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

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2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 7/01, 2014, and ending 6/30, 2015

The Charles R. Whitfield Charitable  
Foundation  
5909 Primrose Lane  
Stillwater, OK 74074

A Employer identification number  
20-0100958B Telephone number (see instructions)  
817-946-6536C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ \$ 1,933,703.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)			
2 Ck <input checked="" type="checkbox"/> if the foundn is not required to attach Sch B			
3 Interest on savings and temporary cash investments	5,384.	5,384.	N/A
4 Dividends and interest from securities	45,408.	45,408.	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	103,127.		
b Gross sales price for all assets on line 6a	1,956,391.		
7 Capital gain net income (from Part IV, line 2)	103,127.		
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
See Statement 1	2,715.	2,715.	
12 Total. Add lines 1 through 11	156,634.	156,634.	
13 Compensation of officers, directors, trustees, etc	9,900.		
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach sch) See St 2	10,266.		
c Other prof fees (attach sch)			
17 Interest			
18 Taxes (attach schedule)(see instrs) See Stm 3	2,415.		
19 Depreciation (attach sch) and depletion See Stmt 4	58.		
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) See Statement 5	32,616.	26,108.	
24 Total operating and administrative expenses. Add lines 13 through 23	55,255.	26,108.	
25 Contributions, gifts, grants paid Part XV	120,600.		120,600.
26 Total expenses and disbursements. Add lines 24 and 25	175,855.	26,108.	120,600.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-19,221.		
b Net investment income (if negative, enter -0-)		130,526.	
c Adjusted net income (if negative, enter -0-)			

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash – non-interest-bearing	55,271.	25,952.	25,952.
	2 Savings and temporary cash investments	70,906.	151,830.	151,830.
	3 Accounts receivable ▶ 43,560.			
	Less allowance for doubtful accounts ▶	93,372.	43,560.	43,560.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)	8,760.	11,619.	7,008.
	b Investments – corporate stock (attach schedule)	1,601,012.	1,577,197.	1,705,325.
	c Investments – corporate bonds (attach schedule)			
LIABILITIES	11 Investments – land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ 500.			
	Less accumulated depreciation (attach schedule) ▶ See Stmt 6 ▶ 472.	86.	28.	28.
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,829,407.	1,810,186.	1,933,703.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,829,407.	1,810,186.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,829,407.	1,810,186.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,829,407.	1,810,186.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,829,407.
2 Enter amount from Part I, line 27a	2	-19,221.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,810,186.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,810,186.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 7				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). <span style="float:right">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>		2	103,127.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span>		3	15,236.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	113,000.	2,087,284.	0.054137
2012	102,088.	2,010,180.	0.050786
2011	112,129.	2,008,916.	0.055816
2010	109,390.	2,287,370.	0.047823
2009	135,867.	2,195,424.	0.061886
2 Total of line 1, column (d)			2 0.270448
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.054090
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,006,591.
5 Multiply line 4 by line 3			5 108,537.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,305.
7 Add lines 5 and 6			7 109,842.
8 Enter qualifying distributions from Part XII, line 4			8 120,600.

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

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		<b>1</b>	1,305.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>2</b>	0.
<b>3</b> Add lines 1 and 2		<b>3</b>	1,305.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		<b>4</b>	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		<b>5</b>	1,305.
<b>6</b> Credits/Payments:			
<b>a</b> 2014 estimated tax pmts and 2013 overpayment credited to 2014		<b>6 a</b>	1,086.
<b>b</b> Exempt foreign organizations – tax withheld at source		<b>6 b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)		<b>6 c</b>	
<b>d</b> Backup withholding erroneously withheld		<b>6 d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d		<b>7</b>	1,086.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		<b>8</b>	5.
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		<b>9</b>	224.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		<b>10</b>	
<b>11</b> Enter the amount of line 10 to be Credited to 2015 estimated tax		<b>11</b>	
		<b>Refunded</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) MS		
<b>b</b> If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>F.E. Whitfield</u> Telephone no <u>817-926-6536</u> Located at <u>5909 Primrose Lane Stillwater OK</u> ZIP + 4 <u>74074</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c	X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b> At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If 'Yes,' list the years <u>20 __ , 20 __ , 20 __ , 20 __</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20 __ , 20 __ , 20 __ , 20 __</u>		
<b>3 a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If 'Yes,' did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	3 b	N/A
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4 b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5 a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F.E. Whitfield 5909 Primrose Lane Stillwater, OK 74074	President 4.00	3,300.	0.	0.
Mark Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Treasurer 2.00	3,300.	0.	0.
David Loew 282 Running Deer Grapeland, TX 75844	Director 2.00	3,300.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

BAA

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	1,806,172.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	187,416.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	43,560.
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	2,037,148.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,037,148.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	30,557.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,006,591.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	100,330.

**Part XI. Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	100,330.
<b>2 a</b> Tax on investment income for 2014 from Part VI, line 5	<b>2 a</b>	1,305.
<b>b</b> Income tax for 2014 (This does not include the tax from Part VI.)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	1,305.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	99,025.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	99,025.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	99,025.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	120,600.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	120,600.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	1,305.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	119,295.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

BAA

Form 990-PF (2014)

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				99,025.
<b>2</b> Undistributed income, if any, as of the end of 2014.				
<b>a</b> Enter amount for 2013 only			85,670.	
<b>b</b> Total for prior years 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 120,600.				
<b>a</b> Applied to 2013, but not more than line 2a			85,670.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				34,930.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				64,095.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

N/A

4942(1)(5)

**(4) Gross investment income**

[illegible]

### 1 Information Regarding Foundation Managers:

None

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Statement 8				
<b>Total</b>			<b>3 a</b>	120,600.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3 b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,384.	
4 Dividends and interest from securities			14	45,408.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,715.	
8 Gain or (loss) from sales of assets other than inventory			18	103,127.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				156,634.	
13 Total. Add line 12, columns (b), (d), and (e)				13	156,634.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



2014

**Federal Statements**  
The Charles R. Whitfield Charitable  
Foundation

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**Statement 1**  
**Form 990-PF, Part I, Line 11**  
**Other Income**

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 2,715.	\$ 2,715.	
Total	\$ 2,715.	\$ 2,715.	\$ 0.

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 10,266.			
Total	\$ 10,266.	\$ 0.		\$ 0.

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Withholding	\$ 140.			
Other Taxes	2,275.			
Total	\$ 2,415.	\$ 0.		\$ 0.

**Statement 4**  
**Form 990-PF, Part I, Line 19**  
**Allocated Depreciation**

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
Computer 10/14/10	500	414	200DB	0.1152		58	0	0

**Statement 5**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 12.			
Contract Services	900.			
Investment Management Fees	26,108.	\$ 26,108.		
Miscellaneous	10.			
Travel and Other	5,586.			
<b>Total</b>	<b>\$ 32,616.</b>	<b>\$ 26,108.</b>		<b>\$ 0.</b>

**Statement 6**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Miscellaneous	\$ 500.	\$ 472.	\$ 28.	\$ 28.
<b>Total</b>	<b>\$ 500.</b>	<b>\$ 472.</b>	<b>\$ 28.</b>	<b>\$ 28.</b>

**Statement 7**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	95.796 Goldman Sachs	Purchased	10/01/2009	2/27/2015
2	1095 Barclays Bank	Purchased	8/09/2012	10/27/2015
3	538 Claymore/Alphashares	Purchased	7/30/2013	9/25/2014
4	2094 Claymore/Alphashares	Purchased	Various	12/12/2014
5	1006 Ishares msci Germany	Purchased	Various	7/18/2014
6	1383 Ishares msci Germany	Purchased	7/02/2013	7/03/2014
7	844 Ishares Core	Purchased	12/31/2013	8/06/2014
8	51 Ishares Core	Purchased	12/31/2013	10/27/2014
9	669 Ishares Inc. Global	Purchased	Various	8/06/2014
10	157 Ishares JP Morgan	Purchased	10/31/2014	12/12/2014
11	560 Ishares Brazil	Purchased	Various	9/25/2014
12	206 Ishares msci Mexico	Purchased	7/24/2014	8/12/2014
13	410 Ishares msci Mexico	Purchased	7/24/2014	11/04/2014
14	205 Ishares msci Mexico	Purchased	Various	11/13/2014
15	445 Ishares Peru	Purchased	6/05/2014	8/12/2014
16	805 Ishares Peru	Purchased	6/05/2014	9/02/2014
17	404 Ishares Phillipines	Purchased	9/25/2013	1/29/2015
18	365 Ishares Phillipines	Purchased	Various	5/05/2015
19	719 Ishares Phillipines	Purchased	Various	5/05/2015
20	252 Ishares South Korea	Purchased	10/18/2014	7/30/2014
21	452 Ishares South Korea	Purchased	Various	8/12/2014
22	839 Ishares Sweden	Purchased	Various	1/22/2015
23	931 Ishares Sweden	Purchased	Various	1/28/2015
24	180 Ishares msci Taiwan	Purchased	4/29/2014	7/18/2014
25	848 Ishares msci Taiwan	Purchased	4/29/2014	7/30/2014
26	78 Ishares msci Taiwan	Purchased	4/29/2014	9/02/2014



**Statement 7 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
27	835 Ishares msci Taiwan	Purchased	4/29/2014	9/25/2014
28	1838 Ishares msci Taiwan	Purchased	4/29/2014	10/01/2014
29	176 Ishares Russell 1000 Growth	Purchased	12/11/2008	3/05/2015
30	21 Ishares Russell 2000 Growth	Purchased	12/11/2008	3/05/2015
31	162 Ishares Russell 1000 Value	Purchased	12/11/2008	3/05/2015
32	38 Ishares Russell 2000 Value	Purchased	12/11/2008	3/05/2015
33	684 Ishares Barclays	Purchased	12/12/2014	3/03/2015
34	183 Ishares Iboxx	Purchased	10/24/2014	12/12/2014
35	299 Pimco	Purchased	Various	10/27/2014
36	116 Pimco	Purchased	Various	10/27/2014
37	904 Pimco	Purchased	Various	10/31/2014
38	2786 Proshares TR Ultra Short msci	Purchased	8/12/2014	9/02/2014
39	820 SPDR Barclays	Purchased	7/02/2013	8/06/2014
40	908 SPDR Barclays	Purchased	Various	12/12/2014
41	384 SPDR Barclays	Purchased	10/31/2014	3/03/2015
42	3365 SPDR Short Term	Purchased	Various	8/06/2014
43	356 Vanguard FTSE All World	Purchased	6/08/2010	10/24/2014
44	210 Vanguard FTSE All World	Purchased	6/08/2010	3/05/2015
45	28 Vanguard Reit Vipers	Purchased	Various	3/05/2015
46	490 Vanguard Reit Vipers	Purchased	Various	3/05/2015
47	1369 Vanguard Short Term	Purchased	8/06/2014	10/24/2014
48	455 Vanguard Short Term	Purchased	8/06/2014	10/31/2014
49	14 Wisdomtree Europe	Purchased	9/02/2014	5/05/2015
50	472 Wisdomtree Europe	Purchased	9/02/2014	6/15/2015
51	1057 Wisdomtree India	Purchased	3/19/2014	9/02/2014
52	116 Wisdomtree India	Purchased	3/19/2014	1/22/2015
53	524 Wisdomtree India	Purchased	3/19/2014	5/05/2015
54	1291 Wisdomtree India	Purchased	Various	6/15/2015
55	858 Wisdomtree India	Purchased	Various	6/15/2015
56	499 Wisdomtree Japan	Purchased	7/03/2014	9/02/2014
57	536 Wisdomtree Japan	Purchased	7/03/2014	2/09/2015
58	109 Wisdomtree Japan	Purchased	7/03/2014	5/05/2015
59	98 Wisdomtree Japan	Purchased	7/03/2014	6/15/2015
60	434 Pimco	Purchased	Various	7/24/2014
61	3145.23 Goldman Sachs	Purchased	Various	8/04/2014
62	341 Ishares Barclays	Purchased	10/01/2012	8/06/2014
63	155 Ishares Russell 2000 Value	Purchased	12/11/2008	10/27/2014
64	600 Anadarko Petroleum Corp.	Purchased	Various	3/27/2015
65	1000 Arch Coal Inc.	Purchased	7/23/2013	8/28/2014
66	600 Avanir Pharmaceuticals Class A	Purchased	8/11/2009	8/28/2014
67	400 Avanir Pharmaceuticals Class A	Purchased	8/11/2009	9/16/2014
68	500 Catamaran Corp.	Purchased	4/15/2014	12/22/2014
69	500 Catamaran Corp.	Purchased	4/15/2014	3/27/2015
70	1000 Ceres Inc.	Purchased	10/11/2013	11/24/2014
71	500 Coeur D Alene Mines Corp.	Purchased	3/17/2010	11/24/2014
72	82 Contango Oil & Gas	Purchased	10/03/2013	11/24/2014
73	300 Dollar Tree Stores Inc.	Purchased	5/23/2014	11/19/2014
74	950 Dryships Inc.	Purchased	2/08/2010	11/24/2014
75	50 Dryships Inc.	Purchased	2/08/2010	11/24/2014
76	100 Du Pont E.I. De Nemours	Purchased	10/23/2012	3/27/2015
77	100 Du Pont E.I. De Nemours	Purchased	10/23/2012	3/27/2015
78	500 Dycom Industries	Purchased	2/15/2012	3/27/2015
79	1000 Extreme Networks	Purchased	7/22/2014	11/24/2014
80	2000 Petroleo Brasileiro	Purchased	Various	9/03/2014
81	1000 Potash Corp. of Saskatchewan	Purchased	9/10/2013	11/19/2014
82	1000 Kodiak Oil & Gas Corp.	Purchased	1/22/2013	7/22/2014

**Statement 7 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
83	200 Du Pont E.I. De Nemours	Purchased	10/23/2012	2/23/2015
84	500 Healthcare Trust of America	Purchased	6/25/2013	2/23/2015
85	400 Linn Energy LLC	Purchased	3/30/2009	2/23/2015
86	400 Linn Energy LLC	Purchased	Various	2/23/2015
87	200 Linn Energy LLC	Purchased	5/06/2013	2/23/2015
88	1000 New York Community Bancorp.	Purchased	10/14/2014	2/23/2015
89	1000 Sandridge Energy Inc.	Purchased	Various	2/23/2015
90	1000 Sandridge Energy Inc.	Purchased	Various	2/23/2015

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	658.		647.	11.				\$ 11.
2	37,157.		46,647.	-9,490.				-9,490.
3	14,347.		14,391.	-44.				-44.
4	54,380.		56,228.	-1,848.				-1,848.
5	41,205.		40,307.	898.				898.
6	43,247.		34,409.	8,838.				8,838.
7	44,393.		41,677.	2,716.				2,716.
8	2,515.		2,518.	-3.				-3.
9	35,235.		34,950.	285.				285.
10	17,441.		17,976.	-535.				-535.
11	25,843.		29,490.	-3,647.				-3,647.
12	14,142.		14,422.	-280.				-280.
13	27,888.		28,704.	-816.				-816.
14	13,833.		14,672.	-839.				-839.
15	15,912.		15,565.	347.				347.
16	29,200.		28,156.	1,044.				1,044.
17	16,422.		15,440.	982.				982.
18	14,750.		13,949.	801.				801.
19	29,055.		27,477.	1,578.				1,578.
20	16,475.		16,189.	286.				286.
21	29,366.		28,758.	608.				608.
22	25,824.		27,625.	-1,801.				-1,801.
23	29,354.		30,833.	-1,479.				-1,479.
24	2,943.		2,660.	283.				283.
25	13,661.		12,533.	1,128.				1,128.
26	1,289.		1,153.	136.				136.
27	13,043.		12,340.	703.				703.
28	28,158.		27,164.	994.				994.
29	17,760.		6,439.	11,321.				11,321.
30	3,140.		1,034.	2,106.				2,106.
31	17,050.		8,097.	8,953.				8,953.
32	3,880.		1,808.	2,072.				2,072.
33	73,666.		72,503.	1,163.				1,163.
34	16,354.		17,008.	-654.				-654.
35	30,312.		30,332.	-20.				-20.
36	11,760.		11,768.	-8.				-8.
37	91,627.		91,715.	-88.				-88.
38	39,274.		43,392.	-4,118.				-4,118.
39	40,589.		34,930.	5,659.				5,659.
40	35,130.		42,663.	-7,533.				-7,533.
41	18,449.		15,491.	2,958.				2,958.
42	101,161.		103,274.	-2,113.				-2,113.
43	17,009.		14,026.	2,983.				2,983.

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
44	10,399.		8,274.	2,125.				\$ 2,125.
45	2,349.		1,179.	1,170.				1,170.
46	41,100.		20,633.	20,467.				20,467.
47	110,099.		109,739.	360.				360.
48	36,513.		36,473.	40.				40.
49	908.		813.	95.				95.
50	30,241.		27,395.	2,846.				2,846.
51	24,152.		18,743.	5,409.				5,409.
52	2,716.		2,056.	660.				660.
53	11,219.		9,292.	1,927.				1,927.
54	27,498.		26,088.	1,410.				1,410.
55	18,275.		17,338.	937.				937.
56	15,399.		15,185.	214.				214.
57	16,511.		16,310.	201.				201.
58	3,745.		3,317.	428.				428.
59	3,525.		2,982.	543.				543.
60	44,038.		43,997.	41.				41.
61	22,331.		18,328.	4,003.				4,003.
62	35,279.		36,988.	-1,709.				-1,709.
63	14,803.		7,377.	7,426.				7,426.
64	49,106.		41,786.	7,320.				7,320.
65	2,945.		4,407.	-1,462.				-1,462.
66	6,910.		2,085.	4,825.				4,825.
67	4,611.		1,390.	3,221.				3,221.
68	24,804.		20,199.	4,605.				4,605.
69	23,621.		20,199.	3,422.				3,422.
70	228.		1,872.	-1,644.				-1,644.
71	2,044.		8,579.	-6,535.				-6,535.
72	2,938.		3,312.	-374.				-374.
73	18,193.		16,172.	2,021.				2,021.
74	1,287.		5,263.	-3,976.				-3,976.
75	68.		277.	-209.				-209.
76	7,071.		4,624.	2,447.				2,447.
77	7,076.		4,624.	2,452.				2,452.
78	23,340.		11,692.	11,648.				11,648.
79	3,459.		5,419.	-1,960.				-1,960.
80	40,120.		32,436.	7,684.				7,684.
81	35,780.		33,265.	2,515.				2,515.
82	15,694.		9,554.	6,140.				6,140.
83	15,260.		9,247.	6,013.				6,013.
84	13,565.		11,171.	2,394.				2,394.
85	4,863.		9,473.	-4,610.				-4,610.
86	4,866.		9,473.	-4,607.				-4,607.
87	2,435.		4,737.	-2,302.				-2,302.
88	16,000.		15,655.	345.				345.
89	2,055.		6,243.	-4,188.				-4,188.
90	2,055.		6,243.	-4,188.				-4,188.
							Total	\$ 103,127.

**Statement 8**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
First United Methodist Church 400 West Seventh Street Stillwater, OK 74074	None	N/A	General Religious	\$ 7,000.
Jewel Charity Ball 600 Bailey Avenue Fort Worth, TX 76107	None	N/A	Benefit Childrens Hospital	5,000.
University of The Cumberlands 6191 College Station Drive Williamsburg, KY 40769	None	N/A	Scholarship Fund	30,080.
United Methodist Women 800 W 5th Street Fort Worth, TX 76102	None	N/A	General Religious	10,000.
Doctors Without Borders 333 7th Avenue New York, NY 10001	NONE	N/A	Medical Care	44,600.
Children's Hospital 200 Henry Clay Avenue New Orleans, LA 70118	NONE	N/A	Medical Care	10,000.
United Method Committee on Relief 475 Riverside Drive, Room 1520 New York, NY 10115	NONE	N/A	Nepal Earthquake Relief	12,000.
Heifer International 1 World Avenue Little Rock, AR 72202	NONE	N/A	Charity Ending Hunger and Poverty	1,920.
Total				<u>\$ 120,600.</u>