

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE ANN LACY FOUNDATION		A Employer identification number 46-3449370	
Number and street (or P O box number if mail is not delivered to street address) 400 NW 20TH ST		Room/suite	B Telephone number (see instructions) (405) 600-2342
City or town, state or province, country, and ZIP or foreign postal code OKLAHOMA CITY, OK 731031919		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) \$ 9,371,582	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	65,614	32,091	65,614	
	4 Dividends and interest from securities	134,933	134,933	134,933	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-60,353			
	b Gross sales price for all assets on line 6a 288,048				
	7 Capital gain net income (from Part IV, line 2)				
	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)	49,788	57	49,788	
	12 Total. Add lines 1 through 11	189,982	167,081	250,335	
	13 Compensation of officers, directors, trustees, etc	142,115	50,000	92,115	92,115
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	12,788			
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,316			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,035			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,247			
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,678			
	24 Total operating and administrative expenses. Add lines 13 through 23	185,179	50,000	92,115	92,115
	25 Contributions, gifts, grants paid	57,399			57,399
	26 Total expenses and disbursements. Add lines 24 and 25	242,578	50,000	92,115	149,514
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-52,596			
	b Net investment income (if negative, enter -0-)		117,081		
				158,220	

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	53,239	53,739	53,739
	2	Savings and temporary cash investments	1,485,482	828,066	828,066
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 450,000 Less allowance for doubtful accounts ▶ _____		450,000	450,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		4,708	4,708
	10a	Investments—U S and state government obligations (attach schedule)	734,441	731,032	715,254
	b	Investments—corporate stock (attach schedule)	4,730,227	4,573,535	6,197,613
	c	Investments—corporate bonds (attach schedule)	392,331	791,033	639,531
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	522,122	437,138	482,671
	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)	7,917,842	7,869,251	9,371,582	
Liabilities	17	Accounts payable and accrued expenses	3,798	7,803	
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	3,798	7,803	
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	7,914,044	7,861,448	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	7,914,044	7,861,448	
31	Total liabilities and net assets/fund balances (see instructions) .	7,917,842	7,869,251		

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	7,914,044
2	Enter amount from Part I, line 27a	2	-52,596
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	7,861,448
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	7,861,448

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			

(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) 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			
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	
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))
2016	138,580	7,796,148	0 017775
2015	790,701	8,303,682	0 095223
2014	560,951	8,260,226	0 067910
2013		2,313	
2012			

2 Total of line 1, column (d)	2	0 180908
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 060303
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,910,462
5 Multiply line 4 by line 3	5	537,328
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,171
7 Add lines 5 and 6	7	538,499
8 Enter qualifying distributions from Part XII, line 4	8	149,514

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	2,342
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	2,342
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	2,342
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	4,708
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	4,708
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	2,366
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 2,366 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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 2017 or the taxable year beginning in 2017 (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	Yes

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 N/A	13	Yes	
14	The books are in care of CHRIS LAWSON Telephone no (405) 600-2342			

Located at **400 NW 20TH OKLAHOMA CITY OK**ZIP+4 **73103**

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 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 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 2017? ☐	1c		
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? ☐ 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 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). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
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?	4b		

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. ☐ 	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
ANN LACY 3 E JANICE 203 YUKON, OK 73099	CHAIRMAN 20 00	0	0	0
CHRIS LAWSON 400 NW 20TH OKLAHOMA CITY, OK 73103	PRESIDENT/CE 40 00	142,115	0	0
MARY BLANKENSHIP POINTER 2513 SW 124TH ST OKLAHOMA CITY, OK 73170	DIRECTOR 5 00	0	0	0
RUSSELL LAWSON 3024 HACKBERRY ROAD OKLAHOMA CITY, OK 73120	SECRETARY/TR 5 00	0	0	0

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	7,612,671
b	Average of monthly cash balances.	1b	963,846
c	Fair market value of all other assets (see instructions).	1c	469,637
d	Total (add lines 1a, b, and c).	1d	9,046,154
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	
3	Subtract line 2 from line 1d.	3	9,046,154
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	135,692
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,910,462
6	Minimum investment return. Enter 5% of line 5.	6	445,523

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	445,523
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,342
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,342
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	443,181
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	443,181
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	443,181

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	149,514
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	149,514
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	149,514

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				443,181
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015. 276,729				
e From 2016.				
f Total of lines 3a through e.	276,729			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 149,514				
a Applied to 2016, but not more than line 2a				
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 2017 distributable amount.				149,514
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	276,729			276,729
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				16,938
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 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2017)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	57,399
b <i>Approved for future payment</i>				
Total			▶ 3b	

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					65,614
4 Dividends and interest from securities. . . .					134,933
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.					57
8 Gain or (loss) from sales of assets other than inventory					-60,353
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER INCOME _____					
b 2017 PARTNERSHIP K-1'S OTHE _____					225
c 2017 PARTNERSHIP K-1'S _____					-20,309
d 2017 K-1'S RENTAL INCOME _____					-21
e GAIN ON DISPOSITION-ONE OK _____					69,836
12 Subtotal Add columns (b), (d), and (e). . .					189,982

13 Total.	Add line 12, columns (b), (d), and (e).	13	189,982
(See worksheet in line 13 instructions to verify calculations)			

[illegible]

Part XVII

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)		No
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1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
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1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue

[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

*****	2018-11-14	*****	
Signature of officer or trustee	Date	Title	

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

(see instr)? ☒ Yes ☐ No

Print/Type preparer's name P MIKE SMEDLUND	Preparer's Signature	Date 2018-11-15	Check if self-employed ☐	PTIN P00432364
Firm's name ▶ SMEDLUND & COMPANY PC				Firm's EIN ▶ 73-1249124
Firm's address ▶ 5600 N MAY AVENUE SUITE 162 OKLAHOMA CITY, OK 731123911				Phone no (405) 843-1171

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>				
ALLIED ARTS1015 N BROADWAY 200 OKLAHOMA CITY, OK 73102	NONE	501C3	SPONSORSHIP	3,000
CHEETAH CONSERVATION FUND PO BOX 2496 ALEXANDRIA, VA 22301	NONE	501C3	SPONSORSHIP	300
CHEETAH CONSERVATION FUND PO BOX 2496 ALEXANDRIA, VA 22301	NONE	501C3	SPONSORSHIP	150
Total ▶ 3a				57,399

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>				
CHILDRENS HOSPITAL FOUNDATION 901 N LINCOLN BLVD STE 30 OKLAHOMA CITY, OK 73104	NONE	501C3	SPONSORSHIP	2,500
CREATIVE OKLAHOMA 133 W MAIN ST 100 OKLAHOMA CITY, OK 73102	NONE	501C3	SPONSORSHIP	2,800
FOUNDATION TO RESTORE ACCOUNTABILIT 606 ACKER PL NE WASHINGTON, DC 200025212	NONE	501C3	SPONSORSHIP	500
Total ► 3a				57,399

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>				
FOUNDATION FOR OKC PUBLIC SCHOOLS 431 W MAIN ST E OKLAHOMA CITY, OK 73102	NONE	501C3	SPONSORSHIP	1,000
HILLSDALE COLLEGE 3701 S FRONTAGE RD MOORE, OK 73160	NONE	501C3	CHAPEL CONSTRUCTION	500
INSPIRATION POINT FINE ARTS COLONY 16311 US-62 EUREKA SPRINGS, AR 72632	NONE	501C3	SPONSORSHIP	1,500
Total ▶ 3a				57,399

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>				
LIBRARY ENDOWMENT TRUST 300 PARK AVE OKLAHOMA CITY, OK 73102	NONE	501C3	SPONSORSHIP	700
LYRIC THEATER1727 NW 16TH ST OKLAHOMA CITY, OK 73106	NONE	501C3	SPONSORSHIP	1,000
NATIONAL COWBOY MUSEUM 1700 NE 63RD ST OKLAHOMA CITY, OK 73111	NONE	501C3	SPONSORSHIP	600
Total ▶ 3a				57,399

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 COWBOY MUSEUM 1700 NE 63RD ST OKLAHOMA CITY, OK 73111	NONE	501C3	SPONSORSHIP	200
OCCC FOUNDATION7777 S MAY AVE OKLAHOMA CITY, OK 73159	NONE	501C3	SPONSORSHIP	1,000
OCCC FOUNDATION7777 S MAY AVE OKLAHOMA CITY, OK 73159	NONE	501C3	SPONSORSHIP	150
Total ▶ 3a				57,399

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>				
OPERA OF THE OZARKS-ARKANSAS PO BOX 127 EUREKA SPRINGS, AR 72632	NONE	501C3	SPONSORSHIP	2,500
OKLAHOMA PROJECT WOMAN 7146 S BRADEN AVE 300 TULSA, OK 74136	NONE	501C3	SPONSORSHIP	150
OKLAHOMA AIDS CARE FUND 4001 N CLASSEN SUITE 100 OKLAHOMA CITY, OK 73118	NONE	501C3	SPONSORSHIP	5,000
Total ▶ 3a				57,399

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 CITY BALLET 7421 N CLASSEN BLVD OKLAHOMA CITY, OK 73116	NONE	501C3	SPONSORSHIP	4,000
OKLAHOMA CITY BALLET 7421 N CLASSEN BLVD OKLAHOMA CITY, OK 73116	NONE	501C3	SPONSORSHIP	500
OKLAHOMA CITY BALLET 7421 N CLASSEN BLVD OKLAHOMA CITY, OK 73116	NONE	501C3	SPONSORSHIP	1,000
Total ▶ 3a				57,399

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 CITY BALLET 7421 N CLASSEN BLVD OKLAHOMA CITY, OK 73116	NONE	501C3	SPONSORSHIP	2,500
OKLAHOMA CITY BEAUTIFUL 3535 N CLASSEN BLVD OKLAHOMA CITY, OK 73118	NONE	501C3	SPONSORSHIP	1,000
OKLAHOMA CITY BOATHOUSE FOUNDATION 725 S LINCOLN BLVD OKLAHOMA CITY, OK 73129	NONE	501C3	SPONSORSHIP	500
Total 3a				57,399

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 CITY BOATHOUSE FOUNDATION 725 S LINCOLN BLVD OKLAHOMA CITY, OK 73129	NONE	501C3	SPONSORSHIP	500
OKLAHOMA CITY BOATHOUSE FOUNDATION 725 S LINCOLN BLVD OKLAHOMA CITY, OK 73129	NONE	501C3	SPONSORSHIP	174
OKLAHOMA CITY MUSEUM OF ART 415 COUCH DR OKLAHOMA CITY, OK 73102	NONE	501C3	SPONSORSHIP	4,000
Total ► 3a				57,399

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 CITY MUSEUM OF ART 415 COUCH DR OKLAHOMA CITY, OK 73102	NONE	501C3	SPONSORSHIP	3,000
OKLAHOMA HIGHER EDUCATION HERITAGE 800 NZIH ZUHDI DR OKLAHOMA CITY, OK 73105	NONE	501C3	SPONSORSHIP	700
OKLAHOMA ISRAEL EXCHANGE 6608 N WESTERN AVE 464 OKLAHOMA CITY, OK 73116	NONE	501C3	SPONSORSHIP	500
Total ► 3a				57,399

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OU FOUNDATION100 W TIMBERDELL RD NORMAN, OK 73019	NONE	501C3	SPONSORSHIP	75
RED ANDREWS CHRISTMAS DINNER 1 MYRIAD GARDENS GUTHRIE, OK 73102	NONE	501C3	SPONSORSHIP	2,500
PEPPER'S RANCH 3172 PEPPERS RANCH DR GUTHRIE, OK 73044	NONE	501C3	SPONSORSHIP	2,500
Total ▶ 3a				57,399

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>				
WORLD EXPERIENCES FOUNDATION 930 E 2ND ST EDMOND, OK 73034	NONE	501C3	SPONSORSHIP	1,500
THE WINTER CHARITY BALL INC 6608 N WESTERN BOX 292 BETHANY, OK 73116	NONE	501C3	SPONSORSHIP	1,400
THE CHILDDREN'S CENTER REHAB HOSPIT 6800 NW 39TH BETHANY, OK 73008	NONE	501C3	SPONSORSHIP	5,000
Total ▶ 3a				57,399

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>				
YWCA2460 NW 9-44 SERVICE RD OKLAHOMA CITY, OK 73112	NONE	501C3	SPONSORSHIP	2,500
Total ▶ 3a				57,399

TY 2017 Accounting Fees Schedule**Name:** THE ANN LACY FOUNDATION**EIN:** 46-3449370**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES-ACCOUNTING	4,316			

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

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: THE ANN LACY FOUNDATION

EIN: 46-3449370

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
ADIENT PLC	2016-11	PURCHASE	2017-05		5,606	3,867			1,739	
ROCKWEWLLCOLLINS INC	2017-04	PURCHASE	2017-04		5	4			1	
SEADRILL LITMED	2014-04	PURCHASE	2017-12		526	66,910			-66,384	
BE AEROSPACE INC	2014-06	PURCHASE	2017-04		32,243	33,818			-1,575	
UNITED RENTALS INC	2014-08	PURCHASE	2017-02		122,426	109,883			12,543	
KINDER MORGAN ENERGY	2014-12	PURCHASE	2017-06		95				95	
ONEOK PARTNERS	2014-11	PURCHASE	2017-06		125,517	63,424			62,093	
ONEOK PARTNERS	2014-11	PURCHASE	2017-06			69,836			-69,836	
		PURCHASE								
		PURCHASE								
2017 PARTNERSHIP K-1'S		PURCHASE			6				6	
2017 PARTNERSHIP K-1'S		PURCHASE			1,624				1,624	
2017 PARTNERSHIP K-1'S		PURCHASE								
2017 PARTNERSHIP K-1'S		PURCHASE				659			-659	

TY 2017 Investments Corporate Bonds Schedule

Name: THE ANN LACY FOUNDATION

EIN: 46-3449370

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS	791,033	639,531

TY 2017 Investments Corporate Stock Schedule

Name: THE ANN LACY FOUNDATION

EIN: 46-3449370

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS	4,573,535	6,197,613

TY 2017 Investments - Other Schedule

Name: THE ANN LACY FOUNDATION

EIN: 46-3449370

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AMERIGAS PARTNERS LP	AT COST	35,748	92,460
BASIS ADJUSTMENT	AT COST		
BUCKEYE PARTNERS LP	AT COST	52,616	49,550
BASIS ADJUSTMENT	AT COST		
ENABLE MIDSTREAM PARTNERS LP	AT COST	15,319	28,440
BASIS ADJUSTMENT	AT COST		
KKR & CO LP	AT COST	51,001	42,120
BASIS ADJUSTMENT	AT COST		
MAGELLAN MIDSTREAM PARTNERS LP	AT COST	60,517	70,940
BASIS ADJUSTMENT	AT COST		
ONEOK PARTNERS LP	AT COST		
BASIS ADJUSTMENT	AT COST	700	
BASIS ADJUSTMENT	AT COST	21,234	
INVESTMENTS-CD'S	AT COST	200,003	199,161

TY 2017 Other Expenses Schedule**Name:** THE ANN LACY FOUNDATION**EIN:** 46-3449370**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSE	659			
BANK SERVICE FEES	119			
MISCELLANEOUS EXPENSES	114			
TELEPHONE EXPENSE	5,430			
POSTAGE EXPENSE	102			
2017 K-1 OTHER EXPENSES	254			

TY 2017 Other Income Schedule**Name:** THE ANN LACY FOUNDATION**EIN:** 46-3449370**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2017 PARTNERSHIP K-1'S	57	57	57
2017 PARTNERSHIP K-1'S OTHER	225		225
2017 PARTNERSHIP K-1'S	-20,309		-20,309
2017 K-1'S RENTAL INCOME	-21		-21
GAIN ON DISPOSITION-ONE OK	69,836		69,836

TY 2017 Other Notes/Loans Receivable Short Schedule**Name:** THE ANN LACY FOUNDATION**EIN:** 46-3449370

Name of 501(c)(3) Organization	Balance Due
OKC BOATHOUSE FOUNDATION	450,000

TY 2017 Taxes Schedule**Name:** THE ANN LACY FOUNDATION**EIN:** 46-3449370

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSE-OK SOS	65			
FOREIGN TAX ON INVESTMENT	550			
PAYROLL TAXES	10,007			
FEDERAL TAX	2,317			
OTHER TAXES	96			