

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93491134005289

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

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
JEROME WESTHEIMER FAMILY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
218 COLSTON BUILDING

City or town, state or province, country, and ZIP or foreign postal code
ARDMORE, OK 73401

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, col (c), line 16) ▶ \$ 42,924,241

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
73-1267603

B Telephone number (see instructions)
(580) 223-3494

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	257,016	239,516		
	4 Dividends and interest from securities	629,938	629,938		
	5a Gross rents	6,000	6,000		
	b Net rental income or (loss) _____ 4,955				
	6a Net gain or (loss) from sale of assets not on line 10 _____ 1,747,519				
	b Gross sales price for all assets on line 6a _____ 4,815,807				
	7 Capital gain net income (from Part IV, line 2)		1,747,519		
	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)	745,106	745,106	0		
12 Total. Add lines 1 through 11	3,385,579	3,368,079	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,930	5,930	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	14,996	2,594	0	0
	19 Depreciation (attach schedule) and depletion	17,465	17,465	302	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	54,508	54,508	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	92,899	80,497	302	0
	25 Contributions, gifts, grants paid	1,929,107			1,929,107
	26 Total expenses and disbursements. Add lines 24 and 25	2,022,006	80,497	302	1,929,107
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,363,573			
	b Net investment income (if negative, enter -0-)		3,287,582		
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	294,821	1,013,020		1,013,020	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)	3,085,143	2,627,040		2,650,379	
	b	Investments—corporate stock (attach schedule)	1,074,815	1,074,815		2,832,718	
	c	Investments—corporate bonds (attach schedule)	4,170,761	6,097,733		5,958,892	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	18,036,492	17,230,462		26,226,922	
	14	Land, buildings, and equipment basis ▶ _____ 501,495 Less accumulated depreciation (attach schedule) ▶ 11,495	490,000	490,000		1,120,000	
15	Other assets (describe ▶ _____)	188,565	171,100		3,122,310		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,340,597	28,704,170		42,924,241		
Liabilities	17	Accounts payable and accrued expenses					
	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)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	27,340,597	28,704,170			
30	Total net assets or fund balances (see instructions)	27,340,597	28,704,170				
31	Total liabilities and net assets/fund balances (see instructions) .	27,340,597	28,704,170				

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	27,340,597
2	Enter amount from Part I, line 27a	2	1,363,573
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	28,704,170
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	28,704,170

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES			
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 4,815,807		3,068,288	1,747,519
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,747,519
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	1,747,519
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	2,080,999	42,097,318	0 049433
2016	1,957,091	39,203,878	0 049921
2015	2,008,420	40,084,670	0 050104
2014	1,693,926	39,278,161	0 043126
2013	1,588,625	36,418,851	0 043621
2 Total of line 1, column (d)			2 0 236205
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 047241
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 45,610,163
5 Multiply line 4 by line 3			5 2,154,670
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 32,876
7 Add lines 5 and 6			7 2,187,546
8 Enter qualifying distributions from Part XII, line 4			8 1,929,107

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	65,752
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	65,752
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	65,752
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	14,400
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	14,400
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	51,352
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 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	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ JEROME M WESTHEIMER JR Telephone no ▶ (580) 223-3494			

Located at **▶** 218 COLSTON BUILDING ARDMORE OK OK ZIP+4 **▶** 73401

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. ☐	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 2018?	1c		No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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))?	☐ 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.		5b	
	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 ALL CHARITABLE EXPENDITURES ARE MADE DIRECTLY TO 501 (C)(3) ORGANIZATIONS	0
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 ►	0

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	39,748,576
b	Average of monthly cash balances.	1b	1,710,631
c	Fair market value of all other assets (see instructions).	1c	4,845,527
d	Total (add lines 1a, b, and c).	1d	46,304,734
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	46,304,734
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	694,571
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	45,610,163
6	Minimum investment return. Enter 5% of line 5.	6	2,280,508

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	2,280,508
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	65,752
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	65,752
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,214,756
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,214,756
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	2,214,756

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	1,929,107
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	
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	1,929,107
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	1,929,107

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				2,214,756
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			1,811,470	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,929,107</u>				
a Applied to 2017, but not more than line 2a			1,811,470	
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 2018 distributable amount.				117,637
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				2,097,119
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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

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

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

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

Enter gross amounts unless otherwise indicated

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.)

[illegible]

Part XVII

		Yes	No
--	--	-----	----

--	--	--

1a(1)	No
--------------	-----------

1a(2)	No
-------	----

--	--	--

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

1b(2)	No
--------------	-----------

1b(3)		No
--------------	--	-----------

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

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

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

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

value
ue

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) (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

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.

Sign ***** 2019-05-13 ***** May the IRS discuss this return

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	KEVIN D HOWARD				
	Firm's name ▶ SMITH CARNEY & CO PC				Firm's EIN ▶ 73-1225615

P00352638

Firm's EIN ► 73-1225615

Phone no. (580) 226-1227

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JEROME M WESTHEIMER JR 218 COLSTON BLDG ARDMORE, OK 73401	PRESIDENT 0 00	0	0	0
CHARLES F WILLIAMS 218 COLSTON BLDG ARDMORE, OK 73401				
JOEL F WELLNITZ 218 COLSTON BLDG ARDMORE, OK 73401	SECRETARY 0 00	0	0	0
LARRY PULLIAM 218 COLSTON BLDG ARDMORE, OK 73401				
WANDA OTEY WESTHEIMER 218 COLSTON BLDG ARDMORE, OK 73401	ASSISTANT SECRETARY 0 00	0	0	0
CHRISTIAN O'DONNELL 218 COLSTON BLDG ARDMORE, OK 73401				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARDMORE CITY SCHOOLS ENRICHMENT FOUNDATION 800 M STREET NE ARDMORE, OK 73401	N/A	PUBLIC	SUPPORT FOR CHILDREN PROGRAMS & 2 PAYMENTS OF GRANT FOR PERFORMING ARTS CENTER	1,005,000
ARDMORE DAY NURSERY INC 320 D ST NW ARDMORE, OK 73401	N/A	PUBLIC	SUPPORT FOR CHILDREN PROGRAMS	2,500
ARDMORE LITTLE THEATRE INC 401 1ST AVE SW ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	59,500
Total ▶ 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COURT APPOINTED SPECIAL ADVOCACY 20 B SW STE 401 ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	35,000
DEBBIE COLLINS DANCE FUND 1508 VERNON RD ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	15,000
DEWAR PUBLIC SCHOOLS204 E 5TH ST DEWAR, OK 74431	N/A	PUBLIC	GENERAL SUPPORT	5,000
Total ▶ 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DOMESTIC VIOLENCE INTERVENTION SERVICES INC 4300 S HARVARD AVE 100 TULSA, OK 74135	N/A	PUBLIC	SUPPORT OF CHILDREN PROGRAMS	25,000
FAMILY SHELTER OF SOUTHERN OKLAHOMA 117 B ST SW ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	20,000
FOOD AND RESOURCE CENTER 2635 N SHIELDS BLVD MOORE, OK 73160	N/A	PUBLIC	GENERAL SUPPORT	15,000
Total ▶ 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLORIA S AINSWORTH DAY CARE CENTER INC 1220 L ST NE ARDMORE, OK 73401	N/A	PUBLIC	SUPPORT OF CHILDREN PROGRAMS	5,000
HEROS WITH HOPE FOR SOUTHERN OKLAHOMA INC 16 E ST SW STE 103 ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	5,000
MURRAY STATE COLLEGE FOUNDATION ONE MURRAY CAMPUS TISHOMINGO, OK 73460	N/A	PUBLIC	GENERAL SUPPORT	10,000
Total ▶ 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OAK HALL EPISCOPAL SCHOOL PO BOX 1807 ARDMORE, OK 73402	N/A	PUBLIC	SUPPORT OF CHILDREN PROGRAMS	46,746
OKLAHOMA ARTS INSTITUTE 111 NW 9TH ST OKLAHOMA CITY, OK 73102	N/A	PUBLIC	GENERAL SUPPORT	15,000
OKLAHOMA GEOLOGY FOUNDATION PO BOX 7565 EDMOND, OK 73083	N/A	PUBLIC	GENERAL SUPPORT	75,000
Total ▶ 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OKLAHOMA SHAKESPEARE IN THE PARK 2920 PASEO OKLAHOMA CITY, OK 73103	N/A	PUBLIC	GENERAL OPERATIONS	5,000
OUTCASTS UNDER TRANSFORMATION INC 177 E ST NW ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	25,000
RED RIVER ARTS COUNCILPO BOX 1841 DURANT, OK 74702	N/A	PUBLIC	GENERAL SUPPORT	10,236
Total ► 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTHERN OKLAHOMA HIGHER EDUCATION CENTER 611 VETERANS BLVD ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	50,000
SPRINGER PUBLIC SCHOOLS PO BOX 249 SPRINGER, OK 73458	N/A	PUBLIC	SUPPORT FOR CHILDREN PROGRAMS	3,500
THE GRACE CENTER OF SOUTHERN OKLAHOMA 11 A NW ST ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	25,000
Total ▶ 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE NATURE CONSERVANCY 31700 COUNTY RD STONEWALL, OK 74871	N/A	PUBLIC	GENERAL SUPPORT	13,275
THE READING ROOM INC 1505 N COMMERCE ST STE 202 ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	35,000
UNIVERSITY OF NORTH TEXAS 1155 UNION CR DENTON, TX 76203	N/A	PUBLIC	SUPPORT OF CHILDREN PROGRAMS	280,000
Total ► 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILSON HISTORICAL MUSEUM 1270 8 TH ST WILSON, OK 73463	N/A	PUBLIC	GENERAL SUPPORT	5,000
YMCA ARDMORE925 WEST BROADWAY ARDMORE, OK 73401	N/A	PUBLIC	GENERAL SUPPORT	2,500
ARDMORE QUARTERBACK CLUB 428 LOCUST ST ARDMORE, OK 73401	N/A	PUBLIC	SUPPORT OF CHILDRENS PROGRAMS	5,200
Total ▶ 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OKLAHOMA BLOOD INSTITUTE FOUNDATION 1001 N LINCOLN BLVD OKLAHOMA CITY, OK 73104	N/A	PUBLIC	GENERAL SUPPORT	50,000
ADA ARTIST ASSOCIATION PO BOX 1454 ADA, OK 74821	N/A	PUBLIC	GENERAL SUPPORT	11,150
OKLAHOMA CENTER FOR NON-PROFITS 720 W WILSHIRE BLVD STE 115 OKLAHOMA CITY, OK 73116	N/A	PUBLIC	GENERAL SUPPORT	1,000
Total ► 3a				1,929,107

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXOMA AUTISM & BEHAVIORAL SCHOOL 504 N DRIFTWOOD AVE MARIETTA, OK 73448	N/A	PUBLIC	GENERAL SUPPORT	50,000
OKLAHOMA BAR ASSOCIATION PO BOX 53036 OKLAHOMA CITY, OK 73152	N/A	PUBLIC	GENERAL SUPPORT	10,000
TEXAS ANTI-BULLYING COALITION 1907 LAVON CREEK LN ARLINGTON, TX 76006	N/A	PUBLIC	GENERAL SUPPORT	8,500
Total ▶ 3a				1,929,107

TY 2018 Accounting Fees Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP	5,930	5,930	0	0

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

TY 2018 Depreciation Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE	2009-12-01	9,380	9,380	200DB	4 0000000000000	0	0	0	
DECORATIONS	2012-11-20	2,115	1,057	200DB	4 0000000000000	0	0	302	
310 AC - LOVE COUNTY	2012-01-01	280,000		L		0	0	0	
190 AC - LOVE COUNTY	2012-01-01	190,000		L		0	0	0	
60 AC - LOVE COUNTY	2012-01-01	20,000		L		0	0	0	

TY 2018 Investments Corporate Bonds Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CITIZENS BANK BONDS	6,097,733	5,958,892

TY 2018 Investments Corporate Stock Schedule

Name: JEROME WESTHEIMER FAMILY FOUNDATION

EIN: 73-1267603

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CITIZENS BANK SECURITIES	1,074,815	2,832,718

TY 2018 Investments Government Obligations Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603**US Government Securities - End
of Year Book Value:**

2,627,040

**US Government Securities - End
of Year Fair Market Value:**

2,650,379

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2018 Investments - Other Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CITIZENS BANK MUTUAL FUNDS	AT COST	16,278,301	25,309,023
CITIZENS CERTIFICATES OF DEPOSIT	AT COST	840,000	805,738
CITIZENS BANK TRUST	AT COST	112,161	112,161

**TY 2018 Land, Etc.
Schedule****Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE	9,380	9,380	0	
DECORATIONS	2,115	2,115	0	
310 AC.- LOVE COUNTY	280,000	0	280,000	
190 AC. - LOVE COUNTY	190,000	0	190,000	
60 AC. - LOVE COUNTY	20,000	0	20,000	

TY 2018 Other Assets Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MINERAL INTERESTS	456,995	456,995	3,122,310
ACCUMULATED DEPLETION	-369,671	-387,136	
NONPRODUCING MINERALS	101,241	101,241	

TY 2018 Other Expenses Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	7,865	7,865	0	0
FIDUCIARY FEES	38,056	38,056	0	0
INSURANCE	8,092	8,092	0	0
MISCELLANEOUS	495	495	0	0

TY 2018 Other Income Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	624,462	624,462	
LEASE BONUS	120,644	120,644	

TY 2018 Taxes Schedule**Name:** JEROME WESTHEIMER FAMILY FOUNDATION**EIN:** 73-1267603

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER TAXES	13,951	1,549	0	0
PROPERTY TAXES	1,045	1,045		0