

Form 990-PF

## Return of Private Foundation

OMB No 1545-0047

2019

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](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation

RITA L WILLIS FOUNDATION 420030017

Number and street (or P O box number if mail is not delivered to street address) Room/suite

P.O. BOX 1620

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

TULSA, OK 74101-1620

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 04

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,203,638. (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 ► <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		201,123.	167,047.		STMT 1
5a Gross rents					
b Net rental income or (loss)		26,321.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	3,207,516				
7 Capital gain net income (from Part IV, line 2)			26,321.		
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)		18,546.	18,546.		STMT 2
12 Total. Add lines 1 through 11		245,990.	211,914.		
13 Compensation of officers, directors, trustees, etc		63,611.	47,708.		15,903.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	STMT 3.	2,100.	NONE	NONE	2,100.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT 4.	3,490.	3,490.		3,490.
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.		69,201.	51,198.	NONE	21,493.
Add lines 13 through 23.		490,190.			490,190.
25 Contributions, gifts, grants paid		559,391.	51,198.	NONE	511,683.
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12		-313,401.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			160,716.		
c Adjusted net income (if negative, enter -0-)					

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>					
1	Cash - non-interest-bearing . . . . .	109.	3,173.	3,173.	
2	Savings and temporary cash investments . . . . .	309,165.	796,751.	796,751.	
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 ►	NONE			
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) . STMT 5 .	2,926,014.	3,192,803.	5,331,617.	
c	Investments - corporate bonds (attach schedule) . STMT 6 .	3,150,291.	2,074,648.	2,071,991.	
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
15	Other assets (describe ► STMT 7 )	103.	106.	106.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	6,385,682.	6,067,481.	8,203,638.	
<b>Liabilities</b>					
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
<b>Net Assets or Fund Balances</b>					
24	Net assets without donor restrictions . . . . .				
25	Net assets with donor restrictions . . . . .				
	Foundations that do not follow FASB ASC 958, check here ► <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.				
26	Capital stock, trust principal, or current funds . . . . .	6,385,682.	6,067,481.		
27	Paid-in or capital surplus, or land, bldg , and equipment fund. . . . .				
28	Retained earnings, accumulated income, endowment, or other funds . . . . .				
29	<b>Total net assets or fund balances</b> (see instructions) . . . . .	6,385,682.	6,067,481.		
30	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	6,385,682.	6,067,481.		

**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 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	6,385,682.
2	Enter amount from Part I, line 27a . . . . .	2	-313,401.
3	Other increases not included in line 2 (itemize) ► DEPLETION	3	6,018.
4	Add lines 1, 2, and 3 . . . . .	4	6,078,299.
5	Decreases not included in line 2 (itemize) ► TIMING	5	10,818.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 29 . . . . .	6	6,067,481.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1 a</b> PUBLICLY TRADED SECURITIES					
<b>b</b> OTHER GAINS AND LOSSES					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)	
<b>a</b> 3,217,669.		3,181,195.		36,474.	
<b>b</b> -10,153.				-10,153.	
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
(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			
<b>a</b>				36,474.	
<b>b</b>				-10,153.	
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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	26,321.	
<b>3</b> 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			3		
Part I, line 8 . . . . .					

**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))
2018	573,721.	7,819,031.	0.073375
2017	551,614.	7,982,432.	0.069104
2016			
2015			
2014			
<b>2</b> Total of line 1, column (d) . . . . .		2	0.142479
<b>3</b> 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	0.071240
<b>4</b> Enter the net value of noncharitable-use assets for 2019 from Part X, line 5 . . . . .		4	7,638,209.
<b>5</b> Multiply line 4 by line 3 . . . . .		5	544,146.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		6	1,607.
<b>7</b> Add lines 5 and 6 . . . . .		7	545,753.
<b>8</b> 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	511,683.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	}	3,214 .
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b) . . . . .	}	NONE
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	}	3,214 .
a	2019 estimated tax payments and 2018 overpayment credited to 2019 . . . . .		
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 . . . . .	}	NONE
7	Total credits and payments Add lines 6a through 6d . . . . .		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . . ► 9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . . ► 10	}	230 .
11	Enter the amount of line 10 to be Credited to 2020 estimated tax ► 230 . Refunded ► 11		

**Part VII-A Statements Regarding Activities**

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.			
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? . . . . .	}	X
If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	}	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		
If "Yes," attach the statement required by <i>General Instruction T</i> .			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	}	X
● By language in the governing instrument, or			
● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .			
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	}	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 . . . . .		
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 2019 or the tax year beginning in 2019? 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 . . . . .		

**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 ► N/A	13	X
14 The books are in care of ► SEE STATEMENT 9 Telephone no ► Located at ► ZIP+4 ►		
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 2019, 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 ►	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
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . . ►	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 2019? . . . . .	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? . . . . . If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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.) . . . . .	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. ►	3a	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	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 2019? . . . . .	4b	X

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions . . . . .				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 5a(1)-5, did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions . . . . .	► <input type="checkbox"/>		
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? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			
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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
BOKF, NA 6242 EAST 41ST ST, TULSA, OK 74135	TRUSTEE 10	63,611.	-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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000 . . . . . ►** **NONE**

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**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		NONE

**Total number of others receiving over \$50,000 for professional services . . . . . ►** **NONE**

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.	
a	Average monthly fair market value of securities . . . . .	1a 7,754,422.
b	Average of monthly cash balances . . . . .	1b NONE
c	Fair market value of all other assets (see instructions). . . . .	1c 105.
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d 7,754,527.
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 NONE
3	Subtract line 2 from line 1d. . . . .	3 7,754,527.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 116,318.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 7,638,209.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6 381,910.

**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 . . . . .	1 381,910.
2a	Tax on investment income for 2019 from Part VI, line 5 . . . . .	2a 3,214.
b	Income tax for 2019. (This does not include the tax from Part VI). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 3,214.
3	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	3 378,696.
4	Recoveries of amounts treated as qualifying distributions. . . . .	4 NONE
5	Add lines 3 and 4 . . . . .	5 378,696.
6	Deduction from distributable amount (see instructions) . . . . .	6 NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	7 378,696.

**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 511,683.
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 NONE
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required) . . . . .	3a NONE
b	Cash distribution test (attach the required schedule) . . . . .	3b NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4 511,683.
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 N/A
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6 511,683.

**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.

Form 990-PF (2019)

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7 . . . . .				378,696.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only. . . . .				
b Total for prior years 20_____,20_____,20_____. . . . .		NONE		
3 Excess distributions carryover, if any, to 2019				
a From 2014 . . . . .	NONE			
b From 2015 . . . . .	NONE			
c From 2016 . . . . .	NONE			
d From 2017 . . . . .	158,418.			
e From 2018 . . . . .	189,651.			
f Total of lines 3a through e . . . . .	348,069.			
4 Qualifying distributions for 2019 from Part XII, line 4. ► \$ 511,683.				
a Applied to 2018, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2019 distributable amount. . . . .				378,696.
e Remaining amount distributed out of corpus. . . . .	132,987			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	481,056.			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2018 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020. . . . .				NONE
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) . . . . .	NONE			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a . . . . .	481,056.			
10 Analysis of line 9				
a Excess from 2015 . . . . .	NONE			
b Excess from 2016 . . . . .	NONE			
c Excess from 2017 . . . . .	158,418.			
d Excess from 2018 . . . . .	189,651.			
e Excess from 2019 . . . . .	132,987.			

Form 990-PF (2019)

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)** **NOT APPLICABLE**

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling . . . . . ►			
1b	Check box to indicate whether the foundation is a private operating foundation described in section			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .			
2b	85% of line 2a . . . . .			
2c	Qualifying distributions from Part XII, line 4, for each year listed .			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .			
2e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .			
3a	Complete 3a, b, or c for the alternative test relied upon . . .			
3b	"Assets" alternative test - enter			
3b(1)	(1) Value of all assets. . . . .			
3b(2)	(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .			
3c	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .			
3d	"Support" alternative test - enter			
3d(1)	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .			
3d(2)	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .			
3d(3)	(3) Largest amount of support from an exempt organization. . . . .			
3d(4)	(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).)

N/A

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.

N/A

**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)				
<b>a Paid during the year</b>				
SEE STATEMENT 12				490,190.
<b>Total</b>			► 3a	490,190.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			<b>14</b>	<b>201,005.</b>	
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>			<b>14</b>	<b>1.</b>	
<b>8 Gain or (loss) from sales of assets other than inventory</b>			<b>18</b>	<b>26,321.</b>	
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	<b>a</b>				
b OIL & GAS REVENUE				<b>18,546.</b>	
c OIL & GAS INTEREST				<b>117.</b>	
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>				<b>245,990.</b>	

**Part XV-B Relationship of Activities to the Accomplishment of Exempt Purposes**

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization. . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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  
Here**

correct, and complete Declaration of preparer (other  
than a CPA) is attached hereto.

| 06/23/2020

Date \_\_\_\_\_

► VICE PRESIDENT

---

**Title**

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

BOFK, N.A., TRUSTEE				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►
	Firm's address ►			Phone no

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**Form 990-PF (2019)**

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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CALAMOS MKT NEUTRAL INC-I #0629	6,587.	6,587.
CAVANAL HILL GOVT SEC MMKT-SEL #0084	10,201.	10,201.
CAVANAL HILL BOND-INST #0046	2,150.	2,150.
DIAMOND HILL LONG/SHORT-I #0011	3,173.	3,173.
FEDERATED HI YLD BD-R6 #0221	3,180.	3,180.
ISHARES TR S&P 500 INDEX FD	45,590.	45,590.
ISHARES MSCI EMERGING MARKETS ETF	8,618.	8,618.
ISHARES TR S&P MDCP400 IDX	15,658.	15,658.
ISHARES TR S&P SMLCAP 600	4,748.	4,748.
MET WEST TOT RET BD-I #0512	8,840.	8,840.
PIMCO INTL USD HEDGED-INST #0103	9,561.	9,561.
PIMCO INC-INST #1821	10,056.	10,056.
VANGUARD SHORT TERM BOND IDX ADMIRAL CL	4,948.	4,948.
VANGUARD INTRMD BD INDX-INST #0504	1,095.	1,095.
VANGUARD FTSE DEVELOPED MARKETS ETF	24,759.	24,759.
VANGUARD SHORT TERM TREASURY ETF	7,766.	7,766.
COMMON FUND A MUNICIPAL BOND	34,076.	
OIL, GAS OR MINERAL PROPERTIES WILLIS, R	117.	117.
TOTAL	201,123.	167,047.

## FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
O&G REVENUE - NM & OK	18,546.	18,546.
TOTALS	18,546.	18,546.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,100.			2,100.
TOTALS	2,100.	NONE	NONE	2,100.

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
3RD QUATER 990PF ESTIMATED TAX	105.	105.	
4TH QUARTER 990PF ESTIMATED TA	861.	861.	
FOREIGN TAXES ON QUALIFIED FOR	1, 853.	1, 853.	
FOREIGN TAXES ON NONQUALIFIED F	671.	671.	
TOTALS	3, 490.	3, 490.	

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI EMERGING MARKETS	291,543.	280,123.
VANGUARD FTSE DEVELOPED MARKET	649,488.	785,546.
ISHARES CORE S&P 500	1,002,486.	2,313,752.
ISHARES CORE S&P MIDCAP	433,377.	918,780.
ISHARES CORE S&P SMALL-CAP 600	107,511.	275,112.
CALAMOS MKT NEUTRAL INC-I #062	373,051.	383,938.
DIAMOND HILL LONG/SHORT-I #001	335,347.	374,366.
TOTALS	3,192,803.	5,331,617.

## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES 1-3 YEAR TREASURY BOND VANGUARD S/T BD INDX-ADM #5132 VANGUARD INTRMD BD INDX-INST #	217,081. 34,377.	217,223. 36,285.
COMMON FUND A MUNICIPAL BOND CAVANAL HILL BOND-INST #0046 FEDERATED HI YLD BD-R6 #0221 MET WEST TOT RET BD-I #0512 PIMCO INTL USD HEDGED-INST #01 PIMCO INC-INST #1821	195,794. 122,975. 604,640. 188,583. 373,855. 337,343.	197,844. 125,115. 602,514. 180,817. 371,545. 340,648.
VANGUARD SHORT TERM TREASURY E		
TOTALS	2,074,648.	2,071,991.

## FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OIL AND GAS PROPERTIES	102.	102.
OTHER	4.	4.
TOTALS	106.	106.

## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-10,153.00
	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	-10,153.00
	=====

STATEMENT 8

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: BOKF, N.A.  
aka BANK OF OKLAHOMA  
ADDRESS: 6242 EAST 41ST STREET SOUTH  
TULSA, OK 74135

TELEPHONE NUMBER: (918)619-1526

STATEMENT 9

RITA L WILLIS FOUNDATION 420030017 38-7204563  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
DOCTORS WITHOUT BORDERS  
ADDRESS:  
ATTN: BETH GOLDEN  
NEW YORK, NY 10006-1705  
AMOUNT OF GRANT PAID ..... 58,823.

RECIPIENT NAME:  
GILCREASE MUSEUM  
ADDRESS:  
GILCREASE MUSEUM MANAGEMENT TRUST  
TULSA, OK 74104  
AMOUNT OF GRANT PAID ..... 9,804.

RECIPIENT NAME:  
UNIVERSITY OF MICHIGAN LIFE SCIENCES  
INSTITUTE, ATTN: MS. KINSEY BOGEDAIN  
ADDRESS:  
9000 WOLVERINE TOWER  
ANN ARBOR, MI 48109-1288  
AMOUNT OF GRANT PAID ..... 171,566.

RECIPIENT NAME:  
WORLD WILDLIFE FUND  
ATTN: DEBRA G. KATHMAN, JD  
ADDRESS:  
1250 24TH STREET, N.W.  
WASHINGTON, DC 20037  
AMOUNT OF GRANT PAID ..... 44,117.

RECIPIENT NAME:  
AMERICAN RED CROSS  
ATTN: TRUSTS & ESTATES  
ADDRESS:  
431 18TH STREET NW  
WASHINGTON, DC 20006  
AMOUNT OF GRANT PAID ..... 9,804.

STATEMENT 10

RITA L WILLIS FOUNDATION 420030017 38-7204563  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
THE NATURE CONSERVANCY  
ATTN: BETH K. MCNALLY  
ADDRESS:  
4245 N. FAIRFAX DRIVE, SUITE 100  
ARLINGTON, VA 22203  
AMOUNT OF GRANT PAID ..... 44,117.

RECIPIENT NAME:  
THE SALVATION ARMY  
ATTN: KELLI DUNCAN  
ADDRESS:  
2626 PENNSYLVANIA AVENUE, NW  
WASHINGTON, DC 20037  
AMOUNT OF GRANT PAID ..... 9,804.

RECIPIENT NAME:  
PHILBROOK MUSEUM OF ART  
ADDRESS:  
ATTN: DIRECTOR OF FINANCE  
TULSA, OK 74152-0510  
AMOUNT OF GRANT PAID ..... 63,724.

RECIPIENT NAME:  
TULSA BALLET  
ADDRESS:  
1212 E. 45TH PLACE  
TULSA, OK 74105  
AMOUNT OF GRANT PAID ..... 58,823.

RECIPIENT NAME:  
JOHN 3:16 MISSION  
ADDRESS:  
575 N 39TH WEST AVE  
TULSA, OK 74127-5028  
AMOUNT OF GRANT PAID ..... 9,804.

STATEMENT 11

RITA L WILLIS FOUNDATION 420030017

38-7204563

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MOTHER GRACE B. TUCKER FOUNDATION

ADDRESS:

P. O. BOX 773

TULSA, OK 74101

AMOUNT OF GRANT PAID ..... 9,804.

TOTAL GRANTS PAID:

490,190.

=====

STATEMENT 12

XD576 2000

DDJ998 9078 06/23/2020 12:17:26

420030017

31 E