

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2018 or tax year beginning

, and ending

Name of foundation J Lyndall McCrory, Robert Fulton McCrory and Montie Ray McCrory Foundation			A Employer identification number 73-1439304	
Number and street (or P.O. box number if mail is not delivered to street address) C/O J Larry Wilkes 303 E Street N W		Room/suite	B Telephone number (see instructions) (580) 223-0112	
City or town, state or province, country, and ZIP or foreign postal code Ardmore OK 73401				
Foreign country name		Foreign province/state/county	Foreign postal code	
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 04 ☐ 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) ▶ \$ 24,965,579		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		
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)
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	525,859	525,859		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	510,549			
b	Gross sales price for all assets on line 6a 4,519,157				
7	Capital gain net income (from Part IV, line 2)		510,549		
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)	567,591	567,591		
12	Total. Add lines 1 through 11	1,603,999	1,603,999	0	
13	Compensation of officers, directors, trustees, etc	120,000	90,000		30,000
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	17,698	17,698		
b	Accounting fees (attach schedule)	17,846	3,209		14,637
c	Other professional fees (attach schedule)	8,300	7,725		575
17	Interest				
18	Taxes (attach schedule) (see instructions)	43,135	16,235		
19	Depreciation (attach schedule) and depletion	1,016			
20	Occupancy	8,037	2,679		5,358
21	Travel, conferences, and meetings	2,195			2,195
22	Printing and publications				
23	Other expenses (attach schedule)	83,474			83,474
24	Total operating and administrative expenses. Add lines 13 through 23	301,701	137,546	0	136,239
25	Contributions, gifts, grants paid	1,162,572			1,162,572
26	Total expenses and disbursements. Add lines 24 and 25	1,464,273	137,546	0	1,298,811
27	Subtract line 26 from line 12	139,726			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		1,466,453		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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		55,121	55,121
	2 Savings and temporary cash investments	71,313	38,837	38,837
	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)			
	b Investments—corporate stock (attach schedule)	18,194,792	18,332,903	19,447,050
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ 681,130			
Liabilities	Less accumulated depreciation (attach schedule) ▶ 356,780	314,179	293,148	5,424,571
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	18,580,284	18,720,009	24,965,579
	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	18,580,284	18,720,009	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	18,580,284	18,720,009	
	31 Total liabilities and net assets/fund balances (see instructions)	18,580,284	18,720,009	

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	18,580,284
2 Enter amount from Part I, line 27a	2	139,726
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	18,720,010
5 Decreases not included in line 2 (itemize) ▶ Dollar Rounding	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,720,009

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	Land			
b	Publicly Traded Securities			
c	Mutual Fund Cap Gn Distrib			
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 113,506		21,031	92,475
b 4,394,158		3,987,577	406,581
c 11,493			11,493
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			92,475
b			406,581
c			11,493
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	510,549
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	0

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))
2017	1,063,530	25,174,445	0.042246
2016	965,326	22,686,166	0.042551
2015	847,062	18,746,257	0.045186
2014	773,442	18,163,398	0.042582
2013	574,274	16,075,970	0.035723

2 Total of line 1, column (d)	2	0.208288
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	0.041658
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	26,285,660
5 Multiply line 4 by line 3	5	1,095,008
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,665
7 Add lines 5 and 6	7	1,109,673
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,298,811

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	14,665	
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	14,665	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,665	
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	33,453	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	33,453	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,788	
11	Enter the amount of line 10 to be Credited to 2019 estimated tax 18,788 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4a 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 <i>General Instruction T</i>		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	
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 <i>General Instruction G</i> ? 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 2018 or the tax year beginning in 2018? 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

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	Yes	No
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		X
12			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NA	X	
13		X	
14	The books are in care of ► Larry Wilkes Telephone no ► 580-223-0112 Located at ► 303 E Street NW Ardmore 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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►	Yes	No
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.

1a	During the year, did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ►		X
1b			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 2018?		X
1c			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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
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)		N/A
2b			N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
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)		N/A
3b			N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
4a			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 2018?		X
4b			X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		
	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?	☐ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ 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
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(s) 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, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Schedule	20.00	120,000		

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

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	Provided bookkeeping services at no charge to 15 local 501(c)(3) organizations	83,474
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	NONE	
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	21,125,601
b	Average of monthly cash balances	1b	126,832
c	Fair market value of all other assets (see instructions)	1c	5,433,516
d	Total (add lines 1a, b, and c)	1d	26,685,949
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	26,685,949
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	400,289
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,285,660
6	Minimum investment return. Enter 5% of line 5	6	1,314,283

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	1,314,283
2a	Tax on investment income for 2018 from Part VI, line 5	2a	14,665
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,665
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,299,618
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,299,618
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	1,299,618

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	1,298,811
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	1,298,811
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	14,665
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,284,146

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				1,299,618
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			1,195,245	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2014				
d From 2016				
e From 2017				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 1,298,811				
a Applied to 2017, but not more than line 2a			1,195,245	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2018 distributable amount				103,566
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				1,196,052
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2014				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 Attached Schedule				1,162,572
Total				3a 1,162,572
b <i>Approved for future payment</i> None				
Total				3b 0

Part I, Line 11 (990-PF) - Other Income

		567,591	567,591	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Oil & Gas Royalty Income	567,591	567,591	

Part I, Line 16a (990-PF) - Legal Fees

		17,698	17,698	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Title search/perfections on land holdings	17,698	17,698		0

Part I, Line 16b (990-PF) - Accounting Fees

		17,846	3,209	0	14,637
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Larry A Pulliam, CPA	1,800			1,800
2	CPA Professionals	16,046	3,209		12,837

Part I, Line 16c (990-PF) - Other Professional Fees

		8,300	7,725	0	575
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Ellwood Associates - Investment Advisory	4,000	4,000		0
2	Contract Labor	4,300	3,725		575

Part I, Line 18 (990-PF) - Taxes

		43,135	16,235	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20	0			
2	Property Tax	315	400		
3	4940 Excise Tax	26,985			
4	Foreign tax on investments	15,835	15,835		
5	Payroll Tax	0			

Part I, Line 23 (990-PF) - Other Expenses

		83,474	0	0	83,474
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Bookkeeping services for 15- 501(c)(3) organizations	83,474	0		83,474

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Vanguard S&P 500		5,573,479	6,992,639	7,780,909	8,601,414
2	Vanguard Windsor II		1,143,886	0	1,477,884	
3	Vanguard Emerging Markets		682,459	1,006,810	743,377	890,464
4	Vanguard Intermediate Term Bond Index		2,693,678	1,732,448	2,595,506	1,620,349
5	Templeton Global Fund		2,308,446	934,614	2,180,598	842,624
6	Vnguard Midcap Index Fund		1,091,657	733,910	1,705,783	1,015,063
7	Vnguard Dodge & Cox Income Fund		2,311,180	3,260,807	2,344,953	3,200,522
8	Vnguard Dodge & Cox International Stock		1,539,647	2,805,402	1,616,138	2,312,233
9	Vnguard Small Cap Index Fund A		850,360	866,273	1,063,425	964,381

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

Asset Description		Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Ranch Land	97,677		86,489	66,474	66,474
2	Buildings and Equipment	13,516	9,791	4,742	3,726	3,726
3	Mineral Interests-Producing	346,989	346,989	0	0	353,815
4	Mineral Interests - Non Producing	222,948		222,948	222,948	5,000,556

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FORM 990PF

73-1439304

PART VIII LINE 1

Name Address	Title Average hrs/wk.	Compensation	Employee Benefit Plans	Expense Account
J Larry Wilkes 303 E Street NW Ardmore, OK	Trustee 20 hrs/week	120,000	0	0

Trustee's duties consist of making investment decisions, negotiating terms of Oil/Gas Leases, interacting with grant seekers, evaluating grant applications, making granting decisions, doing follow-up on grants awarded, and general management matters.

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FORM 990PF

73-1439304

PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
	PC=Public Charity I=Instrumentality		
Arbuckle Life Solutions 9 Tenth Avenue Ardmore, OK	PC	Operating Support Capital Projects	35,000.00 4,000.00
Ardmore Little Theatre PO Box 245 Ardmore, OK	PC	Operating Support	15,000.00
Ardmore Family YMCA Center 920 15th Avenue, NW Ardmore, OK	PC	Building Construction	100,000.00
Behavioral Education and Recovery 721 6th Avenue, NW Ardmore, OK	PC	Operating Support	30,000.00
Broadway House 221 2nd NW Ardmore, OK	PC	Security Camera and Operating Support Operating Support - Counseling Services	30,000.00 30,000.00
Cameron University 2800 West Gore Rd Lawton, OK	I	Support of KCCU Public Radio	5,000.00
Carter County Court Appointed Special Advocate 200 B Street, NW Ardmore, OK	PC	Operating Support	40,000.00
Carter County Free Fair 4 East Main Ardmore, OK	I	Operating Support	7,500.00
Cities in Schools 825 Grant Avenue Ardmore, OK	PC	Operating Support	25,000.00
City of Ardmore, OK PO Box 249 Ardmore, OK	I	Child Car Seat Program	20,000.00
Community Activities, Inc. of Ardmore 333 West Main, Suite 241 Ardmore, OK	PC	City Park Maintenance	5,000.00

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FORM 990PF

73-1439304

PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
Destiny Recovery Center 1004 Republic Street Ardmore, OK	PC	Operating Support	35,000 00
Family Shelter of Southern Oklahoma PO Box 1408 Ardmore, OK	PC	Children's Trauma Counseling	20,000.00
Food and Resource Center of SO Central OK 801 Hailey Ardmore, OK	PC	Roof Repair Operating Support	14,892.00 25,000 00
Food For Pets 812 Ponderosa Road Ardmore, OK	PC	Spay/Neuter Program	10,000 00
Girls on the Run 911 West Broadway Ardmore, OK	PC	Operating Support	18,000 00
Gloria Ainsworth Child Care & Learning Center 502 G Street NE Ardmore, OK	PC	Operating Support	40,000.00
Goddard Center for Visual and Performing Arts 401 1st Avenue, SW Ardmore, OK	PC	Operating Support	30,000 00
Good Shepherd Community Clinic 20 12th Avenue, NW Ardmore, OK	PC	Operating Support	30,000 00
Grace Center of Southern Oklahoma 11 A Street, NW Ardmore, OK	PC	Operating Support Christmas Programs	40,000.00 3,000 00
Great Expectations 707 N. Grand Tahlequah, OK	PC	Teacher Training for Wilson Public Schools	7,500 00
Hickory Creek Child Center 1408 4th Avenue, NW Ardmore, OK	PC	Operating Support	25,000 00

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FORM 990PF

73-1439304

PART XV, LINE 3a

Grants and Contributions Paid During Year

Name and Address	Status	Purpose of Grant	Amount
Hilltop Equine Therapy 9435 Meridan Road Ardmore, OK	PC	Operating Support Chair Lift for Disabled Individuals	5,000.00 6,579.98
Landing Bridge 1405 4th Avenue, NW Ardmore, OK	PC	Operating Support	10,000.00
Langston University Foundation PO Box 725 Langston, OK	PC	Nursing Program Support	25,000.00
Lighthouse Behavioral Wellness Center 1012 14th Avenue, NW Ardmore, OK	PC	Building Renovation	10,000.00
MORE Foundation 301 W Main Ste 210 Ardmore, OK	PC	Operating Support	10,000.00
Naomi House 115 E Street, NW Ardmore, OK	PC	Operating Support Building Renovation	20,000.00 30,000.00
Oak Hall Episcopal School 2815 Mr. Washington Road Ardmore, OK	PC	Learning Support Specialist and Speech Therapy	30,000.00
Oklahoma Association for Retarded Citizens 49 Heritage Ardmore, OK	PC	Summer Camp	3,100.00
OMNIA, Inc. 1550 Knox Avenue Ardmore, OK	PC	Construction of Maintenance Building	75,000.00
Regional Food Bank of Oklahoma PO Box 270968 Oklahoma City, OK	PC	Building Construction Food Resource Center Ardmore	33,000.00

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FORM 990PF

73-1439304

PART XV, LINE 3a

Grants and Contributions Paid During Year

<u>Name and Address</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Restoring Lives, Inc. 301 West Main, Ste 402 Ardmore, OK	PC	Operating Support Van Purchase	50,000.00 12,000.00
So. Ok. Higher Ed Foundation 611 Veterans Blvd Ardmore, OK	PC	Building Construction	50,000.00
Sunshine Industries PO Box 1729 Ardmore, OK	PC	Operating Support Building Construction	10,000.00 30,000.00
Texoma Autism and Behavior Intervention School 7485 Sunshine Lane Marietta, OK	PC	Operating Support	50,000.00
United Way of So. Central OK PO Box 323 Ardmore, OK	PC	Fall Campaign	50,000.00
YW8 2502 Crossroads Drive Ardmore, Ok	PC	Cirriculum Workbooks	8,000.00
TOTAL			<u>1,162,571.98</u>