

Form **990-PF**

OMB No 1545 0052

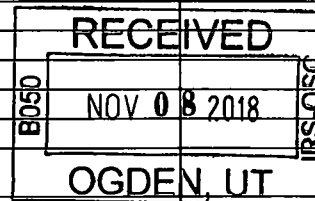
Department of the Treasury
Internal Revenue ServiceC&E
981**Return of Private Foundation**
Section 4947(a)(1) Trust Treated as Private FoundationDo not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.**2017**

Open to Public Inspection

For calendar year 2017 or tax year beginning 7/01, 2017, and ending 6/30, 2018

The Charles R. Whitfield Charitable
Foundation
5909 Primrose Lane
Stillwater, OK 74074**A** Employer identification number
20-0100958**B** Telephone number (see instructions)
817-946-6536**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,687,060.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books**(b) Net investment income****(c) Adjusted net income****(d) Disbursements for charitable purposes (cash basis only)****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**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain or (loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 1,208,105.**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**b** Less: Cost of goods sold**c** Gross profit or (loss) (attach schedule)**11** Other income (attach schedule)**12 Total** Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) See St 1**b** Accounting fees (attach sch) See St 2**c** Other professional fees (attach sch)**17** Interest**18** Taxes (attach schedule) (see instrs) See Stm 3**19** Depreciation (attach schedule) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)**24 Total operating and administrative expenses** Add lines 13 through 23
See Statement 4**25** Contributions, gifts, grants paid Part XV**26 Total expenses and disbursements** Add lines 24 and 25**27** Subtract line 26 from line 12.**a** Excess of revenue over expenses and disbursements**b** Net investment income (if negative, enter -0-)**c** Adjusted net income (if negative, enter -0-)

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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		29,239.	28,591.	28,591.
	2	Savings and temporary cash investments		113,842.	71,553.	71,553.
	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) Statement 5	8,760.	8,760.	4,280.	
	b	Investments — corporate stock (attach schedule) Statement 6	1,414,375.	1,436,635.	1,582,636.	
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis	500.				
	Less: accumulated depreciation (attach schedule) See Stmt 7	500.				
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		1,566,216.	1,545,539.	1,687,060.	
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) See Statement 8	550.	550.		
	23	Total liabilities (add lines 17 through 22)		550.	550.	
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		1,565,666.	1,544,989.	
	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)		1,565,666.	1,544,989.	
	31	Total liabilities and net assets/fund balances (see instructions)		1,566,216.	1,545,539.	

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	1,565,666.
2	Enter amount from Part I, line 27a	2	-20,677.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,544,989.
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	1,544,989.

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 9				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) 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	95,808.	
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	14,275.	

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	100,991.	1,716,636.	0.058831
2015	99,111.	1,735,799.	0.057098
2014	119,295.	2,006,591.	0.059452
2013	113,000.	2,087,284.	0.054137
2012	102,088.	2,010,180.	0.050786
2 Total of line 1, column (d)			2 0.280304
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 0.056061
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 1,717,679.
5 Multiply line 4 by line 3			5 96,295.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,053.
7 Add lines 5 and 6			7 97,348.
8 Enter qualifying distributions from Part XII, line 4			8 100,500.

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 ☐ 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)

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 pmts and 2016 overpayment credited to 2017

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

8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be **Credited to 2018 estimated tax** ☐ **Refunded** ☐

1	1,053.
2	0.
3	1,053.
4	0.
5	1,053.
6a	410.
6b	
6c	
6d	
7	410.
8	7.
9	650.
10	
11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions. MS		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction C? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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 <u>N/A</u>	13	X
14 The books are in care of <u>F.E. Whitfield</u> Telephone no <u>405-533-7901</u> Located at <u>5909 Primrose Lane Stillwater OK</u> ZIP + 4 <u>74074</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15	N/A
16 At any time during calendar year 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 <u></u>	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b 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	X
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 <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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 <u>20 __ , 20 __ , 20 __ , 20 __</u>		
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year, did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5 b

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6 b

X

If 'Yes' to 6b, file Form 8870.

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

N/A

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, 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
F.E. Whitfield 5909 Primrose Lane Stillwater, OK 74074	President 8.00	21,528.	0.	0.
Mark Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Treasurer 2.00	3,300.	0.	0.
David Loew 282 Running Deer Grapeland, TX 75844	Director 2.00	3,300.	0.	0.
Jane Whitfield 11304 E. Richmond Road Glencoe, OK 74032	Secretary 2.00	880.	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		

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	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments (see instructions)
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Part IX-B Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments by the foundation during the tax year on lines 1 and 2		
1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0

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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	1,623,794.
b	Average of monthly cash balances	1b	120,043.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,743,837.
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	1,743,837.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,158.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,717,679.
6	Minimum investment return. Enter 5% of line 5	6	85,884.

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	85,884.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,053.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,053.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,831.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	84,831.
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	84,831.

Part XIII 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	100,500.
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	100,500.
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	1,053.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,447.

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				84,831.
2 Undistributed income, if any, as of the end of 2017.				
a Enter amount for 2016 only			34,819.	
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				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 100,500.				
a Applied to 2016, but not more than line 2a			34,819.	
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				65,681.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				19,150.
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	0.			
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				

N/A

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

None

- None

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 10				
Total			3 a	100,500.
b Approved for future payment				
Total			3 b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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)
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2017

Federal Statements
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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	\$ 100.			
Total	<u>\$ 100.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 10,120.			
Total	<u>\$ 10,120.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Taxes	\$ 56.			
Total	<u>\$ 56.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 0.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 61.			
Investment Management Fees	7,812.	\$ 7,812.		
Travel and Other Expense	4,334.			
Total	<u>\$ 12,207.</u>	<u>\$ 7,812.</u>	<u></u>	<u>\$ 0.</u>

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

<u>State/Municipal Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
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Statement 5 (continued)
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

INVESCO VAN KAMPEN SENIOR INCOME TRUST	Cost	\$	8,760.	\$	4,280.
	Total	\$	<u>8,760.</u>	\$	<u>4,280.</u>

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Goldman Sachs High Yield Fund	Cost	\$ 30,013.	\$ 34,400.
ATLANTIS TECHNOLOGY GROUP	Cost	465.	2.
Pfizer Incorporated	Cost	12,268.	13,750.
STRIKER OIL & GAS INC	Cost	3,335.	0.
VOYANT INTL CORP	Cost	565.	5.
ISHARES RUSSELL 1000 GROWTH FUND	Cost	71,033.	153,435.
ISHARES RUSSELL 2000 VALUE INDEX FUND	Cost	14,184.	29,022.
ISHARES RUSSELL 2000 GROWTH IND	Cost	3,586.	12,873.
ISHARES RUSSELL 1000 VALUE	Cost	136,289.	190,931.
EMERGING WORLD PHARM INC	Cost	2,465.	0.
VANTAGE DRILLING	Cost	1,385.	7.
VANGUARD FTSE ALL WORLD EX US	Cost	118,317.	145,152.
ANGIOSOMA INC.	Cost	490.	0.
IMMUNOCELLULAR THERAPTCS	Cost	2,726.	6.
INTELLIPHARMACEUTICS INTERNATIONAL INC	Cost	3,665.	447.
MCDERMOTT INTL INC	Cost	7,616.	6,543.
ORIENT PAPER INC	Cost	2,111.	1,000.
Federated National Holding Co.	Cost	26,491.	23,070.
Geron Corp.	Cost	4,070.	3,430.
Ibio Inc.	Cost	2,046.	90.
Keycorp New	Cost	14,568.	19,540.
Net Element Inc.	Cost	1,895.	74.
OTI On Track Innovations	Cost	4,283.	1,170.
Altimune Inc.	Cost	1,905.	45.
Seabridge Gold Inc.	Cost	9,612.	11,150.
Spherix Inc.	Cost	1,395.	55.
Franklin Templeton India Growth	Cost	2,950.	2,939.
ISHARES TR 3-7 YR TREAS	Cost	33,342.	32,042.
ISHARES TR MSCI EAFE SMALL CAP	Cost	31,076.	39,192.
Akers Biosciences Inc.	Cost	2,755.	387.
Ampliphi Biosciences	Cost	2,177.	57.
Black Stallion Oil & Gas	Cost	2,451.	0.
Sellas Life Sciences Group Inc.	Cost	3,076.	233.
General Motors Co.	Cost	15,416.	19,700.
Gulf Resources Inc.	Cost	2,441.	1,380.
RXI Pharamceutical Co.	Cost	5,639.	386.
Goldman Sachs Long/ Short Credit Strats	Cost	54,523.	51,366.
Wisdom Tree India	Cost	36,675.	44,173.
Actinium Pharmaceuticals Inc.	Cost	2,407.	1,920.
Barrick Gold Corp	Cost	18,153.	13,130.
Brainstorm Cell Therapeutics	Cost	4,939.	7,800.
Cellect WTS Biotechnology LTD	Cost	3,591.	2,020.
Invitae Corp	Cost	3,925.	6,387.
Evoke Pharma Inc.	Cost	2,815.	2,500.

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Microbot Medical Inc.	Cost	\$ 4,898.	\$ 370.
Navios Maritime Holdings	Cost	1,672.	852.
Pura Naturals	Cost	2,535.	13.
Radiant Logistics Inc.	Cost	5,707.	3,910.
Elah Holdings Inc.	Cost	0.	400.
Seanergy Maritime Holdings Corp.	Cost	1,582.	1,730.
Sky Solar Holdings ADR LTD Co SPON	Cost	2,915.	1,170.
Technical Communications Corp.	Cost	5,323.	4,400.
United Microelectronics Corp ADR	Cost	2,503.	2,820.
Goldman Sachs ETF TR Active Beta Emergin	Cost	53,712.	57,907.
Ishares MSCI China ETF	Cost	23,009.	28,842.
Vanguard Short Term Corp Bond Index Fund	Cost	84,719.	82,937.
Axovant Sciences LTD	Cost	5,057.	2,260.
Bankers Cobalt Corp.	Cost	268.	234.
Cara Therapeutics Inc.	Cost	15,830.	19,150.
Cenovus Energy Inc.	Cost	7,734.	10,380.
Chesapeake Granite Wash Trust	Cost	1,670.	1,600.
Comstock Res Inc.	Cost	5,116.	10,510.
Exxon Mobil Corp	Cost	35,453.	37,229.
General Electric Company	Cost	11,409.	6,805.
Glance Technologies Inc.	Cost	2,015.	380.
Liberty One Lithium Corp	Cost	1,593.	202.
QMC Quantum Minerals Corp	Cost	871.	299.
Qualstar Corp New	Cost	11,399.	7,750.
Real Goods Solar Inc CL A 2017	Cost	2,306.	570.
Seadrill LTD	Cost	3,100.	2,150.
Global X MSCI Columbia ETF	Cost	15,008.	14,253.
Ishares Core S&P Mid-Cap ETF	Cost	19,320.	19,972.
Ishares MSCI Chile ETF	Cost	15,273.	12,685.
Ishares MSCI France ETF	Cost	29,613.	28,412.
Ishares MSCI Germany ETF	Cost	30,275.	27,732.
Ishares MSCI Japan ETF New	Cost	41,650.	43,442.
Ishares MSCI Peru ETF	Cost	28,337.	27,790.
Ishares MSCI Saudi Arabia ETF	Cost	13,222.	15,110.
Ishares MSCI South Korea ETF ETF	Cost	29,732.	26,475.
Pimco ETF TR Enhanced Short MAT Active E	Cost	47,844.	47,830.
SPDR Gold TR Gold SHS	Cost	74,193.	68,698.
Vaneck Vectors Egypt Index ETF	Cost	14,956.	13,447.
Vaneck Vectors Investment Grade Floating	Cost	39,874.	39,761.
Vanguard Malvern FDS Short Term Inflatio	Cost	39,813.	39,855.
Actinium Pharm Inc WTS SER B	Cost	0.	435.
Actinium Pharm Inc WTS SER A	Cost	0.	60.
Total		<u>\$ 1,436,635.</u>	<u>\$ 1,582,636.</u>

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

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

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

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

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

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	1000 AK Steel Holdings Corp.	Purchased	7/26/2017	3/28/2018
2	2000 Aoxing Pharmaceutical Co.	Purchased	6/30/2016	3/29/2018
3	900 Blackberry LTD.	Purchased	3/27/2015	7/17/2017
4	100 Blackberry LTD.	Purchased	3/27/2015	7/17/2017
5	500 Crispr Therapeutics AG Namen-AKT	Purchased	5/16/2018	5/31/2018
6	500 General Motors Co.	Purchased	5/16/2016	3/29/2018
7	500 General Motors Co.	Purchased	8/04/2016	3/29/2018
8	400 Hess Corporation	Purchased	10/18/2016	5/07/2018
9	1000 Marathon Oil Corp.	Purchased	3/07/2016	5/09/2018
10	1000 Oasis Petroleum Inc.	Purchased	4/06/2018	5/22/2018
11	500 OHR Pharmaceutical Inc.	Purchased	3/03/2015	10/23/2017
12	500 OHR Pharmaceutical Inc.	Purchased	3/03/2015	10/23/2017
13	1000 Zynga Inc.	Purchased	6/26/2012	2/14/2018
14	76.491 Goldman Sachs ETF Tr Active BETA Emergin	Purchased	12/19/2016	7/05/2017
15	112 Goldman Sachs ETF Tr Active BETA Emergin	Purchased	12/19/2016	10/30/2017
16	1514 Barclays Bank PLC Ipath Exchanged Traded	Purchased	12/28/2015	9/11/2017
17	1720 Barclays Bank PLC Ipath Exchanged Traded	Purchased	7/05/2017	9/11/2017
18	586 Global X FDS Global FTSE Argentina	Purchased	5/27/2016	7/03/2017
19	1133.673 Global X FDS Global X FTSE Norway 30 ET	Purchased	10/13/2017	12/04/2017
20	569.012 Ishares Inc. MSCI Brazil Capped ETF	Purchased	5/27/2016	7/03/2017
21	200.356 Ishares Inc. MSCI Brazil Capped ETF	Purchased	2/02/2017	7/03/2017
22	.152 Ishares Inc. MSCI Brazil Capped ETF	Purchased	2/02/2017	7/13/2017
23	706.4111 Ishares Inc. MSCI CDA ETF	Purchased	11/14/2017	2/26/2018
24	277.27 Ishares Inc. MSCI Israel Capped ETF	Purchased	3/06/2017	8/22/2017
25	.078 Ishares Inc. MSCI Israel Capped ETF	Purchased	3/06/2017	9/08/2017

Statement 9 (continued)
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>
26	590.788 Ishares Inc. MSCI Taiwan Capped ETF New	Purchased	3/29/2017	10/13/2017
27	.011 Ishares Inc. MSCI Taiwan Capped ETF New	Purchased	3/29/2017	10/27/2017
28	143.173 Ishares MBS ETF	Purchased	9/19/2016	9/11/2017
29	92 Ishares MSCI China ETF	Purchased	3/06/2017	10/30/2017
30	62.001 Ishares MSCI China ETF	Purchased	3/06/2017	11/14/2017
31	158 Ishares msci Germany etf	Purchased	11/14/2017	2/26/2018
32	16 Ishares MSCI Japan ETF New	Purchased	9/11/2017	10/30/2017
33	57.21 Ishares MSCI Japan ETF New	Purchased	9/11/2017	11/14/2017
34	28 Ishares MSCI Peru ETF	Purchased	9/11/2017	10/30/2017
35	110 Ishares MSCI Poland Capped ETF	Purchased	2/02/2017	10/30/2017
36	583.496 Ishares MSCI Poland Capped ETF	Purchased	2/02/2017	2/26/2018
37	238 Ishares MSCI South Korea ETF	Purchased	11/14/2017	2/26/2018
38	868.07 Ishares MSCI Spain Capped ETF	Purchased	5/26/2017	9/11/2017
39	.147 Ishares MSCI Spain Capped ETF	Purchased	5/26/2017	10/12/2017
40	52 Ishares TR Russell 1000 Growth Fund	Purchased	12/11/2008	7/05/2017
41	181 Ishares TR Russell 1000 Growth Fund	Purchased	12/11/2008	9/11/2017
42	61 Ishares TR Russell 1000 Growth Fund	Purchased	12/11/2008	10/30/2017
43	11 Ishares TR Russell 2000 Growth Ind	Purchased	12/11/2008	7/05/2017
44	45 Ishares TR Russell 2000 Growth Ind	Purchased	12/11/2008	9/11/2017
45	7 Ishares TR Russell 2000 Growth Ind	Purchased	12/11/2008	10/30/2017
46	17 Ishares TR Russell 1000 Value	Purchased	12/11/2008	7/05/2017
47	115 Ishares TR Russell 1000 Value	Purchased	12/11/2008	9/11/2017
48	87 Ishares TR Russell 1000 Value	Purchased	12/11/2008	10/30/2017
49	14 Ishares TR Russell 2000 Val Ind Fund	Purchased	12/11/2008	7/05/2017
50	83 Ishares TR Russell 2000 Val Ind Fund	Purchased	12/11/2008	9/11/2017
51	24 Ishares TR Russell 2000 Val Ind Fund	Purchased	12/11/2008	1/30/2017
52	292 ishares Tips Bond ETF	Purchased	3/03/2015	1/12/2018
53	5 ishares Tips Bond ETF	Purchased	9/11/2015	1/12/2018
54	148.359 ishares Tips Bond ETF	Purchased	9/11/2017	1/12/2018
55	271.008 Ishares TR 3-7 YR TREAS	Purchased	10/01/2015	7/05/2017
56	.021 Ishares TR 3-7 YR TREAS	Purchased	10/01/2015	7/13/2017
57	33.325 Ishares TR MSCI EAFE Small Cap	Purchased	3/05/2015	7/05/2017
58	50 Ishares TR MSCI EAFE Small Cap	Purchased	3/05/2015	10/30/2017
59	292 Pimco ETF TR Enhances Short Mat Active E	Purchased	8/22/2017	8/25/2017
60	16 Pimco ETF TR Enhanced Short Term Mat Act	Purchased	9/11/2017	10/30/2017
61	573 Pimco ETF TR Enhanced Short Term Mat Act	Purchased	9/11/2017	2/26/2018
62	1450.923 Powershares Exchange Traded FD TRII	Seni	11/21/2016	7/05/2017
63	.01 Powershares Exchange Traded FD TRII Seni	Purchased	11/21/2016	7/13/2017
64	1227 SPDR Bloomberg Barclays Sht Trm High Yld	Purchased	11/21/2016	9/11/2017
65	599 SPDR Bloomberg Barclays Sht Trm High Yld	Purchased	7/08/2017	9/11/2017
66	815 SPDR Index SHS FDS DJ Wilshire	Purchased	12/28/2015	7/05/2017
67	69 Vaneck Vectors Brazil Small Cap ETF	Purchased	8/25/2017	10/30/2017
68	1239.303 Vaneck Vectors Brazil Small Cap ETF	Purchased	8/25/2017	11/14/2017
69	.076 Vaneck Vectors Brazil Small Cap ETF	Purchased	8/25/2017	12/01/2017
70	52 Vaneck Vectors Russia ETF	Purchased	7/03/2017	10/30/2017
71	987.05 Vaneck Vectors Vietnam ETF	Purchased	7/03/2017	8/22/2017

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

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
72	.141 Vaneck Vectors Vietnam ETF	Purchased	7/03/2017	9/08/2017
73	33 Vanguard FTSE All World EX US	Purchased	6/08/2010	7/05/2017
74	215 Vanguard FTSE All World EX US	Purchased	6/08/2010	10/30/2017
75	612 Vanguard FTSE All World EX US	Purchased	6/08/2010	2/26/2018
76	418.693 Vanguard Intl Equity Index FDS MSCI Euro	Purchased	7/03/2017	11/14/2017
77	272.714 Vanguard Intl Equity Index FDS MSCI Euro	Purchased	9/11/2017	11/14/2017
78	.163 Vanguard Intl Equity Index FDS MSCI Euro	Purchased	9/11/2017	12/01/2017
79	370.339 Wisdomtree TR Europe Hedged Equity FD	Purchased	9/09/2016	7/03/2017
80	355.661 Wisdomtree TR Europe Hedged Equity FD	Purchased	9/06/2016	9/11/2017
81	101.081 Wisdomtree TR Europe Hedged Equity FD	Purchased	3/29/2017	9/11/2017
82	.112 Wisdomtree TR Europe Hedged Equity FD	Purchased	3/29/2017	10/12/2017
83	23 Wisdomtree TR India	Purchased	12/28/2015	10/30/2017
84	403 Wisdomtree TR Japan Hedged Equity FD	Purchased	7/20/2016	9/11/2017
85	438 Wisdomtree TR Japan Hedged Equity FD	Purchased	12/19/2016	9/11/2017
86	67 Cobalt International Energy	Purchased	8/18/2016	4/27/2018
87	1000 Elah Holdings Inc.	Purchased	5/11/2017	5/17/2018
88	1000 Ignite Restaurant Group Inc.	Purchased	5/31/2015	12/27/2017
89	2000 Secure Point Technologies Inc.	Purchased	12/04/2014	8/15/2017
90	0 Secure Point Technologies Inc.	Purchased	8/15/2017	4/05/2018
91	300 Tamalpais Bancorp	Purchased	11/26/2007	9/21/2017
92	475.914 Ishares MBS ETF	Purchased	9/19/2016	5/01/2018
93	.019 Ishares MBS ETF	Purchased	9/19/2016	5/23/2018
94	328.05 Ishares MSCI Brazil ETF	Purchased	2/26/2018	4/12/2018
95	212.879 Ishares MSCI China ETF	Purchased	3/06/2017	5/01/2018
96	.151 Ishares MSCI Poland Capped ETF	Purchased	2/02/2017	4/11/2018
97	73.842 Ishares MSCI Saudi Arabia ETF	Purchased	2/26/2018	5/01/2018
98	208.461 Ishares MSCI South Africa ETF	Purchased	2/26/2018	4/12/2018
99	.026 ishares Tips Bond ETF	Purchased	9/11/2017	4/30/2018
100	143.293 Ishares TR 3-7 YR Treas BD ETF	Purchased	9/11/2017	5/01/2018
101	691.341 Vaneck Vectors ETF TR Emrgng Mkts H Yld	Purchased	7/05/2017	5/01/2018
102	.047 Vaneck Vectors ETF TR Emrgng Mkts H Yld	Purchased	7/05/2017	5/23/2018
103	712.453 Vaneck Vectors Russia ETF	Purchased	7/03/2017	4/12/2018
104	.132 Vaneck Vectors Russia ETF	Purchased	7/03/2017	4/30/2018
105	917.017 Vaneck Vectors Vietnam ETF	Purchased	11/14/2017	5/01/2018
106	.24 Invitae Corp	Purchased	11/20/2017	11/20/2017
107	.33334 McDermott Intl. Inc. New	Purchased	5/10/2018	5/10/2018
108	.33335 Sellas Life Sciences Group Inc.	Purchased	1/02/2018	1/02/2018

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	4,289.		6,796.	-2,507.				\$ -2,507.
2	62.		1,583.	-1,521.				-1,521.
3	8,686.		8,740.	-54.				-54.
4	961.		971.	-10.				-10.
5	32,877.		29,587.	3,290.				3,290.
6	17,754.		15,600.	2,154.				2,154.

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

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
7	17,754.		15,416.	2,338.				\$ 2,338.
8	24,155.		20,837.	3,318.				3,318.
9	20,867.		11,517.	9,350.				9,350.
10	12,794.		8,216.	4,578.				4,578.
11	283.		5,116.	-4,833.				-4,833.
12	287.		5,116.	-4,829.				-4,829.
13	3,298.		6,271.	-2,973.				-2,973.
14	2,373.		2,099.	274.				274.
15	3,828.		3,073.	755.				755.
16	35,805.		31,918.	3,887.				3,887.
17	40,677.		38,373.	2,304.				2,304.
18	17,110.		12,049.	5,061.				5,061.
19	14,749.		15,565.	-816.				-816.
20	19,113.		14,988.	4,125.				4,125.
21	6,730.		7,449.	-719.				-719.
22	6.		6.	0.				0.
23	20,012.		20,663.	-651.				-651.
24	13,194.		14,141.	-947.				-947.
25	4.		4.	0.				0.
26	22,036.		19,936.	2,100.				2,100.
27	0.		0.	0.				0.
28	15,412.		15,733.	-321.				-321.
29	5,934.		4,535.	1,399.				1,399.
30	4,164.		3,056.	1,108.				1,108.
31	5,220.		5,171.	49.				49.
32	928.		878.	50.				50.
33	3,382.		3,138.	244.				244.
34	1,174.		1,079.	95.				95.
35	2,882.		2,189.	693.				693.
36	15,941.		11,612.	4,329.				4,329.
37	17,447.		17,676.	-229.				-229.
38	28,967.		29,037.	-70.				-70.
39	5.		5.	0.				0.
40	6,178.		1,902.	4,276.				4,276.
41	22,405.		6,622.	15,783.				15,783.
42	7,803.		2,232.	5,571.				5,571.
43	1,852.		542.	1,310.				1,310.
44	7,632.		2,216.	5,416.				5,416.
45	1,259.		345.	914.				914.
46	1,976.		850.	1,126.				1,126.
47	13,226.		5,748.	7,478.				7,478.
48	10,444.		4,209.	6,235.				6,235.
49	1,660.		666.	994.				994.
50	9,559.		3,950.	5,609.				5,609.
51	2,986.		1,142.	1,844.				1,844.
52	33,028.		33,253.	-225.				-225.
53	566.		552.	14.				14.
54	16,781.		17,065.	-284.				-284.
55	33,542.		33,689.	-147.				-147.
56	3.		3.	0.				0.
57	1,918.		1,667.	251.				251.
58	3,114.		2,501.	613.				613.
59	29,711.		29,711.	0.				0.

[illegible]

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
First United Methodist Church 400 West Seventh Street Stillwater OK 74074	None	PC	General Religious	\$ 9,192.
University of The Cumberlands 6191 College Station Drive Williamsburg KY 40769	None	PC	Scholarship Fund	20,000.
Light On A Hill Church 212 W. Chestnut Street Grapeland TX 75844	None	PC	General Religious	15,000.
Cook Children's Medical Center 801 Seventh Avenue Fort Worth TX 76104	None	PC	Benefit Children's Hospital	5,000.
Grapeland Teen Center 210 W. Chestnut Street Grapeland TX 75844	None	PC	Youth Center	5,000.
Heifer International 1 World Avenue Little Rock AR 72202	NONE	PC	Charity Ending Hunger and Poverty	1,000.
Special Olympics Oklahoma 6835 S. Canton Ave. Tulsa OK 74136	NONE	PC	Special Olympics	400.
St. Jude Children's Hospital 262 Danny Thomas Place Memphis TN 38105	NONE	PC	Childrens Research Hospital	2,500.
Salvation Army 615 Slaters Lane Alexandria VA 22313	NONE	PC	Disaster relief, End hunger and Poverty	12,000.
UMCOR 458 Ponce De Leon ave NE Atlanta GA 30308	NONE	PC	Disaster relief, Global health and Humanitarian relief	20,000.
Fresh Air Fund 633 Third Ave 14th Floor New York NY 10017	NONE	PC	Educational Programs	100.

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

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Oklahoma Cattlemans Foundation P.O. Box 82395 Oklahoma City Ok 73148	NONE	PC	Educational and Research programs and Scholarships	\$ 10,000.
Kids Wish Network 4060 Louis Ave Holiday FL 34691	NONE	PC	Fund activities for seriously ill children	308.
Total				\$ <u>100,500.</u>

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Federal Supplemental Information

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The Charles R. Whitfield Charitable
Foundation

20-0100958

Form 990PF Part VIII

Statement Regarding F.E. Whitfield Compensation:

Paid by the Foundation	\$ 3,300	
Paid by Rhodes Securities Inc.		
306 West 7th Street		
Fort Worth Tx 76102	18,228	(Investment management fees)

Total	\$21,528	
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