALUATED THE FOUNDATION'S TAX POSITIONS AND CONCLUDED THAT THE FOUNDATION HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. WITH FEW EXCEPTIONS, THE FOUNDATION IS NOT SUBJECT TO EXAMINATION BY ANY TAX JURISDICTION FOR YEARS PRIOR TO JUNE 30, 2009.

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

AGENCY TRANSFERS SUBJECT TO FAS 136 \$ 5,659,366

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

AGENCY TRANSFERS SUBJECT TO FAS 136 \$ 2,275,437

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

**COMMUNITIES FOUNDATION OF OKLAHOMA,
INC.**

Employer identification number

73-1396320

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SEE ATTACHED SCHEDULE							
(2)				6,355,233				
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

▶ 123

3 Enter total number of other organizations listed in the line 1 table

▶ 1

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

DAA

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 SCHOLARSHIPS	542	1,773,252			
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open To Public Inspection

Name of the organization **COMMUNITIES FOUNDATION OF OKLAHOMA, INC.**

Employer identification number
73-1396320

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	5	336,082	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (MINERAL INTERESTS)	X	1	241,781	FMV
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1–28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31	X	
32a		X
33		

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Area for supplemental information with horizontal lines.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public
Inspection

**COMMUNITIES FOUNDATION OF OKLAHOMA,
INC.**

Employer identification number
73-1396320

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

**GRANTS USED IN OTHER COMMUNITY EDUCATIONAL PROGRAMS AND MISCELLENEOUS
PROGRAMS.**

FORM 990, PART VI, LINE 3 - MANAGEMENT DELEGATED

YES, TO FOUNDATION MANAGEMENT, INC.

**FORM 990, PART VI, LINE 11B - 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.**

Communities Foundation of Oklahoma
Schedule I Continuation
Grantees Receiving \$5,000 or More
Tax Year 2012

Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Access Health Care 902 Chickasha Ave Chickasha, OK 73018	73-1426431	501(C)3	10,000	2012 Grant
All Saints' Episcopal Church 809 West Cedar Duncan, OK 73533	73-0796096	501(C)3	6,512	Annual Distribution
Ailey Cat Advocates, Inc. 3044 Bardstown Rd. 204 Louisville, KY 40205	51-1343210	501(C)3	7,000	General Support Grant
Alva Wesleyan Church P.O. Box 605 3rd & Church Street Alva, OK 73717		501(C)3	5,000	Support Grant towards Vehicle
American Red Cross - Central Oklahoma Office Attn: Janienne Bella 601 Northeast Sixth Street Oklahoma City, OK 73104	73-0583932	501(C)3	5,500	General Support Grant
American Red Cross - Central Oklahoma Office Attn: Janienne Bella 601 Northeast Sixth Street Oklahoma City, OK 73104	73-0583932	501(C)3	18,000	Tornado Relief Grant
American Rivers Attn: Robbin Marks 1101 14th Street NW, Suite 1400 Washington D.C., 20005	23-7305963	501(C)3	5,000	General Support Grant
Assistance League of Norman Attn: Anita Bednar 809 Wall Street Norman, OK 73069	73-0927199	501(C)3	27,620	Annual Distribution

Communities Foundation of Oklahoma
 Schedule I Continuation
 Grantees Receiving \$5,000 or More
 Tax Year 2012

Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
AT&T Performing Arts Center Attn: Mary Westfall 2100 Ross Avenue, Ste. 650 Dallas, TX 75201	73-2890923	501(C)3	5,000	General Support Grant
Be the Change P.O. Box 61238 Oklahoma City, OK 73146	26-2401074	501(C)3	6,650	General Support Grant
Bella Foundation P.O. Box 20035 Oklahoma City, OK 73156	20-5781826	501(C)3	8,000	Low Income Medical Program Support
Beta Theta Pi Foundation of Oklahoma, Inc. c/o Mr. Zach Allen Two Leadership Square 211 N. Robinson, 14th Floor Oklahoma City, OK 73102	31-6050515	501(C)3	25,000	Educational Programming Grant
Blackwell Public School Foundation Blackwell, OK 74631	73-1330442	501(C)3	6,046	Annual Distribution
Bristow Public Schools Community Bank c/o Matt Smith Bristow, OK 74010	73-6026797	501(C)3	13,089	2012 Grants awarded to the school
Burlington Education Foundation P. O. Box 76 Burlington, OK 73722	73-153676	501(C)3	5,547	Annual Distribution
Calm Waters 4334 N.W. Expressway, Ste. 101 Oklahoma City, OK 73116	73-1561707	501(C)3	11,797	Annual Distribution
CASA of Cherokee County P.O. Box 1788 Tahlequah, OK 74465	73-1478988	501(C)3	6,034	Annual Distribution
Casady School 9500 N. Pennsylvania Oklahoma City, OK 73156-0390	73-0587309	501(C)3	81,017	General Support
Center for Responsive Politics Ms. Shelia Krumholz, Executive Director 1101 14th Street NW, Suite 1030 Washington D.C., 20005-5635	52-1275227	501(C)3	50,000	Support Grant: Post Election Payback-Strengthening Media Coverage of What the Campaign Money Buys

Communities Foundation of Oklahoma
Schedule I (Continuation)
Grantees Receiving \$5,000 or More
Tax Year 2012

Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Central High School Route 3, Box 249 Marlow, OK 73055	73-0995192	501(C)3	7,300	Grant for Professional Services
Central Oklahoma Humane Society Attn: Christy Counts 9300 N. May Ave. Ste. 400-281 Oklahoma City, OK 73120	20-8446621	501(C)3	20,000	Grant Support - Building Campaign
Centro de Periodismo Investigativo, Inc Ms. Omayra Sosa Pascual, Founding Co Director P.O. Box 6834 San Juan, PR 00914-7864	66-0705065	501(C)3	100,000	General Support Grant
Chickasha High School 900 W. Choctaw Chickasha, OK 73018	73-1084608	501(C)3	20,522	Rolling Computer Lab - 2012 Grant
Chickasha High School 900 W. Choctaw Chickasha, OK 73018	73-1084608	501(C)3	18,000	Robotics FIRST Team 3951- 2012 Grant
Chisholm Trail Church of Christ 1404 West Main Street Duncan, OK 73533	501(C)3	501(C)3	8,906	Annual Distribution for Compassion Center
Chisholm Trail Heritage Center 1000 Chisholm Trail Parkway Duncan, OK 73533	14-1896825	501(C)3	66,018	Annual Distribution
Choctaw/Nicomma Park Public School Foundation 306 Hickory Hill Drive P.O. Box 1775 Choctaw, OK 73020	73-1394251	501(C)3	7,568	Annual Distribution
Church of the Incarnation 3966 McKinney Avenue Dallas, TX 75204 9975	75-0808771	501(C)3	15,000	General Support Grant
Community Advance, Inc. Attn: Dr. Reagan Bradford, Sr. 3030 Northwest 23rd Street Oklahoma City, OK 73107	27-1051319	501(C)3	100,000	Kent Humphrey Memorial Scholarship

Communities Foundation of Oklahoma
Schedule I (Continuation)
Grantees Receiving \$5,000 or More

EIN: 73-1396320

Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Community Foundation of New Jersey Mr. John Mooney, NISpotlight Founding Editor P.O. Box 338 Morristown, NJ 07963-0388	22-2281783	501(C)3	75,000	NJ Spotlight - Public Engagement & Public Accountability
Dallas Arboretum & Botanical Garden, Inc. Ms. Mary Brenegar, President 8617 Garland Road Dallas, TX 75218	23-7375815	501(C)3	10,000	General Support Grant
Dallas Opera Attn: Jennifer Baker 82403 Flora St. Ste. 500 Dallas, TX 75201	75-6004746	501(C)3	50,000	General Support Grant
Dartmouth College 7 Lebanon St., Ste 309 Hanover, NH 03755	02-0222111	501(C)3	50,000	Donor Advised Grant
Duncan Public Schools Foundation P.O. Box 1882 Duncan, OK 73534-1468	73-1341146	501(C)3	29,031	Annual Distribution
Duncan Regional Hospital Health Foundation P. O. Box 2000 Duncan, OK 73534-2000	20-2772056	501(C)3	262,353	General support
Duncan Senior Citizens Center 1110 N. 7th Street Duncan, OK 73533	73-0775679	501(C)3	15,878	Annual Distribution
Eastern Oklahoma State College Development Foundation Program Administrator 1301 West Main Wilburton, OK 74578	23-7281986	501(C)3	98,344	Support of scholarship programs
Firehouse Art Center 444 South Flood Avenue Norman, OK 73069	23-7112097	501(C)3	8,513	Annual Distribution
First Christian Church 202 S. 6th St. Chickasha, OK 73018	501(C)3	501(C)3	15,000	Boy Scout Troop 4306 - 2012 Grant

Communities Foundation of Oklahoma
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Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Florida Center for Investigative Reporting P.O. Box 76248 St. Petersburg, FL 33734-6248	27-1187698	501(C)3	100,000	Support Grant - Bilingual Investigative Nonprofit In Florida
Friends of the Duncan Public Library 2211 N. Highway 81 Duncan, OK 73533	73-1355845	501(C)3	14,067	Annual Distribution
Gabriel's House Attn: Bonnie Talley P.O. Box 883 Duncan, OK 73534	73-1573021	501(C)3	6,712	Annual Distribution
Greater Ardmore Scholarship Foundation 301 W. Main St, Suite 210 Ardmore, OK 73401	73-1373231	501(C)3	70,477	Annual Distribution
Harding Charter Preparatory High School Attn: Carole Kelley 3333 N. Shantei Oklahoma City, OK 73118	11-3718005	501(C)3	30,000	Renaissance 2200 Language Lab System
Homeless Alliance 1724 NW 4 Street Oklahoma City, OK 73106	27-0913082	501(C)3	75,707	Development position and support a job training program & kennel
HOPE - Helping Over Population End 378 Crossfield Dr P.O. Box 23, c/o Luise Deeds Lloyd Versailles, KY 40383	73-1588764	501(C)3	13,000	Free S/N Day for Pitbulls and New Cages
Independence Charter Middle School 3232 N. W. 65th Oklahoma City, OK 73116	73-1378766	501(C)3	46,254	Warrant for Feb. 18-June 30, 2013 asst principal
Infant Crisis Services, Inc. 4224 N. Lincoln Blvd Oklahoma City, OK 73105	26-3672469	501(C)3	15,667	General Support Grant
Institute for Justice and Journalism 663 13th St., Suite 200 Oakland, CA 94612-1273			100,000	Support Grant / Immigration in the Heartland: Children and Youth

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Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Investigative Newsresource 5500 Campaniel Drive, PSFA 361C San Diego, CA 92182-4561	27-0732786	501(C)3	100,000	Sustainability Support
Jasmine Moran Children's Museum P.O. Box 1828 Seminole, OK 74818-1828	73-1335990	501(C)3	10,301	Annual Distribution
KCSC Classical Radio Foundation Attn: Susan Clark 100 N. University Dr. Edmond, OK 73034	73-1622883	501(C)3	40,000	Grant - Replacement of Emergency Electrical Generator
KISS Institute for Practical Robotics 1818 W. Lindsey, Bldg D, #100 Norman, OK 73069	54-1696228	501(C)3	6,100	General Support Grant
Lawton Public Schools Foundation, Inc. P.O. Box 2323 Lawton, OK 73502	73-1386496	501(C)3	2,388	Annual Distribution
Lawton Public Schools Foundation, Inc. P.O. Box 2323 Lawton, OK 73502	73-1386496	501(C)3	14,985	Annual Distribution
Mabee-Gerrer Museum of Art 1900 W. MacArthur Drive Shawnee, OK 74804	73-1392858	501(C)3	7,582	Annual Distribution
Maine Center for Public Interest Reporting P.O. Box 284 Hallowell, ME 04347	27-2623867	501(C)3	100,000	Support Grant - The Weaning Project
Mental Health Association of Central Oklahoma 2800 NW 36th St., Ste. 104 Oklahoma City, OK 73112	73 107388	501(C)3	70,000	Support Grant
Missouri Center for Investigative Reporting, Inc. Brant Houston, Treasurer 3305 Peblecreek Place Champaign, IL 61822	27-1652830	501(C)3	100,000	Support Grant - Start-up

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Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Nature Conservancy, Inc. 408 N.W. 7th Oklahoma City, OK 73102	53-0242652	501(C)3	30,000	Land Conservation Grant for Oklahoma Efforts
Neighborhood Services Organization, Inc 431 S.W. 11th St. Oklahoma City, OK 73109-5613	73-0785944	501(C)3	75,000	Hope Capital Campaign
Nescatunga Arts and Humanities Council	73-1204712	501(C)3	6,300	Portion of FY12 Annual Distribution
Northwestern State University Attn: Caleb Mossberg 709 Oklahoma Blvd. Alva, OK 73717-2799	73-0947945	501(C)3	5,000	Educational Grant
OK Library Association P. O. Box 6550 Edmond, OK 73063	73-1044902	501(C)3	7,276	Annual Distribution
OKC Educare Attn: Ray Bitsche PO Box 61237 Oklahoma City, OK 73146-1237	30-0385517	501(C)3	17,250	General Support
OKC Museum of Art 415 Couch Drive Oklahoma City, OK 73102	73-0528431	501(C)3	60,000	General Support
Oklahoma Academy for State Goals 120 E. Sheridan, Suite 200 Oklahoma City, OK 73104	73-1255400	501(C)3	57,746	Annual Distribution
Oklahoma Afterschool Network 2801 N. Lincoln Blvd. Suite 224 Oklahoma City, OK 73105	73-0579264	501(C)3	140,303	Grant in support of staff
Oklahoma Baptist University Attn: Forrest Pickett P.O. Box 61275 Shawnee, OK 74804-9884	73-0579264	501(C)3	103,476	General Support Grant
Oklahoma Center for Non Profits 720 W. Wilshire Blvd. Suite 115 Oklahoma City, OK 73116	73-1501645	501(C)3	7,040	General Support Grant

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Schedule I Contribution
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Tax Year 2012**

Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Oklahoma City Community College Attn: Cynthia Gary 7777 S. May Ave Oklahoma City, OK 73159-4444	73-1529564	501(C)3	39,000	FY13 Grant for SMART Center at OCC
Oklahoma City Public Schools Attn: Dave Lopez, Interim Superintendent 900 North Klein Ave. Oklahoma City, OK 73106	73-1222182	501(C)3	1,000	Jackson Middle School European Conference on Educational Robotics
Oklahoma City Public Schools Attn: Dave Lopez, Interim Superintendent 900 North Klein Ave. Oklahoma City, OK 73106	73-1222182	501(C)3	443,348	All-Day Pre-Kindergarten for Oklahoma City Public Schools
Oklahoma Department of Libraries Attn: Kerri McClinn 200 NE 18th Street Oklahoma City, OK 73105	73-1044902	501(C)3	5,382	Ready to Learn Books
Oklahoma Medical Research Foundation 825 NE 13th Street Mail Stop 12 Oklahoma City, OK 73104-9930	73-0580274	501(C)3	25,000	241+Host Sponsorship
Oklahoma Newspaper Foundation Oklahoma Press Association 3601 N. Lincoln Blvd. Oklahoma City, OK 73105-5411	73-6103398	501(C)3	50,000	Support Grant - Internship Program 2013
Oklahoma State Regents for Higher Education 655 Research Parkway, Suite 200 Oklahoma City, OK 73104	73-6017987	501(C)3	32,245	FY13 Grant for SMART Statewide Coordinator
OU Foundation Attn: Ron C. Winkler, Treasurer 100 Timberdell Rd. Norman, OK 73019	73-6091755	501(C)3	12,045	General Support Grant
Parkinson Foundation of Oklahoma Attn: Jim Keating, ED 720 W. Wilshire Blvd., Ste 101H Oklahoma City, OK 73116	80-0557716	501(C)3	5,000	General Support Grant
Pauls Valley Foundation for Academic Excellence P.O. Box 63 Pauls Valley, OK 73075	73-1362811	501(C)3	16,253	Annual Distribution

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 Schedule I (Continuation)
 Grantees Receiving \$5,000 or More

EIN: 73-1396320

Name, address, and zip	EIN	IRC Code	Cash Grant Tax Year 2012	Purpose of Grant or Assistance
Pet Food Pantry of OKC P.O. Box 57678 Oklahoma City, OK 73157-7678	27-2952574	501(C)3	20,000	Support facility improvements and/or new staffing
Pioneer Library System Attn: Anne Masters 225 N. Webster Norman, OK 73069	73-6081619	501(C)3	5,266	Annual Distribution
Power Shop, Inc. 2103 W. Beech Duncan, OK 73533	73-1097970	501(C)3	67,105	2012 Annual Distribution
Regents of UC Davis One Shields Ave Davis, CA 95616	73-0579272	501(C)3	125,000	Gift to Support Dr. John Madigan
Regional Food Bank of Oklahoma PO Box 270968 Oklahoma City, OK 73137-0968	73-1100380	501(C)3	60,050	Donations for Backpack for Kids and tornado relief
Shattuck Public Schools Technology Student Association P.O. Box 159 Shattuck, OK 73858	73-0717442	501(C)3	26,426	Co-op needs
Shawnee Chamber of Commerce Attn: Randy Gilbert P.O. Box 11 Tecumseh, OK 74873	73-0444415	501(C)4	6,500	Annual Distribution
Shawnee Public Library Attn: Anne Masters 225 N. Webster Norman, OK 73069-7133	73-6081619	501(C)3	9,557	Annual Distribution
Sierra Club Foundation OK Sierra Club P.O. Box 60644 Oklahoma City, OK 73146	94-6069890	501(C)3	30,000	General Support Grant for Oklahoma Efforts
Skyline Church 123 Robert S. Kerr Oklahoma City, OK 73102	26-0594941	501(C)3	10,000	General Support Grant
Smart Start Central Oklahoma P.O. Box 21505 Oklahoma City, OK 73156	42-1593360	501(C)3	187,289	Payroll CFO 543

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Grantees Receiving \$5,000 or More
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Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Smart Start Kiamichi Country 200 S.E. A Street Stigler, OK 74462	42-1593360	501(C)3	5,000	General Support Grant
Sooner Theatre 101 E. Main Norman, OK 73069	51-0196629	501(C)3	5,000	General Support Grant
Southern Methodist University Catherine Mauer-Cox School of Business P.O. Box 750261 Dallas, TX 75275	75-0800689	501(C)3	25,000	Donor Advised Grant
Spay-Mart Inc. 6601 Veterans Blvd. Metairie, LA 70003	72-1418016	501(C)3	30,000	General Support Grant
St. Jude Children's Research Hospital, Inc. 5015L Jude Place Memphis, TN 38105	62-0646012	501(C)3	5,000	General Support Grant
Stephens County Historical Society P.O. Box 1294 Duncan, OK 73534	23-7258111	501(C)3	6,376	Support Grant - Historical Museum of Duncan
Stillwater Public Education Foundation, Inc. 314 S. Lewis Stillwater, OK 74074	73-1267401	501(C)3	8,688	Annual Distribution
Sunbeam Family Services Sunbeam Family Services 616 N.W. 21 Oklahoma City, OK 73103	73-0590119	501(C)3	25,513	General Support grant
Sunset TRC, Inc. P.O. Box 852096 Yukon, OK 73085	27-4455093	501(C)3	32,235	Support of staff
Supporting Kids in Independent Living/YSOC 201 N. E. 50th Street Oklahoma City, OK 73105	73-0940217	501(C)3	18,714	Annual Distribution

Communities Foundation of Oklahoma
Schedule I Continuation

Grantees Receiving \$5,000 or More
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Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
Texas Bighorn Society Attn: Kathy Boone P.O. Box 53145 Lubbock, TX 79453	76-0043028	501(C)3	5,000	General Support Grant
Texas Christian University Box 298200 Fort Worth, TX 76129	75-0827465	501(C)3	25,000	Donor Advised Grant
The Children's Center 6800 N. W. 39th Expressway Bethany, OK 73008	73-0580264	501(C)3	10,457	Donor Advised Grant
The Emergency Food Pantry 801 S. 12th Chickasha, OK 73018	73-1266704	501(C)3	8,000	2012 Grant
The Lightfoot Foundation 2932 NW 22nd #11 Oklahoma City, OK 73120	45-5424128	501(C)3	23,580	General Support Grant
Thunderbird Clubhouse 1251 Triad Village Dr. Norman, OK 73071	73-1425145	501(C)3	7,150	NCF Grants - G.E.D. Tutoring
Toy Shop of Duncan P.O. Box 206 Duncan, OK 73534	51-0200884	501(C)3	13,202	Annual Distribution
Turning Point Ranch Foundation P.O. Box 672 Stillwater, OK 74076	31-1726849	501(C)3	30,918	General support
United Methodist Church 400 West 7th Stillwater, OK 74074	73-0645155	501(C)3	5,000	Support Grant - Congo Water Wells
United Way of Stephens County P.O. Box 1632 Duncan, OK 73534	23-7210483	501(C)3	16,563	Annual Distribution
United Way of Stillwater, OK P.O. Box 308 Stillwater, OK 74076-0308	73-0602756	501(C)3	5,000	General Support Grant

Communities Foundation of Oklahoma
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Grantees Receiving \$5,000 or More
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Name, address, and zip	EIN	IRC Code	Cash Grant	Purpose of Grant or Assistance
University of Science & Arts of OK Foundation, Inc. 1727 Alabama Chickasha, OK 73108	73-1031040	501(C)3	23,000	2012 Grant
US Grant High School Attn: Susan Turpen 5016 S. Pennsylvania Oklahoma City, OK 73119		501(C)3	5,000	BPA Chapter - National Business Professionals of American Convention in May 2013
Variety Care Foundation P.O. Box 2098 Oklahoma City, OK 73101	73-0580273	501(C)3	35,000	Women's health issues including teen pregnancy & family planning programs
VOICE P.O. Box 881 Oklahoma City, OK 73101	26-2941339	501(C)3	47,681	General Support
Volunteers for Animal Welfare, Inc. 2017 S. Santa Fe Oklahoma City, OK 73109	23-7315925	501(C)3	5,000	Spot Clinic - Support Grant
Warm Blankets Orphan Care International 5105 Tollview Drive, Suite 155 Rolling Meadows, IL 60008	36-4395095	501(C)3	5,000	General Support Grant
Weich Public Schools Enrichment Foundation P. O. Box 129 Welch, OK 74369	73-1480590	501(C)3	6,224	Annual Distribution
Wes Welker Foundation c/o Lee Welker P.O. Box 20777 Oklahoma City, OK 73156	65-1303856	501(C)3	6,000	General Support Grant
Wilderness Matters FS Fund 1713 Huntington Avenue Nichols Hills, OK 73116	45-5601712	501(C)3	25,067	General Support Grant
Women's Service & Family Resource Center, Inc. P.O. Box 1539 Chickasha, OK 73023	73-1147985	501(C)3	22,500	2012 Grant

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Name, address, and zip	EIN	Tax Code	Cash Grant	Purpose of Grant or Assistance
WyoFile Attn: Dustin Blazeffier, Editor-in-Chief 721 15th Street Cody, WY 82414	27-0410642	501(C)3	75,000	Support Grant - WyoFile Capacity Building Project
Youth News Service Los Angeles Bureau 5967 W. Third St., Suite 301 Los Angeles, CA 90036	95-4034537	501(C)3	33,000	Community-Based Teen News Bureau Project
Other grants less than \$5,000			1,856,023	
		TOTAL	6,355,233	