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

Name of foundation William S & Ann Atherton Foundation		A Employer identification number 73-1520309	
Number and street (or P O box number if mail is not delivered to street address) 1924 S Utica Suite 1018		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Tulsa, OK 74104		B Telephone number (see instructions) (918) 749-3953	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,659,731		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I			Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)		614,310				
	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	467,740	467,740				
	5a	Gross rents						
	b	Net rental income or (loss) _____						
	6a	Net gain or (loss) from sale of assets not on line 10	422,658					
	b	Gross sales price for all assets on line 6a 962,864						
	7	Capital gain net income (from Part IV, line 2) . . .		422,658				
	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)	 1,164						
12	Total. Add lines 1 through 11	1,505,872	890,398					
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	74,000	44,400		29,600		
	14	Other employee salaries and wages	6,000	3,600		2,400		
	15	Pension plans, employee benefits						
	16a	Legal fees (attach schedule).						
	b	Accounting fees (attach schedule).						
	c	Other professional fees (attach schedule)						
	17	Interest						
	18	Taxes (attach schedule) (see instructions) . . .	 8,034	3,679		2,452		
	19	Depreciation (attach schedule) and depletion . .	 5,678	5,678				
	20	Occupancy	4,000	2,400		1,600		
	21	Travel, conferences, and meetings.	17,829	10,697		7,132		
	22	Printing and publications						
	23	Other expenses (attach schedule).	 4,366	2,620		1,746		
	24	Total operating and administrative expenses. Add lines 13 through 23	119,907	73,074		44,930		
25	Contributions, gifts, grants paid	745,035			745,035			
26	Total expenses and disbursements. Add lines 24 and 25	864,942	73,074		789,965			
	27	Subtract line 26 from line 12						
	a	Excess of revenue over expenses and disbursements	640,930					
	b	Net investment income (if negative, enter -0-)		817,324				
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	47,270	213,006	213,006	
	2	Savings and temporary cash investments	410,147	816,916	816,916	
	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				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	12,136,199	11,595,992	14,015,499	
	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)		614,310	614,310	
	Liabilities	14	Land, buildings, and equipment basis ▶ _____ 46,407 Less accumulated depreciation (attach schedule) ▶ 14,499	37,586	31,908	
15		Other assets (describe ▶ _____)				
16		Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	12,631,202	13,272,132	15,659,731	
17		Accounts payable and accrued expenses				
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)		0		
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			
		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	4,045,300	4,659,610	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	8,585,902	8,612,522		
30	Total net assets or fund balances(see instructions)	12,631,202	13,272,132			
31	Total liabilities and net assets/fund balances(see instructions)	12,631,202	13,272,132			

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 12,631,202
2	Enter amount from Part I, line 27a	2 640,930
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 13,272,132
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 13,272,132

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	5000 Pepsico	D	2013-01-01	2015-06-12
b	5041 Pepsico	D	2013-01-01	2015-10-09
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 466,534		269,000	197,534
b 496,330		271,206	225,124
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			197,534
b			225,124
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	422,658
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 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	346,413	9,772,347	0 03545
2013	318,884	6,120,648	0 05210
2012	285,462	4,688,724	0 06088
2011	223,485	4,084,402	0 05472
2010	281,049	4,061,910	0 06919

2	Total of line 1, column (d).	2	0 272339
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 054468
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	15,486,932
5	Multiply line 4 by line 3.	5	843,542
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,173
7	Add lines 5 and 6.	7	851,715
8	Enter qualifying distributions from Part XII, line 4.	8	789,965

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

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	16,346
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	16,346
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	16,346
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	6,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	11,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	17,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
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	654
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 654 Refunded ▶	11	

	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>Jessica A Faubert</u> Telephone no ▶ <u>(918) 749-3953</u> Located at ▶ <u>1924 S Utica Suite 1018 Tulsa OK</u> ZIP+4 ▶ <u>74104</u>			
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			
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? 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 ▶	16	Yes	No

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)? 1b Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			No	
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). 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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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
	<i>If "Yes" to 6b, file Form 8870</i>			
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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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 The William S. and Ann Atherton Foundation is a private, non-operating foundation. It accomplishes its charitable purpose solely through a program of making charitable gifts and grants and does not conduct any direct charitable activities or make program-related investments. The Foundation Manager spends an average of 60% of her time administering investments and 40% answering correspondence, and investigating institutions that require funding. Therefore, 40% of related expenses have been allocated to grant-making activities.	0
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	
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	14,931,590
b	Average of monthly cash balances.	1b	791,184
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	15,722,774
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	15,722,774
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	235,842
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,486,932
6	Minimum investment return. Enter 5% of line 5.	6	774,347

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	774,347
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	16,346
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,346
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	758,001
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	758,001
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	758,001

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	789,965
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	789,965
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	789,965

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				758,001
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			18,587	
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 ▶ \$ 789,965				
a Applied to 2014, but not more than line 2a			18,587	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				758,001
e Remaining amount distributed out of corpus	13,377			
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	13,377			
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				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	13,377			
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. . . .	13,377			

Part XIV

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b

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

Form **990-PF** (2015)

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	745,035
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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.		

[illegible]

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.		
	***** 2016-11-15 *****	▶	Title
	Signature of officer or trustee	Date	

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

Paid Preparer Use Only	Print/Type preparer's name Preston B Smith CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00357271
	Firm's name ▶ Preston Smith PLLC			Firm's EIN ▶	
	Firm's address ▶ 8118 E 63rd St Tulsa, OK 74133				
				Phone no (918) 250-1040	

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
William S Atherton	Chairman 1 00	0		1,000
1924 South Utica Suite 1018 Tulsa,OK 74104				
Delores Ann Atherton	Director 1 00	0		1,000
1924 South Utica Suite 1018 Tulsa,OK 74104				
Jessica Ann Faubert	President 24 00	45,000		1,000
1924 South Utica Suite 1018 Tulsa,OK 74104				
J Thomas Atherton	Treasurer 1 00	24,000		1,000
1924 South Utica Suite 1018 Tulsa,OK 74104				
Michael Dirk Atherton	Director 1 00	0		1,000
1924 South Utica Suite 1018 Tulsa,OK 74104				
Preston B Smith	Secretary 0 00	0		
8118 East 63rd Street Tulsa,OK 741331901				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Nat'l Cowboy Western Heritage Museu 1700 Northeast 63rd Street Oklahoma City, OK 73111	None	PC	Matching Gift Campaign	50,000
Children's Wish Foundation Int'l 8615 Roswell Road Atlanta, GA 30350	None	PC	General Fund	250
Americans for Prosperity Foundation 1726 M Street NW 10th Floor Washington, DC 20036	None	PC	General Fund	5,000
American Quarter Horse Foundation 2601 East I-40 Amarillo, TX 79104	None	PC	Equine Research	1,000
The Fund for American Studies 1706 New Hampshire Ave NW Washington, DC 20009	None	PC	Legal Studies Institute	500
Young America's Foundation 110 Elden Street Herndon, VA 20171	None	PC	General Fund	1,000
Competitive Enterprise Institute 1001 Connecticut Ave NW Ste 1250 Washington, DC 20036	None	PC	General Fund	500
Committee for a Constructive Tomorr P O Box 430 Abingdon, MD 21009	None	PC	General Fund	2,000
Nat'l Center for Public Policy Rese 501 Capitol Court NE Washington, DC 20002	None	PC	General Fund	2,000
Ronald McDonald House Charities 6102 South Hudson Avenue Tulsa, OK 74136	None	PC	McDazzle Fundraiser	2,500
Hillsdale College 33 East College Street Hillsdale, MI 49242	None	PC	Chapel	300,000
Institute for Justice 901 N Glebe Road Suite 900 Arlington, VA 22203	None	PC	General Fund	500
American Conservative Union P O Box 96090 Washington, DC 20090	None	PC	General Fund	1,000
Holland Hall Annual Fund 5666 E 81st Street Tulsa, OK 74137	None	PC	Annual Fund	1,500
James Madison Institute 2017 Delta Blvd Suite 102 Tallahassee, FL 32315	None	PC	Trusted Solutions for a Better Florida	2,500
Total ▶ 3a				745,035

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CATO Institute 1000 Massachusetts Ave NW Washington,DC 20001	None	PC	General Fund	5,000
The Little Light House 5120 East 36th Street Tulsa,OK 74135	None	PC	Links for Little Ones	1,000
Oklahoma State University Foundatio 107 Whitehurst Stillwater,OK 74078	None	PC	Atherton Hotel Project	200,000
The Heritage Foundation 214 Massachusetts Avenue NE Washington,DC 20002	None	PC	General Fund	50,000
Boy Scouts of America 4295 South Garnett Road Tulsa,OK 74146	None	PC	Indian Nations Council	250
Buffalo Bill Historical Center 720 Sheridan Avenue Cody,WY 82414	None	PC	Buffalo Bill Museum	1,000
George Mason University Foundation 4400 University Drive MS 1A3 Fairfax,VA 22030	None	PC	Mercatus Center	5,000
Institute for Energy Research 1100 H St NW Washington,DC 20005	None	PC	General Fund	1,500
Judicial Watch 501 School St NW Suite 700 Washington,DC 20024	None	PC	General Fund	2,000
Nature Works PO Box 52551 Tulsa,OK 74152	None	PC	General Fund	2,500
Riverfield Country Day School 2433 West 61st Street South Tulsa,OK 74132	None	PC	General Fund	5,000
Make-A-Wish Foundation of Oklahoma 4504 E 67th Street 208 Tulsa,OK 74136	None	PC	General Fund	1,400
The National Children's Cancer Soci One South Memorial Drive St Louis,MO 63102	None	PC	General Fund	250
Philbrook Museum of Art 2727 S Rockford Rd Tulsa,OK 74114	None	PC	General Fund	2,000
Mothers Against Drunk Drivers P O Box 891556 Oklahoma City,OK 73189	None	PC	General Fund	125
Total ▶ 3a				745,035

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Media Research Center 325 S Patrick Street Alexandria, VA 22314	None	PC	General Fund	5,000
Oklahoma Council of Public Affairs 1401 North Lincoln Boulevard Oklahoma City, OK 73104	None	PC	Liberty Gala	25,000
Freedomworks Foundation 400 North Capitol Street Suite 765 Washington, DC 20001	None	PC	General Fund	1,000
Akdar Shrine Center 2808 South Sheridan Tulsa, OK 74129	None	PC	Patient Transportation Fund	2,000
Multiple Sclerosis Association of A 706 Haddonfield Road Cherry Hill, NJ 08002	None	PC	General Fund	260
The Leadership Institute 1101 North Highland Street Arlington, VA 22201	None	PC	General Fund	5,000
State Policy Network 1655 North Myer Drive Arlington, VA 22209	None	PC	General Fund	5,000
American Cancer Society 4110 S 100th East Ave3 Tulsa, OK 74146	None	PC	Cattle Baron's Ball	5,000
Goldwater Institute 500 East Coronado Road Phoenix, AZ 85004	None	PC	General Fund	1,000
Frank Phillips Foundation P O Box 1647 Bartlesville, OK 74005	None	PC	Lewis & Clark	25,000
The Salvation Army PO Box 397 Tulsa, OK 74101	None	PC	Benefit Dinner	1,000
American Heart Association 2227 E Skelly Drive Tulsa, OK 74105	None	PC	Tulsa Heart Ball	5,000
The Franklin Center 1229 King Street 3rd Floor Alexandria, VA 22314	None	PC	General Fund	500
Mackinac Center for Public Policy 140 West Main Street Midland, MI 48640	None	PC	General Fund	1,000
Hospitality House of Tulsa PO Box 14472 Tulsa, OK 74159	None	PC	General Fund	1,000
Total ▶ 3a				745,035

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Sigma Nu Educational Foundation PO Box 1869 Lexington,VA 24450	None	PC	General Fund	5,000
Iron Gate 501 South Cincinnati Tulsa,OK 74103	None	PC	General Fund	1,000
Citizens for Self-Governance 106 East 6th Street Suite 900 Austin,TX 78701	None	PC	General Fund	500
University of the Cumberlands 6191 College Station Drive Williamsburg,KY 40769	None	PC	General Fund	2,000
Ashbrook Center 401 College Avenue Ashland,OH 44805	None	PC	General Fund	1,000
Bit by BitRSU Foundation 16544 A South Hwy 169 Oologah,OK 74053	None	PC	General Fund	3,000
The Elephant Sanctuary PO Box 393 Hohenwald,TN 38462	None	PC	General Fund	1,000
American Legislative Exchange Counc 2900 Crystal Drive Suite 600 Arlington,VA 22202	None	PC	General Fund	1,000
The Wesley Foundation at OSU 824 W University Avenue Stillwater,OK 74074	None	PC	General Fund	500
Total ▶ 3a				745,035

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

TY 2015 Depreciation Schedule

Name: William S & Ann Atherton Foundation

EIN: 73-1520309

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
Computer	2013-02-10	1,158	317	SL	7 0000	165			
Desk	2013-10-31	3,838	639	SL	7 0000	548			
2015 Acura MDX	2014-09-30	34,752	1,241	SL	7 0000	4,965			

TY 2015 Investments Corporate Stock Schedule**Name:** William S & Ann Atherton Foundation**EIN:** 73-1520309**Software ID:** 15000324**Software Version:** 2015v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Pepsico, Inc.	10,166,677	12,685,743
Golden Ocean Group LTD	76,272	4,280
Yum Brands, Inc.	116,847	365,250
Hugoton Rty Tr Tex	49,230	7,440
Walmart de Mexico	2,226	1,886
Williams Companies	1,184,740	950,900

TY 2015 Investments - Other Schedule**Name:** William S & Ann Atherton Foundation**EIN:** 73-1520309**Software ID:** 15000324**Software Version:** 2015v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
NWM Life Insurance Policy	AT COST	614,310	614,310

**TY 2015 Land, Etc.
Schedule****Name:** William S & Ann Atherton Foundation**EIN:** 73-1520309**Software ID:** 15000324**Software Version:** 2015v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Auto./Transportation Equip.	34,752	6,206	28,546	
Furniture and Fixtures	11,655	8,293	3,362	

TY 2015 Other Expenses Schedule**Name:** William S & Ann Atherton Foundation**EIN:** 73-1520309**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Auto	1,738	1,043		695
Insurance	1,177	706		471
Meals & Entertainment	540	324		216
OFFICE SUPPLIES	815	489		326
Penalty	96	58		38

TY 2015 Other Income Schedule**Name:** William S & Ann Atherton Foundation**EIN:** 73-1520309**Software ID:** 15000324**Software Version:** 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	1,164		

TY 2015 Taxes Schedule**Name:** William S & Ann Atherton Foundation**EIN:** 73-1520309**Software ID:** 15000324**Software Version:** 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax	1,903			
Payroll taxes	6,131	3,679		2,452

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
William S & Ann Atherton Foundation	73-1520309

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 33¹/₃% 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 William S & Ann Atherton Foundation	Employer identification number 73-1520309
--	---

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		\$ 614,310	Person ☐
	William S Atherton		Payroll ☐
	759 Cal Cove Drive		Noncash ☒
	Ft Myers, FL 33919		(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐
			Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)

Name of organization William S & Ann Atherton Foundation	Employer identification number 73-1520309
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Life Insurance Policy	\$ 614,310	2015-04-17
(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
		\$	
(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
William S & Ann Atherton Foundation	73-1520309

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		
--				