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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 7/01, 2015, and ending 6/30, 2016

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

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 1,715,374.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

20-0100958

B Telephone number (see instructions)

817-946-6536

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc. received (attach schedule)

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

2,559.

2,559.

N/A

4 Dividends and interest from securities

42,707.

42,707.

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-77,597.

b Gross sales price for all assets on line 6a 1,699,572.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

See Statement 1

336.

336.

12 Total. Add lines 1 through 11

-31,995.

45,602.

13 Compensation of officers, directors, trustees, etc

28,002.

17,262.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

100.

b Accounting fees (attach sch) See St 3

10,238.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs) See Stmt 4

1,532.

19 Depreciation (attach schedule) and depletion See Stmt 5

28.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 6

13,261.

7,400.

24 Total operating and administrative expenses Add lines 13 through 23

53,161.

24,662.

25 Contributions, gifts, grants paid Part XV

99,320.

99,320.

26 Total expenses and disbursements Add lines 24 and 25

152,481.

24,662.

99,320.

27 Subtract line 26 from line 12

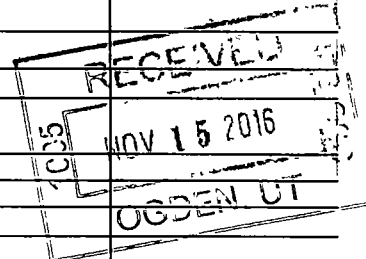
a Excess of revenue over expenses and disbursements

-184,476.

b Net investment income (if negative, enter -0-)

20,940.

c Adjusted net income (if negative, enter -0-)

REVENUE
SCANNED NOV 17 2016
ADMINISTRATIVE
AND
EXPENSES

P 4

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		25,952.	23,815.	23,815.
	2	Savings and temporary cash investments		151,830.	159,507.	159,507.
	3	Accounts receivable	40,506.			
		Less: allowance for doubtful accounts		43,560.	40,506.	40,506.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 7		11,619.	8,760.	4,180.
	b	Investments — corporate stock (attach schedule) Statement 8		1,577,197.	1,393,122.	1,487,366.
	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)					
14	Land, buildings, and equipment basis	500.				
	Less: accumulated depreciation (attach schedule) See Stmt 9	500.	28.			
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,810,186.	1,625,710.	1,715,374.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		1,810,186.	1,625,710.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		1,810,186.	1,625,710.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,810,186.	1,625,710.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,810,186.
2	Enter amount from Part I, line 27a	2	-184,476.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,625,710.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,625,710.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a See Statement 10				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-77,597.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-68,808.

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	119,295.	2,006,591.	0.059452
2013	113,000.	2,087,284.	0.054137
2012	102,088.	2,010,180.	0.050786
2011	112,129.	2,008,916.	0.055816
2010	109,390.	2,287,370.	0.047823
2 Total of line 1, column (d)			2 0.268014
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 0.053603
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 1,735,799.
5 Multiply line 4 by line 3			5 93,044.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 209.
7 Add lines 5 and 6			7 93,253.
8 Enter qualifying distributions from Part XII, line 4			8 99,320.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b 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		1	209.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	209.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	209.
6 Credits/Payments			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	1,308.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,308.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,099.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input checked="" type="checkbox"/> 1,099. <input type="checkbox"/> Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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
4 a 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?		N/A
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MS		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>F.E. Whitfield</u> Telephone no <u>405-533-7901</u> Located at <u>5909 Primrose Lane Stillwater OK</u> ZIP + 4 <u>74074</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>			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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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?	1 c	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 <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a	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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F.E. Whitfield 5909 Primrose Lane Stillwater, OK 74074	President 8.00	20,562.	0.	0.
Mark Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Treasurer 2.00	3,300.	0.	0.
David Loew 282 Running Deer Grapeland, TX 75844	Director 2.00	3,300.	0.	0.
Jane Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Secretary 1.00	840.	0.	0.

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

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

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

0

Part 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	1 a	1,568,906.
b	Average of monthly cash balances	1 b	152,820.
c	Fair market value of all other assets (see instructions)	1 c	40,506.
d	Total (add lines 1a, b, and c)	1 d	1,762,232.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,762,232.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,433.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,735,799.
6	Minimum investment return. Enter 5% of line 5	6	86,790.

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	86,790.
2 a	Tax on investment income for 2015 from Part VI, line 5	2 a	209.
b	Income tax for 2015 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	209.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,581.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	86,581.
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	86,581.

Part XIII 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	1 a	99,320.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	99,320.
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	209.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,111.

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				86,581.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			64,095.	
b Total for prior years: 20 __, 20 __, 20 __		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 ▶ \$ <u>99,320.</u>				
a Applied to 2014, but not more than line 2a			64,095.	
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				35,225.
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:				
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 instructions			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				51,356.
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 (see instructions)	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

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 Statement 11				
Total			3 a	99,320.
b Approved for future payment				
Total			3 b	

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash

- (2) Other assets**

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization.**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations.**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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		

**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.

Signature of officer or trustee.

Date _____

Title

Check <input type="checkbox"/>	if self-employed
--------------------------------	------------------

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Kent Whitfield CPA

Preparer's signature.

Kent Whitfield CPA

Date	
------	--

11/2/16

PTIN	
------	--

P01366167

Firm's name ▶ Whitfield and Company P.C.

Firm's EIN ▶ 64-0944776

Firm's address ▶ 2201 Adcox Road

Phone no (601) 799-2366

Picavune, MS 39466

BAA

Form 990-PF (2015)

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 336.	\$ 336.	
Total	<u>\$ 336.</u>	<u>\$ 336.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	\$ 100.			
Total	<u>\$ 100.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 10,238.			
Total	<u>\$ 10,238.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Taxes	\$ 1,532.			
Total	<u>\$ 1,532.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 5
Form 990-PF, Part I, Line 19
Allocated Depreciation

<u>Date</u> <u>Acquired</u>	<u>Cost</u> <u>Basis</u>	<u>Prior Yr</u> <u>Depr</u>	<u>Method</u>	<u>Rate</u>	<u>Life</u>	<u>Current</u> <u>Yr Depr</u>	<u>Net Invest</u> <u>Income</u>	<u>Adjusted</u> <u>Net Income</u>
Computer 10/14/10	500	472	200DB	0.0576		28	0	0

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	<u>(a)</u> <u>Expenses</u> <u>per Books</u>	<u>(b) Net</u> <u>Investment</u> <u>Income</u>	<u>(c)</u> <u>Adjusted</u> <u>Net Income</u>	<u>(d)</u> <u>Charitable</u> <u>Purposes</u>
Bank Charges	\$ 42.			
Investment Management Fees	7,400.	\$ 7,400.		
Travel and Other	5,819.			
Total	\$ 13,261.	\$ 7,400.		\$ 0.

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>State/Municipal Obligations</u>	<u>Valuation</u> <u>Method</u>	<u>Book</u> <u>Value</u>	<u>Fair Market</u> <u>Value</u>
INVESCO VAN KAMPEN SENIOR INCOME TRUST	Cost	\$ 8,760.	\$ 4,180.
	Total	\$ 8,760.	\$ 4,180.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation</u> <u>Method</u>	<u>Book</u> <u>Value</u>	<u>Fair Market</u> <u>Value</u>
Goldman Sachs High Yield Fund	Cost	\$ 32,282.	\$ 35,602.
ATLANTIS TECHNOLOGY GROUP	Cost	465.	0.
Pfizer Incorporated	Cost	12,268.	13,345.
Corning Inc.	Cost	9,260.	10,240.
STRIKER OIL & GAS INC	Cost	3,335.	0.
TAMALPAIS BANCORP	Cost	3,183.	0.
VOYANT INTL CORP	Cost	565.	1.
ISHARES RUSSELL 1000 GROWTH FUND	Cost	91,448.	163,085.
ISHARES RUSSELL 2000 VALUE INDEX FUND	Cost	21,371.	36,095.
ISHARES RUSSELL 2000 GROWTH IND	Cost	6,689.	17,285.
ISHARES RUSSELL 1000 VALUE	Cost	105,335.	148,651.
EMERGING WORLD PHARM INC	Cost	2,465.	0.
HERCULES OFFSHORE	Cost	5,049.	7.
Jolen Inc. (WOWI)	Cost	1,075.	14.

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
VANTAGE DRILLING	Cost	\$ 1,385.	\$ 15.
ZYNGA	Cost	6,271.	2,490.
VANGUARD FTSE ALL WORLD EX US	Cost	152,200.	156,831.
MOSAIC COMPANY	Cost	18,820.	7,854.
PETROLEO BRASILEIRO	Cost	7,607.	7,160.
BARCLAYS BANK PLC	Cost	31,918.	37,441.
CISCO SYSTEMS INC.	Cost	10,699.	14,345.
ANGIOSOMA INC.	Cost	490.	1.
IMMUNOCELLULAR THERAPTCS	Cost	2,726.	230.
INTELLIPHARMACEUTICS INTERNATIONAL INC	Cost	3,665.	1,550.
MCDERMOTT INTL INC	Cost	7,616.	4,940.
ORIENT PAPER INC	Cost	2,111.	1,050.
QUICKSILVER RESOURCES	Cost	1,851.	3.
Blackberry Ltd.	Cost	9,712.	6,710.
Federated National Holding Co.	Cost	26,491.	19,040.
Geron Corp.	Cost	4,070.	2,680.
Ibio Inc.	Cost	2,046.	720.
Ignite Restaurant Group	Cost	5,030.	1,560.
Implant Science Corp.	Cost	2,635.	970.
Keycorp New	Cost	14,568.	11,050.
Net Element Inc.	Cost	1,895.	184.
OHR Pharmaceutical Inc.	Cost	10,231.	2,740.
OTI On Track Innovations	Cost	4,283.	920.
Pharmathene Inc.	Cost	1,905.	2,440.
Regions Financial Corp.	Cost	10,344.	8,510.
Seabridge Gold Inc.	Cost	9,612.	14,680.
Sirius XM Holdings Inc.	Cost	3,730.	3,950.
Spherix Inc.	Cost	1,395.	124.
Wells Fargo Company	Cost	11,071.	9,466.
Franklin Templeton India Growth	Cost	2,859.	2,482.
ISHARES TIPS BOND ETF	Cost	52,368.	53,668.
ISHARES TR IBOX \$ HIGH YIELD	Cost	49,180.	50,905.
ISHARES TR 3-7 YR TREAS	Cost	65,019.	66,986.
ISHARES TR MSCI EAFE SMALL CAP	Cost	35,245.	34,168.
Vaneck Vectors Russia ETF	Cost	37,377.	37,679.
Akers Biosciences Inc.	Cost	2,755.	3,220.
Amplphi Biosciences	Cost	2,176.	775.
Aoxing Pharmaceutical Co.	Cost	1,583.	1,300.
Black Stallion Oil & Gas	Cost	2,451.	45.
Celator Pharmaceuticals	Cost	16,333.	30,180.
Dryships Inc.	Cost	641.	113.
Ecosciences Inc.	Cost	1,292.	67.
Galena Biopharma Inc.	Cost	2,392.	466.
General Motors Co.	Cost	15,600.	14,150.
Gulf Resources Inc.	Cost	2,441.	1,540.
Latam Airlines Group	Cost	7,170.	6,600.
Linn Co. LLC (Formerly Linn Energy LLC)	Cost	1,685.	72.
Marathon Oil Corp.	Cost	11,517.	15,010.
RXI Pharamceutical Co.	Cost	5,639.	4,800.
Southcross Energy Partners LP	Cost	3,123.	2,010.
Global X FDS Global FTSE Argentina	Cost	12,049.	13,068.
Goldman Sachs Long/ Short Credit Strats	Cost	54,091.	52,667.
Ishares Inc MSCI Brazil	Cost	24,048.	27,550.
Ishares Inc. MSCI CDA ETF	Cost	37,148.	37,500.
Ishares MSCI South Korea	Cost	25,299.	25,618.

Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Ishare IBOXX \$ Investment	Cost	\$ 65,456.	\$ 68,977.
Ishare TR Ishares Currency Hedged MSCI	Cost	39,621.	37,133.
Ishares TR MSCI Ireland	Cost	37,756.	33,101.
PIMCO EFT TR ENHANCED SHORT MAT ACTIVE	Cost	30,624.	30,756.
SPDR Index SHS FDS DJ Wilshire	Cost	31,885.	33,782.
VANECK Vectors ETF Emerging Markets	Cost	17,442.	18,073.
Wisdom Tree India	Cost	37,690.	38,926.
Total		<u>\$ 1,393,122.</u>	<u>\$ 1,487,366.</u>

Statement 9
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Miscellaneous	\$ 500.	\$ 500.	\$ 0.	\$ 0.
Total	<u>\$ 500.</u>	<u>\$ 500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	1000 Advanced Micro Devices Inc.	Purchased	7/24/2014	5/27/2016
2	1000 Alcoa Inc.	Purchased	2/01/2016	3/29/2016
3	300 AT &T Inc.	Purchased	4/24/2015	5/27/2016
4	200 AT &T Inc.	Purchased	4/24/2015	5/27/2016
5	500 Atlas Resource Partners	Purchased	1/28/2014	12/30/2015
6	1000 Bank of America	Purchased	1/07/2016	4/04/2016
7	300 Caterpillar Inc.	Purchased	9/24/2015	5/24/2016
8	1000 Celator Pharmaceuticals	Purchased	3/15/2016	3/29/2016
9	200 Chimera Investment Corp	Purchased	5/04/2010	6/01/2016
10	1000 EP Energy Corp	Purchased	3/03/2016	6/30/2016
11	689 Ford Motor Co. Del	Purchased	5/26/2006	4/04/2016
12	311 Ford Motor Co. Del	Purchased	5/26/2006	4/04/2016
13	500 Freeport-McMoran Copper & Gold Inc. Clas	Purchased	5/06/2013	12/30/2015
14	2000 General Electric Company	Purchased	12/09/2011	11/12/2015
15	500 Goodyear Tire & Rubber	Purchased	1/22/2015	3/29/2016
16	200 Halcon Resources Corp.	Purchased	1/07/2014	12/15/2015
17	56 Ion Geophysical Corp	Purchased	2/28/2014	5/27/2016
18	1000 Kinross Gold Corp	Purchased	9/17/2014	5/27/2016
19	700 Newport Corp	Purchased	12/16/2005	3/29/2016
20	2000 Royale Energy Inc New	Purchased	6/09/2011	12/29/2015
21	100 Southwestern Energy Co.	Purchased	7/09/2008	5/27/2016
22	100 Synovus Financial Corp	Purchased	2/15/2013	4/12/2016
23	42 Synovus Financial Corp	Purchased	2/15/2013	4/12/2016
24	2000 Taseko Mines LTD	Purchased	9/14/2011	12/29/2015

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
25	200 Templeton Global Income Fund Inc.	Purchased	5/27/2016	5/27/2016
26	600 Valero Energy Corp. New	Purchased	12/13/2011	12/11/2015
27	5538.819 Goldman Sachs High Yield Institutional	Purchased	5/01/2009	7/10/2015
28	62.294 Goldman Sachs High Yield Institutional	Purchased	6/01/2009	7/20/2015
29	132.231 Goldman Sachs High Yield Institutional	Purchased	7/01/2009	12/31/2015
30	600 Barclays Bank	Purchased	8/09/2012	9/01/2015
31	223.404 Goldman Sachs Long/ Short Credit Strats	Purchased	7/10/2015	12/31/2015
32	751 ishares Inc. Core	Purchased	12/31/2013	9/01/2015
33	868 ishares Inc. Core	Purchased	12/28/2015	1/22/2016
34	163 ishares JP Morgan	Purchased	10/31/2014	9/01/2015
35	1970 ishares msci Australia	Purchased	3/07/2016	4/15/2016
36	442 Ishares msci India	Purchased	7/20/2015	8/18/2015
37	1446 Ishares msci India	Purchased	7/20/2015	12/28/2015
38	1836 Ishares msci Italy	Purchased	7/20/2015	7/06/2015
39	4733 Ishares msci Italy	Purchased	7/28/2015	12/28/2015
40	453 Ishares South Korea	Purchased	12/18/2015	4/15/2016
41	1282 Ishares msci Spain	Purchased	12/28/2015	5/27/2016
42	67 Ishares msci Taiwan	Purchased	5/05/2015	7/06/2015
43	2810 Ishares msci Taiwan	Purchased	5/05/2015	7/28/2015
44	391 Ishares Russell 1000 Value	Purchased	12/11/2008	9/01/2015
45	160 ishares Tips Bond ETF	Purchased	3/03/2015	7/06/2015
46	2 ishares Tips Bond ETF	Purchased	3/03/2015	9/01/2015
47	28 ishares Tips Bond ETF	Purchased	3/03/2015	12/31/2015
48	10 Ishares TR 3-7 Year TreasIshares TR 3-7	Purchased	8/06/2014	7/14/2015
49	2 Ishares TR 3-7 Year TreasIshares TR 3-7	Purchased	8/06/2014	7/22/2015
50	12 Ishares TR 3-7 Year TreasIshares TR 3-7	Purchased	8/06/2014	9/01/2015
51	46 Ishares TR 3-7 Year TreasIshares TR 3-7	Purchased	8/06/2014	12/31/2015
52	576 Ishares TR 3-7 Year TreasIshares TR 3-7	Purchased	8/06/2014	3/17/2016
53	2641 Ishares TR Currency Hedged MSCI MU ETF	Purchased	7/14/2015	12/28/2015
54	474 Ishares TR Currency Hedged Italy EFT	Purchased	12/28/2015	3/07/2016
55	1927 Ishares TR Currency Hedged Italy EFT	Purchased	12/28/2015	4/15/2016
56	400 Ishare TR IBOXX \$ High Yield	Purchased	10/24/2014	7/06/2015
57	409 Ishare TR IBOXX \$ High Yield	Purchased	10/24/2014	7/14/2015
58	415 Ishare TR IBOXX \$ High Yield	Purchased	10/25/2014	10/01/2015
59	991 Ishares US EFT TR Commodities	Purchased	9/01/2015	12/28/2015
60	17 Market Vectors ETF Emerging	Purchased	9/01/2015	12/31/2015
61	1524 Market Vectors etf TR Vietnam	Purchased	7/15/2015	8/18/2015
62	33 PIMCO ETF TR Enhanced Short Mat Active	Purchased	7/06/2015	7/14/2015
63	559 PIMCO ETF TR Enhanced Short Mat Active	Purchased	7/06/2015	7/15/2015
64	433 PIMCO ETF TR Enhanced Short Mat Active	Purchased	7/06/2015	7/20/2015
65	429 PIMCO ETF TR Enhanced Short Mat Active	Purchased	7/06/2015	9/01/2015
66	11 Proshares Exch Traded FD TR II Sr	Purchased	7/14/2015	7/22/2015
67	30 Proshares Exch Traded FD TR II Sr	Purchased	7/14/2015	12/31/2015
68	1506 Proshares Exch Traded FD TR II Sr	Purchased	7/14/2015	3/17/2016
69	311 SPDR Index China	Purchased	1/22/2015	7/06/2015
70	500 SPDR Index China	Purchased	1/22/2015	7/14/2015
71	943 SPDR Wilshire	Purchased	3/05/2015	9/01/2015
72	383 SPDR SER TR Barclays CAP Conv Sec ETF	Purchased	10/31/2014	7/14/2015
73	16 SPDR SER TR Barclays CAP Conv Sec ETF	Purchased	9/01/2015	12/31/2015
74	385 SPDR SER TR Barclays CAP Conv Sec ETF	Purchased	9/01/2015	3/17/2016

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
75	1021 Vanguard Intl. Equity	Purchased	9/01/2015	12/28/2015
76	621 Vanguard Intl. Equity	Purchased	9/01/2015	12/28/2015
77	745 vanguard Malvern FDS Short Term	Purchased	7/06/2015	9/01/2015
78	228 Vanguard Short Term Corp Bond	Purchased	7/06/2015	9/01/2015
79	669 Wisdomtree India	Purchased	3/19/2014	3/17/2016
80	611 Wisdomtree India	Purchased	3/19/2014	5/27/2016
81	37 Wisdomtree Japan	Purchased	7/03/2014	7/06/2015
82	103 Wisdomtree Japan	Purchased	7/03/2014	12/02/2015
83	360 Wisdomtree Japan	Purchased	7/03/2014	3/07/2016
84	1183 Wisdomtree Japan	Purchased	7/03/2014	4/15/2016
85	710 Wisdomtree Europe	Purchased	9/02/2014	7/06/2015
86	2000 Magnum Hunter Resources	Purchased	Various	5/17/2016
87	1000 General Electric	Purchased	8/27/2015	11/12/2015
88	1000 Southwestern Energy Co.	Purchased	7/16/2015	5/27/2016
89	361 Barclays Bank	Purchased	10/23/2014	9/01/2015
90	282 ishares Inc. Core	Purchased	12/31/2014	9/01/2015

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	4,370.		3,935.	435.				\$ 435.
2	9,175.		7,409.	1,766.				1,766.
3	11,475.		10,421.	1,054.				1,054.
4	7,643.		6,947.	696.				696.
5	355.		11,118.	-10,763.				-10,763.
6	13,265.		16,204.	-2,939.				-2,939.
7	21,227.		20,042.	1,185.				1,185.
8	9,973.		7,674.	2,299.				2,299.
9	2,919.		4,252.	-1,333.				-1,333.
10	5,033.		3,071.	1,962.				1,962.
11	8,610.		11,445.	-2,835.				-2,835.
12	3,889.		5,166.	-1,277.				-1,277.
13	3,262.		15,941.	-12,679.				-12,679.
14	60,587.		48,100.	12,487.				12,487.
15	15,831.		13,241.	2,590.				2,590.
16	197.		3,725.	-3,528.				-3,528.
17	423.		4,285.	-3,862.				-3,862.
18	4,085.		3,945.	140.				140.
19	15,760.		10,061.	5,699.				5,699.
20	584.		6,337.	-5,753.				-5,753.
21	1,269.		4,297.	-3,028.				-3,028.
22	2,782.		2,784.	-2.				-2.
23	1,170.		122.	1,048.				1,048.
24	642.		5,927.	-5,285.				-5,285.
25	1,183.		1,183.	0.				0.
26	40,112.		14,917.	25,195.				25,195.
27	36,999.		39,254.	-2,255.				-2,255.
28	417.		417.	0.				0.
29	800.		919.	-119.				-119.
30	14,592.		22,446.	-7,854.				-7,854.
31	2,100.		2,196.	-96.				-96.
32	30,881.		36,896.	-6,015.				-6,015.
33	30,935.		34,486.	-3,551.				-3,551.
34	17,591.		18,664.	-1,073.				-1,073.
35	37,567.		35,933.	1,634.				1,634.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
36	13,301.		13,742.	-441.				\$ -441.
37	39,336.		44,931.	-5,595.				-5,595.
38	27,246.		28,900.	-1,654.				-1,654.
39	65,409.		73,857.	-8,448.				-8,448.
40	22,219.		23,053.	-834.				-834.
41	36,370.		41,434.	-5,064.				-5,064.
42	1,058.		1,106.	-48.				-48.
43	42,065.		46,297.	-4,232.				-4,232.
44	37,786.		19,543.	18,243.				18,243.
45	17,942.		18,221.	-279.				-279.
46	223.		228.	-5.				-5.
47	3,063.		3,189.	-126.				-126.
48	1,233.		1,215.	18.				18.
49	246.		243.	3.				3.
50	1,485.		1,458.	27.				27.
51	5,629.		5,589.	40.				40.
52	71,636.		70,249.	1,387.				1,387.
53	67,899.		72,484.	-4,585.				-4,585.
54	8,873.		10,362.	-1,489.				-1,489.
55	34,666.		42,127.	-7,461.				-7,461.
56	35,497.		37,177.	-1,680.				-1,680.
57	36,132.		37,800.	-1,668.				-1,668.
58	34,439.		35,777.	-1,338.				-1,338.
59	27,443.		32,188.	-4,745.				-4,745.
60	376.		390.	-14.				-14.
61	26,280.		29,235.	-2,955.				-2,955.
62	3,339.		3,338.	1.				1.
63	56,536.		56,536.	0.				0.
64	43,788.		43,792.	-4.				-4.
65	43,372.		43,363.	9.				9.
66	263.		263.	0.				0.
67	671.		716.	-45.				-45.
68	34,050.		35,926.	-1,876.				-1,876.
69	27,571.		24,780.	2,791.				2,791.
70	39,994.		42,555.	-2,561.				-2,561.
71	37,980.		42,139.	-4,159.				-4,159.
72	17,882.		15,512.	2,370.				2,370.
73	696.		735.	-39.				-39.
74	16,385.		17,647.	-1,262.				-1,262.
75	33,570.		35,912.	-2,342.				-2,342.
76	31,832.		31,878.	-46.				-46.
77	35,984.		36,296.	-312.				-312.
78	18,105.		18,155.	-50.				-50.
79	12,028.		13,085.	-1,057.				-1,057.
80	11,480.		11,951.	-471.				-471.
81	1,330.		1,126.	204.				204.
82	3,490.		3,134.	356.				356.
83	10,897.		11,400.	-503.				-503.
84	35,856.		36,650.	-794.				-794.
85	43,552.		42,039.	1,513.				1,513.
86	0.		8,977.	-8,977.				-8,977.
87	30,294.		24,870.	5,424.				5,424.
88	12,686.		22,477.	-9,791.				-9,791.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(e) Gross Sales</u>	<u>(f) Deprec. Allowed</u>	<u>(g) Cost Basis</u>	<u>(h) Gain (Loss)</u>	<u>(i) FMV 12/31/69</u>	<u>(j) Adj. Bas. 12/31/69</u>	<u>(k) Excess (i) - (j)</u>	<u>(l) Gain (Loss)</u>
89	8,785.		13,506.	-4,721.				\$ -4,721.
90	11,601.		13,856.	-2,255.				-2,255.
							Total	<u>\$ -77,597.</u>

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
First United Methodist Church 400 West Seventh Street Stillwater OK 74074	None	PC	General Religious	\$ 5,000.
University of The Cumberlands 6191 College Station Drive Williamsburg KY 40769	None	PC	Scholarship Fund	20,000.
Light On A Hill Church 212 W. Chestnut Street Grapeland TX 75844	None	PC	General Religious	10,000.
Cook Children's Medical Center 801 Seventh Avenue Fort Worth TX 76104	None	PC	Benefit Children's Hospital	5,000.
Grapeland Teen Center 210 W. Chestnut Street Grapeland TX 75844	None	PC	Youth Center	10,000.
Heifer International 1 World Avenue Little Rock AR 72202	NONE	PC	Charity Ending Hunger and Poverty	1,620.
Marine Toys for Tots 18251 Quantico Gateway Drive Triangle VA 22172	NONE	PC	Childrens Toy Fund	500.
Community Resourcing Inc. P.O. Box 1721 Stillwater OK 74076	NONE	PC	Community Food Bank and Resource Center	20,000.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Special Olympics Oklahoma 6835 S. Canton Ave. Tulsa OK 74136	NONE	PC	Special Olympics	\$ 200.
St. Jude Children's Hospital 262 Danny Thomas Place Memphis TN 38105	NONE	PC	Childrens Research Hospital	26,600.
Habitat for Humanity P.O. Box 912 Stillwater OK 74076	NONE	PC	Provide Homes for Those in Need	200.
Kids Wish Network 4060 Louis Ave. Holiday FL 34691	NONE	PC	Fund Travel for Seriously Ill Children	200.
Total				\$ <u>99,320.</u>

Form 990PF Part VIII

Statement Regarding F.E. Whitfield Compensation:

Paid by the Foundation	\$ 3,300	
Paid to Rhodes Securities Inc.		
306 West 7th Street		
Fort Worth Tx 76102	17,262	(Investment management fees)
	<u>-----</u>	
Total	\$20,562	
	<u>=====</u>	