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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation H.H. CHAMPLIN FOUNDATION		A Employer identification number 73-5682900
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1066	Room/suite	B Telephone number 580-233-1155
City or town, state or province, country, and ZIP or foreign postal code ENID, OK 73702		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 729,173.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,151.	1,151.		STATEMENT 1
	4 Dividends and interest from securities	7,289.	7,289.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	41,036.			
	b Gross sales price for all assets on line 6a 91,272.				
	7 Capital gain net income (from Part IV, line 2)		41,036.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	49,476.	49,476.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans and employee benefits				
	16a Legal fees				
	b Accounting fees	4,893.	3,670.		1,223.
	c Other professional fees	1,080.	810.		270.
	17 Interest				
	18 Taxes	3,350.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	37.	37.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,360.	4,517.		1,493.
	25 Contributions, gifts, grants paid	40,000.			40,000.
26 Total expenses and disbursements. Add lines 24 and 25	49,360.	4,517.		41,493.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	116.				
b Net investment income (if negative, enter -0-)		44,959.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

SCANNED MAY 20 2016

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	128.		
	2 Savings and temporary cash investments	4,492.	3,536.	3,536.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	166,520.	185,631.	354,220.
	c Investments - corporate bonds STMT 8	404,696.	387,785.	371,417.
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	575,836.	576,952.	729,173.	
Liabilities	17 Accounts payable and accrued expenses		1,000.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	1,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	600,000.	600,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-24,164.	-24,048.	
30 Total net assets or fund balances	575,836.	575,952.		
31 Total liabilities and net assets/fund balances	575,836.	576,952.		

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	575,836.
2 Enter amount from Part I, line 27a	2	116.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	575,952.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	575,952.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 91,272.		50,236.	41,036.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			41,036.

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	41,036.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	45,408.	805,707.	.056358
2013	40,189.	776,637.	.051747
2012	35,064.	736,798.	.047590
2011	31,723.	716,778.	.044258
2010	31,758.	687,462.	.046196

2 Total of line 1, column (d)	2	.246149
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	.049230
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	779,297.
5 Multiply line 4 by line 3	5	38,365.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	450.
7 Add lines 5 and 6	7	38,815.
8 Enter qualifying distributions from Part XII, line 4	8	41,493.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	450.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	450.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	450.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	683.	
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	683.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	233.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 233. Refunded <input checked="" type="checkbox"/>	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address ► N/A

14 The books are in care of ► THE FOUNDATION Telephone no. ► 580-233-1155
 Located at ► PO BOX 1066, ENID, OK ZIP+4 ► 73702

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 N/A

	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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	
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?		X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____ , _____ , _____		
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.)	<u>N/A</u>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b 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.)	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JOANNA M. CHAMPLIN 6325 HARDEN DRIVE OKLAHOMA CITY, OK 73118	TRUSTEE 0.50	0.	0.	0.
H.C. OVEN 427 SOUTH BOSTON, SUITE 800 TULSA, OK 74103	TRUSTEE 0.50	0.	0.	0.
HIRAM H. CHAMPLIN PO BOX 1066 ENID, OK 73702	TRUSTEE 0.50	0.	0.	0.
H.C. OVEN, JR. 427 SOUTH BOSTON, SUITE 800 TULSA, OK 74103	TRUSTEE 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

0

Part 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	775,982.
b Average of monthly cash balances	1b	15,182.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	791,164.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	791,164.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,867.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	779,297.
6 Minimum investment return. Enter 5% of line 5	6	38,965.

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	38,965.
2a Tax on investment income for 2015 from Part VI, line 5	2a	450.
b Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	450.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	38,515.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	38,515.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38,515.

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	41,493.
b Program-related investments - total from Part IX-B	1b	0.
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	41,493.
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	5	450.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	41,043.

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				38,515.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			37,958.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 41,493.				
a Applied to 2014, but not more than line 2a			37,958.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				3,535.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				34,980.
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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2015)

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				
LEONARDO CHILDREN'S MUSEUM PO BOX 348 ENID, OK 73702	NONE	EXEMPT	GENERAL OPERATING FUND	10,000.
OETA FOUNDATION PO BOX 14190 OKLAHOMA CITY, OK 73113	NONE	EXEMPT	GENERAL OPERATING FUND	30,000.
Total				▶ 3a 40,000.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

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


- | | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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
N/A		

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.

Sign Here  5/14/16 **TRUSTEE**

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 J. PATRICK MILLIGAN	Preparer's signature 	Date 05/05/16	Check <input type="checkbox"/> if self-employed	PTIN P00435069
	Firm's name ▶ HOGANTAYLOR LLP			Firm's EIN ▶ 73-1413977	
	Firm's address ▶ 2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002			Phone no. (918) 745-2333	

H.H. CHAMPLIN FOUNDATION

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	MEDTRONIC PLC - 0.8000 SHARES	P	01/27/15	01/28/15
b	AIRGAS INC - 75.000 SHARES	P	08/18/11	11/16/15
c	APPLIED MATERIAL - 25,000.000 SHARES	P	12/17/12	11/05/15
d	AUTO DATA PROCESSING - 25.000 SHARES	P	02/18/03	11/24/15
e	CITRIX SYSTEMS INC - 100.000 SHARES	P	03/19/14	11/16/15
f	COLGATE-PALMOLIVE CO - 25.000 SHARES	P	08/03/89	12/02/15
g	COVIDEN PLC NEW - 50.000 SHARES	P	06/29/12	01/27/15
h	DANAHER CORP - 25.000 SHARES	P	12/18/08	11/24/15
i	HOME DEPOT INC - 25.000 SHARES	P	06/22/93	11/24/15
j	HOME DEPOT INC - 20.000 SHARES	P	06/22/93	12/02/15
k	JPMORGAN CHASE & CO - 50.000 SHARES	P	12/17/07	11/16/15
l	KOHL'S CORP - 125.000 SHARES	P	03/10/08	12/02/15
m	THERMO FISHER SCNTFC - 25.000 SHARES	P	11/23/05	11/24/15
n	WAL-MART STORES INC - 25.000 SHARES	P	01/01/00	11/16/15
o	WELLS FARGO & CO - 25.000 SHARES	P	05/20/09	12/02/15

(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 59.		61.	-2.
b 7,957.		4,469.	3,488.
c 25,325.		26,366.	-1,041.
d 2,140.		669.	1,471.
e 7,903.		6,137.	1,766.
f 1,636.		91.	1,545.
g 5,438.		2,433.	3,005.
h 2,396.		688.	1,708.
i 3,314.		230.	3,084.
j 2,666.		184.	2,482.
k 3,316.		2,064.	1,252.
l 5,767.		5,281.	486.
m 3,419.		798.	2,621.
n 1,439.		103.	1,336.
o 1,368.		662.	706.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2.
b			3,488.
c			-1,041.
d			1,471.
e			1,766.
f			1,545.
g			3,005.
h			1,708.
i			3,084.
j			2,482.
k			1,252.
l			486.
m			2,621.
n			1,336.
o			706.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

H.H. CHAMPLIN FOUNDATION

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 CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 17,129.			17,129.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			17,129.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	41,036.
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). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	1,151.	1,151.	
TOTAL TO PART I, LINE 3	1,151.	1,151.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	24,418.	17,129.	7,289.	7,289.	
TO PART I, LINE 4	24,418.	17,129.	7,289.	7,289.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,893.	3,670.		1,223.
TO FORM 990-PF, PG 1, LN 16B	4,893.	3,670.		1,223.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,080.	810.		270.
TO FORM 990-PF, PG 1, LN 16C	1,080.	810.		270.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	3,350.	0.			0.
TO FORM 990-PF, PG 1, LN 18	3,350.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MISCELLANEOUS EXPENSES	7.	7.			0.
BANK CHARGES	30.	30.			0.
TO FORM 990-PF, PG 1, LN 23	37.	37.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	185,631.	354,220.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	185,631.	354,220.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE BONDS	387,785.	371,417.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	387,785.	371,417.		

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HIRAM H. CHAMPLIN
201 N. GRAND, SUITE 700
ENID, OK 73701

TELEPHONE NUMBER

580-233-1155

FORM AND CONTENT OF APPLICATIONS

LETTER INDICATING THE NATURE OF THE ORGANIZATION, USE OF FUNDS, AND
GEOGRAPHICAL AREA.

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

Luther King Capital Management

0000534

Period Ending: 12/31/2015

H. H. Champlin Foundation

Summary of Investments

	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Cash Equivalents					
CASH INSTRUMENTS	3,536.23	3,536.23	0.5	0	0.0
Total Cash Equivalents	3,536.23	3,536.23	0.5	0	0.0
Equities					
CONSUMER DISCRETIONARY	15,505.05	30,041.70	4.1	571	1.9
CONSUMER STAPLES	15,766.85	46,573.41	6.4	1,310	2.8
ENERGY	11,874.39	29,766.63	4.1	950	3.2
FINANCIALS	26,479.90	48,082.84	6.6	1,301	2.7
HEALTH CARE	12,315.56	37,762.24	5.2	881	2.3
INDUSTRIALS	10,140.72	34,617.50	4.7	730	2.1
INFORMATION TECHNOLOGY	16,158.72	43,249.20	5.9	1,054	2.4
MATERIALS	14,440.41	17,400.25	2.4	388	2.2
MUTUAL FUNDS - EQUITY	58,004.48	59,844.67	8.2	0	0.0
TELECOM SERVICES	4,945.00	6,882.00	0.9	384	5.6
Total Equities	185,631.08	354,220.44	48.5	7,569	2.1
Fixed Income					
CORPORATE BONDS	25,949.75	25,140.68	3.4	563	2.2
MUTUAL FUNDS - BONDS	361,834.94	346,276.32	47.4	7,585	2.2
Total Fixed Income	387,784.69	371,417.00	50.9	8,148	2.2
TOTAL INVESTMENTS	\$576,952.00	\$729,173.67	99.9%	\$15,717	2.2%
Accrued Interest		212.50	0.0		
Accrued Dividends		540.45	0.1		
TOTAL PORTFOLIO		\$729,926.62	100.0%		

Luther King Capital Management

0000514

Period Ending: 12/31/2015

H. H. Champlin Foundation

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Cash Equivalents								
SCHWABUS TREASURY				3,536.23	3,536.23	0.5	0	0.0
Total Cash Equivalents				3,536.23	3,536.23	0.5	0	0.0
Equities								
CONSUMER DISCRETIONARY								
HOMI DI POL INC	80	9.21	132.25	737.16	10,580.00	1.4	189	1.8
TIME WARNER INC	75	69.99	64.67	5,249.20	4,850.25	0.7	105	2.2
VFC CORPORATION	125	14.79	62.25	1,848.32	7,781.25	1.1	185	2.4
WALT DISNEY COMPANY	65	118.01	105.08	7,670.37	6,830.20	0.9	92	1.4
TOTAL CONSUMER DISCRETIONARY				15,505.05	30,041.70	4.1	571	1.9
CONSUMER STAPLES								
COLGATE-PALMOLIVE CO	175	3.63	66.62	634.65	11,658.50	1.6	266	2.3
KIMBERLY-CLARK CORPORATION	65	120.74	127.30	7,848.41	8,274.50	1.1	229	2.8
PEPSICO INC	125	40.99	99.92	5,123.75	12,490.00	1.7	351	2.8
PROCTER & GAMBLE COMPANY	101	17.29	79.41	1,746.79	8,020.41	1.1	268	3.3
WAL-MART STORES INC	100	4.13	61.30	413.25	6,130.00	0.8	196	3.2
TOTAL CONSUMER STAPLES				15,766.85	46,573.41	6.4	1,310	2.8
ENERGY								
CAROL OIL & GAS CORP	350	8.10	17.69	2,833.60	6,191.50	0.8	28	0.5
CHEVRON CORPORATION	93	21.37	89.96	1,987.72	8,366.28	1.1	398	4.8
EXXON MOBILE CORPORATION	128	9.71	77.95	1,242.89	9,977.60	1.4	374	3.7
SHELL INTERNATIONAL LIMITED	75	77.47	69.75	5,810.18	5,231.25	0.7	150	3.9
TOTAL ENERGY				11,874.39	29,766.63	4.1	950	3.2
FINANCIALS								
BANK OF NEW YORK MELLON CORP	222	14.88	41.22	3,303.46	9,150.84	1.3	151	1.6
CITIFIN TRUST BANKERS INC	125	32.82	60.00	4,102.50	7,500.00	1.0	265	3.5
JPMORGAN CHASE & CO	100	41.28	66.03	4,127.50	6,603.00	0.9	176	2.7
PRUDENTIAL FINANCIAL INC	100	61.31	81.41	6,130.61	5,141.63	1.1	280	3.4
US BANCORP	200	24.23	42.67	4,846.43	8,534.00	1.2	204	2.4
WELLS FARGO & COMPANY	150	26.46	54.36	3,969.40	8,154.00	1.1	225	2.8
TOTAL FINANCIALS				26,479.90	48,082.84	6.6	1,301	2.7

Luther King Capital Management

000534

Period Ending: 12/31/2015

H. H. Champlin Foundation

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Equities								
HEALTH CARE								
ABBOTT LABORATORIES	175	2.68	44.91	469.79	7,859.25	1.1	182	2.3
ABBVIE INC	175	2.93	59.24	512.07	10,367.00	1.4	309	3.8
MEDTRONIC PLC	47	76.95	76.92	3,616.65	3,615.24	0.5	71	2.0
MURCK & COMPANY INC	100	53.22	52.82	5,322.35	5,282.00	0.7	184	3.5
THE RMO FISH R SCIENTIFIC	75	31.93	141.85	2,394.70	10,638.75	1.5	45	0.4
TOTAL HEALTH CARE				12,315.56	37,762.24	5.2	881	2.3
INDUSTRIALS								
DANAHIR CORPORATION	100	27.50	92.88	2,750.18	9,288.00	1.3	54	0.6
GENERAL DYNAMICS CORP	50	39.63	137.36	1,981.50	6,868.00	0.9	138	2.0
GENERAL ELECTRIC COMPANY	250	2.36	31.15	591.04	7,787.50	1.1	230	3.0
WASH MANAGEMENT INC	200	24.09	53.37	4,818.00	10,674.00	1.5	308	2.9
TOTAL INDUSTRIALS				10,140.72	34,617.50	4.7	730	2.1
INFORMATION TECHNOLOGY								
APPLE INC	175	12.87	105.26	2,252.11	15,420.50	2.5	364	2.0
ALTO DATA PROCESSING	85	26.76	84.72	2,274.59	7,201.20	1.0	180	2.5
INTEL BUSINESS MACHINES	75	107.76	137.62	8,082.00	10,321.50	1.4	390	3.8
ORACLE CORPORATION	200	17.75	36.53	3,550.02	7,306.00	1.0	120	1.6
TOTAL INFORMATION TECHNOLOGY				16,158.72	43,249.20	5.9	1,054	2.4
MATERIALS								
INIC CORPORATION	125	20.72	39.13	2,590.54	4,891.25	0.7	53	1.7
MONSANTO COMPANY	75	84.15	98.52	6,311.39	7,389.00	1.0	162	2.2
PRAXAIR INC	50	110.77	102.40	5,538.48	5,120.00	0.7	143	2.8
TOTAL MATERIALS				14,440.41	17,400.25	2.4	388	2.2
MUTUAL FUNDS - EQUITY								
FIDELITY SMALL CAP EQUITY FUND	3.013	19.25	19.86	58,004.48	59,844.67	8.2	0	0.0
TOTAL MUTUAL FUNDS - EQUITY				58,004.48	59,844.67	8.2	0	0.0
TELECOM SERVICES								
AT&T CORPORATION	200	24.73	34.41	4,945.00	6,882.00	0.9	384	5.6
TOTAL TELECOM SERVICES				4,945.00	6,882.00	0.9	384	5.6

Luther King Capital Management

000534

Period Ending: 12/31/2015

H. H. Champlin Foundation

Portfolio Appraisal

	Quantity	Average Cost	Current Price	Total Cost	Market Value	% of Total Portfolio	Est. Annual Income	Current Yield %
Total Equities				185,631.08	354,220.44	48.5	7,569	2.1
Fixed Income								
CORPORATE BONDS								
HERMOT FISHER SCHMIDT	2,250	8/15/2016	100.56	25,040.75	25,140.68	3.4	563	2.2
TOTAL CORPORATE BONDS				25,040.75	25,140.68	3.4	563	2.2
MUTUAL FUNDS - BONDS								
1 KCM FIXED INCOME FUND **	32,979	10/97	10.50	361,834.94	346,276.32	47.4	7,585	2.2
TOTAL MUTUAL FUNDS - BONDS				361,834.94	346,276.32	47.4	7,585	2.2
Total Fixed Income				387,784.69	371,417.00	50.9	8,148	2.2
TOTAL INVESTMENTS				\$576,952.00	\$729,173.67	99.9%		
Accrued Interest					212.50	0.0		
Accrued Dividends					540.45	0.1		
TOTAL PORTFOLIO					\$729,926.62	100.0%		

** THE SEC VENDOR FOR THE FUND EXTENDING FUND AS 2/19 AS OF DECEMBER 31, 2015. THE SEC VENDOR PRESENTS THE FUND'S INVESTMENT INCOME EARNED BY THE FUND EXTENDING FUND OVER A 90-DAY PERIOD ENDING ON THE LAST DAY OF THE PRIOR YEAR. THE FUND'S INVESTMENT INCOME IS PRESENTED AS AN ANNUAL PERCENTAGE RATE BASED ON THE NET ASSET VALUE PER SHARE OF THE FUND EXTENDING FUND AT THE END OF THE 90-DAY PERIOD. THE SEC VENDOR'S BASIS FOR THE FUND'S INVESTMENT INCOME IS BASED ON THE SEC VENDOR'S REPORTING.