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 instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
POTTS FAMILY FOUNDATION INC

A Employer identification number
73-1119767

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
655 RESEARCH PARKWAY

B Telephone number (see instructions)
(405) 319-8260

City or town, state or province, country, and ZIP or foreign postal code
OKLAHOMA CITY, OK 73104

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)* ▶$ 6,219,961

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))

			(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)	100,200			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	203,420	203,420	203,420	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	223,416			
	b	Gross sales price for all assets on line 6a 1,341,365				
	7	Capital gain net income (from Part IV, line 2)		223,416		
	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)	17,529	17,529	17,529	
	12	**Total.** Add lines 1 through 11	544,565	444,365	220,949	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	151,128		151,128	151,128
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	14,595		14,595	14,595
	c	Other professional fees (attach schedule)	24,950	24,950	24,950	24,950
	17	Interest	217		217	217
	18	Taxes (attach schedule) (see instructions)	12,987		12,987	8,518
	19	Depreciation (attach schedule) and depletion	897		897	
	20	Occupancy	46,462		46,462	46,462
	21	Travel, conferences, and meetings	38,985		38,985	38,985
	22	Printing and publications	1,390		1,390	1,390
	23	Other expenses (attach schedule)	51,138		51,138	51,138
	24	**Total operating and administrative expenses.** Add lines 13 through 23	342,749	24,950	342,749	337,383
	25	Contributions, gifts, grants paid	277,000			282,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	619,749	24,950	342,749	619,383
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-75,184			
	b	**Net investment income** (if negative, enter -0-)		419,415		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	21,953	6,355	6,355
2	Savings and temporary cash investments	184,830	351,933	351,933
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
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 schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	3,848	9,000	
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	6,648,104	5,745,108	5,745,108
14	Land, buildings, and equipment basis ▶ 16,490 Less accumulated depreciation (attach schedule) ▶ 11,927	2,214	4,563	
15	Other assets (describe ▶)	997,863	996,009	116,565
16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	7,858,812	7,112,968	6,219,961
Liabilities 17	Accounts payable and accrued expenses		4,469	
18	Grants payable	145,000	140,000	
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)	145,000	144,469	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	6,823,377	6,089,055	
25	Temporarily restricted	890,435	879,444	
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)	7,713,812	6,968,499	
31	**Total liabilities and net assets/fund balances**(see instructions)	7,858,812	7,112,968	

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	7,713,812
2	Enter amount from Part I, line 27a	2	-75,184
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,638,628
5	Decreases not included in line 2 (itemize) ▶	5	670,129
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,968,499

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	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	223,416
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	-58,188

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014			
2013			
2012			
2011			
2010			

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

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 page 18 of the 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	8,388
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	
3	Add lines 1 and 2			3	8,388
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	8,388
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	12,000		
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	12,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	5
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,607
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 3,607 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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	Yes	
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	Yes	
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	Yes	
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	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www pottsfamilyfoundation org

14 The books are in care of ▶Potts Family Foundation Inc Telephone no ▶(405) 319-8260

Located at ▶655 Research Parkway Suite 500A Oklahoma City OK ZIP+4 ▶73104

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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		1b		No
	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?		1c		No
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)		2b		No
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).*		3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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?		4b		No

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)?	**5b**		No
	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? ☐ 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
	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?	**7b**		No

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 Additional Data Table				

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
Margie E Marney 1200 Wild Plum Court Edmond, OK 73025	Prg Director 40 00	54,064		
Total number of other employees paid over $50,000 ▶				

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 Activities relative to the organization's mission of providing sustainable solutions to social problems in Oklahoma, supporting capacity building within the nonprofit sector, and improving public education, with a primary focus on early childhood development	342,749
2 Grants paid to Section 501(c)(3) organizations (see Part XV for recipients, grant process, etc)	277,000
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	
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	6,373,993
b	Average of monthly cash balances.	1b	157,115
c	Fair market value of all other assets (see instructions).	1c	116,565
d	**Total** (add lines 1a, b, and c).	1d	6,647,673
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	
3	Subtract line 2 from line 1d.	3	6,647,673
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	99,715
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,547,958
6	**Minimum investment return.** Enter 5% of line 5.	6	327,398

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	
2a	Tax on investment income for 2015 from Part VI, line 5. 2a		
b	Income tax for 2015 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
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	

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	619,383
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	619,383
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	619,383

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				
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.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ ___________				
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.				
e Remaining amount distributed out of corpus				
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				
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 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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				
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .				

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 organization 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	0				0
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	619,383				619,383
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	619,383				619,383
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	6,647,673				6,647,673
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	6,647,673				6,647,673
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					0
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 organization 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))

Patricia Potts

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

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (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

Linda Turner
655 Research Parkway Suite 500A
Oklahoma City, OK 73104
(405) 319-8260
lturner@pottsfamilyfoundation org

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

Written grant application, including project and organization budget, most recent Form 990, and any other financial statements relevant to grant request

c Any submission deadlines

April 2, 2015

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

Grants are restricted to organizations whose programs are aligned directly with early childhood development initiatives (ages zero to three years), focusing on management and governance Prospective grant recipients are those whose proposals strengthen parental support and education, break the cycle of generational poverty and dysfunction, create awareness, advocacy and activism on behalf of young children, empower people and/or organizations, impact present and future needs of young children, have sustainable impact beyond the grant period, collaborate with other service providers to optimize outcomes, can be replicated and expanded, address root causes rather than symptoms, and involve parents, families, community leaders, business leaders and/or legislators Grant proposals are not considered for individuals, projects not addressing early childhood initiatives, partisan political purposes, religious purposes, endowments, debt or deficit reduction, capital campaigns, or activities/ex

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 Additional Data Table				
Total . . . . ▶ **3a**				282,000
b *Approved for future payment* Oklahoma Center for Nonprofits 923 N Robinson Suite 400 Oklahoma City, OK 73102	N/A	PC	Management training and consulting services to community nonprofits	140,000
Total . . . . ▶ **3b**				140,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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					
4 Dividends and interest from securities. . .			14	203,420	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	223,416	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a Royalties			15	17,529	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				444,365	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 444,365

(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)

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)**		No
	(2) Other assets.	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
	(4) Reimbursement arrangements.	**1b(4)**		No
	(5) Loans or loan guarantees.	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

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

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

******	2016-11-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶	PTIN
Jerry Thorne			☑	P00293170

Firm's name ▶ FULLER JENKINS & THORNE PLLC

Firm's EIN ▶

Firm's address ▶ 7008 NW 63rd St Suite 100 Bethany, OK 73008

Phone no (405) 720-0248

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

(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)
1341 Abbott Laboratories, Inc	P	2011-03-08	2015-04-24
210 AFLAC, Inc	P	2012-04-27	2015-10-16
126 Apple, Inc	P	2013-01-10	2015-04-24
598 AT&T, Inc	P	2007-08-01	2015-04-24
183 AT&T, Inc	P	2007-08-01	2015-10-16
745 Baxter International, Inc	P	2013-10-22	2015-06-23
58 CVS Corp	P	2006-11-08	2015-04-24
60 CVS Corp	P	2006-11-08	2015-10-16
90 Chemours	P	2005-12-07	2015-08-26
226 Chemours	P	2010-03-01	2015-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
64,766		31,108	33,658
12,873		8,863	4,010
16,267		9,320	6,947
20,392		23,801	-3,409
6,131		7,284	-1,153
52,391		48,705	3,686
5,850		1,683	4,167
6,126		1,741	4,385
756		997	-241
1,897		1,948	-51

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			33,658
			4,010
			6,947
			-3,409
			-1,153
			3,686
			4,167
			4,385
			-241
			-51

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

(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)
1070 Cisco Systems, Inc	P	2002-11-14	2015-10-16
105 Du Pont	P	2005-12-07	2015-10-06
95 Du Pont	P	2005-12-07	2015-10-16
2050 EMC Corp	P	2014-02-04	2015-10-14
416 Emcor Group, Inc	P	2010-01-25	2015-04-24
115 Emcor Group, Inc	P	2010-01-25	2015-10-16
270 Emerson Electric, Inc	P	2011-08-12	2015-10-16
80 Express Scripts	P	2012-04-03	2015-04-24
165 Gamestop Corp	P	2015-04-01	2015-10-16
1975 GNC Holdings, Inc	P	2014-07-16	2015-08-04

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
29,956		13,163	16,793
5,940		4,312	1,628
5,359		3,901	1,458
55,645		48,775	6,870
19,370		10,686	8,684
5,184		2,954	2,230
12,214		11,565	649
6,945		4,287	2,658
7,192		6,302	890
93,594		70,384	23,210

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			16,793
			1,628
			1,458
			6,870
			8,684
			2,230
			649
			2,658
			890
			23,210

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

(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)
12 Google, Inc	P	2011-05-03	2015-10-16
1580 Iconix Brand Group, Inc	P	2015-01-13	2015-08-26
355 Jacobs Engineering Group, Inc	P	2010-03-11	2015-10-16
155 JP Morgan Chase & Co	P	2012-04-10	2015-04-25
1070 Kohls Corp	P	2011-03-08	2015-04-01
610 Kohls Corp	P	2012-02-15	2015-04-08
205 La-Z-Boy, Inc	P	2014-10-03	2015-10-16
580 Michael Kors Holdings, Ltd	P	2015-04-24	2015-08-26
290 Microsoft Corp	P	2010-07-16	2015-10-16
637 Microsoft Corp	P	2010-07-16	2015-11-05

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
8,058		3,232	4,826
19,485		53,363	-33,878
13,961		14,943	-982
9,651		6,863	2,788
83,881		58,377	25,504
47,250		30,342	16,908
5,707		4,266	1,441
23,059		36,777	-13,718
13,600		7,315	6,285
34,421		16,067	18,354

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			4,826
			-33,878
			-982
			2,788
			25,504
			16,908
			1,441
			-13,718
			6,285
			18,354

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

(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)
977 Microsoft Corp	P	2011-10-28	2015-11-05
835 National Oilwell Varco, Inc	P	2014-12-17	2015-04-02
355 Pfizer, Inc	P	2007-06-26	2015-04-24
220 Pfizer, Inc	P	2007-06-26	2015-10-16
210 Target Corp	P	2002-12-27	2015-01-13
100 Target Corp	P	2003-02-19	2015-01-13
300 Target Corp	P	2004-07-12	2015-01-13
8 Target Corp	P	2005-01-11	2015-01-13
171 Viacom, Inc	P	2006-10-25	2015-04-24
166 Viacom, Inc	P	2006-10-25	2015-10-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
52,793		26,382	26,411
41,688		53,170	-11,482
12,499		9,223	3,276
7,506		5,716	1,790
15,857		6,150	9,707
7,551		2,730	4,821
22,653		12,585	10,068
604		392	212
12,079		6,584	5,495
8,082		6,392	1,690

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			26,411
			-11,482
			3,276
			1,790
			9,707
			4,821
			10,068
			212
			5,495
			1,690

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

(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)
39 Viacom, Inc	P	2007-05-22	2015-10-16
144 Wal-Mart Stores, Inc	P	2009-07-07	2015-04-24
55000 AFLAC, Inc 8 5% 5/15/2019	P	2010-01-19	2015-04-13
50000 Cisco Systems, Inc 5 5% 2/22/2015	P	2006-06-23	2015-02-03
75000 Dell 5 875% 6/15/2019	P	2013-01-25	2015-03-06
60000 Gen Elec Cap Corp 5 3% 2/11/2021	P	2012-12-17	2015-10-07
58000 Hewlett-Packard Co 3 75% 12/1/2020	P	2011-06-15	2015-10-16
37000 U S Treasury 1 375% 5/31/2020	P	2013-09-17	2015-12-14
87000 U S Treasury 1 375% 5/31/2020	P	2013-12-24	2015-12-14
Google, Inc (cash-in-lieu)	P	2011-05-03	2015-10-16

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,899		1,683	216
11,402		6,990	4,412
69,918		65,267	4,651
53,774		47,969	5,805
81,679		78,431	3,248
68,750		69,216	-466
61,892		57,285	4,607
36,622		35,373	1,249
86,110		83,087	3,023
78			78

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			216
			4,412
			4,651
			5,805
			3,248
			-466
			4,607
			1,249
			3,023
			78

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

(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)
Chemours (cash-in-lieu)	P	2005-12-07	2015-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8			8

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8

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

(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
Patricia Potts 655 Research Parkway Ste 500A Oklahoma City, OK 73104	President 30 00	0		
Craig R Knutson 1003 Nottingham Circle Norman, OK 73072	Chairman 1 00	0		
Kathy Potts 9211 Lake Hefner Pkwy Ste 300 Oklahoma City, OK 73120	Vice Chair 1 00	0		
Steve Potts 2925 Cornwall Place Oklahoma City, OK 73120	Treasurer 1 00	0		
Phyllis Hudecki 2621 Green Canyon Drive Edmond, OK 73013	Secretary 1 00	0		
Larry Potts 1901 W Main Norman, OK 73069	Director 1 00	0		
Randy Alvarado 333 NW 5th Street Ste 1911 Oklahoma City, OK 73102	Director 1 00	0		
Mark Potts 100 N Broadway Suite 3200 Oklahoma City, OK 73102	Director 1 00	0		
Ray Potts 100 N Broadway Suite 3200 Oklahoma City, OK 73102	Director 2 00	0		
Wade Potts 1341 Cedar Creek Drive Norman, OK 73071	Director 1 00	0		
Robert Block 256 E 27th Street Tulsa, OK 74114	Director 1 00	0		
Marnie Taylor 3213 N Harvey Parkway Oklahoma City, OK 73118	Director 1 00	0		
Daniel Burton 2029 Westchester Oklahoma City, OK 73120	Director 1 00	0		
Kim Jackson 1900 Windermere Drive Norman, OK 73072	Director 1 00	0		
Quin Tran 1625 Wildhorse Drive Edmond, OK 73003	Director 1 00	0		
Phil Lakin 7030 S Yale Ave Suite 600 Tulsa, OK 74136	Director 1 00	0		
Jennifer Hays-Grudo 233 Human Sciences Stillwater, OK 740786122	Director 1 00	0		

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Oklahoma Center for Nonprofits 923 N Robinson Suite 400 Oklahoma City, OK 73102	N/A	PC	Prior year accruals - management training and consulting services to community nonprofits	145,000
Oklahoma Center for Nonprofits 923 N Robinson Suite 400 Oklahoma City, OK 73102	N/A	PC	Management training and consulting services to community nonprofits	10,500
Sunbeam Family Services PO Box 61237 Oklahoma City, OK 73146	N/A	PC	Affordable, quality social services to improve individual and family functioning	16,000
Smart Start Oklahoma 421 NW 13th Street Suite 270 Oklahoma City, OK 73103	N/A	PC	Early childhood program to strengthen families and school readiness	2,000
Norman Public Schools Foundation 1301 S Flood Ave Norman, OK 73069	N/A	PC	Enhance educational experience for public school students	500
University of OK Health Sciences Ce PO Box 26901 Oklahoma City, OK 73190	N/A	PC	Educate students to become health service practitioners, conduct research for the advancement of health care, and provide continuing education, public service, and clinical care	10,500
Center for Children and Families 1151 East Main Street Norman, OK 73071	N/A	PC	Improve childrens' lives through social services partnership with families and communities	19,000
Bridges PO Box 5448 Norman, OK 73069	N/A	PC	Empower high school students in family crisis to pursue education by assisting with school, living, and health expenses and college planning	500
OETA Foundation PO Box 14190 Oklahoma City, OK 73113	N/A	PC	Provide educational content and services through public television to inform, inspire and connect viewers to ideas and information that enrich quality of life	18,500
NorthCare 4436 NW 50th Street Oklahoma City, OK 73112	N/A	PC	Promote recovery and independence through behavioral health services to improve outcomes for individuals, families and communities	16,000
Oklahoma Institute for Child Advoca 3909 N Classen Suite 101 Oklahoma City, OK 73118	N/A	PC	Create awareness and affect policy change on behalf of children and youth	15,500
Reach Out and Read Oklahoma 56 Roland Street Suite 10D Boston, MA 02129	N/A	PC	Provide young children a foundation for success by incorporating books into pediatric care and encouraging families to read aloud together	7,500
Community Action Project of Tulsa C 4606 S Garnett Suite 100 Tulsa, OK 74146	N/A	PC	Help young children in lower-income families grow up and achieve economic success	2,500
Crosstown Learning Center 2501 E Archer Street Tulsa, OK 74110	N/A	PC	Provide educational opportunities in a nurturing environment for children and their families to learn and grow together	2,000
Regional Food Bank of Oklahoma 3355 S Purdue Oklahoma City, OK 73179	N/A	PC	Assist the charitable community to provide hunger relief to people in need	1,000
Total . . . . ▶ **3a**				282,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Tulsa Community Foundation 7030 S Yale Suite 600 Tulsa, OK 74136	N/A	PC	Community foundation for Tulsa and eastern Oklahoma	1,000
The Saville Center PO Box 393 Stillwater, OK 74076	N/A	PC	Facilitate the protection, prevention, and healing of child abuse victims and promote family health	1,000
Oklahoma Business Education Coaliti 133 W Main Street Suite 100 Oklahoma City, OK 73102	N/A	PC	Improve public schools through collaboration between leaders in business and education	1,000
Okla Partnership for School Readine 421 NW 13th Street Suite 270 Oklahoma City, OK 73103	N/A	PC	Early childhood program to strengthen families and school readiness	10,000
Be The Change 1724 NW 4th Street Oklahoma City, OK 73106	N/A	PC	Provide outreach services to homeless and at risk youth and adults	500
Schools for Healthy Lifestyles 500 N Broadway Suite 225 Oklahoma City, OK 73102	N/A	PC	Promote health in elementary schools	500
Okla Youth Hunting Shooting Program PO Box 21007 Oklahoma City, OK 73156	N/A	PC	Mentoring program for 12 - 17 year olds that have a desire to enjoy the outdoors through the sport of hunting but lack a responsible adult having the background and/or knowledge to teach them	500
ReMerge 1444 NW 28th Street Oklahoma City, OK 73106	N/A	PC	Comprehensive female diversion program designed to transform pregnant women and mothers facing incarceration into productive citizens	500
Total . . . . ▶ **3a**				282,000

TY 2015 Accounting Fees Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	14,595	0	14,595	14,595

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
HP Officejet 6310	2008-06-30	175	158	SL	5 0000	17			
Dell Laptop	2011-04-12	801	600	SL	5 0000	160			
Projector	2011-04-29	596	436	SL	5 0000	119			
Samsung Monitor	2011-11-29	152	93	SL	5 0000	30			
HP 6000 Wireless Printer	2012-03-23	130	72	SL	5 0000	26			
AV Computer	2013-06-18	1,158	348	SL	5 0000	232			
HP LaserJet Pro 200 M251N	2013-09-30	358	90	SL	5 0000	72			
Dell Inspiron 660	2014-01-28	488	89	SL	5 0000	98			
HP OfficeJet Pro 8600	2014-01-28	217	40	SL	5 0000	43			
HP DeskJet 2540	2014-01-28	80	15	SL	5 0000	16			
Dell PowerEdge Server	2015-10-20	1,797		SL	5 0000	60			
VoIP Telephone Equipment	2015-12-01	1,449		SL	5 0000	24			

TY 2015 Investments - Other Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Wells Nelson & Assoc. - managed account	FMV	5,745,108	5,745,108

TY 2015 Land, Etc. Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	7,269	7,269		
Machinery and Equipment	9,221	4,658	4,563	

TY 2015 Other Assets Schedule

Name: POTTS FAMILY FOUNDATION INC
EIN: 73-1119767
Software ID: 15000324
Software Version: 2015v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Beneficial Interest in CRT's	890,435	879,444	
Cash Surrender Value of Life Insurance	104,191	107,782	107,782
Investment in Royalty-Producing Assets	3,237	8,783	8,783

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TY 2015 Other Expenses Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	622		622	622
Dues	11,542		11,542	11,542
Information Technology	910		910	910
Insurance	1,686		1,686	1,686
Office Expenses	4,464		4,464	4,464
Parking	1,410		1,410	1,410
Postage & Shipping	364		364	364
Public Relations & Development	28,060		28,060	28,060
Telephone	2,080		2,080	2,080

TY 2015 Other Income Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalties	17,529	17,529	17,529

TY 2015 Other Professional Fees Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	24,950	24,950	24,950	24,950

TY 2015 Substantial Contributors Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Name	Address
Ray H Patricia J Potts	100 N Broadway Suite 3200 Oklahoma City, OK 73102

TY 2015 Taxes Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	12,987		12,987	8,518

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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
POTTS FAMILY FOUNDATION INC	73-1119767

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 other 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 990PF, 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
POTTS FAMILY FOUNDATION INC

Employer identification number
73-1119767

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	Ray H Patricia J Potts 100 N Broadway Suite 3200 Oklahoma City, OK73102	$ 100,200	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
POTTS FAMILY FOUNDATION INC

Employer identification number
73-1119767

Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
POTTS FAMILY FOUNDATION INC	73-1119767

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of** *exclusively* **religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $ ____________**

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	- - -- -		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	- - -- -		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	- - -- -		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	- - -- -		