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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: THE ANN LACY FOUNDATION

A Employer identification number: 46-3449370

Number and street (or P O box number if mail is not delivered to street address): 400 NW 20TH ST — Room/suite:

B Telephone number (see instructions): 405-600-2342

City or town, state or province, country, and ZIP or foreign postal code: OKLAHOMA CITY OK 73103-1919

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 8,032,059

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	150,000			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	45,399	24,897	45,399	
	4	Dividends and interest from securities	135,704	135,704	135,704	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	-8,883			
	b	Gross sales price for all assets on line 6a 844,835				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	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) Stmt 2	-102,323	66	-102,323	
	12	**Total.** Add lines 1 through 11	219,897	160,667	78,780	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	142,202	50,000	92,202	92,202
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	8,572			
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 3	3,894			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 4	10,407			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	17,699			
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 5	13,049			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	195,823	50,000	92,202	92,202
	25	Contributions, gifts, grants paid	699,606			699,606
	26	**Total expenses and disbursements.** Add lines 24 and 25	895,429	50,000	92,202	791,808
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-675,532			
	b	**Net investment income** (if negative, enter -0-)		110,667		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2015)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Line	Description		(a) Beginning of year Book Value	(b) End of year Book Value	(c) End of year Fair Market Value
Assets	1	Cash – non-interest-bearing		65,470	70,057	70,056
	2	Savings and temporary cash investments		1,208,095	584,039	584,039
	3	Accounts receivable ▶	6,567			
		Less allowance for doubtful accounts ▶			6,567	6,567
	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 (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)	Stmt 6	353,030	685,954	690,446
	b	Investments – corporate stock (attach schedule)	See Stmt 7	6,352,934	5,499,854	5,605,342
	c	Investments – corporate bonds (attach schedule)	See Stmt 8	104,480	497,064	490,202
	11	Investments – land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)	See Statement 9	609,032	673,432	585,407
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		8,693,041	8,016,967	8,032,059
Liabilities	17	Accounts payable and accrued expenses		4,126	3,584	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	**Total liabilities** (add lines 17 through 22)		4,126	3,584	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ [X]			
	24	Unrestricted		8,688,915	8,013,383	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	▶ [ ]			
	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)		8,688,915	8,013,383	
	31	**Total liabilities and net assets/fund balances** (see instructions)		8,693,041	8,016,967	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	8,688,915
2	Enter amount from Part I, line 27a	2	-675,532
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,013,383
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	8,013,383

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	N/A			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
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	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	560,951	8,260,226	0.067910
2013		2,313	
2012			
2011			
2010			

2 **Total** of line 1, column (d)	2	0.067910
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	0.067910
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	8,303,682
5 Multiply line 4 by line 3	5	563,903
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,107
7 Add lines 5 and 6	7	565,010
8 Enter qualifying distributions from Part XII, line 4	8	791,808

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,107
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,107
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,107
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,108
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	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? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
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? If "No," attach explanation	8b	X	
9	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

5124 11/10/2016 8 20 AM

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CHRIS LAWSON Telephone no ▶ 405-600-2342

400 NW 20TH

Located at ▶ OKLAHOMA CITY OK ZIP+4 ▶ 73103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2015, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	N/A	4a		
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 2015?	N/A	4b		

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, 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)? N/A **5b**

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)

6a 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? **6b** No: X

If "Yes" to 6b, file Form 8870

7a 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 **7b**

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
See Statement 10				

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 ▶		

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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,273,687
b	Average of monthly cash balances	1b	1,156,447
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,430,134
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	8,430,134
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	126,452
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,303,682
6	**Minimum investment return.** Enter 5% of line 5	6	415,184

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

1	Minimum investment return from Part X, line 6	1	415,184
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a 1,107		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	1,107
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	414,077
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	414,077
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	414,077

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	791,808
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	791,808
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,107
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	790,701

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					414,077
2 Undistributed income, if any, as of the end of 2015:					
a Enter amount for 2014 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2015					
a From 2010					
b From 2011					
c From 2012					
d From 2013					
e From 2014	148,050				
f **Total** of lines 3a through e		148,050			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 791,808					
a Applied to 2014, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2015 distributable amount					414,077
e Remaining amount distributed out of corpus		377,731			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		525,781			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		525,781			
10 Analysis of line 9					
a Excess from 2011					
b Excess from 2012					
c Excess from 2013					
d Excess from 2014	148,050				
e Excess from 2015	377,731				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

ANN LACY-CHAIRMAN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 11				699,606
Total			▶ 3a	699,606
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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					45,399
4 Dividends and interest from securities					135,704
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					66
8 Gain or (loss) from sales of assets other than inventory					-8,883
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b See Statement 12					-102,389
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	69,897

13 Total. Add line 12, columns (b), (d), and (e) 13 69,897

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	THE ASSETS OF THE FOUNDATION ARE INVESTED IN COMMON STOCKS BONDS, AND OTHER SECURITIES TO PRODUCE INTEREST, DIVIDENDS, AND CAPITAL GAINS THAT CAN BE USED TO CONTRIBUTE TO THE CHARITITIES THE FOUNDATION SELECTS EACH YEAR

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee | Date: 11/10/16 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
P. MIKE SMEDLUND		11/10/16	
Firm's name ▶ Smedlund & Company, P.C.		PTIN	P00432364
Firm's address ▶ 5600 N May Avenue, Suite 162 Oklahoma City, OK 73112-3911		Firm's EIN ▶	73-1249124
		Phone no	405-843-1171

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs gov/form990.**

OMB No 1545-0047

2015

Name of the organization	**Employer identification number**
THE ANN LACY FOUNDATION	46-3449370

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (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, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE ANN LACY FOUNDATION

Employer identification number: 46-3449370

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN LACY 3 E JANICE APT 203 YUKON OK 73099	$ 150,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
HALLIBURTON CO COM			Purchase				
	5/06/14	1/30/15	$ 3,987	$ 6,378	$	$	$ -2,391
HALLIBURTON CO COM			Purchase				
	5/06/14	1/30/15	3,992	6,378			-2,386
HALLIBURTON CO COM			Purchase				
	4/28/14	1/30/15	39,917	63,080			-23,163
HALLIBURTON CO COM			Purchase				
	5/06/14	1/30/15	31,933	51,024			-19,091
ACCESS MIDSTREAM PARTNERS L P UNIT N			Purchase				
	2/05/15	2/05/15	37				37
KLX INC COM			Purchase				
	6/10/14	3/10/15	3,986	5,118			-1,132
KLX INC COM			Purchase				
	6/10/14	3/10/15	1,993	2,560			-567
KLX INC COM			Purchase				
	6/10/14	3/10/15	1,993	2,559			-566
KLX INC COM			Purchase				
	6/10/14	3/10/15	1,993	2,559			-566
DOVER CORP COM			Purchase				
	8/21/14	3/10/15	1,409	1,798			-389
DOVER CORP COM			Purchase				
	8/21/14	3/10/15	15,358	19,600			-4,242
DOVER CORP COM			Purchase				
	8/21/14	3/10/15	14,085	17,982			-3,897
DOVER CORP COM			Purchase				
	8/21/14	3/10/15	4,368	5,574			-1,206
APACHE CORP COM			Purchase				
	7/17/14	3/12/15	3,513	5,799			-2,286
APACHE CORP COM			Purchase				
	7/17/14	3/12/15	30,282	49,991			-19,709
APACHE CORP COM			Purchase				
	7/17/14	3/12/15	6,662	10,998			-4,336
APACHE CORP COM			Purchase				
	7/17/14	3/12/15	1,933	3,199			-1,266

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SKYWORKS SOLUTIONS INC COM	5/06/14	3/12/15	Purchase	$ 9,183	$ 4,163	$	$	$ 5,020
SKYWORKS SOLUTIONS INC COM	5/06/14	3/12/15	Purchase	36,733	16,630			20,103
SKYWORKS SOLUTIONS INC COM	5/06/14	3/12/15	Purchase	92	42			50
SKYWORKS SOLUTIONS INC COM	5/06/14	3/12/15	Purchase	36,733	16,630			20,103
SKYWORKS SOLUTIONS INC COM	5/06/14	3/12/15	Purchase	9,092	4,116			4,976
SKYWORKS SOLUTIONS INC COM	6/27/14	3/12/15	Purchase	9,183	4,618			4,565
SKYWORKS SOLUTIONS INC COM	6/27/14	3/12/15	Purchase	9,183	4,615			4,568
SKYWORKS SOLUTIONS INC COM	6/27/14	3/12/15	Purchase	16,071	8,072			7,999
SKYWORKS SOLUTIONS INC COM	6/27/14	3/12/15	Purchase	2,296	1,153			1,143
SKYWORKS SOLUTIONS INC COM	6/27/14	3/12/15	Purchase	55,100	27,687			27,413
DOVER CORP COM	8/21/14	3/12/15	Purchase	14,328	17,982			-3,654
DOVER CORP COM	8/21/14	3/12/15	Purchase	14,328	17,982			-3,654
DOVER CORP COM	8/21/14	3/12/15	Purchase	7,159	8,991			-1,832
HALYARD HEALTH INC COM	11/06/14	3/19/15	Purchase	3,021	2,297			724
HALYARD HEALTH INC COM	11/06/14	3/19/15	Purchase	5,437	4,016			1,421
HALYARD HEALTH INC COM	11/06/14	3/19/15	Purchase	604	447			157
HALYARD HEALTH INC COM	11/06/14	3/19/15	Purchase	3,021	2,307			714

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
CALL 100 FEDEX CORP COM EXP 04-17-15			Purchase				
	4/20/15	1/29/15	$ 2,370	$	$	$	$ 2,370
UNION PACIFIC CORP COM			Purchase				
	8/19/14	5/14/15	102	109			-7
UNION PACIFIC CORP COM			Purchase				
	8/19/14	5/14/15	10,128	10,327			-199
UNION PACIFIC CORP COM			Purchase				
	8/19/14	5/14/15	10,230	10,432			-202
UNION PACIFIC CORP COM			Purchase				
	8/19/14	5/14/15	10,230	10,432			-202
UNION PACIFIC CORP COM			Purchase				
	8/19/14	5/14/15	30,690	31,295			-605
UNION PACIFIC CORP COM			Purchase				
	8/19/14	5/14/15	20,460	20,863			-403
UNION PACIFIC CORP COM			Purchase				
	8/19/14	5/14/15	20,460	20,863			-403
UNION PACIFIC CORP COM			Purchase				
	8/21/14	5/14/15	30,690	31,785			-1,095
UNION PACIFIC CORP COM			Purchase				
	8/21/14	5/14/15	20,455	21,195			-740
MICRON TECHNOLOGY INC			Purchase				
	8/21/14	6/26/15	9,821	16,566			-6,745
MICRON TECHNOLOGY INC			Purchase				
	6/27/14	6/26/15	9,821	15,797			-5,976
MICRON TECHNOLOGY INC			Purchase				
	8/21/14	6/26/15	5,887	9,939			-4,052
MICRON TECHNOLOGY INC			Purchase				
	6/27/14	6/26/15	17,677	28,435			-10,758
MICRON TECHNOLOGY INC			Purchase				
	6/27/14	6/26/15	11,785	18,957			-7,172
MICRON TECHNOLOGY INC			Purchase				
	8/21/14	6/26/15	3,928	6,625			-2,697
METLIFE INC PFD SER B DIV 6.5% DIV F			Purchase				
	11/03/14	6/29/15	2,500	2,594			-94

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
METLIFE INC PFD SER B DIV 6.5% DIV F	11/03/14	6/29/15	Purchase	$ 6,950	$ 7,211	$	$	$ -261
METLIFE INC PFD SER B DIV 6.5% DIV F	11/03/14	6/29/15	Purchase	13,050	13,546			-496
METLIFE INC PFD SER B DIV 6.5% DIV F	11/03/14	6/29/15	Purchase	2,500	2,594			-94
CHEMOURS CO COM	7/01/15	7/13/15	Purchase	1,120	1,496			-376
CHEMOURS CO COM	7/01/15	7/13/15	Purchase	1,125	1,496			-371
GOLDMAN SACHS GROUP INC SR UNSCRD NT	11/03/14	11/02/15	Purchase	21,625	22,348			-723
GOLDMAN SACHS GROUP INC SR UNSCRD NT	11/03/14	11/02/15	Purchase	3,375	3,487			-112
BOEING CO COM	3/20/14	7/17/15	Purchase	14,629	12,231			2,398
BOEING CO COM	3/20/14	7/17/15	Purchase	14,629	12,231			2,398
BOEING CO COM	3/20/14	7/17/15	Purchase	14,628	12,231			2,397
BOEING CO COM	3/24/14	7/17/15	Purchase	87,766	73,416			14,350
BOEING CO COM	3/20/14	7/17/15	Purchase	14,625	12,231			2,394
BOEING CO COM	3/20/14	7/17/15	Purchase	14,630	12,231			2,399
BOEING CO COM	3/20/14	7/17/15	Purchase	14,629	12,232			2,397
2014 PARTNERSHIP K-1'S	Various	Various	Purchase	35				35
2015 PARTNERSHIP K-1'S	Various	Various	Purchase		37			-37
2014 PARTNERSHIP K-1'S	Various	Various	Purchase	2,224				2,224

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2015 PARTNERSHIP K-1'S			Purchase				
	Various	Various	$ 840	$	$	$	$ 840
2014 PARTNERSHIP K-1'S SEC 1231			Purchase				
	Various	Various		2,141			-2,141
2015 PARTNERSHIP K-1'S SEC 1231			Purchase				
	Various	Various	216				216
Total			$ 844,835	$ 853,718	$ 0	$ 0	$ -8,883

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
2014 PARTNERSHIP K-1'S	$ 22	$ 22	$ 22
2015 PARTNERSHIP K-1'S	44	44	44
OTHER INCOME	40		40
2014 PARTNERSHIP K-1'S OTHER	219		219
2014 PARTNERSHIP K-1'S OTHER	194		194
2014 PARTNERSHIP K-1'S	-30,984		-30,984
2015 PARTNERSHIP K-1'S	-70,450		-70,450
2014 K-1'S RENTAL INCOME	-1,386		-1,386
2015 K-1'S RENTAL INCOME	-22		-22
Total	$ -102,323	$ 66	$ -102,323

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL FEES-ACCOUNTING	$ 3,894	$	$	$
Total	$ 3,894	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LICENSE-OK SOS	$ 142	$	$	$
FOREIGN TAX ON INVESTMENT	440			
PAYROLL TAXES	9,825			
Total	$ 10,407	$ 0	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
OFFICE EXPENSE	2,057			
BANK SERVICE FEES				
MISCELLANOUS EXPENSES	40			
TELEPHONE EXPENSE	9,322			
POSTAGE EXPENSE	26			
2014 K-1 OTHER EXPENSES	573			
2015 K-1 OTHER EXPENSES	1,031			
Total	$ 13,049	$ 0	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENTS	$ 353,030	$ 685,954	Cost	$ 690,446
Total	$ 353,030	$ 685,954		$ 690,446

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENTS	$ 6,352,934	$ 5,499,854	Cost	$ 5,605,342
Total	$ 6,352,934	$ 5,499,854		$ 5,605,342

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INVESTMENTS	$ 104,480	$ 497,064	Cost	$ 490,202
Total	$ 104,480	$ 497,064		$ 490,202

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERIGAS PARTNERS LP	$ 89,330	$ 82,050	Cost	$ 68,540
BASIS ADJUSTMENT		-16,230	Cost	
BUCKEYE PARTNERS LP	77,883	73,258	Cost	65,960
BASIS ADJUSTMENT		-6,037	Cost	
ENABLE MIDSTREAM PARTNERS LP	47,782	45,272	Cost	18,400
BASIS ADJUSTMENT		-15,078	Cost	
KKR & CO LP	47,810	44,650	Cost	31,180
BASIS ADJUSTMENT		5,252	Cost	

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MAGELLAN MIDSTREAM PARTNERS LP	$ 83,323	$ 80,408	Cost	$ 67,920
BASIS ADJUSTMENT		-5,330	Cost	
ONEOK PARTNERS LP	133,459	125,559	Cost	75,325
BASIS ADJUSTMENT		-31,603	Cost	
WILLIAMS PARTNERS LP	129,445	122,090	Cost	60,323
BASIS ADJUSTMENT		-30,915	Cost	
BASIS ADJUSTMENT		81	Cost	
INVESTMENTS-CD'S		200,005	Cost	197,759
Total	$ 609,032	$ 673,432		$ 585,407

Federal Statements

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ANN LACY 3 E JANICE #203 YUKON OK 73099	CHAIRMAN	30.00	0	0	0
CHRIS LAWSON 400 NW 20TH OKLAHOMA CITY OK 73103	PRESIDENT	50.00	142,202	8,572	0
TOM MCDANIEL 2408 GRAND CIRCLE OKLAHOMA CITY OK 73116	VICE PRESIDE	1.00	0	0	0
RUSSELL LAWSON 3024 HACKBERRY ROAD OKLAHOMA CITY OK 73120	SECRETARY/TR	5.00	0	0	0
ART COTTON PO BOX 355 BLANCHARD OK 73010	DIRECTOR	1.00	0	0	0

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
ANN LACY-CHAIRMAN	$
Total	$ 0

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
NATIONAL COWBOY MUSEUM OKLAHOMA CITY OK 73111	NONE	1700 NE 63RD ST 501C3	SPONSORSHIP	1,400
OKLAHOMA CONTEMPORARY ART MUSEUM OKLAHOMA CITY OK 73107	NONE	3000 GENERAL PERSHING BLV 501C3	SPONSORSHIP	450
JULIETTE LOW LEADERSHIP SOCIETY OKLAHOMA CITY OK 73118	NONE	6100 N ROBINSON 501C3	SPONSORSHIP	1,000
OKLAHOMA CITY MUSEUM OF ART OKLAHOMA CITY OK 73102	NONE	415 COUCH DR 501C3	SPONSORSHIP	4,000
AMERICAN HEART ASSOCIATION OKLAHOMA CITY OK 73116	NONE	3401 NW 63RD ST #200 501C3	RESEARCH	2,500
OKLAHOMA CITY BALLET OKLAHOMA CITY OK 73116	NONE	7421 N CLASSEN BLVD 501C3	SPONSORSHIP	4,000
ALLIED ARTS OKLAHOMA CITY OK 73102	NONE	1015 N BROADWAY #200 501C3	SPONSORSHIP	2,500
INSPIRATION POINT FINE ARTS COLONY EUREKA SPRINGS AR 72632	NONE	16311 US-62 501C3	SPONSORSHIP	2,500
CREATIVE OKLAHOMA OKLAHOMA CITY OK 73102	NONE	133 W MAIN ST #100 501C3	SPONSORSHIP	3,000
OKLAHOMA CITY UNIVERSTIY ATHLETICS OKLAHOMA CITY OK 73106	NONE	2501 B BLACKWELDER AVE 501C3	SPONSORSHIP	1,000
DEADCENTER FILM FESTIVAL OKLAHOMA CITY OK 73102	NONE	726 W SHERIDAN AVE STE170 501C3	SPONSORSHIP	2,500
OKLAHOMA CITY UNIVERSTIY ATHLETICS OKLAHOMA CITY OK 73106	NONE	2501 B BLACKWELDER AVE 501C3	SPONSORSHIP	2,250
OKLAHOMA CITY BALLET OKLAHOMA CITY OK 73116	NONE	7421 N CLASSEN BLVD 501C3	SPONSORSHIP	1,000
OKLAHOMA CITY MUSEUM OF ART OKLAHOMA CITY OK 73102	NONE	415 COUCH DR 501C3	SPONSORSHIP	2,500
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	NONE	725 S LINCOLN BLVD 501C3	SPONSORSHIP	150
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	NONE	725 S LINCOLN BLVD 501C3	SPONSORSHIP	100
HILLSDALE COLLEGE MOORE OK 73160	NONE	3701 S FRONTAGE RD 501C3	CHAPEL CONSTRUCTION	2,500

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	7,725
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	25
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	94,255
OKLAHOMA CITY BALLET OKLAHOMA CITY OK 73116	7421 N CLASSEN BLVD NONE	501C3	SPONSORSHIP	200
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	2,190
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	32,756
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	2,655
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	29,205
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	83,035
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	4,675
OKLAHOMA CITY MUSEUM OF ART OKLAHOMA CITY OK 73102	415 COUCH DR NONE	501C3	SPONSORSHIP	3,000
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	71,513
OCCC FOUNDATION OKLAHOMA CITY OK 73159	7777 S MAY AVE NONE	501C3	SPONSORSHIP	500
OKLAHOMA HIGHER EDUCATION HERITAGE OKLAHOMA CITY OK 73105	800 NZIH ZUHDI DR NONE	501C3	SPONSORSHIP	700
JULIETTE LOW LEADERSHIP SOCIETY OKLAHOMA CITY OK 73118	6100 N ROBINSON NONE	501C3	SPONSORSHIP	1,000
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	725 S LINCOLN BLVD NONE	501C3	SPONSORSHIP	97,818
HISTORICAL PRESERVATIONS INC OKLAHOMA CITY OK 73103	405 NW 15TH ST NONE	501C3	SPONSORSHIP	1,250

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
WATER4 OKLAHOMA CITY OK 73107	NONE	2405 NW 10TH ST 501C3	SPONSORSHIP	500
NATIONAL COWBOY MUSEUM OKLAHOMA CITY OK 73111	NONE	1700 NE 63RD ST 501C3	SPONSORSHIP	200
OCCC FOUNDATION OKLAHOMA CITY OK 73159	NONE	7777 S MAY AVE 501C3	SPONSORSHIP	3,000
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	NONE	725 S LINCOLN BLVD 501C3	SPONSORSHIP	141,908
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	NONE	725 S LINCOLN BLVD 501C3	SPONSORSHIP	60,000
OKLAHOMA CITY BOATHOUSE FOUNDATION OKLAHOMA CITY OK 73129	NONE	725 S LINCOLN BLVD 501C3	SPONSORSHIP	23,646
OCCC FOUNDATION OKLAHOMA CITY OK 73159	NONE	7777 S MAY AVE 501C3	SPONSORSHIP	2,000
INSPIRATION POINT FINE ARTS COLONY EUREKA SPRINGS AR 72632	NONE	16311 US-62 501C3	SPONSORSHIP	1,500
OKLAHOMA CONTEMPORARY ART MUSEUM OKLAHOMA CITY OK 73107	NONE	3000 GENERAL PERSHING BLV 501C3	SPONSORSHIP	1,000
Total				699,606

Federal Statements

Statement 12 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
OTHER INCOME		$		$	$ 40
2014 PARTNERSHIP K-1'S OTHE					219
2014 PARTNERSHIP K-1'S OTHE					194
2014 PARTNERSHIP K-1'S					-30,984
2015 PARTNERSHIP K-1'S					-70,450
2014 K-1'S RENTAL INCOME					-1,386
2015 K-1'S RENTAL INCOME					-22
Total		$ 0		$ 0	$ -102,389

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
PERSHING LLC	$ 50,841				
LESS MUNI INCOME-DOUBLE EXEMP	-15,715				
LESS MUNI INCOME-SINGLE EXEMP	-11,609				
2014 PARTNERSHIP K-1'S	436				
2015 PARTNERSHIP K-1'S	944				
Total	$ 24,897				

Tax-Exempt Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	InState Muni ($ or %)
PERSHING SINGLE TAX EXEMPT	$				
PERSHING DOUBLE TAX EXEMPT				OK	
MUNI INCOME-SINGLE TAX EXEMPT	11,609				
MUNI INCOME-DOUBLE TAX EXEMPT	15,715			OK	
LESS BOND PREM-SINGLE TAX EX	-318				
LESS BOND PREM-DOUBLE TAX EX	-626			OK	
PURCHASED SINGLE TAX EXEMPT	-4,900				
PURCHASED DOUBLE TAX EXEMPT	-978			OK	
CONTRIBUTED SINGLE TAX EXEMPT					
CONTRIBUTED DOUBLE TAX EXEMPT				OK	
Total	$ 20,502				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
PERSHING LLC	$ 134,114				
2014 PARTNERSHIP K-1'S	396				
2015 PARTNERSHIP K-1'S	1,194				
Total	$ 135,704				