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

Name of foundation THE CHARLES & PEGGY STEPHENSON FAMILY FOUNDATION % CHARLES C STEPHENSON JR		A Employer identification number 73-6301100	
Number and street (or P O box number if mail is not delivered to street address) 2225 EAST 30TH STREET		Room/suite	B Telephone number (see instructions) (918) 392-3200
City or town, state or province, country, and ZIP or foreign postal code TULSA, OK 74114		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 198,198,680		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11	11		
	4 Dividends and interest from securities . . .	6,286,460	5,156,460		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,032,265			
	b Gross sales price for all assets on line 6a _____ 115,947,085				
	7 Capital gain net income (from Part IV, line 2) . . .		4,020,179		
	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	12,318,736	9,176,650		
	13 Compensation of officers, directors, trustees, etc	146,633	32,770		76,463
	14 Other employee salaries and wages	35,417	7,915		18,468
	15 Pension plans, employee benefits	57,398	16,153		37,692
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	13,000	2,905	0	6,779
	c Other professional fees (attach schedule)	107,937	877		2,047
	17 Interest	447,583			
	18 Taxes (attach schedule) (see instructions) . . .	291,345	6,234		14,545
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,825	2,419		5,645
	24 Total operating and administrative expenses. Add lines 13 through 23	1,110,138	69,273	0	161,639
	25 Contributions, gifts, grants paid	7,024,706			7,024,706
	26 Total expenses and disbursements. Add lines 24 and 25	8,134,844	69,273	0	7,186,345
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,183,892			
	b Net investment income (if negative, enter -0-)		9,107,377		
c Adjusted net income(if negative, enter -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	87,699	838,343	838,343
	2	Savings and temporary cash investments	1,496,607	2,168,040	2,168,040
	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)	126,115	132,708	132,708
	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)	36,374,185	75,784,700	195,059,589
	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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	38,084,606	78,923,791	198,198,680	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).	39,306,438	75,961,730	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	39,306,438	75,961,730	
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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	-2,428,340	-2,428,340	
	29	Retained earnings, accumulated income, endowment, or other funds	1,206,508	5,390,400	
	30	Total net assets or fund balances (see instructions)	-1,221,832	2,962,060	
31	Total liabilities and net assets/fund balances (see instructions) .	38,084,606	78,923,790		

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	-1,221,832
2	Enter amount from Part I, line 27a	2	4,183,892
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,962,060
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	2,962,060

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 See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	4,020,179
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	9,456,587	133,692,278	0 070734
2014	7,062,533	164,819,881	0 04285
2013	5,742,888	132,278,489	0 043415
2012	3,680,134	65,115,345	0 056517
2011	3,389,367	75,661,106	0 044797
2 Total of line 1, column (d)			2 0 258313
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 051663
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 127,401,903
5 Multiply line 4 by line 3			5 6,581,965
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 91,074
7 Add lines 5 and 6			7 6,673,039
8 Enter qualifying distributions from Part XII, line 4			8 7,186,345

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	91,074
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	
3	Add lines 1 and 2.	3	91,074
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	91,074
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	103,867
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	163,867
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	72,793
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 72,793 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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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	Yes
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 ▶ http://www.stephensonfamilyfoundation.org/	13	Yes	
14	The books are in care of ▶ CHARLES C STEPHENSON JR Telephone no ▶ (918) 329-3200			

Located at **▶** 2225 EAST 30TH STREET TULSA OK ZIP+4 **▶** 74114

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	5b		
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>			
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
CHARLES C STEPHENSON JR 2225 EAST 30TH STREET TULSA, OK 74114	TRUSTEE 0	0	0	0
PEGGY C STEPHENSON 2225 EAST 30TH STREET TULSA, OK 74114	TRUSTEE 0	0	0	0
CYNTHIA A FIELD 6164 S MARION TULSA, OK 74136	MANAGER 0	76,000	0	0
JULIE S ROTMAN 1407 S CARSON AVE TULSA, OK 74119	MANAGER 0	70,633	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
YVONNE BYARD 10804 W 156TH ST S SAPULPA, OK 74066	0 0	35,417	0	0
Total number of other employees paid over \$50,000. ☐ Yes ☒ No				

Part VIII

3 Five high

Total number of others receiving over \$50,000 for professional services. ►

Part IX-A

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

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

1 NONE	
2	
All other program-related investments See instructions	
3	

[illegible]

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	170,991,330
b	Average of monthly cash balances.	1b	3,506,586
c	Fair market value of all other assets (see instructions).	1c	130,530
d	Total (add lines 1a, b, and c).	1d	174,628,446
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	45,286,412
3	Subtract line 2 from line 1d.	3	129,342,034
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,940,131
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	127,401,903
6	Minimum investment return. Enter 5% of line 5.	6	6,370,095

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	6,370,095
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	91,074
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	704,629
c	Add lines 2a and 2b.	2c	795,703
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,574,392
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	5,574,392
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	5,574,392

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	7,186,345
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	7,186,345
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	91,074
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	7,095,271

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				5,574,392
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				0
e From 2015.				1,542,275
f Total of lines 3a through e.	1,542,275			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>7,186,345</u>				
a Applied to 2015, but not more than line 2a			0	
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.				5,574,392
e Remaining amount distributed out of corpus	1,611,953			
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	3,154,228			
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				0
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	3,154,228			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				0
d Excess from 2015.				1,542,275
e Excess from 2016.				1,611,953

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))
See Additional Data Table

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 email 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	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	7,024,706
b <i>Approved for future payment</i>				
Total			3b	

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) Exclusion 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					
4 Dividends and interest from securities. . . .	900099	1,130,000	14	5,156,471	
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	900099	2,012,067	18	4,020,198	
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). .		3,142,067		9,176,669	
13 Total. Add line 12, columns (b), (d), and (e).			13		12,318,736

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 ROBERT SOZA CPA	Preparer's Signature	Date 2017-10-11	Check if self-employed ☐	PTIN P00496569
Firm's name ▶ MARINER CONSULTING LLC				Firm's EIN ▶
Firm's address ▶ 4200 EAST SKELLY DRIVE SUITE 960 TULSA, OK 74135				Phone no (918) 388-1655

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
CALIFORNIA RES CORP		2015-09-04	2016-03-29
CALL OXY		2016-12-02	2016-12-02
CALL OXY		2016-09-23	2016-09-23
CALL OXY		2016-11-04	2016-11-04
CALIFORNIA RES CORP			2016-06-01
CALIFORNIA RES CORP		2006-12-12	2016-03-24
CALIFORNIA RES CORP		2006-01-31	2016-06-02
CALL OXY		2016-06-09	2016-08-19
CALL OXY		2016-09-22	2016-10-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1		1	
918,676			918,676
513,427			513,427
371,038			371,038
9			9
1			1
2		4	-2
1,476,008			1,476,008
741,022			741,022

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			918,676
			513,427
			371,038
			9
			1
			-2
			1,476,008
			741,022

Form 990PF Part XV Line 1a - 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).

CHARLES C STEPHENSON JR

PEGGY C STEPHENSON

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 <i>Paid during the year</i>				
ANTLERS PUBLIC SCHOOLS 219 NORTHEAST A STREET ANTLERS, OK 74523	NONE	PC	GENERAL OPERATIONS	160,000
CATHOLIC CHARITITES 2450 N HARVARD A TULSA, OK 74115	NONE	PC	GENERAL OPERATIONS	3,000
CLAREHOUSE 7617 S MINGO ROAD TULSA, OK 74133	NONE	PC	GENERAL OPERATIONS	5,000
FIRST PRESBYTERIAN CHURCH 709 S BOSTON AVE TULSA, OK 741191629	NONE	PC	GENERAL OPERATIONS	2,500
GILCREASE MUSEUM 1400 N GILCREASE MUSEUM ROAD TULSA, OK 741272100	NONE	PC	GENERAL OPERATIONS	50,000
Total ▶ 3a				7,024,706

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 <i>Paid during the year</i>				
GOODLAND ACADEMY 1216 N 4200 ROAD HUGO, OK 74743	NONE	PC	General Operations	25,000
INDIAN NATIONS COUNCIL BSA 4295 S GARNETT RD TULSA, OK 741464261	NONE	PC	GENERAL OPERATIONS	15,141
IRON GATE 501 SOUTH CINCINNATI TULSA, OK 74103	NONE	PC	GENERAL OPERATIONS	25,000
JACKSON HOLE ONE FLY PO BOX 4158 JACKSON, WY 83001	NONE	PC	GENERAL OPERATIONS	5,000
JOHN 316 MISSION 506 N CHEYENNE AVE TULSA, OK 74103	NONE	PC	GENERAL OPERATIONS	1,000
Total 3a				7,024,706

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 <i>Paid during the year</i>				
NATIONAL OUTDOOR LEADERSHIP SCHOOL 284 LINCOLN STREET LANDER, WY 825202848	NONE	PC	GENERAL OPERATIONS	10,000
OU FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 730190685	NONE	PC	GENERAL OPERATIONS	5,505,600
ORU GOLDEN EAGLE CLUB 7777 S LEWIS AVE TULSA, OK 74171	NONE	PC	GENERAL OPERATIONS	5,500
PHILBROOK MUSEUM OF ART 2727 S ROCKFORD ROAD TULSA, OK 741144104	NONE	PC	GENERAL OPERATIONS	26,050
THE SALVATION ARMY 924 S HUDSON PO BOX 397 TULSA, OK 74101	NONE	PC	GENERAL OPERATIONS	60,000
Total ▶ 3a				7,024,706

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 <i>Paid during the year</i>				
TULSA AREA UNITED WAY 1430 S BOULDER AVE TULSA, OK 74119	NONE	PC	GENERAL OPERATIONS	10,000
TULSA BOYS HOME 2727 S 137TH W AVE SAND SPRINGS, OK 74063	NONE	PC	GENERAL OPERATIONS	5,000
HIV RESOURCE CONSORTIUM 3712 E 11TH ST TULSA, OK 74112	NONE	PC	GENERAL OPERATIONS	3,000
TULSA COMMUNITY FOUNDATION 7030 S YALE AVE STE 600 TULSA, OK 74136	NONE	PC	GENERAL OPERATIONS	500,250
TULSA COUNTY MEDICAL SOCIETY FOUNDATION 5315 S LEWIS AVE TULSA, OK 741056539	NONE	PC	GENERAL OPERATIONS	10,000
Total ▶ 3a				7,024,706

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 <i>Paid during the year</i>				
TULSA DAY CENTER FOR THE HOMELESS 415 WEST ARCHER STREET TULSA, OK 74103	NONE	PC	GENERAL OPERATIONS	2,000
TULSA HISTORICAL SOCIETY 2445 S PEORIA AVE TULSA, OK 741141326	NONE	PC	GENERAL OPERATIONS	16,000
UP WITH TREES 1102 S BOSTON AVE TULSA, OK 74119	NONE	PC	GENERAL OPERATIONS	1,500
12 & 12 6333 E SKELLY DRIVE TULSA, OK 74135	NONE	PC	GENERAL OPERATIONS	5,465
BOZEMAN HEALTH FOUNDATION 931 HIGHLAND BLVD SUITE 3200 BOZEMAN, MT 59715	NONE	PC	GENERAL OPERATIONS	445,000
Total ▶ 3a				7,024,706

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 <i>Paid during the year</i>				
TRUSTEES OF BOSTON UNIVERSITY 595 COMMONWEALTH AVENUE SUITE 700 BOSTON, MA 02215	NONE	PC	GENERAL OPERATIONS	10,000
FAMILY & CHILDREN'S SERVICES 650 S PEORIA AVENUE TULSA, OK 74120	NONE	PC	GENERAL OPERATIONS	10,000
GLOBAL GARDENS PO BOX 52034 TULSA, OK 74152	NONE	PC	GENERAL OPERATIONS	10,000
HARVEST COMMUNITY CHURCH 2232 S NOGALES AVE TULSA, OK 74107	NONE	PC	GENERAL OPERATIONS	5,000
MEALS ON WHEELS OF METRO TULSA 12620 E 31ST STREET TULSA, OK 74146	NONE	PC	GENERAL OPERATIONS	1,000
Total ▶ 3a				7,024,706

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 <i>Paid during the year</i>				
OKLAHOMA HALL OF FAME 1400 CLASSEN DRIVE OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL OPERATIONS	6,250
OKLAHOMA PROJECT WOMAN PO Box 14026 TULSA, OK 74159	NONE	PC	GENERAL OPERATIONS	26,250
SAN MIGUEL SCHOOL OF TULSA 2444 EAST ADMIRAL BLVD TULSA, OK 74110	NONE	PC	GENERAL OPERATIONS	5,000
DVIS 3124 E APACHE ST TULSA, OK 74110	NONE	PC	GENERAL OPERATIONS	5,000
FIT FIRST RESPONDERS 8177 S HARVARD AVE STE 420 TULSA, OK 74137	NONE	PC	GENERAL OPERATIONS	5,000
Total ▶ 3a				7,024,706

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 <i>Paid during the year</i>				
HEALTH OUTREACH PREVENTION EDUCATION 3540 EAST 31ST STREET SUITE 3 TULSA, OK 74135	NONE	PC	GENERAL OPERATIONS	5,000
HONOR BUNKER 6365 E 41ST ST TULSA, OK 74135	NONE	PC	GENERAL OPERATIONS	5,000
TRANSITIONAL LIVING CENTERS OF OKLAHOMA 601 S ELGIN AVE TULSA, OK 74120	NONE	PC	GENERAL OPERATIONS	2,200
NATURE CONSERVANCY OF OK 10425 SOUTH 82ND EAST AVENUE SUITE TULSA, OK 74133	NONE	PC	GENERAL OPERATIONS	10,000
OKLAHOMA INNOVATION INSTITUTE 100 CINCINNATI AVE 1405 TULSA, OK 74103	NONE	PC	GENERAL OPERATIONS	10,000
Total 3a				7,024,706

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 <i>Paid during the year</i>				
OKLAHOMA MEDICAL RESEARCH FOUNDATION 825 NE 13TH ST OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL OPERATIONS	5,000
UNITED WAY OF CENTRAL OK 1444 NW 28TH ST OKLAHOMA CITY, OK 73106	NONE	PC	GENERAL OPERATIONS	5,000
DAYSPRING VILLA WOMEN AND CHILDREN'S SHELTER PO BOX 1588 SAND SPRINGS, OK 74063	NONE	PC	GENERAL OPERATIONS	2,000
Total ▶ 3a				7,024,706

TY 2016 Accounting Fees Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,000	2,905		6,779

TY 2016 All Other Program Related Investments Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

TY 2016 Investments Corporate Stock Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETROLEUM	75,708,759	193,111,653
CALIFORNIA RESOURCES CORP.	66,565	1,944,692
WEATHERFORD	9,376	3,244

TY 2016 Mortgages and Notes Payable Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Total Mortgage Amount:

Item No.	1
Lender's Name	FIDELITY MARGIN ACCOUNT
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	75,535,593
Date of Note	2015-09
Maturity Date	
Repayment Terms	
Interest Rate	0.75
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	
Item No.	1
Lender's Name	FIDELITY OPEN OPTIONS
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	426,137
Date of Note	2016-12
Maturity Date	2017-01
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2016 Other Expenses Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	115	26		60
SOFTWARE DEVELOPMENT & MARKET	10,660	2,382		5,559
MISCELLANEOUS EXPENSE	50	11		26

TY 2016 Other Professional Fees Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISOR FEES	104,012			
PAYROLL MANAGEMENT FEE	3,925	877		2,047

**TY 2016 Other Receivables
from Officers Schedule**

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Travel Advance to Officers:

Item No.	1
Borrower's Name	CHARLES C STEPHENSON TRUSTEE
Borrower's Title	
Original Amount of Loan	
Balance Due	132708
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	REPRESENTS VALUE OF NONDEDUCTIBLE PORTION OF CHARITABLE CONTRIBUTIONS
Consideration FMV	

TY 2016 Taxes Schedule

Name: THE CHARLES & PEGGY STEPHENSON FAMILY
FOUNDATION

EIN: 73-6301100

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PY TAX PAID IN CY	66,008	3,231		7,538
FEDERAL INCOME TAXES	211,900			
STATE TAXES	13,437	3,003		7,007