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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.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation  
POTTS FAMILY FOUNDATION INC

A Employer identification number  
73-1119767

Number and street (or P O box number if mail is not delivered to street address)  
909 E BRITTON ROAD

Room/suite

B Telephone number (see instructions)  
(405) 486-4955

City or town, state or province, country, and ZIP or foreign postal code  
OKLAHOMA CITY, OK 73114

C If exemption application is pending, check here

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1. Foreign organizations, check here

D 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

H Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,231,424

J Accounting method

Cash

Accrual

Other (specify)

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)

120,640

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

150,238

150,238

150,238

5a

Gross rents

b

Net rental income or (loss)

6a

Net gain or (loss) from sale of assets not on line 10

-20,233

b

Gross sales price for all assets on line 6a

1,581,237

7

Capital gain net income (from Part IV, line 2)

8

Net short-term capital gain

9

Income modifications

10a

Gross sales less returns and allowances

b

Less Cost of goods sold

c

Gross profit or (loss) (attach schedule)

11

Other income (attach schedule)

9,182

9,182

9,182

12

Total. Add lines 1 through 11

259,827

159,420

159,420

Operating and Administrative Expenses

13

Compensation of officers, directors, trustees, etc

14

Other employee salaries and wages

190,675

190,675

190,675

15

Pension plans, employee benefits

16a

Legal fees (attach schedule)

b

Accounting fees (attach schedule)

15,570

15,570

15,570

c

Other professional fees (attach schedule)

22,933

22,933

22,933

22,933

17

Interest

173

173

173

18

Taxes (attach schedule) (see instructions)

24,362

8,393

24,362

30,795

19

Depreciation (attach schedule) and depletion

1,247

1,247

20

Occupancy

59,897

59,897

59,897

21

Travel, conferences, and meetings

9,972

9,972

9,972

22

Printing and publications

1,975

1,975

1,975

23

Other expenses (attach schedule)

33,691

33,691

33,691

24

Total operating and administrative expenses. Add lines 13 through 23

360,495

31,326

360,495

365,681

25

Contributions, gifts, grants paid

255,000

255,000

26

Total expenses and disbursements. Add lines 24 and 25

615,495

31,326

360,495

620,681

27

Subtract line 26 from line 12

a

Excess of revenue over expenses and disbursements

-355,668

b

Net investment income (if negative, enter -0-)

128,094

c

Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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 . . . . .	6,355	72,296	72,296
	2 Savings and temporary cash investments . . . . .	351,933	267,548	267,548
	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 . . . . .	9,000	7,607	
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) . . . . .			
	c Investments—corporate bonds (attach schedule) . . . . .			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	5,745,108	5,773,996	5,773,996
	14 Land, buildings, and equipment basis ▶ _____ 7,226 Less accumulated depreciation (attach schedule) ▶ _____ 3,910	4,563	3,316	
15 Other assets (describe ▶ _____)	996,009	1,033,950	117,584	
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,112,968	7,158,713	6,231,424	
Liabilities	17 Accounts payable and accrued expenses . . . . .	4,469	5,643	
	18 Grants payable . . . . .	140,000	140,000	
	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) . . . . .	144,469	145,643	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	6,089,055	6,096,704	
	25 Temporarily restricted . . . . .	879,444	916,366	
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b> (see instructions) . . . . .	6,968,499	7,013,070	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	7,112,968	7,158,713	

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	6,968,499
2 Enter amount from Part I, line 27a . . . . .	2	-355,668
3 Other increases not included in line 2 (itemize) ▶ _____	3	400,239
4 Add lines 1, 2, and 3 . . . . .	4	7,013,070
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,013,070

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<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> See Additional Data Table			
<b>b</b>			
<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			(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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	-20,233
<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 Part I, line 8		<b>3</b>	-33,325

**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))
2015			
2014			
2013			
2012			
2011			

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	
<b>5</b> Multiply line 4 by line 3	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	
<b>7</b> Add lines 5 and 6	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</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 . . . . .	<b>1</b>	2,562
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	2,562
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	2,562
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	8,607
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	8,607
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	6,045
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <b>▶</b> 6,045 <b>Refunded</b> <b>▶</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>▶</b> \$ _____ <b>(2)</b> On foundation managers <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> OK _____		
<b>b</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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	Yes
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>www.pottsfamilyfoundation.org</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>Potts Family Foundation Inc</b> Telephone no <b>(405) 319-8260</b>			

Located at **909 E Britton Road Oklahoma City OK** ZIP+4 **731147802**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2016? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	<b>3b</b>		<b>No</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2016?	<b>4b</b>		<b>No</b>

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

<b>5a</b> 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))?	<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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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"/> Yes <input checked="" type="checkbox"/> No	<b>5b</b>		<b>No</b>
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
<b>c</b> 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 checked="" type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b> 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>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>		<b>No</b>
If "Yes" to 6b, file Form 8870				
<b>7a</b> 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>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>		<b>No</b>

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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
See Additional Data Table				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Craig R Knutson 1003 Nottingham Circle Norman, OK 73072	VP Adv/Outrch 40 00	61,580		
Linda J Turner 7309 N Norman Road Warr Acres, OK 73132	HR, Ofc Mgr 40 00	55,011		
<b>Total number of other employees paid over \$50,000.</b>				

**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
<b>1</b> Activities relative to the organization's mission of providing sustainable solutions to social problems in Oklahoma, supporting capacity building within the nonprofit sector, and improving public education, with a primary focus on early childhood development	360,495
<b>2</b> Grants paid to Section 501(c)(3) organizations (see Part XV for recipients, grant process, etc.)	255,000
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . <b>▶</b>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	5,773,340
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	276,003
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	117,585
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	6,166,928
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	6,166,928
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	92,504
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	6,074,424
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	303,721

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	620,681
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	620,681
<b>5</b>	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).	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	620,681

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2016 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

**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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .	0				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	620,681	619,383			1,240,064
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	620,681	619,383			1,240,064

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

(1) Value of all assets . . . . . 6,166,928 6,647,673 12,814,601

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . . 6,166,928 6,647,673 12,814,601

**b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . . 0

**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 organization 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) )

Patricia Potts

**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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Linda Turner  
909 E Britton Road  
Oklahoma City, OK 731147802  
(405) 319-8260  
lturner@pottsfamilyfoundation.org

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

Written grant application, including project and organization budget, Section 501(c)(3) IRS Determination Letter, most recent Form 990, grantee evaluation form, and any other financial statements relevant to grant request

**c** Any submission deadlines

April 14, 2016

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

Grants are restricted to organizations whose programs address one of four areas focusing on children ages zero to five years (1) Home Based Parent Education & Support, (2) Accessible High Quality Child Care, (3) Preventative Health Care in Early Childhood, and (4) Literacy/Numeracy & Social/Emotional Development. Prospective grant recipients are those whose proposals strengthen parental support and education, break the cycle of generational poverty and dysfunction, create awareness, advocacy and activism on behalf of young children, empower people and/or organizations, impact present and future needs of young children, have sustainable impact beyond the grant period, collaborate with other service providers to optimize outcomes, can be replicated and expanded, address root causes rather than symptoms, and involve parents, families, community leaders, business leaders and/or legislators. Grant proposals are not considered for individuals, partisan political purposes, religious purposes

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	255,000
<b>b</b> <i>Approved for future payment</i> Oklahoma Center for Nonprofits 923 N Robinson Suite 400 Oklahoma City, OK 73102	N/A	PC	Management training and consulting services to community nonprofits	140,000
<b>Total</b> . . . . .			<b>3b</b>	140,000

Enter gross amounts unless otherwise indicated

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2016)

## Part XVII

- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . . **1c**
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

\* \* \* \* \*

Title

May the IRS discuss this return with the preparer shown below (see instr )? ☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P00293170
	Jerry Thorne				
	Firm's name ► FULLER JENKINS & THORNE PLLC				Firm's EIN ►
	Firm's address ► 11212 N May Ave Suite 301 Oklahoma City, OK 73120				Phone no (405) 748-8948

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
5928 878 Columbia Small Cap Growth Fund	P	2008-02-27	2016-12-23
450 Du Pont	P	2005-12-07	2016-02-29
1697 Gamestop Corp	P	2015-04-01	2016-12-23
939 Gamestop Corp	P	2016-01-04	2016-12-23
539 Gilead Science, Inc	P	2015-04-08	2016-12-23
440 Gilead Science, Inc	P	2016-02-04	2016-12-23
1640 GoPro, Inc	P	2015-10-16	2016-04-04
940 Jacobs Engineering Group, Inc	P	2010-03-11	2016-05-09
1635 Jarden Corp	P	2014-09-04	2016-01-04
242 McKesson Corp	P	2016-06-16	2016-12-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
104,787		161,066	-56,279
27,387		16,727	10,660
43,167		64,814	-21,647
23,886		26,392	-2,506
39,671		53,896	-14,225
32,385		37,894	-5,509
19,627		46,270	-26,643
46,892		39,569	7,323
91,190		67,175	24,015
33,992		43,399	-9,407

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-56,279
			10,660
			-21,647
			-2,506
			-14,225
			-5,509
			-26,643
			7,323
			24,015
			-9,407

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
868 Microsoft Corp	P	2011-10-28	2016-07-05
1488 Mylan N V	P	2016-04-04	2016-08-23
226 Perrigo Co PLC	P	2016-03-09	2016-05-09
1000 Qualcomm, Inc	P	2010-03-01	2016-10-03
161 Quest Diagnostics, Inc	P	2014-02-11	2016-05-25
368 Quest Diagnostics, Inc	P	2014-02-11	2016-07-05
2500 Symantec Corp	P	2014-03-20	2016-07-05
1730 United States Commodity Index	P	2010-11-08	2016-12-23
660 VMWare, Inc	P	2015-10-14	2016-09-02
52 Wal-Mart Stores, Inc	P	2009-07-07	2016-05-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
44,396		23,439	20,957
68,676		65,107	3,569
21,238		29,640	-8,402
67,087		37,774	29,313
12,441		8,452	3,989
30,626		19,319	11,307
50,771		52,456	-1,685
69,177		100,390	-31,213
48,451		44,764	3,687
3,632		2,616	1,016

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) 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	
			20,957
			3,569
			-8,402
			29,313
			3,989
			11,307
			-1,685
			-31,213
			3,687
			1,016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
804 Wal-Mart Stores, Inc	P	2011-03-08	2016-06-09
49000 EMC Corp 3 375% 6/1/2023	P	2015-03-09	2016-09-06
12000 Hewlett-Packard Co 3 75% 12/1/2020	P	2011-06-15	2016-03-09
80000 Intel Corp 2 7% 12/15/2022	P	2013-06-17	2016-03-17
74000 National Oilwell Varco 6/1/2042	P	2016-03-17	2016-03-22
59000 Qualcomm, Inc 3 0% 5/20/2022	P	2015-08-19	2016-03-24
72000 Qualcomm, Inc 4 8% 5/20/2045	P	2016-03-24	2016-10-04
48000 U S Treasury 1 375% 5/31/2020	P	2013-12-24	2016-03-17
84000 U S Treasury 2 75% 5/15/2024	P	2014-01-24	2016-02-10
96000 U S Treasury 1 5% 5/31/2019	P	2014-07-01	2016-08-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
57,012		41,854	15,158
47,638		50,573	-2,935
12,285		11,852	433
81,642		77,764	3,878
52,855		51,861	994
61,323		58,068	3,255
80,335		72,698	7,637
47,904		45,841	2,063
91,779		84,767	7,012
97,777		95,720	2,057

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			15,158
			-2,935
			433
			3,878
			994
			3,255
			7,637
			2,063
			7,012
			2,057



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
65000 Wells Fargo & Co 4 48% 1/16/2024	P	2014-04-17	2016-10-20

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	Depreciation allowed <b>(f)</b> (or allowable)	Cost or other basis <b>(g)</b> plus expense of sale	Gain or (loss) <b>(h)</b> (e) plus (f) minus (g)
71,208		69,313	1,895

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	Adjusted basis <b>(j)</b> as of 12/31/69	Excess of col (i) <b>(k)</b> over col (j), if any	
			1,895

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
Patricia Potts	President 30 00	0		
909 E Britton Road Oklahoma City, OK 731147802				
Kathy Potts	Chairperson 1 00	0		
9211 Lake Hefner Pkwy Ste 300 Oklahoma City, OK 73120				
Phyllis Hudecki	Vice Chair 1 00	0		
2621 Green Canyon Drive Edmond, OK 73013				
Daniel Burton	Secretary 1 00	0		
2029 Westchester Oklahoma City, OK 73120				
Marnie Taylor	Treasurer 1 00	0		
3213 N Harvey Parkway Oklahoma City, OK 73118				
Larry Potts	Director 1 00	0		
1901 W Main Norman, OK 73069				
Teresa Burkett	Director 1 00	0		
4000 One Williams Center Tulsa, OK 74172				
Mark Potts	Director 1 00	0		
909 E Britton Road Oklahoma City, OK 731147802				
Ray Potts	Director 2 00	0		
909 E Britton Road Oklahoma City, OK 731147802				
Ginny Bass Carl	Director 1 00	0		
825 NE 13th St Oklahoma City, OK 73104				
Wade Potts	Director 1 00	0		
1341 Cedar Creek Drive Norman, OK 73071				
Robert Block	Director 1 00	0		
256 E 27th Street Tulsa, OK 74114				
Steve Potts	Director 1 00	0		
2925 Cornwall Place Oklahoma City, OK 731204305				
Dan Schiedel	Director 1 00	0		
PO Box 5828 Enid, OK 73702				
Jill Daugherty	Director 1 00	0		
301 W Main St Suite 323 Ardmore, OK 73401				

**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
Kim Jackson	Director 1 00	0		
1900 Windermere Drive Norman, OK 73072				
Quin Tran	Director 1 00	0		
1625 Wildhorse Drive Edmond, OK 73003				
Phil Lakin	Director 1 00	0		
7030 S Yale Ave Suite 600 Tulsa, OK 74136				
Jennifer Hays-Grudo	Director 1 00	0		
233 Human Sciences Stillwater, OK 740786122				

**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)				
<b>a</b> <i>Paid during the year</i>				
Oklahoma Center for Nonprofits 923 N Robinson Suite 400 Oklahoma City, OK 73102	N/A	PC	Management training and consulting services to community nonprofits	141,000
Sunbeam Family Services PO Box 61237 Oklahoma City, OK 73146	N/A	PC	Affordable, quality social services to improve individual and family functioning	20,000
Smart Start Oklahoma 421 NW 13th Street Suite 270 Oklahoma City, OK 73103	N/A	PC	Early childhood program to strengthen families and school readiness	500
Norman Public Schools Foundation 1301 S Flood Ave Norman, OK 73069	N/A	PC	Enhance educational experience for public school students	500
Center for Children and Families 1151 East Main Street Norman, OK 73071	N/A	PC	Improve childrens' lives through social services partnership with families and communities	2,000
<b>Total</b> . . . . . ► <b>3a</b>				255,000

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)				
<b>a</b> <i>Paid during the year</i>				
Bridges PO Box 5448 Norman, OK 73069	N/A	PC	Empower high school students in family crisis to pursue education by assisting with school, living, and health expenses and college planning	500
OETA Foundation PO Box 14190 Oklahoma City, OK 73113	N/A	PC	Provide educational content and services through public television to inform, inspire and connect viewers to ideas and information that enrich quality of life	25,000
NorthCare 4436 NW 50th Street Oklahoma City, OK 73112	N/A	PC	Promote recovery and independence through behavioral health services to improve outcomes for individuals, families and communities	500
Oklahoma Institute for Child Advocacy 3909 N Classen Suite 101 Oklahoma City, OK 73118	N/A	PC	Create awareness and affect policy change on behalf of children and youth	25,000
Reach Out and Read Oklahoma 56 Roland Street Suite 10D Boston, MA 02129	N/A	PC	Provide young children a foundation for success by incorporating books into pediatric care and encouraging families to read aloud together	13,000
<b>Total</b> . . . . . <b>3a</b>				255,000

**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)				
<b>a</b> <i>Paid during the year</i>				
Community Action Project of Tulsa C 4606 S Garnett Suite 100 Tulsa, OK 74146	N/A	PC	Help young children in lower- income families grow up and achieve economic success	2,500
Tulsa Community Foundation 7030 S Yale Suite 600 Tulsa, OK 74136	N/A	PC	Community foundation for Tulsa and eastern Oklahoma	2,000
Okla Partnership for School Readine 421 NW 13th Street Suite 270 Oklahoma City, OK 73103	N/A	PC	Early childhood program to strengthen families and school readiness	15,000
Schools for Healthy Lifestyles 500 N Broadway Suite 225 Oklahoma City, OK 73102	N/A	PC	Promote health in elementary schools	500
Okla Youth Hunting Shooting Program PO Box 21007 Oklahoma City, OK 73156	N/A	PC	Mentoring program for 12 - 17 year olds that have a desire to enjoy the outdoors through the sport of hunting but lack a responsible adult having the background and/or knowledge to teach them	500
<b>Total . . . . . ►</b> <b>3a</b>				255,000

**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)				
<b>a</b> <i>Paid during the year</i>				
Positive Tomorrows PO Box 61190 Oklahoma City, OK 73146	N/A	PC	Educate homeless children and their families for life to break cycles of poverty	500
Infant Crisis Services 4224 N Lincoln Blvd Oklahoma City, OK 73105	N/A	PC	Provide life sustaining formula, food and diapers to babies and toddlers in times of crisis	500
Chamber of Commerce Foundation 410 West Main Street Ardmore, OK 73401	N/A	PC	Funding for Cities in Schools summer program through Partners in Education	1,000
Oklahoma Center for Arts Education 100 N University Drive Edmond, OK 73034	N/A	PC	Art education outreach	1,000
Stand For Children 435 N Walker Ave Ste 201 Oklahoma City, OK 73102	N/A	PC	Advocate for improving the education of children	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				255,000

**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)				
<b>a</b> <i>Paid during the year</i>				
Sprouts Child Development Initiativ 5840 S Memorial Suite 111 Tulsa, OK 74145	N/A	PC	Support families and caregivers in strengthening the growth and development of young children by conducting developmental screening and assessment, offering early childhood resources, and providing connections to community services	1,000
The Education and Employment Minist 1501 N Classen Blvd Oklahoma City, OK 73106	N/A	PC	Assist individuals impacted by the criminal justice system	500
OU-TU School of Community Medicine 4502 E 41st Street Tulsa, OK 74135	N/A	PC	Child abuse pediatrics program	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				255,000



**TY 2016 Accounting Fees Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	15,570	0	15,570	15,570

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

# TY 2016 Depreciation Schedule

**Name:** POTTS FAMILY FOUNDATION INC

**EIN:** 73-1119767

**Software ID:** 16000303

**Software Version:** 2016v3.0

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
Dell Laptop	2011-04-12	801	760	SL	5 0000	41			
Projector	2011-04-29	596	555	SL	5 0000	41			
Samsung Monitor	2011-11-29	152	123	SL	5 0000	29			
HP 6000 Wireless Printer	2012-03-23	130	98	SL	5 0000	26			
AV Computer	2013-06-18	1,158	580	SL	5 0000	232			
HP LaserJet Pro 200 M251N	2013-09-30	358	162	SL	5 0000	72			
Dell Inspiron 660	2014-01-28	488	187	SL	5 0000	98			
HP OfficeJet Pro 8600	2014-01-28	217	83	SL	5 0000	43			
HP DeskJet 2540	2014-01-28	80	31	SL	5 0000	16			
Dell PowerEdge Server	2015-10-20	1,797	60	SL	5 0000	359			
VoIP Telephone Equipment	2015-12-01	1,449	24	SL	5 0000	290			

**TY 2016 Investments - Other Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Wells Nelson & Assoc. - managed account	FMV	5,773,996	5,773,996

**TY 2016 Land, Etc.  
Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	7,226	3,910	3,316	

**TY 2016 Other Assets Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Beneficial Interest in CRT's	879,444	916,366	
Cash Surrender Value of Life Insurance	107,782	111,602	111,602
Investment in Royalty-Producing Assets	8,783	5,982	5,982

**TY 2016 Other Expenses Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	684		684	684
Dues	10,368		10,368	10,368
Information Technology	1,629		1,629	1,629
Insurance	1,499		1,499	1,499
Office Expenses	3,518		3,518	3,518
Parking	1,918		1,918	1,918
Postage & Shipping	628		628	628
Public Relations & Development	10,554		10,554	10,554
Telephone	2,893		2,893	2,893

**TY 2016 Other Income Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalties	9,182	9,182	9,182

**TY 2016 Other Professional Fees Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Investment Management Fees	22,933	22,933	22,933	22,933



**TY 2016 Taxes Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	8,393	8,393	8,393	16,000
Payroll Taxes	15,969		15,969	14,795

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	<b>Schedule of Contributors</b>  ▶ <b>Attach to Form 990, 990-EZ, or 990-PF</b> ▶ <b>Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u></b>	OMB No 1545-0047  <b>2016</b>
	<b>Name of the organization</b> POTTS FAMILY FOUNDATION INC	<b>Employer identification number</b> 73-1119767

Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> POTTS FAMILY FOUNDATION INC	<b>Employer identification number</b> 73-1119767
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<b>Part I</b> <b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Ray Patricia Potts	\$ 100,440	Person <input checked="" type="checkbox"/>
	909 E Britton Road		Payroll <input type="checkbox"/>
	Oklahoma City, OK 731147802		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>2</u>	Steve Kathy Potts	\$ 5,000	Person <input checked="" type="checkbox"/>
	2925 Cornwall Place		Payroll <input type="checkbox"/>
	Oklahoma City, OK 731204305		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>3</u>	Mark Potts	\$ 5,000	Person <input checked="" type="checkbox"/>
	909 E Britton Road		Payroll <input type="checkbox"/>
	Oklahoma City, OK 731147802		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>4</u>	Larry Susan Potts	\$ 5,000	Person <input checked="" type="checkbox"/>
	1901 W Main		Payroll <input type="checkbox"/>
	Norman, OK 73069		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>5</u>	Paula Potts	\$ 5,000	Person <input checked="" type="checkbox"/>
	13321 Northview Drive		Payroll <input type="checkbox"/>
	Oklahoma City, OK 73142		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Employer identification number

73-1119767

Part II	Noncash Property
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[illegible]

<b>Name of organization</b> POTTS FAMILY FOUNDATION INC	<b>Employer identification number</b> 73-1119767
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<b>Part III</b>	<b>Exclusively</b> religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <b>exclusively</b> religious, charitable, etc., contributions of <b>\$1,000 or less</b> for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	