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

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2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending

Name of foundation <b>LESLIE POWELL TRUST</b>		<b>A</b> Employer identification number 73-6206326
Number and street (or P.O. box number if mail is not delivered to street address) <b>1525 MAGNOLIA-C/O LISA SUMMERS, CPA</b>		<b>B</b> Telephone number (see instructions) (405) 321-2152
City or town, state or province, country, and ZIP or foreign postal code <b>NORMAN OK 73072</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,410,414.		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

**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)
<b>REVENUE</b>				
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments . . . . .	1.	1.	1.	
4 Dividends and interest from securities . . . . .	43,429.	43,429.	43,429.	
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .				
b Gross sales price for all assets on line 6a . . . . .				
7 Capital gain net income (from Part IV, line 2) . . . . .		0.		
8 Net short-term capital gain . . . . .			0.	
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .				
<b>K-1 ORDINARY INCOME</b>	-1,398.	-1,398.	-1,398.	
12 Total Add lines 1 through 11. . . . .	42,032.	42,032.	42,032.	
<b>ADMINISTRATIVE AND EXPENSES</b>				
13 Compensation of officers, directors, trustees, etc. . . . .				
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach sch.) . . . . .	1,762.	1,762.	1,762.	
c Other professional fees (attach sch.) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) See Line 18 Stmt	1,606.	1,606.	139.	
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) See Line 23 Stmt	1,249.	13,842.	6,352.	
24 Total operating and administrative expenses Add lines 13 through 23 . . . . .	4,617.	17,210.	8,253.	
25 Contributions, gifts, grants paid . . . . .	72,000.			72,000.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	76,617.	17,210.	8,253.	72,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements . . . . .	-34,585.			
b Net investment income (if negative, enter -0-) . . . . .		24,822.		
c Adjusted net income (if negative, enter -0-) . . . . .			33,779.	

917 22

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing . . . . .		97.	107.	107.
	2	Savings and temporary cash investments . . . . .		59,149.	64,557.	64,557.
	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 sch) . . . . .				
		Less allowance for doubtful accounts . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments — U S and state government obligations (attach schedule) . . . . .				
	b	Investments — corporate stock (attach schedule) . . . . .		127,051.	92,889.	120,668.
	c	Investments — corporate bonds (attach schedule) . . . . .		122,776.	71,386.	72,091.
	LIABILITIES	11	Investments — land, buildings, and equipment basis . . . . .			
		Less accumulated depreciation (attach schedule) . . . . .				
12		Investments — mortgage loans . . . . .				
13		Investments — other (attach schedule) . . . . .		1,097,230.	1,102,697.	1,152,638.
14		Land, buildings, and equipment basis . . . . .				
		Less accumulated depreciation (attach schedule) . . . . .				
15		Other assets (describe . . . . .)		495.	353.	353.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I). . . . .		1,406,798.	1,331,989.	1,410,414.
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
NET ASSETS OR FUND BALANCES	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, & other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe . . . . .)				
	23	Total liabilities (add lines 17 through 22) . . . . .				
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	25	Unrestricted . . . . .				
	26	Temporarily restricted . . . . .				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .				
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .					
29	Retained earnings, accumulated income, endowment, or other funds . . . . .		1,406,798.	1,331,989.		
30	Total net assets or fund balances (see instructions) . . . . .		1,406,798.	1,331,989.		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .		1,406,798.	1,331,989.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	1,406,798.
2	Enter amount from Part I, line 27a . . . . .	2	-34,585.
3	Other increases not included in line 2 (itemize) . . . . . See Other Increases Stmt	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,372,213.
5	Decreases not included in line 2 (itemize) . . . . . See Other Decreases Stmt	5	40,224.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 . . . . .	6	1,331,989.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	SEE SCHED ATT	P	Various	Various
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 385,157.		412,789.	-27,632.
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			-27,632.
b			
c			
d			
e			

  

2 Capital gain net income or (net capital loss) . . . . .	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	2	-27,632.
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 . . . . .	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-            in Part I, line 8         </div>	3	-393.

**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))
2015	72,000.	1,410,603.	0.051042
2014	72,000.	1,403,051.	0.051317
2013	72,000.	1,448,534.	0.049705
2012	77,369.	1,370,091.	0.056470
2011	66,000.	1,296,935.	0.050889

  

2 Total of line 1, column (d) . . . . .	2	0.259423
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	0.051885
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5. . . . .	4	1,373,320.
5 Multiply line 4 by line 3 . . . . .	5	71,255.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	248.
7 Add lines 5 and 6. . . . .	7	71,503.
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	72,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter. (attach copy of letter if necessary — see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	248.
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	248.
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	248.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	1,632.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,632.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,384.	
11 Enter the amount of line 10 to be. Credited to 2017 estimated tax	11	1,384.	Refunded

**Part VII A Statements Regarding Activities**

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

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

	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 . . . . . N/A		
14 The books are in care of . . . . . LISA SUMMERS, CPA . . . . . Telephone no . . . . . (405) 321-2152		
Located at . . . . . 1525 MAGNOLIA . . . . . NORMAN . . . . . OK . . . . . ZIP + 4 . . . . . 73072		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .		<input type="checkbox"/>
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? . . . . .	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**

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1 b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>		
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? . . . . .	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) . . . . .	2 b	
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 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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) . . . . .	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? . . . . .	4 b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5 b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

6 b

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

If 'Yes' to 6b, file Form 8870

**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

7 b

**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TOM SUTHERLIN 154 NW 36TH LAWTON OK 73505	TRUSTEE 2.00	0.	0.	0.
ROBERT ROSS 513 SW "C" AVENUE LAWTON OK 73501	TRUSTEE 2.00	0.	0.	0.
ALAN JOLLY 8414 SW WILLOW LAWTON OK 73507	TRUSTEE 2.00	0.	0.	0.

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

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

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

None

**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		None

**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 NONE	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1 a 1,394,131.
b	Average of monthly cash balances	1 b 102.
c	Fair market value of all other assets (see instructions)	1 c
d	Total (add lines 1a, b, and c)	1 d 1,394,233.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 1,394,233.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 20,913.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 1,373,320.
6	Minimum investment return. Enter 5% of line 5	6 68,666.

**Part XIII 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 68,666.
2a	Tax on investment income for 2016 from Part VI, line 5	2 a 248.
b	Income tax for 2016 (This does not include the tax from Part VI)	2 b
c	Add lines 2a and 2b	2 c 248.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 68,418.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 68,418.
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 68,418.

**Part XIII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a 72,000.
b	Program-related investments — total from Part IX-B	1 b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3 a
b	Cash distribution test (attach the required schedule)	3 b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 72,000.
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)	5 248.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 71,752.

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 . . . . .				68,418.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only . . . . .			6,601.	
b Total for prior years: 20__ 20__ 20__ . . . . .				
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . . . 0.				
b From 2012 . . . . . 0.				
c From 2013 . . . . . 0.				
d From 2014 . . . . . 0.				
e From 2015 . . . . . 0.				
f Total of lines 3a through e . . . . . 0.				
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 72,000.				
a Applied to 2015, but not more than line 2a . . . . .			6,601.	
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 . . . . .				65,399.
e Remaining amount distributed out of corpus . . . . . 0.				
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 . . . . . 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 . . . . .				
d Subtract line 6c from line 6b Taxable amount — see instructions . . . . . 0.				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount — see instructions . . . . . 0.				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				3,019.
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) . . . . . 0.				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . . 0.				
10 Analysis of line 9.				
a Excess from 2012 . . . . . 0.				
b Excess from 2013 . . . . . 0.				
c Excess from 2014 . . . . . 0.				
d Excess from 2015 . . . . . 0.				
e Excess from 2016 . . . . . 0.				

BAA

Form 990-PF (2016)

**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 2016, 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)

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 . . . . .

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 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) )

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

**Part VII 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
<b>a Paid during the year</b> LESLIE POWELL FOUNDATION 716 "D" AVENUE LAWTON OK 73501		PRIVATE OPERATING FOUNDATION	REQUIRED BY THE GOVERNING INSTRUMENT	72,000.
<b>Total . . . . .</b>			<b>3 a</b>	72,000.
<b>b Approved for future payment</b> LESLIE POWELL FOUNDATION 706 "D" AVENUE LAWTON OK 73501	NONE	PRIVATE OPERATING FOUNDATION	AS REQUIRED BY GOVERNING INSTRUMENT  ALL DISTRIBUTABLE 2016 INCOME WILL BE DISTRIBUTED	72,000.
<b>Total . . . . .</b>			<b>3 b</b>	72,000.

<b>Part XVI-A</b>	<b>Analysis of Income-Producing Activities</b>
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Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	1.	
4	Dividends and interest from securities . . . . .			14	43,429.	
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 . . . . .			14	-1,398.	
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) . . . . .				42,032.	
13	Total. Add line 12, columns (b), (d), and (e) . . . . .					42,032

(See worksheet in line 13 instructions to verify calculations )

<b>Part XVI-B</b>	<b>Relationship of Activities to the Accomplishment of Exempt Purposes</b>
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[illegible]



Form 990-PF, Page 1, Part I, Line 18

**Line 18 Stmt**

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FED EXCISE TAX	1,467.	1,467.		
FOREIGN TAX PAID	139.	139.	139.	
Total	<u>1,606.</u>	<u>1,606.</u>	<u>139.</u>	

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BROKER CHARGES	0.	12,593.	5,120.	
INSURANCE	1,232.	1,232.	1,232.	
MISC	17.	17.		
ADJUSTMENT DUE TO ROUNDING				
Total	<u>1,249.</u>	<u>13,842.</u>	<u>6,352.</u>	

Form 990-PF, Page 2, Part III, Line 3

**Other Increases Stmt**

CAPITAL GAINS NOT INCL IN COL A		
SALE OF FRAC SHARES		
Total		

Form 990-PF, Page 2, Part III, Line 5

**Other Decreases Stmt**

CAPITAL LOSS NOT INCLUDED COL A	27,632.
BROKER CHARGES	12,593.
ADJUSTMENT FOR ROUNDING	-1.
Total	<u>40,224.</u>

BOOK VALUE OF INVESTMENTS  
 1ST GLOBAL CAPITAL CORP  
 ATTACHMENT 2016 FORM 990-PF  
 EIN # 73-6206326

DESCRIPTION	# SHARES	PURCHASE DATE	BOOK VALUE 12/31/2016	MARKET VALUE 12/31/2016
<u>ACCRUED INTEREST</u>				
			\$ 352 90	\$ 352 90
<u>EQUITIES</u>				
ABBOTT LABORATORIES	0 VAR 11		\$ -	
ALTERIA GROUP INC	1110 2/1/2011		\$ 9,074 64	\$ 24,343 20
APPLE INC	VAR 09 & 10		\$ -	
ASTRAZENECA	70 VAR 07		\$ -	
CHEVRON CORP NEW	35 3/18/2010		\$ 2,615 77	\$ 4,119 50
CHUBB CORP	0 VAR 06		\$ -	
CHUBB LTD	60 00 1/19/2016		\$ 6,562 80	\$ 7,927 20
CONOCOPHILLIPS	56 VAR 06-09		\$ 2,906 78	\$ 2,807 84
DEUTSCHE TELEKOM AG	315 VAR 01-06		\$ 5,831 79	\$ 5,434 07
EXXON MOBIL CORP	61 VAR 07/08		\$ 5,501 12	\$ 5,505 86
ORANGE ADR (FRMLY FRANCE TEL)	212 VAR 06-10		\$ 4,434 02	\$ 3,209 68
GENERAL ELECTRIC	0 VAR 08-11		\$ -	
GLAXOSMITHKLINE	115 VAR 02-04		\$ 5,322 61	\$ 4,428 65
INTEL CORP	170 VAR 08		\$ -	
I SHARES TR MSCI EAFE INDEX FD	0 6/6/2011		\$ -	
MARKS & SPENCER GROUP SPON /	55 VAR 03-08		\$ 3,304 99	\$ 2,205 75
MCDONALDS CORP	0 11/22/2006		\$ -	
MERCK & CO INC NEW COM	63 5/19/2006		\$ 1,616 31	\$ 3,708 81
NIPPON TEL & TEL CORP SPONS	54 6/15/2007		\$ 1,214 39	\$ 2,271 78
PEPSICO INC	61 8/19/2006		\$ 4,261 26	\$ 6,382 43
PFIZER INC	0 VAR 04-11		\$ -	
PG & E CORP	0 VAR 10		\$ -	
QUALCOMM INC	0 VAR 08-10		\$ -	
SAINSBURY (J) ADR EA REP	100 4/1/2011		\$ -	
SANOFI SPONSORED ADR	0 VAR 06		\$ -	
SUMITOMO MITSUI FINANCIAL GR	0 VAR 07		\$ -	
SUBURBAN PROPANE PTNRS	670		\$ 17,827 24	\$ 20,140 20
SYS CO CORP	452 4/8/2011		\$ 13,183 95	\$ 25,027 24
TAKEDA PHARMACEUTICAL CO LTC	0 VAR 11		\$ -	
TELECOM ITALIA SPA SPONS ADR	355 VAR 03-10		\$ 9,230 96	\$ 3,155 95
TOTAL ADR EACH REP	85 VAR 10		\$ -	
SUBTOTAL EQUITIES			\$ 92,888 63	\$ 120,668 16
<u>FIXED INCOME</u>				
GENWORTH FINANCIAL INC	50000 5/20/2010		\$ 50,159 10	\$ 49,250 00
HANESBRANDS INC SR 6 375%	50000 3/24/2012		\$ -	
LLOYDS TSB BANK PLC NOTE	20000 3/25/2011		\$ 21,227 37	\$ 22,841 20
SUBTOTAL FIXED INCOME			\$ 71,386 47	\$ 72,091 20
<u>MUTUAL FUNDS</u>				
AMERICAN BEACON SMALL CAP	2766 188 9/23/2016		\$ 69,535 01	\$ 76,429 77
BROADWAY LARGE CAP GROTH	1601 349+37 4' 9/23/2016		\$ -	
BROADWAY LARGE CAP GROTH	4284 832 7/6/2015		\$ 140,893 84	\$ 144,951 28
BROWN CAPITAL MGT SMALL CO	822 352 6/27/2012		\$ 48,545 00	\$ 60,368 86
FIDELITY ADV-NEW INSIGHTS	0 3/15/2013		\$ -	
DEUTSCHE ENHANCED COMMODITI	3609 099 9/23/2016		\$ 44,177 59	\$ 42,515 19
DIAMOND HILL SMALL CAP FND	1853 701 3/17/2014+ REIV		\$ -	
DOUBLELINE TOTAL RET BND FND	6520 228 8/28/2013+ REIN		\$ 71,185 69	\$ 69,100 11
INVESCO GLOBAL REAL ESTATE	0 2013 + REIV		\$ -	
I SHARES COR S&P 500	458 3/17/2014& 15		\$ 94,447 07	\$ 103,045 42
I SHARES CORE US AGGRGA BND	404 9/15/2014		\$ 44,321 56	\$ 43,656 24
MFS INTERNATL VALUE FD	1392 516 3/19/2013		\$ 42,413 30	\$ 47,536 13
OPPENHEIMER DEV MARKETS FD	1511 467 3/19/2013 & 9/16		\$ 53,069 29	\$ 48,321 60
OPPENHEIMER INTL GROWTH	1277 93 3/19/2013		\$ 44,810 87	\$ 44,318 61
OPPENHEIMER SENIOR FLT RATE	6701 962 3/17/2014+ REIV		\$ 55,437 15	\$ 54,480 50
PIMCO COMMODITIES PLUS	10190 437 3/15/2013+ REIV		\$ -	
PIMCO INCOME FUND INSTL	5949 31 VAR 2013+REIV		\$ 73,126 82	\$ 71,816 02
PIMCO STOCKSPUS INTL	8366 492 7/6/2015		\$ 67,236 42	\$ 64,254 66
PRINCIPAL GLBL REAL EST	3382 359 7/6/2015		\$ 13,757 99	\$ 13,162 42
TEMPLETON GLOBAL BOND ADVIS	6035 4 VAR 11 & 03/13		\$ -	
TCW EMERGING MKTS INC	0 3/15/2013		\$ -	
T ROWE PRICE REAL EST FND	1638 246 2014+REINV		\$ 38,197 78	\$ 46,690 01
WESTWOOD SHORT DUR HGHYLD	0 2014 + REINV		\$ -	
VANGUARD INTL EQUITY INDEX	863 2014 & 2015		\$ 33,124 40	\$ 30,878 14
VANGUARD EQUITY INC INVESTOR	10238 67 06/12 & 03/13 &		\$ 121,875 54	\$ 144,783 64
VOYA HIGH YIELD BOND CL 1	5762 35 7/6/2015		\$ 46,441 69	\$ 46,329 29
SUBTOTAL MUTUAL FUNDS			\$ 1,102,697 01	\$ 1,152,637 89
TOTAL BOOK VALUE OF INVESTMENTS AND ACCO INT			\$ 1,267,325 01	\$ 1,345,750 15



LESLIE POWELL TRUST  
 FORM 990-PF 2016- FED ID #73-6206326  
 ATTACHMENT 2  
 GROSS PROCEEDS FROM DISPOSITIONS OF SECURITIES #9695  
 CAPITAL GAINS AND LOSSES FROM DISPOSITIONS

FOR THE YEAR ENDING 12-31-16

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN/(LOSS) LT	GAIN/(LOSS) ST
CHUBB LTD	PURCHASED	VAR 2016	01/19/16	\$ 13,005.35	\$ 4,903.70	\$ 8,101.65	
CHUBB LTD	PURCHASED	01/19/16	01/20/16	\$ 87.59	\$ 86.62		\$ 0.97
DOUBLELINE TOTAL RET	PURCHASED	VAR 2013	01/29/16	\$ 9,007.27	\$ 9,055.49	\$ (48.22)	
INTEL	PURCHASED	VAR 2008	02/16/18	\$ 4,784.01	\$ 2,685.21	\$ 2,098.80	
HANESBRANDS INC	PURCHASED	03/24/12	06/02/16	\$ 51,594.00	\$ 51,389.76	\$ 204.24	
PIMCO COMMODITIES PLU	PURCHASE	2013+ REINV	09/23/16	\$ 60,923.81	\$ 94,575.29	\$ (33,441.63)	\$ (209.85)
PRINCIPAL GLOBAL LIFE	PURCHASED	07/06/15	09/23/16	\$ 17,866.19	\$ 16,346.58	\$ 1,019.61	
TCW EMERGING MKTS	PURCHASED	03/15/16	09/23/16	\$ 33,289.16	\$ 35,780.93	\$ (2,310.52)	\$ (181.25)
ASTRAZENECA	PURCHASED	03/18/10	09/27/16	\$ 4,781.99	\$ 3,458.31	\$ 1,323.68	
DIAMOND HILL SMALL CAF	PURCHASED	3/17/94+VAR	09/27/16	\$ 62,306.43	\$ 62,469.35	\$ (159.80)	\$ (3.12)
SAINSBURY ADR EA	PURCHASED	04/01/11	09/27/16	\$ 1,309.77	\$ 2,368.57	\$ (1,058.80)	
MFS INTL VALUE FND	PURCHASED	03/19/13	09/27/16	\$ 15,594.53	\$ 12,789.75	\$ 2,804.78	
MCDONALDS CORP	PURCHASED	11/22/06	09/27/16	\$ 6,676.28	\$ 2,393.43	\$ 4,282.85	
NIPPON TELE & TELE	PURCHASED	06/15/07	09/27/16	\$ 8,017.34	\$ 3,888.22	\$ 4,129.12	
OPPENHEIMER INTL GRTH	PURCHASED	03/19/13	09/27/16	\$ 11,665.33	\$ 10,922.77	\$ 742.56	
PG&E CORP	PURCHASED	VAR 2010	09/27/16	\$ 8,626.16	\$ 5,717.86	\$ 2,908.30	
SANOFI SPONS	PURCHASED	VAR 2010	09/27/16	\$ 4,610.15	\$ 5,153.24	\$ (543.09)	
SUMITOMO MITSUI FNL	PURCHASED	VAR 2007	09/27/16	\$ 2,085.79	\$ 4,303.59	\$ (2,217.80)	
TAKEDA PHARMACEUTICA	PURCHASED	VAR 2011	09/27/16	\$ 2,008.63	\$ 2,067.46	\$ (58.83)	
TEMPLETON GLOBAL BON	PURCHASED	VAR 2011-13	09/27/16	\$ 66,917.59	\$ 81,933.09	\$ (15,015.50)	
				\$ 385,157.37	\$ 412,789.22	\$ (27,238.60)	\$ (393.25)