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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation C W Titus Foundation		A Employer identification number 23-7016981	
Number and street (or P O box number if mail is not delivered to street address) 427 S Boston Ave		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Tulsa, OK 74103		B Telephone number (see instructions)	
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) \$ 34,206,268	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	138	138		
	4 Dividends and interest from securities	1,138,018	1,138,018		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	49,905			
	b Gross sales price for all assets on line 6a 438,725				
	7 Capital gain net income (from Part IV, line 2)		49,905		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,188,061	1,188,061		
	13 Compensation of officers, directors, trustees, etc	60,000			6,000
	14 Other employee salaries and wages	20,400			2,040
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,872			587
	b Accounting fees (attach schedule)	2,405			241
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,777			615
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	10,611			1,061
	21 Travel, conferences, and meetings	4,255			426
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,665			668
	24 Total operating and administrative expenses. Add lines 13 through 23	119,985	0		11,638
	25 Contributions, gifts, grants paid	1,660,500			1,660,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,780,485	0		1,672,138
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-592,424			
	b Net investment income (if negative, enter -0-)		1,188,061		
c Adjusted net income (if negative, enter -0-)				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	18,968	24,062	24,062
	2	Savings and temporary cash investments	812,547	603,954	603,954
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,400,944	2,011,969	33,575,698
	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 ▶ 9,467 Less accumulated depreciation (attach schedule) ▶ 6,913	2,554	2,554	2,554
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,235,013	2,642,539	34,206,268	
Liabilities	17	Accounts payable and accrued expenses	2,641	2,591	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,641	2,591	
	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	3,232,372	2,639,948	
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			
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)	3,232,372	2,639,948	
31		Total liabilities and net assets/fund balances (see instructions) .	3,235,013	2,642,539	

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 3,232,372
2	Enter amount from Part I, line 27a	2 -592,424
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 2,639,948
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 2,639,948

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)
1 a PepsiCo Holdings Inc	P	1980-09-30	2016-06-30
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 438,725		388,820	49,905
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			49,905
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	49,905
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,834,121	31,626,185	0 057994
2014	1,613,455	37,166,626	0 043411
2013	1,831,583	35,584,108	0 051472
2012	1,627,743	34,721,940	0 046879
2011	1,348,055	33,327,189	0 040449

2 Total of line 1, column (d)	2	0 240206
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 048041
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	32,353,578
5 Multiply line 4 by line 3	5	1,554,298
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,881
7 Add lines 5 and 6	7	1,566,179
8 Enter qualifying distributions from Part XII, line 4	8	1,672,138

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	11,881
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	11,881
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	11,881
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	24,763
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	24,763
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	12,882
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 12,882 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► C W Titus Foundation Telephone no ► (918) 582-8095			

Located at ► 427 S Boston Ave Tulsa OK ZIP+4 ► 74103

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
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 2016? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	5b		
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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? ☐ Yes ☒ No	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 (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Timothy T Reynolds 427 S Boston Ave Tulsa, OK 74103	Trustee 10 00	0	0	0
Michael E Davison 2419 E Rosebrier Springfield, MO 658043958	Director 10 00	30,000	0	0
Megan Crowder 955 Tipton Lane Columbus, IN 47201	Director 10 00	30,000	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	32,174,040
b	Average of monthly cash balances.	1b	672,232
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	32,846,272
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	32,846,272
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	492,694
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	32,353,578
6	Minimum investment return. Enter 5% of line 5.	6	1,617,679

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	1,617,679
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	11,881
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,881
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,605,798
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,605,798
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	1,605,798

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	1,672,138
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,672,138
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	11,881
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,660,257

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,605,798
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,544,748	
b Total for prior years 20____, 20____, 20____		4,407,756		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,672,138</u>				
a Applied to 2015, but not more than line 2a			1,544,748	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				127,390
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		4,407,756		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		4,407,756		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,478,408
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
None

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 ☐ 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
Timothy T Reynolds
427 S Boston Suite 950
Tulsa, OK 74103
(918) 582-8095

b The form in which applications should be submitted and information and materials they should include
Request for grant and detail of objectives to be met

c Any submission deadlines
None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
Must be a 503(c)(3) organization That grant funds must be used for the purpose of the request, with feedback by the organization required

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,650,500
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

523930

138

14

4 Dividends and interest from securities.

523000

1,138,018

14

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**9** Net income or (loss) from special events**10** Gross profit or (loss) from sales of inventory**11** Other revenue **a** _____**b** _____**c** _____**d** _____**e** _____**12** Subtotal. Add columns (b), (d), and (e).

1,138,156

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,138,156

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

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

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

03 Source of revenue

04 Source of revenue

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

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

Print/Type preparer's name R P Varner CPA	Preparer's Signature	Date 2017-04-27	Check if self-employed ☐	PTIN P01302673
Firm's name ▶ R P Varner Co PC				Firm's EIN ▶ 73-1624180
Firm's address ▶ 2727 E 21st St Ste 108 Tulsa, OK 74114				Phone no (918) 743-3132

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Alzheimers Assoc OK Chapter 2448 E 81st St Ste 3000 Tulsa, OK 74137			General Operating Expenses	20,000
Ambassadors for Children PO Box 3947 Springfield, MO 65808			Kids Closet Program	15,000
American Diabetes Assoc - Tulsa 6600 S Yale Ste 1310 Tulsa, OK 741363346			General Operating Expenses	20,000
American Heart Assoc Tulsa 2227 E Skelly Dr Tulsa, OK 741055913			General Operating Expenses	20,000
American Red Cross Tulsa 10151 E 11th St Tulsa, OK 741283098			General Operating Expenses	20,000
American Red Cross Joplin 410 Jackson Joplin, MO 64801			General Operating Expenses	20,000
Bartholomew County Humane Society PO Box 1088 Columbus, IN 47202			Purchase pet food	30,000
Childrens Mercy Hospital 2401 Gillham Road Kansas City, MO 64108			HematologyOncology Dept	50,000
Community Action Resource Assoc 3636 N Peoria Tulsa, OK 74106			General Operating Expenses	5,000
Community Clinic of Joplin 701 S Joplin Ave Joplin, MO 64801			General Operating Expenses	50,000
Crisis Pregnancy Outreach PO Box 1113 Jenks, OK 74037			General Operating Expenses in the Tulsa area	10,000
Crosstown Learning Center 2501 E Archer Tulsa, OK 74110			Classroom Supplies	15,000
Discovery Center 438 St Louis St Springfield, MO 65806			Sponsor Night at the Museum	20,000
Drury University 900 N Benton Ave Springfield, MO 65802			Help Fund the Study Abroad Scholarship	10,000
Gilcrease Museum 1400 N Gilcrease Museum Rd Tulsa, OK 741272100			General Operating Expenses in the Tulsa Area	50,000
Total ► 3a				1,650,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Girl Scouts of Eastern Oklahoma 2432 E 51st St Tulsa, OK 741056002			General operating expenses in the Tulsa area	10,000
Goodwill Industries of Tulsa 2800 Southwest Boulevard Tulsa, OK 741073817			General Operating Expenses	5,000
GYN Cancer Alliance 3023 S Fort Ste D Springfield, MO 65807			Sponsor the Teal to Heal Ball	25,000
Harvest House Outreach 1439 E 71st St Tulsa, OK 74136			Generl Operating Expenses	10,000
Hospice of Green Country 1120 S Boston Ave Ste 200 Tulsa, OK 74119			General Operating Expenses	20,000
Humane Society of Southwest Missouri 3161 W Norton Rd Springfield, MO 65803			General Operating Expenses	80,000
Indian Nations Council of Boy Scout 4295 S Garnett Rd Tulsa, OK 741464261			General Operating Expenses	10,000
Iron Gate Foundation 501 S Cincinnati Ave Tulsa, OK 74103			General Operating Expenses	20,000
John 316 Mission 575 N 39th West Ave Tulsa, OK 74127			General Operating Expenses	20,000
Joplin Public Library 300 S Main St Joplin, MO 648012384			Childrens Library named Rosemary Titus Reynolds	100,000
Lafayette House PO Box 1765 Joplin, MO 648021765			General Operating Expenses	40,000
Little Light House 5120 E 36th St Tulsa, OK 741355228			Fund volunteer coordinator position	18,500
Meals on Wheels Tulsa 12620 E 31st St Tulsa, OK 741462307			General Operatin Expenses	15,000
Missouri Institute for Nat Science 2327 W Farm Road 190 Springfield, MO 65810			Building Expenses	35,000
Missouri Southern Foundation 3950 Newman Road Joplin, MO 64801			Refurbish and Remodel Reynolds Building	100,000
Total ►				1,650,500
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Neighbor for Neighbor 505 E 36th St North Tulsa, OK 74106			General Operating Expenses	20,000
Neighbors Along the Line 5000 Charles Page Blvd Tulsa, OK 74127			General Operating Expenses	10,000
Oklahoma Special Olympics 6835 S Canton Ave Tulsa, OK 741363429			General Operating Expenses	10,000
Ozark Greenways Inc PO Box 50733 Springfield, MO 65803			Construction of the Trail of Honor	50,000
Ozarks Public Broadcasting TV 901 S National Ave Springfield, MO 65897			Childrens Programming	100,000
Philbrook Museum of Art 2727 S Rockford Tulsa, OK 74152			General Operating Expenses	50,000
Reading Partners of Tulsa 110 W 7th St Tulsa, OK 74119			General Operating Expenses	2,000
Resonance Center for Women 1608 S Elwood Ave Tulsa, OK 74119			General Operating Expenses	10,000
Retired Senior Volunteer RSVP 5756 E 31st St Tulsa, OK 74135			General Operating Expenses	5,000
Ronal McDonal House of Tulsa 6102 S Hudson Tulsa, OK 741362020			General Operating Expenses	10,000
St Jude Childrens Hospital 501 St Judes Place Dept HDP Memphis, TN 381059959			General Operating Expenses	25,000
Salvation Army Joplin 320 E 8th St Joplin, MO 648021362			Support transitional housing project in the Joplin	10,000
Salvation Army Tulsa PO Box 397 Tulsa, OK 741014400			General OPerating Expenses	10,000
Southwest Missouri Alzheimers Asso 1630 E Elfindale Springfield, MO 65807			General Operating Expenses in the SW Missouri area	25,000
Springfield Greene County Library 4653 S Campbell Ave Springfield, MO 65810			Renovation of the Brentwood Branch	150,000
Total ► 3a				1,650,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Street School 1135 S Yale Tulsa, OK 74112			General Operating Expenses	10,000
Tulsa Ballet 1212 E 45yh Pl Tulsa, OK 74105			General Operating Expenses	50,000
Tulsa Boys Home PO Box 1101 Tulsa, OK 741011101			General Operating Expenses	10,000
Tulsa CASA 700 S Boston Ste 230 Tulsa, OK 74119			General Operating Expenses	5,000
Tulsa Day Center 415 W Archer Tulsa, OK 74103			Case Management and Eviction Prevention Program	20,000
Tulsa Debate League 5223 S Harvard D Tulsa, OK 74135			General Operating Expenses	5,000
Tulsa Girls Art School 2202 E Admiral Blvd Tulsa, OK 74110			General Operating Expenses	10,000
Tulsa Opera 1610 S Boulder Tulsa, OK 74119			Season Sponsor for the 2016-2017 season	50,000
Tulsa Symphony 117 N Boston Ave Ste 201 Tulsa, OK 74103			General Operating Expenses	50,000
Tulsa Zoo 6421 E 36th St North Tulsa, OK 741152121			General Operating Expenses	25,000
Visiting Nurses Assoc 7875 E 51st Ste N-3 Tulsa, OK 74145			General Operating Expenses	10,000
Volunteers in Medicine 940 N Marr Rd Ste B Columbus, IN 472012610			General Operating Expenses	50,000
Youth at Heart PO Box 35798 Tulsa, OK 741530798			General Operating Expenses	5,000
Total ► 3a				1,650,500

TY 2016 Accounting Fees Schedule**Name:** C W Titus Foundation**EIN:** 23-7016981

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax preparation and accounting	2,405	0	0	241

TY 2016 Investments Corporate Stock Schedule**Name:** C W Titus Foundation**EIN:** 23-7016981

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Alliant Energy Corp	401,253	947,250
AT&T Inc	68,520	223,878
BP PLC	61,326	870,580
Chevron Corp	18,569	636,522
Empire District Electric Co	529,509	818,160
Exxon Mobil Corp	592,478	29,334,500
Frontier Communications Corp	1,511	1,244
Verizon Communications	35,777	81,992
WEC Energy Group Inc	303,026	661,572
Pepco Hldgs	0	0

**TY 2016 Land, Etc.
Schedule****Name:** C W Titus Foundation**EIN:** 23-7016981

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and equipment	9,467	0	9,467	0

TY 2016 Legal Fees Schedule**Name:** C W Titus Foundation**EIN:** 23-7016981

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foundation counsel	5,872	0	0	587

TY 2016 Other Expenses Schedule**Name:** C W Titus Foundation**EIN:** 23-7016981**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance expense	828	0	0	83
Office supplies and expense	561	0	0	56
Parking	3,725	0	0	373
Telephone expense	930	0	0	93
Miscellaneous	466	0	0	47
Miscellaneous income reclassif	155	0	0	16

TY 2016 Taxes Schedule**Name:** C W Titus Foundation**EIN:** 23-7016981

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll tax expense	6,151	0	0	615
Prepaid Fed Form 990 tax	3,626	0	0	0