

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation▶ 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.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation The Puterbaugh Foundation		A Employer identification number 73-6092193
Number and street (or P O box number if mail is not delivered to street address)	Room/suite 114	B Telephone number (see instructions) 918-424-0998
City or town, state or province, country and ZIP or foreign postal code McAlester, OK 74501		C If exemption application is pending check here ▶ <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c) line 16) ▶ \$ 16,216,142	J Accounting method <input checked="" type="checkbox"/> Other (specify) modified cash	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ <input type="checkbox"/>

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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	112	0		
	4 Dividends and interest from securities	486,252	486,252		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	507,485			
	b Gross sales price for all assets on line 6a 2,468,787				
	7 Capital gain net income (from Part IV, line 2)		507,485		
	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)	74,798	72,791		
	12 Total. Add lines 1 through 11	1,068,647	1,066,528	N/A	
	13 Compensation of officers, directors, trustees, etc	51,576	30,946		20,630
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <i>Schedule I</i>	12,000	7,200		4,800
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <i>Schedule I</i>	14,963	14,963		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	4,122	2,473		1,649
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <i>Schedule I</i>	1,137	682		455
	24 Total operating and administrative expenses. Add lines 13 through 23	83,798	56,264	N/A	27,534
	25 Contributions, gifts, grants paid	692,575			692,575
	26 Total expenses and disbursements. Add lines 24 and 25	776,373	56,264	N/A	720,109
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	292,274			
b Net investment income (if negative, enter -0-)			1,010,264		
c Adjusted net income (if negative enter -0-)				N/A	

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2017)

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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	74,891	139,291	139,291
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	-500	-500	-500
	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) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges <i>Excise Tax</i>	33,063	15,093	15,093
	10a Investments—U S and state government obligations (attach schedule)	937	937	361
	b Investments—corporate stock (attach schedule) <i>Schedule I</i>	735,982	0	0
	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 ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ SCHEDULE 1)	11,203,242	12,204,780	16,061,897
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	12,047,615	12,359,601	16,216,142
	17 Accounts payable and accrued expenses	120	120	
	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)	120	120	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted	11,792,585	12,104,571	
	25 Temporarily restricted			
	26 Permanently restricted	254,910	254,910	
	Foundations that do not follow SFAS 117, check here ▶ <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)	12,047,495	12,359,481	
	31 Total liabilities and net assets/fund balances (see instructions)	12,047,615	12,359,601	

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	12,047,615
2 Enter amount from Part I, line 27a	2	292,274
3 Other increases not included in line 2 (itemize) ▶ NONTAXABLE AMOUNT OF ANNUITY DISTRIBUTION	3	49,960
4 Add lines 1, 2, and 3	4	12,389,849
5 Decreases not included in line 2 (itemize) ▶ DECREASE IN UNREALIZED GAINS	5	30,368
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,359,481

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 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SCHEDULE 6	P	VARIOUS	VARIOUS
b CAPITAL GAIN DISTRIBUTIONS-FIDELITY	P	VARIOUS	VARIOUS
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			364,058
b			143,427
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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	507,485
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 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	697,871	14,515,061	05
2015	740,333	15,261,748	05
2014	891,365	15,967,607	06
2013	754,272	15,045,106	05
2012	794,500	14,149,811	06

2 Total of line 1, column (d)	2	27
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	06
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	15,447,445
5 Multiply line 4 by line 3	5	926,847
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	101,026
7 Add lines 5 and 6	7	1,027,873
8 Enter qualifying distributions from Part XII, line 4 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.	8	720,109

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 <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			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
1		20,205	28	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	20,205	28	
3	Add lines 1 and 2	0		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	20,205	28	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	15,092	76	
b	Exempt foreign organizations—tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	15,092	76	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	0		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	5,112	52	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	0		
11	Enter the amount of line 10 to be Credited to 2018 estimated tax Refunded	0		

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	✓	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ▶ OKLAHOMA		
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> ? If "No," attach explanation	✓	
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 tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		✓

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.		✓
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.		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	✓	
14 The books are in care of ► CARA BLAND Telephone no ► 918-424-0998 Located at ► 215 E CHOCTAE AVE, STE 114, MCALESTER, OK ZIP+4 ► 74501		
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		<input type="checkbox"/>
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 ►		✓

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
1a 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"/>	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? <input type="checkbox"/> Yes <input 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.)	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? <input type="checkbox"/> Yes <input 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.)	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:		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		5b	
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	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?		6b	<input checked="" type="checkbox"/>
	If "Yes" to 6b, file Form 8870			
7a	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?		7b	

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
STEVEN TAYLOR 728 E TENNESSEE, MCALESTER, OK	PRESIDENT TRUSTEE	29,472	NONE	NONE
CARA BLAND 1406 TIMBER LN	TREASURER TRUSTEE	26,732	NONE	NONE
LUCY SMITH 537 E ADAMS, MCALESTER, OK	TRUSTEE	7368	NONE	NONE

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
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	15,588,138
b	Average of monthly cash balances	1b	90,838
c	Fair market value of all other assets (see instructions)	1c	3,709
d	Total (add lines 1a, b, and c)	1d	15,682,685
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	15,682,685
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	235,240
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,447,445
6	Minimum investment return. Enter 5% of line 5	6	772,373

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	772,373
2a	Tax on investment income for 2017 from Part VI, line 5	2a	20,205
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	20,205
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	752,168
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	752,168
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	752,168

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	720,109
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	720,109
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	720,109

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				752,168
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				
b From 2013				
c From 2014	92,676			
d From 2015				
e From 2016				
f Total of lines 3a through e	92,676			
4 Qualifying distributions for 2017 from Part XII, line 4. ► \$ 720,109				
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				720,109
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))	32,059			32,059
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	60,617			
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				
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				
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	60,617			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014	60,617			
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation and the ruling is effective for 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	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a 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 $\frac{1}{2}$ 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
THE PUTERBAUGH FOUNDATION, 215 E CHOCTAW AVE. , STE. 114, MCALESTER, OK 74501 918-424-0998

- b** The form in which applications should be submitted and information and materials they should include
NARRATIVE FORM INCLUDING DETAIL INFO ABOUT ORG. PURPOSE & BUDGET, AS WELL AS, DETAILS OF FUNDING REQUEST

- c Any submission deadlines**
12/31, TO BE FUNDED THE FOLLOWING YEAR

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

PREFERENCE GIVEN TO SE OKLAHOMA ORGS WITH EMPHASIS ON EDUCATION AND MEDICAL SERVICES TO FAMILIES AND CHILDREN

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 ATTACHED SCHEDULE				
Total			▶ 3a	692,575
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

- | | | Yes | No |
|----------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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 | 1a(1) | ✓ |
| | (2) Other assets | 1a(2) | ✓ |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ✓ |
| 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 | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5/14/18
Date

TREASURER
Title

May the IRS discuss this return with the preparer shown below?
See instructions ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

PART XV-Supplementary Information

PUTERBAUGH FOUNDATION

73-6092193

<u>NAME OF RECIPIENT</u>	<u>ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE OF CONTRIBUTION</u>	<u>AMOUNT</u>
Boys & Girls Club of McAlester	305 E Chadick, McAlester, OK 74501	Public	General Program Support	82,000.00
McAlester Arts & Humanities Council	P.O.Box 1446, McAlester, OK 74502	Public	General Program Support	2,500 00
American Red Cross, Pittsburg County	502 E Chickasaw Ave, McAlester, OK 74501	Public	General Program Support	5,000.00
Oklahoma City University	2501 N Blackwelder, OKC, OK 73106	Public	Child Advocacy Degree Program	4,000.00
Eastern Oklahoma State College	1301 W. Main, Wilburton, OK 74578	Govt	Nursing Education Program Support	22,000 00
McAlester Public Library	401 N 2nd, McAlester, OK 74501	Govt	General Support/ Summer Children's Program	22,000.00
McAlester Public Schools	P O Box 1027, McAlester, OK 74502	Govt	General Program Support	4,750 00
Pittsburg County Holiday Commission	P O. Box 3542, McAlester, OK 74502	Public	General Program Support	1,000 00
Legal Aid Services	1335 E Carl ALbert Pkwy, McAlester, OK	Govt	General Program Support	17,000.00
Oklahoma Educational Television Authority	P.O. Box 26960, OKC, OK 73196	Govt	Public Television Support	17,000.00
Oklahoma Heritage Association	201 NW 14th St., OKC, OK 73103	Public	History & Geography Scholarship Program	33,325.00
McAlester Regional Literacy Council	401 N 2nd St., McAlester, OK 74501	Public	General Program Support	3,000 00
University of Oklahoma Foundation	900 Asp Ave, Ste 427, Norman, OK 73019-4051	Govt	General Program Support	27,000.00
The Salvation Army	400 N A St , McAlester, OK 74501	Public	General Program Support	5,000 00
Youth Emergency Shelter	901 N 9th, McAlester, OK 74501	Govt	General Program Support	17,000 00
Oklahoma City National Memorial	P O. Box 323, OKC, OK 73101	Govt	Building Fund Support	32,000 00
Oklahoma Medical Research Foundation	825 NE 13th, OKC, OK 73104	Public	Building Fund Support	57,000 00
Oklahoma Historical Society	800 Nazih Zuhdi Dr , OKC, OK 73105	Public	General Program Support	11,000.00
Leadership Oklahoma	5500 N Western, Ste 142, OKC, OK 73118	Public	General Program Support	1,500.00
Shared Blessings	PO Box 328, McAlester, OK 74502	Public	Building Fund Support	47,000.00
Oklahoma State University Foundation	400 South Monroe, Stillwater, OK 74074	Govt	Scholarship Program	27,000.00
McAlester Regional Health Center Foundation	1 Clark Bass Blvd, McAlester, OK 74501	Public	General Program Support	27,000.00
Hospice of McAlester	PO Box 1333, McAlester, OK 74502	Public	General Program Support	1,000.00
Oklahoma Project Women	PO Box 14026, Tulsa, OK 74159	Public	Pittsburg County Breast Health Program Support	15,000.00
Pride in McAlester	P.O. Box 583, McAlester, OK 74502	Public	General Program Support	1,000 00

City of McAlester	P.O. Box 578, McAlester, OK 74502	Gov't	Parks Equipment	118,000.00
Caring Hands Healthcare Centers	727 E Wyandotte, McAlester, OK 74501	Public	Dental Equipment	35,000.00
Oklahoma State Regents For Higher Education	P O. Box 108850, OKC, OK 73101-8850	Gov't	Scholarship Program	5,000.00
Oklahoma Watch	395 W Lindsey St , 3120D, Norman, OK 73019	Public	General Program Support	2,500.00
Dean McGee Eye Institute Foundation	608 Stanton L Young Blvd, OKC, OK 73104	Public	Eyecare Equipment	50,000.00
Total 2017 Contributions Paid				692,575.00

SUPPORTING DETAILS**PART I-LINE 11 – OTHER INCOME**

DISTRIBUTIONS FROM ANNUITY-TAXABLE AMOUNT	72,791.00	
SCHEDULE K-1 INCOME – SCHEDULE 5	923.00	
CLASS ACTION SETTLEMENT	21.59	
ROYALTY INCOME	<u>1,062.45</u>	
TOTAL TO LINE 11		<u>74,798.04</u>

PART I-LINE 18-TAXES

EXCISE TAX	<u>14,963.33</u>	
TOTAL TO LINE 18		<u>14,963.33</u>

PART I-LINE 23-OTHER EXPENSES

POSTAGE, INTERNET FEES	787.92	
DEDUCTIONS FROM ROYALTY PAYMENTS	103.59	
DUES & SUBSCRIPTIONS	<u>245.00</u>	
TOTAL TO LINE 23		<u>1,136.51</u>

PART I-LINE 16(b)-ACCOUNTING FEES

CARA BLAND – BOOKKEEPING/TAX PREPARATION		<u>12,000.00</u>
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PART II-LINE 10-INVESTMENT IN SECURITIES

	BOOKS	MARKET
INVESTMENT IN US & STATE OBLIGATIONS(SCH 3, LINE 10a)	936.63	361.46
INVESTMENT IN STOCKS(SCH 4, LINE 10b)	<u>0.00</u>	<u>0.0</u>
TOTALS	936.63	361.46

PART II-LINE 15-OTHER ASSETS

INVESTMENT IN MUTUAL FUNDS(SCH 2, LINE 15)	11,989,744.63	15,849,615.22
ANNUITY RECEIVABLE	204,581.66	204,581.46
OIL & GAS ROYALTY-CHAMBERLAIN LEASE, N.MEXICO	4,526.00	3,700.00
OFFICE FURNITURE & EQUIPMENT	<u>5,927.87</u>	<u>4,000.00</u>
TOTALS	12,204,780.16	16,061,896.68

<u>INVESTMENT IN MUTUAL FUNDS</u>	<u>UNITS</u>	<u>COST</u>	<u>F.M.V.</u>
ISHARES CORE S&P 500	8,070 000	1,620,608 35	2,169,619 50
SPDR SER TR S&P DIVID	3,000 000	164,603 98	283,440 00
VANGUARD INDEX FDS	4,970 000	918,589 17	1,219,091 30
FIDELITY 500 INDEX PREMIUM CLASS	17,272 888	772,057 59	1,614,151 38
FIDELITY TOTAL MKT INDX PREMIUM	32,840.558	1,305,216 26	2,508,033.41
FIDELITY CONTRAFUND	3,992 295	220,622.42	488,936 37
VANGUARD WELLSLEY INCOME ADMIRAL	36,223.822	2,054,375.00	2,365,415 57
FIDELITY CAPITAL & INCOME	104,951 216	924,637 09	1,080,997 52
FIDELITY BALANCED	48,006.004	1,064,421 57	1,139,182.47
FIDELITY HIGH INCOME	86,546 254	735,620 00	775,454 44
DOUBLELINE TOTAL RT BOND	19,307 046	209,749.24	205,233 89
ISHARES IBOX INVESTMENT GRADE	1,300.000	154,243.96	158,028 00
PIMCO INCOME FUND CL D	148431 215	1,845,000 00	1,842,031.37
TOTAL MUTUAL FUNDS		11,989,744.63	15,849,615.22

<u>INVESTMENT IN GOVERNMENT SECURITIES</u>	<u>FACE VALUE</u>	<u>BASIS</u>	<u>F.M.V.</u>
FNMA 7% DUE 3-25-21	150,000 00	936 63	361 46
TOTAL		936 63	361 46

<u>INVESTMENT IN STOCKS</u>	<u>UNITS</u>	<u>COST</u>	<u>F.M.V.</u>
CEYONIQ AG	1 000	0 00	0 00
GENERAL MOTORS CO ESCROW	4,000 000	0 00	0.00
TOTAL STOCKS		0.00	0.00

PUTERBAUGH FOUNDATION

73-6092193
 SCHEDULE 5
 PAGE 1/1

Partnership	Ordinary Income(loss)	Net Rental RE Income(loss)	Interest Income	Ordinary Dividends	Royalties	Net Capital Gains(loss)	Sec 1231 Gains(loss)	Passive Act. Allowed
Williams Partners L.P	4,383.00	72.00	16.00	3.00			(1,578.00)	0.00
Oneok Partners, L.P	1,864.00		2.00			0.00	0.00	0.00
Plains All American Pipeline, L P	(4,469.00)		57.00	3.00			570.00	
TOTALS	1,778.00	72.00	75.00	6.00	0.00	0.00	(1,008.00)	0.00

PUTERBAUGH FOUNDATION 73-6092193 SCHEDULE 6

(a) DESCRIPTION	(b)	(c) DATE ACQ.	(d) DATE SOLD	(e) GROSS SALES PRICE	(g) COST OR BASIS	(h) GAIN OR LOSS	(i) LOSS - h GAIN - h
FIDELITY ACCOUNT							
Annaly Capital Management	P	75,700 000 VARIOUS	VARIOUS	915,500 40	733,090 67	182,409 73	182,409 73
A T & T Inc Com	P	24,800 000 VARIOUS	VARIOUS	969,661 81	784,405 10	185,256 71	185,256 71
Fidelity Total Bond ETF	P	3,445,000 VARIOUS	11/29/2017	173,236 66	172,897 20	339 46	339 46
IShares IBoxx Investment Grade	P	498 000 12/21/2016	6/20/2017	60,184 92	57,975 07	2,209 85	2,209 85
Doubleline Total Return Bond	P	32,802,249 VARIOUS	11/29/2017	350,000 00	356,359 37	(6,359 37)	(6,359 37)
FEDLL NATL MTG ASSN	P	0 000 VARIOUS	VARIOUS	203 22	1 27	201 95	201 95
TOTALS				2,468,787 01	2,104,728 68	364,058 33	364,058 33

ASSET VALUATION ANALYSIS-2017

PUTERBAUGH FOUNDATION - 73-6092193

SECURITIES AND C.D.'S	January	February	March	April	May	June	JULY	August	September	October	November	December	AVERAGE
VOYA ANNUITY	\$204,582 58	\$204,582 46	\$204,582 36	\$204,582 26	\$204,582 16	\$204,582 06	\$204,581 98	\$204,581 86	\$204,581 78	\$204,581 68	\$204,581 58	\$204,581 46	\$204,582 01
FIDELITY PER STATEMENT	\$14,492,827 30	\$14,870,142 47	\$14,941,110 44	\$15,081,751 26	\$15,307,272 13	\$15,204,369 35	\$15,466,287 89	\$15,553,877 59	\$15,753,222 01	\$16,020,195 82	\$15,841,634 35	\$15,849,978 68	\$15,383,555 61
NET SECURITIES	\$14,697,409 88	\$15,174,724 93	\$15,145,692 80	\$15,286,333 52	\$15,511,854 29	\$15,408,951 41	\$15,690,868 85	\$15,758,459 45	\$15,957,803 77	\$16,224,777 48	\$16,146,215 91	\$16,054,558 14	\$15,588,137 62
CASH ITEMS													
FIDELITY CASH ACCOUNT	\$59,512 15	\$32,032 78	\$42,848 41	\$66,128 87	\$6,761 58	\$39,404 61	\$36,722 74	\$29,688 60	\$61,227 63	\$33,958 31	\$408,688 57	\$141,889 08	\$78,911 61
FNB MCALESTER	\$2,575 68	\$11,482 55	(\$264 74)	\$8,538 57	\$13,780 80	\$8,593 78	\$15,527 61	\$18,598 98	\$8,884 73	\$9,287 45	\$7,144 49	\$28,954 23	\$10,928 18
TOTAL CASH ITEMS	\$62,087 81	\$43,515 31	\$42,581 67	\$74,667 44	\$20,542 38	\$45,998 39	\$52,250 35	\$48,285 58	\$70,112 36	\$43,255 76	\$415,833 08	\$170,843 31	\$90,837 79
OTHER ASSETS													
MINERAL INTERESTS	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72
TOTAL OTHER ASSETS	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72	\$3,708 72
TOTAL ALL CATEGORIES	\$14,763,208 39	\$15,221,948 66	\$15,191,883 19	\$15,364,709 69	\$15,536,105 39	\$15,458,658 52	\$15,746,828 62	\$15,810,433 75	\$16,031,624 85	\$16,271,741 96	\$16,585,757 69	\$16,229,210 17	\$15,882,684 12
												2016-	\$14,736,102 45