Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning DEC 1, 2015 , and ending NOV 30, 2016

Name of foundation: THE HARDESTY FAMILY FOUNDATION, INC.

A Employer identification number: 20-4094088

Number and street (or P O box number if mail is not delivered to street address): 4141 NORTH MEMORIAL DRIVE — Room/suite

B Telephone number: 918-585-3100

City or town, state or province, country, and ZIP or foreign postal code: TULSA, OK 74115-1400

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 120,345,328.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	7,086,000.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	72,545.	72,545.		STATEMENT 1
	4 Dividends and interest from securities	3,413,882.	3,413,882.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	61,390.			
	b Gross sales price for all assets on line 6a 59,146,158.				
	7 Capital gain net income (from Part IV, line 2)		61,390.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	15,976.	15,976.	0.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	10,649,793.	3,563,793.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	92,314.	2,770.	0.	89,544.
	14 Other employee salaries and wages	101,999.	14,236.	0.	87,763.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	1,006.	0.	0.	1,006.
	b Accounting fees				
	c Other professional fees STMT 5	89,613.	85,913.	0.	3,700.
	17 Interest				
	18 Taxes STMT 6	47,000.	0.	0.	0.
	19 Depreciation and depletion	1,999.	1,999.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings	13,715.	11,286.	0.	2,429.
	22 Printing and publications				
	23 Other expenses STMT 7	60,223.	32,070.	0.	28,153.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	407,869.	148,274.	0.	212,595.
	25 Contributions, gifts, grants paid	4,575,429.			4,575,429.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,983,298.	148,274.	0.	4,788,024.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,666,495.			
	b **Net investment income** (if negative, enter -0-)		3,415,519.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	891,108.	1,008,372.	1,008,372.
	2 Savings and temporary cash investments	19,959,541.	42,296,963.	42,296,963.
	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 ▶ 1,314,751.			
	Less: allowance for doubtful accounts ▶ 0.	1,612,696.	1,314,751.	1,314,751.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	38,995.	208,136.	208,136.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	56,617,036.	21,635,884.	19,891,684.
	c Investments - corporate bonds STMT 9	34,286,682.	53,550,963.	55,620,625.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	941,789.		
	14 Land, buildings, and equipment: basis ▶ 40,779.			
	Less accumulated depreciation ▶ 35,982.	5,250.	4,797.	4,797.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	114,353,097.	120,019,866.	120,345,328.
Liabilities	17 Accounts payable and accrued expenses	1,273.		
	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)	1,273.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	59,000,000.	59,000,000.	
	29 Retained earnings, accumulated income, endowment, or other funds	55,351,824.	61,019,866.	
	30 Total net assets or fund balances	114,351,824.	120,019,866.	
	31 Total liabilities and net assets/fund balances	114,353,097.	120,019,866.	

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	114,351,824.
2	Enter amount from Part I, line 27a	2	5,666,495.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	1,547.
4	Add lines 1, 2, and 3	4	120,019,866.
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	120,019,866.

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	PUBLICLY TRADED SECURITIES			
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	59,146,158.		59,084,768.	61,390.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				61,390.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	61,390.
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	61,390.

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	9,189,001.	106,890,435.	.085967
2013	4,591,068.	113,094,468.	.040595
2012	4,444,480.	95,219,597.	.046676
2011	4,298,983.	86,137,646.	.049908
2010	4,094,873.	83,068,727.	.049295

2 Total of line 1, column (d)	2	.272441
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	.054488
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	110,784,352.
5 Multiply line 4 by line 3	5	6,036,418.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,155.
7 Add lines 5 and 6	7	6,070,573.
8 Enter qualifying distributions from Part XII, line 4	8	6,488,024.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	34,155.
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	34,155.
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	34,155.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	72,582.		
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	72,582.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	38,427.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 38,427. **Refunded** ▶			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?	1a		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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.HARDESTYFAMILYFOUNDATION.ORG

14 The books are in care of ▶ ALAN LISTER Telephone no. ▶ 918-585-3100

Located at ▶ 4141 NORTH MEMORIAL DRIVE, TULSA, OK ZIP+4 ▶ 74115

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		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? ☐ Yes ☒ 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		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
SEE STATEMENT 10		84,538.	7,730.	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
DANA WILKES - 4141 N. MEMORIAL DRIVE, TULSA, OK 74115	GRANTS MANAGER 40.00	65,972.	6,664.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
TRUST COMPANY OF OKLAHOMA 6120 S YALE, SUITE 1900, TULSA, OK 74136	INVESTMENT SERVICES	85,913.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 LOW-INTEREST LOAN TO LOCAL SOCIAL SERVICE AGENCY TO FURTHER FOUNDATIONS STATED MISSION OF PROMOTING AND SERVING EXEMPT ENTITIES IN THE AREA OF SOCIAL SERVICES.	1,700,000.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	1,700,000.

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	87,478,247.
b	Average of monthly cash balances	1b	24,882,322.
c	Fair market value of all other assets	1c	110,854.
d	**Total** (add lines 1a, b, and c)	1d	112,471,423.
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	112,471,423.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,687,071.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,784,352.
6	**Minimum investment return**. Enter 5% of line 5	6	5,539,218.

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	5,539,218.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 34,155.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	34,155.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,505,063.
4	Recoveries of amounts treated as qualifying distributions	4	1,997,945.
5	Add lines 3 and 4	5	7,503,008.
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	7,503,008.

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	4,788,024.
b	Program-related investments - total from Part IX-B	1b	1,700,000.
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	6,488,024.
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	34,155.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	6,453,869.

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				7,503,008.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			6,293,706.	
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: ▶ $ 6,488,024.				
a Applied to 2014, but not more than line 2a			6,293,706.	
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				194,318.
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 instr.			0.	
f *Undistributed income for 2015. Subtract* lines 4d and 5 from line 1. This amount must be distributed in 2016				7,308,690.
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				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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

NONE

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

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

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

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

c Any submission deadlines:

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

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				
BRADY CRAFT INC. DBA 108 CONTEMPORARY 108 EAST MATHEW B. BRADY STREET TULSA, OK 74103		PC	PROGRAM SUPPORT	5,000.
12 & 12 INC 6333 E SKELLY DR. TULSA, OK 74135		PC	PROGRAM SUPPORT, GENERAL FUNDRAISING, CAPITAL IMPROVEMENT/EQUIPMENT	106,250.
ARTS ALLIANCE TULSA 203 N MAIN, SUITE 212 TULSA, OK 74103		PC	OPERATING SUPPORT	22,500.
ARTS & HUMANITIES COUNCIL OF TULSA 101 E. ARCHER ST. TULSA, OK 74103		PC	GENERAL FUNDRAISING, PROGRAM SUPPORT, CAPITAL IMPROVEMENT/EQUIPMENT	117,050.
ASSOCIATION OF FUNDRAISING PROFESSIONALS PO BOX 33103 TULSA, OK 74153		PC	GENERAL FUNDRAISING	1,340.
Total SEE CONTINUATION SHEET(S)			▶ 3a	4,575,429.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

523611 11-24-15

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	72,545.	
4 Dividends and interest from securities			14	3,413,882.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	61,390.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS INCOME			01	586.	
b PROGRAM RELATED					
c INVESTMENT INTEREST					
d INCOME			14	15,390.	
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,563,793.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,563,793.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 12/20/17 | Title: EXECUTIVE DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LOU ANN GIBSON	LOU ANN GIBSON	02/14/17		P00405885
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	

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11-24-15

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

Schedule of Contributors

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

OMB No 1545-0047

2015

Name of the organization

THE HARDESTY FAMILY FOUNDATION, INC.

Employer identification number

20-4094088

Organization type (check one)

Filers of: | **Section:**

Form 990 or 990-EZ
☐ 501(c)( ) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF
☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE HARDESTY FAMILY FOUNDATION, INC.	20-4094088

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	F. ROGER HARDESTY 4141 N MEMORIAL TULSA, OK 74115	$ 6,562,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	DEBRA HARDESTY CRISTO FAMILY LLC 4141 N MEMORIAL TULSA, OK 74115	$ 524,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE HARDESTY FAMILY FOUNDATION, INC.	20-4094088

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

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

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

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

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

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

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

Name of organization: THE HARDESTY FAMILY FOUNDATION, INC.

Employer identification number: 20-4094088

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ASSOCIATION OF ST LAWRENCE COMUNITA CENACOLO AMERICA INC 1050 TALLEYRAND AVE JACKSONVILLE, FL 32206		PC	MEMORIAL/HONORARIUM/EM GIVING	100.
ATTIC CONVERSATIONS YOGA FOUNDATION 1632 S CHEYENNE AVE TULSA, OK 74119		PC	PROGRAM SUPPORT	2,500.
BIG BEND VOLUNTEER FIRE DEPARTMENT 1050 COUNTY ROAD 6495 RALSTON, OK 74650			OPERATING SUPPORT	5,000.
BOY SCOUTS OF AMERICA 4295 S. GARNETT RD TULSA, OK 74146		PC	PROGRAM SUPPORT	55,000.
BROKEN ARROW VOLLEYBALL CLUB PO BOX 1813 BROKEN ARROW, OK 74013		PC	MEMORIAL/HONORARIUM/EM GIVING	500.
CAPES CLINIC LLC 2840 E 51ST STREET, #105 TULSA, OK 74105		PC	OPERATING SUPPORT	3,500.
CATHOLIC CHARITIES USA 2450 NORTH HARVARD TULSA, OK 74115		PC	PROGRAM SUPPORT	6,000.
THE CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGES LTD 815 S. UTICA AVE. TULSA, OK 74104		PC	GENERAL FUNDRAISING AND OPERATING SUPPORT	30,850.
CHILDRENS ADVOCACY CENTER FOR DENTON COUNTY INC 1854 CAIN DRIVE LEWISVILLE, TX 75077		PC	MEMORIAL/HONORARIUM/EM GIVING	150.
THE CHILDREN'S CENTER INC 6800 N.W. 39TH EXPRESSWAY BETHANY , OK 73008		PC	CAPITAL IMPROVEMENT/EQUIPMENT	500,000.
Total from continuation sheets				4,323,289.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CLAREHOUSE, INC. 7617 S MINGO RD TULSA, OK 74133		PC	OPERATING SUPPORT	20,000.
COMMUNITIES FOUNDATION OF OKLAHOMA, INC. PO BOX 21210 OKLAHOMA CITY, OK 73156		PC	SCHOOLS & CHURCHES	2,500.
COMMUNITY SERVICE COUNCIL OF GREATER TULSA 16 EAST 16TH STREET, SUITE 202 TULSA, OK 74119		PC	OPERATING SUPPORT	15,000.
CROSSTOWN LEARNING CENTER INC 2501 EAST ARCHER STREET TULSA, OK 74110		PC	GENERAL FUNDRAISING	10,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES, INC 4300 S. HARVARD AVE TULSA, OK 74135		PC	GENERAL FUNDRAISING, PROGRAM SUPPORT, AND OPERATING SUPPORT	66,250.
DUCKS UNLIMITED, INC. ONE WATERFOWL WAY MEMPHIS, TN 38120		PC	MEMORIAL/HONORARIUM/EM GIVING	100.
FAB LAB TULSA INC. 710 S. LEWIS AVE. TULSA, OK 74104		PC	OPERATIONAL SUPPORT AND GENERAL FUNDRAISING	120,458.
FIRST UNITED METHODIST CHURCH 1115 S BOULDER AVE TULSA, OK 74119		PC	MEMORIAL/HONORARIUM/EM GIVING	100.
GATESWAY FOUNDATION, INC. 1217 EAST COLLEGE STREET BROKEN ARROW, OK 74012		PC	PROGRAM SUPPORT	2,882.
GIRL SCOUTS OF EASTERN OKLAHOMA 4810 S. 129TH EAST AVENUE TULSA, OK 74146		PC	GENERAL FUNDRAISING AND PROGRAM SUPPORT	32,724.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HAPPY HANDS EDUCATION CENTER INC 8801 S GARNETT BROKEN ARROW, OK 74012		PC	MEMORIAL/HONORARIUM/EM GIVING	700.
HOLLAND HALL SCHOOL 5666 EAST 81ST STREET TULSA, OK 74137		PC	PROGRAM SUPPORT	10,000.
HOSPITALITY HOUSE OF TULSA INC 1135 SOUTH VICTOR AVENUE TULSA, OK 74104		PC	OPERATING SUPPORT	15,000.
IRON GATE AT TRINITY, INC 501 S. CINCINNATI AVE. TULSA, OK 74103		PC	MEMORIAL/HONORARIUM/EM GIVING	500.
LEADERSHIP OKLAHOMA 5500 N. WESTERN AVENUE, SUITE 142 OKLAHOMA CITY, OK 73118		PC	OPERATING SUPPORT AND PROGRAM SUPPORT	8,980.
LIFE SENIOR SERVICES INC 5950 EAST 31ST STREET TULSA, OK 74135		PC	OPERATING SUPPORT	25,000.
THE LITTLE LIGHT HOUSE, INC 5120 E. 36TH ST. TULSA, OK 74135		PC	MEMORIAL/HONORARIUM/EM GIVING	500.
MARQUETTE CATHOLIC SCHOOL 1519 S. QUINCY AVE. TULSA, OK 74120		PC	PROGRAM SUPPORT	5,000.
MENTAL HEALTH ASSOCIATION OKLAHOMA 1870 SOUTH BOULDER AVENUE TULSA, OK 74119		PC	CAPITAL IMPROVEMENT/EQUIPMENT	250,000.
A NEW LEAF PO BOX 35903 TULSA, OK 74153		PC	OPERATING SUPPORT AND PROGRAM SUPPORT	10,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEWVIEW OKLAHOMA 501 N DOUGLAS AVENUE TULSA, OK 73106		PC	PROGRAM SUPPORT	25,000.
OKLAHOMA CENTER FOR NONPROFITS INC 720 W WILSHIRE BLVD. STE. 115 TULSA, OK 73116		PC	GENERAL FUNDRAISING	9,360.
OKLAHOMA MEDICAL RESEARCH FOUNDAITON 825 NE 13TH STREET TULSA, OK 73104		PC	GENERAL FUNDRAISING	9,200.
OKLAHOMA STATE UNIVERSITY FOUNDATION 700 NORTH GREENWOOD AVE TULSA, OK 74106		PC	GENERAL FUNDRAISING	4,800.
OSAGE-FOREST OF PEACE 141 MONASTERY ROAD TULSA, OK 74063		PC	OPERATING SUPPORT	8,000.
PARENT CHILD CENTER OF TULSA INC 1421 SOUTH BOSTON AVENUE TULSA, OK 74119		PC	GENERAL FUNDRAISING AND PROGRAM SUPPORT	67,900.
PARISH OF CHRIST THE KING 1520 SOUTH ROCKFORD AVENUE TULSA, OK 74120			MEMORIAL/HONORARIUM/EM GIVING AND GENERAL FUNDRAISING	1,400.
PHILANTHROPY SOUTHWEST 8350 N. CENTRAL EXPRESSWAY, SUITE M-1012 DALLAS, TX 75206		PC	OPERATING SUPPORT	2,300.
SAINT SIMEON'S EPISCOPAL HOME FOUNDATION 3701 MARTIN LUTHER KING, JR. BLVD. TULSA, OK 74106		PC	GENERAL FUNDRAISING	5,000.
SAN MIGUEL SCHOOL OF TULSA, INC 2444 E. ADMIRAL BLVD. TULSA, OK 74110		PC	GENERAL FUNDRAISING	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SNOWBALL EXPRESS INC. P.O BOX 650002 DALLAS, TX 75265		PC	MEMORIAL/HONORARIUM/EM GIVING	500.
SNOWMASS WESTERN HERITAGE ASSOCIATION P.O. BOX 5745 SNOWMASS VILLAGE, CO 81615		PC	MEMORIAL/HONORARIUM/EM GIVING	400.
ST. PHILIP NERI NEWMAN CENTER AT THE UNIVERSITY OF TULSA 440 SOUTH FLORENCE AVENUE TULSA, OK 74104		PC	GENERAL FUNDRAISING	500.
STAND IN THE GAP, INC. 3939 S. HARVARD AVE., SUITE 120 TULSA, OK 74135		PC	OPERATING SUPPORT	15,000.
STREET SCHOOL, INC 1135 S YALE TULSA, OK 74112		PC	OPERATING SUPPORT	15,000.
STS PETER & PAUL CATHOLIC SCHOOL 1428 N. 67TH E. AVE. TULSA, OK 74115		PC	OPERATING SUPPORT	5,000.
TANZANIAN CHILDREN'S FUND, INC. 9 WATERHOUSE ST CAMBRIDGE, MA 02138		PC	MEMORIAL/HONORARIUM/EM GIVING	2,000.
THERAPETICS INC 4304 S. MINGO ROAD TULSA, OK 74145		PC	MEMORIAL/HONORARIUM/EM GIVING	500.
TRANSITIONAL LIVING CENTERS OF OKLAHOMA 601 S. ELGIN AVENUE TULSA, OK 74120		PC	PROGRAM SUPPORT	500.
TULSA AREA UNITED WAY 1430 S. BOULDER TULSA, OK 74119		PC	OPERATING SUPPORT	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TULSA BALLET THEATER INC 1212 EAST 45TH PLACE SOUTH TULSA, OK 74105		PC	GENERAL FUNDRAISING	23,000.
TULSA BOYS HOME PO BOX 1101 TULSA, OK 74101		PC	PROGRAM SUPPORT	500.
TULSA CAMPAIGN TO PREVENT TEEN PREGNANCY INC 1601 S. MAIN ST. SUITE 200 TULSA, OK 74119		PC	GENERAL FUNDRAISING	500.
HIV RESOURCE CONSORTIUM DBA TULSA CARES 3712 EAST 11TH STREET TULSA, OK 74112		PC	CAPITAL IMPROVEMENT/EQUIPMENT	100,000.
TULSA COMMUNITY FOUNDATION 7030 S. YALE AVE. #600 TULSA, OK 74136		PC	CAPACITY BUILDING AND OPERATING SUPPORT	10,850.
TULSA GIRLS ART SCHOOL PROJECT INC 2202 E. ADMIRAL BLVD. TULSA, OK 74110		PC	PROGRAM SUPPORT AND GENERAL FUNDRAISING	850.
TULSA ZOO MANAGEMENT, INC. 6421 E. 36TH ST. NORTH TULSA, OK 74115		PC	CAPITAL IMPROVEMENT/EQUIPMENT AND GENERAL FUNDRAISING	259,540.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73019		PC	PROGRAM SUPPORT	20,395.
UNIVERSITY OF TULSA 800 SOUTH TUCKER DRIVE TULSA, OK 74104		PC	CAPITAL IMPROVEMENT/EQUIPMENT	2,500,000.
YOUTH SERVICES FOR OKLAHOMA COUNTY, INC. 201 NE 50TH STREET OKLAHOMA CITY, OK 73105		PC	GENERAL FUNDRAISING	500.
Total from continuation sheets				

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
TRUST COMPANY OF OKLAHOMA	72,545.	72,545.	0.
TOTAL TO PART I, LINE 3	72,545.	72,545.	0.

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
AMORTIZATION & ACCRETION	-93,632.	0.	-93,632.	-93,632.	0.
DIVIDENDS - TRUST COMPANY OF OKLAHOMA	1,654,537.	0.	1,654,537.	1,654,537.	0.
INTEREST - TRUST COMPANY OF OKLAHOMA	1,852,977.	0.	1,852,977.	1,852,977.	0.
TO PART I, LINE 4	3,413,882.	0.	3,413,882.	3,413,882.	0.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	586.	586.	0.
PROGRAM RELATED INVESTMENT INTEREST INCOME	15,390.	15,390.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	15,976.	15,976.	0.

FORM 990-PF — LEGAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,006.	0.	0.	1,006.
TO FM 990-PF, PG 1, LN 16A	1,006.	0.	0.	1,006.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	3,700.	0.	0.	3,700.
BROKER FEES	85,913.	85,913.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	89,613.	85,913.	0.	3,700.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	47,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	47,000.	0.	0.	0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECT CHARITY EXPENSE	765.	0.	0.	765.
DUES	2,380.	1,130.	0.	1,250.
ENTERTAINMENT	2,436.	0.	0.	2,436.
MISCELLANEOUS	443.	0.	0.	443.
TRAINING EXPENSE	2,130.	0.	0.	2,130.
TELEPHONE	411.	0.	0.	411.

COMPUTER/PRINTER	47,891.	29,336.	0.	18,555.
OFFICE SUPPLIES	848.	0.	0.	848.
MISCELLANEOUS OFFICE EXPENSE	52.	0.	0.	52.
POSTAGE	146.	0.	0.	146.
INSURANCE	1,117.	0.	0.	1,117.
CPE TRAINING	1,604.	1,604.	0.	0.
TO FORM 990-PF, PG 1, LN 23	60,223.	32,070.	0.	28,153.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	21,635,884.	19,891,684.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,635,884.	19,891,684.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	53,550,963.	55,620,625.
TOTAL TO FORM 990-PF, PART II, LINE 10C	53,550,963.	55,620,625.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
F. ROGER HARDESTY 4141 N. MEMORIAL TULSA, OK 74145	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
DONNA J. HARDESTY 4141 N. MEMORIAL TULSA, OK 74145	VICE-PRESIDENT & DIRECTOR 1.00	0.	0.	0.
MICHELLE HARDESTY 4141 N. MEMORIAL TULSA, OK 74145	EXECUTIVE DIRECTOR 40.00	84,538.	7,730.	0.
MARILYN COX 4141 N. MEMORIAL TULSA, OK 74145	SECRETARY 1.00	0.	0.	0.
ALEX CRISTO 4141 N. MEMORIAL TULSA, OK 74145	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		84,538.	7,730.	0.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

F. ROGER HARDESTY
DONNA J. HARDESTY
MICHELLE HARDESTY

Statement of Value and Activity

November 1, 2016 - November 30, 2016

Asset Detail

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Cash & Equivalents						
Money Market Funds						
Fidelity Government Port-Ins	41,499,843 63	$41,499,843 63	$41,499,843 63	$0.00	$128,649.52	0.31%
Total Cash & Equivalents		$41,499,843.63	$41,499,843 63	$0.00	$128,649 52	
Fixed Income						
Corporate Obligations						
Goldman Sachs Group 5 625% 1/15/17	1,250,000 00	$1,256,412 50	$1,264,874 42	-$8,461 92	$70,312 50	5 60%
Goldman Sachs Group 6.250% 9/01/17	1,250,000 00	$1,291,825.00	$1,289,746 85	$2,078.15	$78,125 00	6 05%
Morgan Stanley MTN 5.950% 12/28/17	4,000,000 00	$4,179,040.00	$4,064,728 38	$114,311.62	$238,000 00	5 69%
Goldman Sachs Group 5 950% 1/18/18	1,250,000 00	$1,306,162.50	$1,287,734 23	$18,428.27	$74,375 00	5.69%
Goldman Sachs GP 6.150% 4/01/18	1,250,000.00	$1,318,487 50	$1,289,618 17	$28,869.33	$76,875 00	5.83%
HSBC USA Inc New 2.000% 8/07/18	3,565,000 00	$3,567,210 30	$3,575,836.35	-$8,626.05	$71,300 00	2.00%
Deutsche Bk AG 2 850% 5/10/19	1,595,000 00	$1,575,860.00	$1,599,558 07	-$23,698.07	$45,457.50	2.88%
Barclays PLC 2.875% 6/08/20	2,000,000.00	$1,975,860 00	$1,985,000.00	-$9,140.00	$57,500 00	2.91%
Williams Cos Inc DEL 7 875% 9/01/21	441,000 00	$503,842 50	$478,383.52	$25,458 98	$34,728 75	6.89%
Oneok Inc 4 250% 2/01/22	5,753,000 00	$5,623,557 50	$5,408,071.33	$215,486 17	$244,502 50	4 35%
Williams Partners 6.125% 7/15/22	4,012,000 00	$4,117,034 16	$4,133,625.12	-$16,590 96	$245,735.00	5.97%
Royal Bk Scotlnd Grp 6.125% 12/15/22	5,000,000 00	$5,180,800 00	$5,303,225.07	-$122,425 07	$306,250 00	5 91%
Williams Cos Inc 3.700% 1/15/23	953,000 00	$898,202.50	$883,135.78	$15,066.72	$35,261 00	3 93%
Williams Ptnrs/Acmp 4 875% 5/15/23	64,000 00	$64,772 48	$64,833 59	-$61 11	$3,120 00	4 82%
E M C Corp Mass 3 375% 6/01/23	9,500,000 00	$8,578,025 00	$7,869,415.00	$708,610 00	$320,625 00	3 74%
Royal Bk Scotlnd 6 100% 6/10/23	200,000.00	$203,238.00	$204,327.58	-$1,089.58	$12,200.00	6.00%
Oke 7 500% 9/01/23	5,111,000.00	$5,785,038 68	$5,123,925 03	$661,113 65	$383,325 00	6.63%
Royal Bk Scotland Gr 6.000% 12/19/23	280,000 00	$283,225.60	$284,282.49	-$1,056.89	$16,800 00	5.93%

Statement of Value and Activity

November 1, 2016 - November 30, 2016

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Williams Cos Inc 4 550% 6/24/24	420,000 00	$409,500 00	$412,888 00	-$3,388.00	$19,110 00	4 67%
Conocophillips CO 3 350% 11/15/24	5,000,000.00	$4,914,950 00	$4,357,500 00	$557,450 00	$167,500.00	3.41%
Citigroup Inc 5.500% 9/13/25	2,367,000.00	$2,587,580.73	$2,523,457.60	$64,123 13	$130,185.00	5.03%
Total Fixed Income		$55,620,624.95	$53,404,166 58	$2,216,458.37	$2,631,287 25	
Equities						
Energy						
California Resources Corp	5,315.00	$92,481.00	$380,615 15	-$288,134 15	$0.00	0.00%
Laredo Petroleum Holdings	50,000 00	$799,500.00	$873,100.00	-$73,600 00	$0.00	0.00%
Occidental Petroleum	107,692 00	$7,684,901.12	$10,420,028.89	-$2,735,127.77	$327,383.68	4.26%
Oneok	50,000 00	$2,746,500 00	$1,921,575 00	$824,925.00	$123,000.00	4.48%
		$11,323,382.12	$13,595,319.04	-$2,271,936 92	$450,383.68	
Industrial						
Caterpillar Tractor	58,333 00	$5,574,301 48	$5,839,257.22	-$264,955 74	$179,665 64	3 22%
		$5,574,301 48	$5,839,257.22	-$264,955.74	$179,665.64	

Asset Detail Section (continued)

Statement of Value and Activity

November 1, 2016 - November 30, 2016

Description	Shares / PV	Market Value	Cost Basis	Unrealized G/L	Est. Ann. Income	Current Yield
Other Equity						
Verizon Communications	60,000.00	$2,994,000.00	$2,999,922.00	-$5,922.00	$138,600.00	4.63%
		$2,994,000 00	$2,999,922 00	-$5,922 00	$138,600.00	
Total Equities		$19,891,683.60	$22,434,498 26	-$2,542,814.66	$768,649.32	
Total All Assets		**$117,012,152.18**	**$117,338,508.47**	**-$326,356.29**	**$3,528,586.09**	

This statement includes information regarding market value that is obtained from sources believed to be accurate. However, the issuance of this statement carries no warranty, either expressed or implied, as to accuracy or merchantability.