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

OMB No 1545-0052

2017

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending

The Bennett Family Foundation
715 S Elgin Ave
Tulsa, OK 74120

A Employer identification number
26-1627648

B Telephone number (see instructions)
(918) 744-7100

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

G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, 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) \$ 1,576,953. J Accounting method: Cash, Accrual, Other (specify)

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Administrative Expenses (13-27).

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	16,532.	15,187.	15,187.
	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)			
	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) Statement 6	1,245,983.	1,308,083.	1,561,766.	
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)	1,262,515.	1,323,270.	1,576,953.	
LIABILITIES	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)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,262,515.	1,323,270.	
	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)	1,262,515.	1,323,270.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,262,515.	1,323,270.	

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	1,262,515.
2 Enter amount from Part I, line 27a	2	60,755.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,323,270.
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	1,323,270.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 7				
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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) 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). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]			2	91,855.
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	-67.

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 doesn't 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))	
2016	71,828.	1,392,935.	0.051566	
2015	65,610.	1,380,745.	0.047518	
2014	48,124.	1,220,667.	0.039424	
2013	55,202.	1,205,069.	0.045808	
2012	63,200.	1,266,050.	0.049919	
2 Total of line 1, column (d)			2	0.234235
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3	0.046847
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4	1,498,285.
5 Multiply line 4 by line 3			5	70,190.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	1,114.
7 Add lines 5 and 6			7	71,304.
8 Enter qualifying distributions from Part XII, line 4			8	51,350.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	2,227.
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	2,227.
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	2,227.
6	Credits/Payments		
a	2017 estimated tax pmts and 2016 overpayment credited to 2017	6 a	2,000.
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	2,000.
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	4,000.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	23.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,750.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <u>1,750.</u> Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b		N/A
5		X
6		X
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X
14 The books are in care of ▶ <u>Joel LeCourse</u> Telephone no ▶ <u>(918) 744-7100</u> Located at ▶ <u>715 S Elgin Ave Tulsa OK</u> ZIP + 4 ▶ <u>74120</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 ▶ 15 N/A ▶ <input type="checkbox"/> N/A		
16 At any time during calendar year 2017, 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 the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ▶	16	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
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. Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1 b	N/A
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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	N/A
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 2017 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 2017)	3 b	N/A
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 2017?	4 b	X

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		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>		
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? If 'Yes,' attach the statement required by Regulations section 53.4945–5(d)	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If 'Yes' to 6b, file Form 8870		6 b	X
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		7 b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and 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
See Statement 8		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 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None ----- -----		
----- -----		
----- -----		
----- -----		
----- -----		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 <u>N/A</u> ----- -----	
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 <u>N/A</u> ----- -----		
2 ----- -----		
All other program-related investments See instructions 3 ----- -----		
Total. Add lines 1 through 3		0.

BAA

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	1,486,102.
b	Average of monthly cash balances	1 b	35,000.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,521,102.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,521,102.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,817.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,498,285.
6	Minimum investment return. Enter 5% of line 5	6	74,914.

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	74,914.
2a	Tax on investment income for 2017 from Part VI, line 5	2 a	2,227.
b	Income tax for 2017 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,227.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,687.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	72,687.
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	72,687.

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	1 a	51,350.
b	Program-related investments — total from Part IX-B	1 b	
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	51,350.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,350.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				72,687.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012	760.			
b From 2013	55,690.			
c From 2014	48,295.			
d From 2015				
e From 2016	3,683.			
f Total of lines 3a through e	108,428.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 51,350.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2017 distributable amount				51,350.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	21,337.			21,337.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	87,091.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	87,091.			
10 Analysis of line 9				
a Excess from 2013	35,113.			
b Excess from 2014	48,295.			
c Excess from 2015				
d Excess from 2016	3,683.			
e Excess from 2017				

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 2017, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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)				
<p><i>a</i> Paid during the year See Statement 9</p>				
Total			▶ 3 a	51,350.
<p><i>b</i> Approved for future payment</p>				
Total			▶ 3 b	

Part XVI-A Analysis of Income-Producing Activities

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	6.	
4 Dividends and interest from securities			14	33,966.	
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					91,855.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>Rebates</u>			14	138.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				34,110.	91,855.
13 Total. Add line 12, columns (b), (d), and (e)				13	125,965.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

Table with columns Yes, No and rows 1 a (1), 1 a (2), 1 b (1), 1 b (2), 1 b (3), 1 b (4), 1 b (5), 1 b (6), 1 c. All 'No' boxes are checked (X).

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

Schedule table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No (No is checked)

b If 'Yes,' complete the following schedule

Schedule table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here section containing signature of officer or trustee (Andres Bennett), date (11-14-18), and title (Treasurer).

Paid Preparer Use Only section containing fields for firm's name, address, EIN, and phone number.

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Rebates	\$ 138.	\$ 138.	\$ 138.
Total	<u>\$ 138.</u>	<u>\$ 138.</u>	<u>\$ 138.</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
BOK Brokerage	\$ 325.	\$ 325.	\$ 325.	
Total	<u>\$ 325.</u>	<u>\$ 325.</u>	<u>\$ 325.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOK Brokerage	\$ 13,400.	\$ 13,400.	\$ 13,400.	
Total	<u>\$ 13,400.</u>	<u>\$ 13,400.</u>	<u>\$ 13,400.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
IRS 2016	\$ 751.	\$ 751.	\$ 751.	
Total	<u>\$ 751.</u>	<u>\$ 751.</u>	<u>\$ 751.</u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Prior Period Adjustment	\$ 135.	\$ 135.	\$ 135.	
Total	<u>\$ 135.</u>	<u>\$ 135.</u>	<u>\$ 135.</u>	<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See Statement 9	Cost	\$ 1,308,083.	\$ 1,561,766.
	Total	<u>\$ 1,308,083.</u>	<u>\$ 1,561,766.</u>

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	100 AMERICAN AADVANTAGE GROWTH & INC FD	Purchased	Various	4/17/2017
2	23.682 AMERICAN AADVANTAGE GROWTH & INC FD	Purchased	5/27/2008	4/25/2017
3	254.318 AMERICAN AADVANTAGE GROWTH & INC FD	Purchased	12/23/2015	4/25/2017
4	480.836 AMERICAN AADVANTAGE GROWTH & INC FD	Purchased	Various	10/12/2017
5	3.164 AMERICAN AADVANTAGE GROWTH & INC FD	Purchased	10/09/2012	10/12/2017
6	234.736 CALAMOS MKT NEUTRAL INC-I #0629	Purchased	2/04/2016	4/25/2017
7	1000 CAVANAL HILL MOD DUR-INST #0045	Purchased	5/27/2008	4/17/2017
8	3000 CAVANAL HILL MOD DUR-INST #0045	Purchased	Various	4/25/2017
9	3850.428 CAVANAL HILL MOD DUR-INST #0045	Purchased	Various	12/26/2017
10	267.083 DFA US TARGETED VALUE #5096	Purchased	2/04/2016	4/25/2017
11	339.893 DIAMOND HILL LONG/SHORT-I #0011	Purchased	Various	4/25/2017
12	218.482 FEDERATED HI YLD BD-INST #0900	Purchased	2/04/2016	4/25/2017
13	289.687 HARBOR INTERNATIONAL FUND	Purchased	Various	10/12/2017
14	69.563 JOHN HANCOCK DISC VAL M/C-I #3633	Purchased	2/04/2016	4/25/2017
15	700 MAINSTAY L/C GRWTH-I #1483	Purchased	12/03/2015	4/17/2017
16	318 MAINSTAY L/C GRWTH-I #1483	Purchased	12/03/2015	4/25/2017
17	897.09 MAINSTAY L/C GRWTH-I #1483	Purchased	8/08/2011	10/12/2017
18	478.91 MAINSTAY L/C GRWTH-I #1483	Purchased	12/03/2015	10/12/2017
19	644.038 MSIF GLBL R/E-INST #8207	Purchased	8/08/2011	4/17/2017
20	1033.173 MSIF GLBL R/E-INST #8207	Purchased	9/10/2015	4/17/2017
21	59.548 NEUBERGER BERMAN GENESIS INSTL #1229	Purchased	Various	4/17/2017
22	40.452 NEUBERGER BERMAN GENESIS INSTL #1229	Purchased	12/18/2015	4/17/2017
23	27.4 NUVEEN M/C GRWTH OPP-I #2453	Purchased	11/04/2008	4/17/2017
24	72.6 NUVEEN M/C GRWTH OPP-I #2453	Purchased	12/16/2015	4/17/2017

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Statement 7 (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
25	16.656 NUVEEN M/C GRWTH OPP-I #2453	Purchased	12/16/2016	10/12/2017
26	325.947 NUVEEN M/C GRWTH OPP-I #2453	Purchased	11/04/2008	10/12/2017
27	0.5 ONEOK INC NEW	Purchased	6/30/2017	7/05/2017
28	1500 ONEOK PARTNERS LP	Purchased	Various	6/30/2017
29	62.934 VANGUARD INSTITUTIONAL INDEX	Purchased	2/02/2016	4/25/2017
30	20.811 VANGUARD M/C INDX-INST #0864	Purchased	8/08/2011	4/25/2017
31	26.842 VANGUARD REIT INDX-ADM #5123	Purchased	7/27/2016	4/25/2017
32	100.135 VANGUARD S/C GRWTH INDX-INST #0866	Purchased	Various	4/25/2017
33	29.885 VANGUARD S/C GRWTH INDX-INST #0866	Purchased	2/04/2016	4/25/2017
34	Capital Gain Dividends			

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	2,825.		2,443.	382.				\$ 382.
2	682.		524.	158.				158.
3	7,319.		6,213.	1,106.				1,106.
4	14,815.		9,517.	5,298.				5,298.
5	97.		69.	28.				28.
6	3,073.		2,901.	172.				172.
7	10,400.		10,030.	370.				370.
8	31,110.		29,629.	1,481.				1,481.
9	39,967.		34,120.	5,847.				5,847.
10	6,463.		4,853.	1,610.				1,610.
11	8,919.		7,989.	930.				930.
12	2,191.		1,938.	253.				253.
13	20,408.		16,144.	4,264.				4,264.
14	1,569.		1,205.	364.				364.
15	6,601.		6,874.	-273.				-273.
16	3,078.		3,123.	-45.				-45.
17	9,787.		5,921.	3,866.				3,866.
18	5,225.		4,703.	522.				522.
19	7,278.		4,957.	2,321.				2,321.
20	11,675.		10,745.	930.				930.
21	3,410.		2,078.	1,332.				1,332.
22	2,316.		2,062.	254.				254.
23	1,210.		722.	488.				488.
24	3,207.		3,096.	111.				111.
25	840.		713.	127.				127.
26	16,431.		8,592.	7,839.				7,839.
27	26.		26.	0.				0.
28	76,830.		59,548.	17,282.				17,282.
29	13,701.		10,949.	2,752.				2,752.
30	805.		366.	439.				439.
31	3,216.		3,410.	-194.				-194.
32	4,037.		1,330.	2,707.				2,707.
33	1,205.		916.	289.				289.
34								28,845.
								Total \$ 91,855.

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Statement 8
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/ Other</u>
Donald C Bennett 715 S Elgin Ave Tulsa, OK 74120	President 0	\$ 0.	\$ 0.	\$ 0.
Andrea G Bennett 715 S Elgin Ave Tulsa, OK 74120	Secretary 0	0.	0.	0.
Alisha R Bennett 715 S Elgin Ave Tulsa, OK 74120	Director 0	0.	0.	0.
John J Bennett 715 S Elgin Ave Tulsa, OK 74120	Director 0	0.	0.	0.
John N Bennett 715 S Elgin Ave Tulsa, OK 74120	Director 0	0.	0.	0.
Total		<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 9
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>
YoungLife 420 N Cascase Ave Colorado Springs CO 80903	None	PC	To support YL's efforts to minister to young adults.	\$ 6,000.
Frank Adams Ministries Box 4 Owasso OK 74055	None	PC	To teach or preach the gospel of Jesus Christ.	12,000.
Because of Jesus, Inc. Box 3064 Broken Arrow OK 74013	None	PC	To support the evangelical efforts of teh organization.	3,600.

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Statement 9 (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>
Family Builders International 460 Leisure Lane Loop Big Cabin OK 74332	None	PC	To support FBI's efforts to build homes and to minister in South America.	\$ 2,500.
St. James Methodist Church 5050 East 111th Street Tulsa OK 74013	None	PC	To support the church's efforts to preach and teach the gospel of Jesus Christ.	25,500.
ORU Golden Eagle Club, Inc. 7777 South Lewis Tulsa OK 74171	None	PC	To support the athletic programs at Oral Roberts University.	750.
Pug Rescue Owasso, Inc. 20398 South 4092 Road Claremore OK 74019	None	PC	To support the rescue of abandoned pugs.	500.
Pug Hugs, Inc. S78W15837 Kayla Lane Muskego WI 53150	None	PC	To support the rescue of abandoned pugs.	500.
			Total \$	<u>51,350.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Asset Description</u>	<u>Units</u>	<u>Cost</u>	<u>Market</u>
Caval Hill Govt Sec Mmkt-Sel #0084	62,605.04	62,605.04	62,605.04
Caval Hill LTD Dur-Inst #0047	8,577.85	75,243.34	81,317.98
Caval Hill Bond-Inst #0046	14,907.73	144,556.92	140,132.62
Federated HI Yid Bd-R6 #0221	3,274.80	29,076.06	32,780.72
Met West Tot Ret Bd-1 #0512	17,838.31	193,593.28	190,156.42
Pimco Inc-Inst #1821	3,809.38	46,727.01	47,274.41
Vanguard Tot Intl Bd Indx-Adm #0511	3,138.12	66,116.48	68,097.18
Vanguard S/C Grwth Indx-Inst #0866	340.618	3,954.05	15,426.59
Vanguard M/C Indx-Inst #0864	1,031.42	13,094.40	43,649.53
Calamos Mkt Neutral Inc-I #0629	5,253.18	65,033.59	68,659.10
Caval Hill Opp-Inst #0054	1,142.57	15,784.48	17,229.99
Diamond Hill Long/Short-I #0011	2,131.71	36,378.52	56,255.93
Vanguard REIT Indx-Adm #5123	156.158	19,874.89	18,356.37
Amer Beacon UC Val-Inst #0066	2,373.39	39,233.27	69,184.41
DFA US Targeted Value #5096	598.474	11,259.96	14,896.02
Dodge & Cox Intl Stk #1048	1,002.85	32,651.50	46,451.87
Dodge & Cox Stock #0145	78.981	15,854.74	16,081.32
Fidelity Contrafund-1 #0022	129.832	16,051.87	15,900.53
John Hancock Disc Val M/C-1 #3633	1,875.06	33,731.64	43,707.65
MFS Intl New Discovery-RS #4820	1,380.61	38,195.53	49,342.82
Mainstay UC Grwth-1 #1483	7,603.63	55,179.07	73,831.27
Massmutual Sel M/C Gr Eq 11-1#1788	2,106.74	40,825.09	45,231.77
Neub Berman Genesis-Inst #1229	263.511	9,258.52	15,151.88
ONEOK Inc	2,227.00	82,901.50	119,033.15
Oppenheimer Dev Mkts-1 #0799	1,072.90	31,513.23	46,059.55
Vanguard Dev Mkts Indx-Adm #0127	3,287.22	42,390.86	47,368.78
Vanguard Instl Indx-Inst #0094	482.968	86,999.04	117,583.39
Total		<u><u>\$1,308,083.88</u></u>	<u><u>\$1,561,766.29</u></u>