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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 7/01, 2016, and ending 6/30, 2017

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

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

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

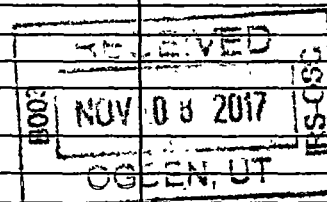
I Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 1,748,100.  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

A Employer identification number  
20-0100958  
B Telephone number (see instructions)  
817-946-6536  
C If exemption application is pending, check here ☐  
D 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐  
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐  
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,606.	1,606.	N/A	
4	Dividends and interest from securities	42,764.	42,764.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	49,457.			
b	Gross sales price for all assets on line 6a 808,146.				
7	Capital gain net income (from Part IV, line 2)		49,457.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	93,827.	93,827.		
13	Compensation of officers, directors, trustees, etc	29,066.	17,466.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	2,583.			
b	Accounting fees (attach sch) See St 2	10,892.			
c	Other professional fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 3	9.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	9,641.	7,486.		
24	Total operating and administrative expenses. Add lines 13 through 23	52,191.	24,952.		
25	Contributions, gifts, grants paid Part XV	101,680.			101,680.
26	Total expenses and disbursements. Add lines 24 and 25	153,871.	24,952.		101,680.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-60,044.			
b	Net investment income (if negative, enter -0-)		68,875.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED NOV 13 2017

ADMINISTRATIVE AND OPERATING EXPENSES



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	23,815.	29,239.	29,239.
	2 Savings and temporary cash investments	159,507.	113,842.	113,842.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	40,506.		
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) Statement 5	8,760.	8,760.	4,560.
	b Investments — corporate stock (attach schedule) Statement 6	1,393,122.	1,414,375.	1,600,459.
	c Investments — corporate bonds (attach schedule)			
LIABILITIES	11 Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis 500.			
	Less: accumulated depreciation (attach schedule) See Stmt 7 500.			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,625,710.	1,566,216.	1,748,100.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe) See Statement 8 550.		550.	
	23 Total liabilities (add lines 17 through 22)	0.	550.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,625,710.	1,565,666.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,625,710.	1,565,666.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,625,710.	1,566,216.	

## 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	1,625,710.
2	Enter amount from Part I, line 27a	2	-60,044.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,565,666.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,565,666.

**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.)
1a See Statement 9				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) F.M.V. as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss). <span 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</span>		2	49,457.	
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 <span style="border: 1px solid black; padding: 2px;"></span>		3	35,028.	

**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	99,111.	1,735,799.	0.057098
2014	119,295.	2,006,591.	0.059452
2013	113,000.	2,087,284.	0.054137
2012	102,088.	2,010,180.	0.050786
2011	112,129.	2,008,916.	0.055816
2 Total of line 1, column (d)			2 0.277289
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 0.055458
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,716,636.
5 Multiply line 4 by line 3			5 95,201.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 689.
7 Add lines 5 and 6			7 95,890.
8 Enter qualifying distributions from Part XII, line 4			8 101,680.

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	689.
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	689.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	689.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6a	1,099.	
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	1,099.	
8 Enter any <b>penalty</b> 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 <b>amount owed</b>	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	410.	
11 Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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 <b>Form 990-T</b> for this year?		N/A
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>		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? <i>If 'Yes,' complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) MS		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>F.E. Whitfield</u> Telephone no <u>405-533-7901</u> Located at <u>5909 Primrose Lane Stillwater OK</u> ZIP + 4 <u>74074</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 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	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

		Yes	No
<b>1 a</b> During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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	X
Organizations relying on a current notice regarding disaster assistance check here <u></u>			
<b>c</b> 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
<b>2</b> 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))			
<b>a</b> 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)		2 b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
<b>3 a</b> 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>b</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	N/A
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a	X
<b>b</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-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5 a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
F.E. Whitfield 5909 Primrose Lane Stillwater, OK 74074	President 8.00	20,766.	0.	0.
Mark Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Treasurer 2.00	3,300.	0.	0.
David Loew 282 Running Deer Grapeland, TX 75844	Director 2.00	3,300.	0.	0.
Jane Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Secretary 2.00	1,700.	0.	0.

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

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

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

0





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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	1,574,023.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	168,755.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	1,742,778.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	1,742,778.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	26,142.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,716,636.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	85,832.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	85,832.
<b>2a</b> Tax on investment income for 2016 from Part VI, line 5	<b>2 a</b>	689.
<b>b</b> Income tax for 2016. (This does not include the tax from Part VI.)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	689.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	85,143.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	85,143.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	85,143.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	101,680.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	101,680.
<b>5</b> 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)	<b>5</b>	689.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	100,991.

**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
<b>1</b> Distributable amount for 2016 from Part XI, line 7				85,143.
<b>2</b> Undistributed income, if any, as of the end of 2016:				
<b>a</b> Enter amount for 2015 only			51,356.	
<b>b</b> Total for prior years. 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011				
<b>b</b> From 2012				
<b>c</b> From 2013				
<b>d</b> From 2014				
<b>e</b> From 2015				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 101,680.				
<b>a</b> Applied to 2015, but not more than line 2a			51,356.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2016 distributable amount				50,324.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
<b>e</b> Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				34,819.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012				
<b>b</b> Excess from 2013				
<b>c</b> Excess from 2014				
<b>d</b> Excess from 2015				
<b>e</b> Excess from 2016				

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Form 990-PF (2016)



**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)				
<b>a</b> Paid during the year See Statement 10				
<b>Total</b>			<b>3a</b>	101,680.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	





2016

**Federal Statements**  
The Charles R. Whitfield Charitable  
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**Statement 1**  
**Form 990-PF, Part I, Line 16a**  
**Legal Fees**

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	\$ 2,583.			
Total	<u>\$ 2,583.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 16b**  
**Accounting Fees**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 10,892.			
Total	<u>\$ 10,892.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

**Statement 3**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Taxes	\$ 9.			
Total	<u>\$ 9.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

**Statement 4**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 29.			
Investment Management Fees	7,486.	\$ 7,486.		
Office Expense	498.			
Travel and Other	1,628.			
Total	<u>\$ 9,641.</u>	<u>\$ 7,486.</u>	<u></u>	<u>\$ 0.</u>

**Statement 5**  
**Form 990-PF, Part II, Line 10a**  
**Investments - U.S. and State Government Obligations**

<u>State/Municipal Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
INVESCO VAN KAMPEN SENIOR INCOME TRUST	Cost	\$ 8,760.	\$ 4,560.
	Total	<u>\$ 8,760.</u>	<u>\$ 4,560.</u>

**Statement 6**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Goldman Sachs High Yield Fund	Cost	\$ 28,162.	\$ 33,948.
ATLANTIS TECHNOLOGY GROUP	Cost	465.	0.
Pfizer Incorporated	Cost	12,268.	12,730.
STRIKER OIL & GAS INC	Cost	3,335.	0.
TAMALPAIS BANCORP	Cost	3,183.	0.
VOYANT INTL CORP	Cost	565.	4.
ISHARES RUSSELL 1000 GROWTH FUND	Cost	81,789.	161,986.
ISHARES RUSSELL 2000 VALUE INDEX FUND	Cost	19,943.	40,535.
ISHARES RUSSELL 2000 GROWTH IND	Cost	6,689.	21,265.
ISHARES RUSSELL 1000 VALUE	Cost	113,709.	176,974.
EMERGING WORLD PHARM INC	Cost	2,465.	0.
VANTAGE DRILLING	Cost	1,385.	18.
ZYNGA	Cost	6,271.	3,640.
VANGUARD FTSE ALL WORLD EX US	Cost	152,200.	183,110.
BARCLAYS BANK PLC	Cost	31,918.	34,322.
ANGIOSOMA INC.	Cost	490.	1.
IMMUNOCELLULAR THERAPTCS	Cost	2,726.	21.
INTELLIPHARMACEUTICS INTERNATIONAL INC	Cost	3,665.	2,090.
MCDERMOTT INTL INC	Cost	7,616.	7,170.
ORIENT PAPER INC	Cost	2,111.	1,036.
Blackberry Ltd.	Cost	9,712.	9,990.
Federated National Holding Co.	Cost	26,491.	16,000.
Geron Corp.	Cost	4,070.	2,770.
Ibio Inc.	Cost	2,046.	386.
Ignite Restaurant Group	Cost	5,030.	10.
Secure Point Technologies Inc.	Cost	2,635.	144.
Keycorp New	Cost	14,568.	18,740.
Net Element Inc.	Cost	1,895.	65.
OHR Pharmaceutical Inc.	Cost	10,231.	640.
OTI On Track Innovations	Cost	4,283.	1,310.
Altimune Inc.	Cost	1,905.	320.
Seabridge Gold Inc.	Cost	9,612.	10,800.
Spherix Inc.	Cost	1,395.	135.
Franklin Templeton India Growth	Cost	2,859.	2,954.
ISHARES TIPS BOND ETF	Cost	33,805.	33,689.
ISHARES TR 3-7 YR TREAS	Cost	33,692.	33,491.
ISHARES TR MSCI EAFE SMALL CAP	Cost	35,245.	40,951.
Akers Biosciences Inc.	Cost	2,755.	1,250.
Amplphi Biosciences	Cost	2,176.	39.
Aoxing Pharmaceutical Co.	Cost	1,583.	620.
Black Stallion Oil & Gas	Cost	2,451.	1.



**Statement 6 (continued)**  
**Form 990-PF, Part II, Line 10b**  
**Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Galena Biopharma Inc.	Cost	\$ 2,392.	\$ 29.
General Motors Co.	Cost	46,432.	52,395.
Gulf Resources Inc.	Cost	2,441.	1,590.
Marathon Oil Corp.	Cost	11,517.	11,850.
RXI Pharmaceutical Co.	Cost	5,639.	1,172.
Global X FDS Global FTSE Argentina	Cost	12,049.	17,164.
Goldman Sachs Long/ Short Credit Strats	Cost	52,461.	51,103.
Ishares Inc MSCI Brazil	Cost	22,442.	26,271.
SPDR Index SHS FDS DJ Wilshire	Cost	31,885.	31,052.
Wisdom Tree India	Cost	25,545.	32,037.
Actinium Pharmaceuticals Inc.	Cost	1,407.	1,220.
Barrick Gold Corp	Cost	18,153.	15,910.
Brainstorm Cell Therapeutics	Cost	4,939.	8,300.
Collect WTS Biotechnology LTD	Cost	3,591.	2,140.
Cobalt International Energy	Cost	1,555.	163.
Combimatrix Corp Del Par \$.001	Cost	3,925.	5,350.
Evoke Pharma Inc.	Cost	2,815.	2,559.
Hess Corporation	Cost	20,837.	17,548.
Microbot Medical Inc.	Cost	4,898.	710.
Navios Maritime Holdings	Cost	1,672.	1,370.
Pura Naturals	Cost	2,535.	720.
Radiant Logistics Inc.	Cost	5,707.	5,380.
Real Industry Inc.	Cost	3,420.	2,900.
Seanergy Maritime Holdings Corp.	Cost	1,582.	2,080.
Sky Solar Holdings ADR LTD Co SPON	Cost	2,915.	1,500.
Technical Communications Corp.	Cost	5,323.	5,200.
United Microelectronics Corp ADR	Cost	2,503.	2,440.
Goldman Sachs ETF TR Active Beta Emergin	Cost	36,345.	41,380.
Ishares MBS ETF	Cost	68,033.	66,096.
Ishares Inc. MSCI Israel Capped ETF	Cost	14,145.	15,071.
Ishares Inc. Taiwan Capped ETF New	Cost	19,936.	21,127.
Ishares MSCI China ETF	Cost	41,092.	44,482.
Ishares MSCI Poland Capped ETF	Cost	13,804.	16,842.
Ishares MSCI Spain Capped ETF	Cost	29,042.	28,512.
Powershares Exchange Traded FD TRII Seni	Cost	33,444.	33,575.
SPDR Bloomberg Barclays short term high	Cost	33,458.	34,319.
Vanguard Short Term Corp Bond Index Fund	Cost	50,166.	50,456.
Wisdomtree TR Europe Hedged Equity FD	Cost	46,015.	51,559.
Wisdomtree TR Japan Hedged Equity FD	Cost	38,921.	43,732.
<b>Total</b>		<u>\$ 1,414,375.</u>	<u>\$ 1,600,459.</u>

**Statement 7**  
**Form 990-PF, Part II, Line 14**  
**Land, Buildings, and Equipment**

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

**Statement 8**  
**Form 990-PF, Part II, Line 22**  
**Other Liabilities**

Other Payables	\$	550.
Total	\$	<u>550.</u>

**Statement 9**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	800 Calithera Biosciences	Purchased	12/27/2016	3/02/2017
2	200 Calithera Biosciences	Purchased	12/27/2016	3/02/2017
3	1000 Celator Pharmaceuticals	Purchased	4/25/2016	7/13/2016
4	500 Cisco Systems Inc.	Purchased	12/17/2013	5/10/2017
5	500 Corning Inc.	Purchased	8/04/2006	11/09/2016
6	5000 Ecosciences Inc.	Purchased	10/02/2015	5/19/2017
7	1000 Latam Airlines Group	Purchased	7/17/2015	2/16/2016
8	300 Mosaic Company	Purchased	1/25/2013	11/23/2016
9	900 Nymox Pharmaceuticals	Purchased	8/11/2016	8/29/2016
10	100 Nymox Pharmaceuticals	Purchased	8/11/2016	8/29/2016
11	1000 Petroleo Brasileiro	Purchased	12/22/2014	7/25/2016
12	1000 Quicksilver Resources Inc.	Purchased	7/15/2013	9/14/2016
13	1000 Regions Financial	Purchased	9/30/2014	11/09/2016
14	1000 Sirius XM Holdings Inc.	Purchased	1/14/2015	3/16/2017
15	1000 Southcross Energy Partners LP	Purchased	4/21/2016	4/05/2017
16	200 Wells Fargo Company	Purchased	4/14/2015	3/16/2017
17	467.894 Ishares MBS ETF	Purchased	9/16/2016	11/21/2016
18	774 Ishares Inc. Core MSCI Emerging Mkts ETF	Purchased	10/03/2016	12/19/2016
19	343.988 Ishares Inc. MSCI Brazil Capped ETF	Purchased	5/27/2016	3/29/2017
20	518 Ishares Inc. MSCI CDA ETF	Purchased	4/15/2016	9/09/2016
21	1012 Ishares Inc. MSCI CDA ETF	Purchased	4/15/2016	3/06/2017
22	953 Ishares MSCI Philippines ETF	Purchased	Various	9/09/2016
23	492 Ishares MSCI South Korea	Purchased	Various	7/20/2016
24	264 Ishares TR Russell 1000 Growth Fund	Purchased	12/11/2008	10/03/2016
25	30 Ishares TR Russell 2000 Val Ind Fund	Purchased	Various	10/03/2016
26	163 Ishares Tips Bond ETF	Purchased	Various	9/19/2016
27	254.971 Ishares TR 3-7 YR TREAS	Purchased	Various	11/21/2016
28	601 Ishare TR IBOXX \$ High Yield	Purchased	3/14/2016	9/19/2016
29	282 Ishare Iboxx \$ Investment	Purchased	3/17/2016	9/19/2016
30	280 Ishare Iboxx \$ Investment	Purchased	3/17/2016	11/21/2016
31	686 Ishares TR China Large Cap ETF	Purchased	9/09/2016	2/02/2017
32	1638 Ishares TR Currency Hedged MSCI Germany	Purchased	Various	7/07/2016
33	921 Ishares TR MSCI Ireland	Purchased	Various	7/07/2016
34	760 Market Vectors ETF Emerging/Vaneck Vecto	Purchased	9/01/2015	9/19/2016
35	783.01 Market Vectors Russia/Vaneck Vectors Rus	Purchased	4/15/2016	3/06/2017
36	304 PIMCO ETF TR Enhanced Short Mat Active	Purchased	1/22/2016	10/03/2016
37	591 Vaneck Vectors Indonesia Index ETF	Purchased	7/07/2016	9/09/2016
38	1135 Vaneck Vectors Indonesia Index ETF	Purchased	Various	12/19/2016
39	620.894 Wisdomtree TR India	Purchased	12/28/2015	12/19/2016
40	213 Wisdomtree TR Japan Hedged Equity FD	Purchased	7/20/2016	3/29/2017

**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
41	3 Dryships Inc.	Purchased	1/23/2017	1/23/2017
42	5 Hercules Offshore Inc.	Purchased	Various	6/30/2017
43	1000 Linn Co LLC Escrow	Purchased	3/09/2016	6/30/2017
44	891.571 Goldman Sachs High Yield Institutional	Purchased	Various	6/30/2017
45	368.354 Goldman Sachs Long/ Short Credit Strats	Purchased	Various	6/30/2017
46	341.555 Ishares Inc. MSCI Chile Capped ETF	Purchased	12/19/2016	5/26/2017
47	.043 Ishares Inc. MSCI Chile Capped ETF	Purchased	12/19/2016	6/12/2017
48	1379.96 Market Vectors Russia/Vaneck Vectors Rus	Purchased	4/15/2016	5/26/2017
49	.03 Market Vectors Russia/Vaneck Vectors Rus	Purchased	4/15/2016	6/12/2017
50	3.33 Dryships Inc.	Purchased	3/10/2016	11/01/2016
51	16 WOWI Inc.	Purchased	9/16/2005	11/23/2016

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	9,323.		3,020.	6,303.				\$ 6,303.
2	2,322.		755.	1,567.				1,567.
3	30,250.		16,333.	13,917.				13,917.
4	16,508.		10,699.	5,809.				5,809.
5	11,344.		9,260.	2,084.				2,084.
6	0.		1,292.	-1,292.				-1,292.
7	10,143.		7,170.	2,973.				2,973.
8	8,142.		18,820.	-10,678.				-10,678.
9	3,289.		2,238.	1,051.				1,051.
10	364.		252.	112.				112.
11	8,063.		7,607.	456.				456.
12	0.		1,851.	-1,851.				-1,851.
13	11,109.		10,344.	765.				765.
14	5,199.		3,730.	1,469.				1,469.
15	3,842.		3,123.	719.				719.
16	11,653.		11,071.	582.				582.
17	50,522.		51,416.	-894.				-894.
18	33,916.		35,372.	-1,456.				-1,456.
19	12,741.		9,061.	3,680.				3,680.
20	13,535.		12,577.	958.				958.
21	27,151.		24,571.	2,580.				2,580.
22	36,937.		37,513.	-576.				-576.
23	26,735.		25,298.	1,437.				1,437.
24	27,458.		9,658.	17,800.				17,800.
25	3,116.		1,427.	1,689.				1,689.
26	18,712.		18,563.	149.				149.
27	31,458.		31,328.	130.				130.
28	51,465.		49,179.	2,286.				2,286.
29	34,301.		32,844.	1,457.				1,457.
30	32,978.		32,612.	366.				366.
31	25,100.		26,521.	-1,421.				-1,421.
32	37,215.		39,621.	-2,406.				-2,406.
33	33,238.		37,756.	-4,518.				-4,518.
34	18,407.		17,442.	965.				965.
35	16,060.		13,531.	2,529.				2,529.
36	30,837.		30,624.	213.				213.

**Statement 9 (continued)**  
**Form 990-PF, Part IV, Line 1**  
**Capital Gains and Losses for Tax on Investment Income**

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
37	13,853.		12,920.	933.			\$ 933.	
38	24,858.		24,815.	43.				43.
39	12,709.		12,144.	565.				565.
40	10,818.		8,825.	1,993.				1,993.
41	2.		640.	-638.				-638.
42	0.		5,049.	-5,049.				-5,049.
43	0.		1,685.	-1,685.				-1,685.
44	5,875.		6,239.	-364.				-364.
45	3,507.		3,621.	-114.				-114.
46	14,601.		13,348.	1,253.				1,253.
47	2.		2.	0.				0.
48	28,483.		23,846.	4,637.				4,637.
49	1.		1.	0.				0.
50	2.		0.	2.				2.
51	2.		1,075.	-1,073.				-1,073.
Total								\$ 49,457.

**Statement 10**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
First United Methodist Church 400 West Seventh Street Stillwater OK 74074	None	PC	General Religious	\$ 13,000.
University of The Cumberlands 6191 College Station Drive Williamsburg KY 40769	None	PC	Scholarship Fund	20,000.
Light On A Hill Church 212 W. Chestnut Street Grapeland TX 75844	None	PC	General Religious	10,000.
Grapeland Teen Center 210 W. Chestnut Street Grapeland TX 75844	None	PC	Youth Center	7,000.
Heifer International 1 World Avenue Little Rock AR 72202	NONE	PC	Charity Ending Hunger and Poverty	1,925.

**Statement 10 (continued)**  
**Form 990-PF, Part XV, Line 3a**  
**Recipient Paid During the Year**

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Marine Toys for Tots 18251 Quantico Gateway Drive Triangle VA 22172	NONE	PC	Childrens Toy Fund	\$ 500.
Community Resourcing Inc. P.O. Box 1721 Stillwater OK 74076	NONE	PC	Community Food Bank and Resource Center	30,000.
Special Olympics Oklahoma 6835 S. Canton Ave. Tulsa OK 74136	NONE	PC	Special Olympics	810.
St. Jude Children's Hospital 262 Danny Thomas Place Memphis TN 38105	NONE	PC	Childrens Research Hospital	2,675.
Make a Wish Oklahoma 1900 NW Expressway Suite 700 Oklahoma City OK 73118	NONE	PC	Fund Activities for Seriously Ill Children	500.
Cal Farleys P.O. Box 1890 Amarillo Tx 79174	NONE	PC	Social services to reduce poverty	270.
Salvation Army 615 Slaters Lane Alexandria VA 22313	NONE	PC	Disaster relief, End Hunger and Poverty	15,000.
Total				\$ <u>101,680.</u>

Form 990PF Part VIII

## Statement Regarding F.E. Whitfield Compensation:

Paid by the Foundation	\$ 3,300	
Paid by Rhodes Securities Inc.		
306 West 7th Street		
Fort Worth Tx 76102	17,466	(Investment management fees)
	<u>-----</u>	
Total	\$20,766	
	<u>=====</u>	