



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 . . . . .	72,296	57,462	57,462
	2 Savings and temporary cash investments . . . . .	267,548	312,877	312,877
	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 . . . . .	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) . . . . .	5,773,996	6,016,477	6,016,477
	14 Land, buildings, and equipment basis ▶ _____ 11,226 Less accumulated depreciation (attach schedule) ▶ 5,193	3,316	6,033	
15 Other assets (describe ▶ _____)	1,033,950	1,181,828	128,209	
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,158,713	7,574,677	6,515,025	
Liabilities	17 Accounts payable and accrued expenses . . . . .	5,643	27,021	
	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) . . . . .	145,643	167,021	
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 . . . . .	6,096,704	6,354,037	
	25 Temporarily restricted . . . . .	916,366	1,053,619	
	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) . . . . .	7,013,070	7,407,656	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .	7,158,713	7,574,677	

**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	7,013,070
2 Enter amount from Part I, line 27a . . . . .	2	623,727
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3 . . . . .	4	7,636,797
5 Decreases not included in line 2 (itemize) ▶ _____	5	229,141
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	7,407,656

**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) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	838,816
<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>	-17,099

**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))
2016			
2015			
2014			
2013			
2012			

<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 2017 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>	18,991
<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>	18,991
<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>	18,991
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	6,045
<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>	26,045
<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>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>10</b>	7,054
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> ▶ 7,054 <b>Refunded</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 (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<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) ▶ 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 2017 or the taxable year beginning in 2017 (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) 486-4955</b>			
Located at <b>909 E Britton Road Oklahoma City OK</b> ZIP+4 <b>731147802</b>				
<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 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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>Yes</b>	<b>No</b>
<b>1a</b>	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? ( <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"/> <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 2017? <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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <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 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <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 2017? <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			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(2)</b> 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		
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(4)</b> 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		
	<b>(5)</b> 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"/>	<b>5b</b>	<b>No</b>
<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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<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? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/>	<b>6b</b>	<b>No</b>
<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"/>	<b>7b</b>	<b>No</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	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				

**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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
Craig R Knutson 1003 Nottingham Circle Norman, OK 73072	President/CEO 40 00	78,180		
Linda J Turner 7309 N Norman Road Warr Acres, OK 73132	HR, Ofc Mgr 40 00	55,464		

**Total** number of other employees paid over \$50,000. . . . . ►**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	415,537
<b>2</b> Grants paid to Section 501(c)(3) organizations (see Part XV for recipients, grant process, etc )	279,977
<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>	

**Total.** Add lines 1 through 3. . . . . ►

**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>	5,861,696
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	304,097
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	128,209
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	6,294,002
<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>	6,294,002
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	94,410
<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>	6,199,592
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	309,980

**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 2017 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2017 (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>	665,247
<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>	665,247
<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>	665,247

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
<b>1</b> Distributable amount for 2017 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2016, 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 2017 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				
<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 2012 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2018.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

**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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
0				0
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	665,247	620,681	619,383	1,905,311
<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 . . . . .	665,247	620,681	619,383	1,905,311

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

**a** "Assets" alternative test—enter

(1) Value of all assets . . . . . 6,294,002 6,166,928 6,647,673 19,108,603

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . . 6,294,002 6,166,928 6,647,673 19,108,603

**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) 486-4955  
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 6, 2017

**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 break the cycle of generational poverty and dysfunction, create awareness, advocacy and activism on behalf of young children, offer the most impact per contribution dollar, build potential of people and organizations, impact present and future needs of young children, have sustainable impact beyond the grant period, enhance the cognitive and socio-emotional development of young children, 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 proposa

**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>				279,977
<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** (2017)

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

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>

**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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**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

<b>Sign Here</b>	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.	***** 2018-11-14 *****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title

<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	
	Firm's name ▶ FULLER JENKINS & THORNE PLLC					Firm's EIN ▶ 20-0489947
	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 )
1300 Aegion Corp	P	2017-03-09	2017-06-26
39 Aegion Corp	P	2017-03-09	2017-08-21
169 Allergan PLC	P	2014-08-15	2017-06-26
49 Allergan PLC	P	2015-10-16	2017-06-26
114 Allergan PLC	P	2016-05-12	2017-06-26
61 Allergan PLC	P	2016-12-23	2017-06-26
292 Allergan PLC	P	2016-12-23	2017-08-21
207 AFLAC, Inc	P	2012-04-27	2017-09-14
120 Allstate	P	2000-08-22	2017-06-07
600 Allstate	P	2003-01-06	2017-06-07

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
30,571		29,635	936
771		889	-118
42,142		36,406	5,736
12,219		13,539	-1,320
28,427		24,735	3,692
15,211		12,130	3,081
65,129		58,066	7,063
16,931		8,736	8,195
10,309		3,493	6,816
51,544		22,239	29,305

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			936
			-118
			5,736
			-1,320
			3,692
			3,081
			7,063
			8,195
			6,816
			29,305

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 )
100 Allstate	P	2003-01-28	2017-06-07
300 Allstate	P	2005-01-25	2017-06-07
50 Allstate	P	2005-09-20	2017-06-07
80 Allstate	P	2007-02-22	2017-06-07
180 Allstate	P	2009-11-10	2017-06-07
266 Apple, Inc	P	2013-01-10	2017-01-30
155 Apple, Inc	P	2013-01-29	2017-01-30
828 Bank of New York Mellon Corp	P	2013-04-04	2017-09-14
120 Biogen, Inc	P	2016-07-15	2017-05-10
60 Bioverative, Inc	P	2016-07-15	2017-02-15

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
8,591		3,579	5,012
25,772		15,108	10,664
4,295		2,741	1,554
6,872		5,024	1,848
15,463		5,224	10,239
32,203		19,676	12,527
18,765		9,869	8,896
42,403		22,785	19,618
30,958		28,712	2,246
2,663		2,416	247

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			5,012
			10,664
			1,554
			1,848
			10,239
			12,527
			8,896
			19,618
			2,246
			247

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 )
503 Cardinal Health, Inc	P	2016-12-23	2017-08-21
460 Cardinal Health, Inc	P	2017-06-07	2017-08-21
1265 Citigroup, Inc	P	2012-04-16	2017-05-11
490 Citigroup, Inc	P	2014-02-04	2017-05-11
1689 Diebold Nixdorf	P	2017-07-19	2017-12-20
1246 EBay, Inc	P	2016-07-05	2017-05-10
2231 EBay, Inc	P	2016-12-23	2017-05-10
879 Emcor Group, Inc	P	2010-01-25	2017-05-10
610 Emcor Group, Inc	P	2010-03-01	2017-05-10
162 Emerson Electric, Inc	P	2011-08-12	2017-09-14

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
32,334		36,649	-4,315
29,570		34,018	-4,448
76,856		42,825	34,031
29,770		23,066	6,704
28,823		37,133	-8,310
42,128		29,748	12,380
75,431		66,490	8,941
57,427		22,578	34,849
39,853		14,433	25,420
9,988		6,939	3,049

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-4,315
			-4,448
			34,031
			6,704
			-8,310
			12,380
			8,941
			34,849
			25,420
			3,049



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 )
466 Express Scripts	P	2012-04-03	2017-06-07
460 Express Scripts	P	2012-11-08	2017-06-07
470 Express Scripts	P	2013-06-05	2017-06-07
1215 Foot Locker, Inc	P	2017-11-07	2017-11-17
2214 Gamestop Corp	P	2017-01-13	2017-12-20
1070 Gamestop Corp	P	2017-05-11	2017-12-20
3090 General Electric Co	P	2017-05-10	2017-12-20
416 General Electric Co	P	2017-06-07	2017-12-20
1622 GlaxoSmithKline PLC	P	2017-06-26	2017-12-20
12 Alphabet, Inc	P	2011-05-03	2017-05-10

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)
28,061		24,973	3,088
27,700		25,317	2,383
28,302		29,175	-873
47,852		35,384	12,468
40,600		50,289	-9,689
19,622		26,444	-6,822
53,698		88,810	-35,112
7,229		11,534	-4,305
57,322		71,860	-14,538
11,237		3,232	8,005

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	
			3,088
			2,383
			-873
			12,468
			-9,689
			-6,822
			-35,112
			-4,305
			-14,538
			8,005

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 )
82 Alphabet, Inc	P	2012-04-18	2017-05-10
38 Alphabet, Inc	P	2016-07-05	2017-05-10
865 Halliburton Company	P	2008-02-07	2017-05-10
140 Halliburton Company	P	2010-03-01	2017-05-10
1025 Halliburton Company	P	2012-02-15	2017-05-10
1986 Hanesbrands, Inc	P	2017-01-05	2017-08-30
584 Hill-Rom Holdings, Inc	P	2016-07-05	2017-05-10
113 JP Morgan Chase & Co	P	2012-04-10	2017-08-08
935 Kohls Corp	P	2017-05-10	2017-09-14
62 Kohls Corp	P	2017-06-07	2017-09-14

**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)
76,788		25,732	51,056
35,585		26,405	9,180
39,519		29,806	9,713
6,396		4,204	2,192
46,828		37,243	9,585
47,802		44,347	3,455
43,725		29,135	14,590
10,606		5,003	5,603
41,359		37,693	3,666
2,743		2,248	495

**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	
			51,056
			9,180
			9,713
			2,192
			9,585
			3,455
			14,590
			5,603
			3,666
			495

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 )
1535 La-Z-Boy, Inc	P	2014-10-03	2017-01-05
1492 La-Z-Boy, Inc	P	2016-01-04	2017-01-05
3156 La-Z-Boy, Inc	D	2017-01-05	2017-01-09
153 3M Company	P	2017-07-26	2017-11-07
1070 Mosaic Co	P	2016-02-29	2017-11-07
674 Mosaic Co	P	2017-05-10	2017-11-07
1065 Oracle Corp	P	2009-10-08	2017-05-26
613 Oracle Corp	P	2009-10-08	2017-09-14
517 Panhandle Oil & Gas, Inc	D	2017-01-05	2017-01-09
361 Pfizer, Inc	P	2007-06-26	2017-09-14

**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)
45,667		31,944	13,723
44,388		35,791	8,597
93,390		95,785	-2,395
35,162		30,449	4,713
24,028		28,735	-4,707
15,135		15,878	-743
48,008		21,750	26,258
32,289		12,519	19,770
11,595		12,330	-735
12,876		9,379	3,497

**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	
			13,723
			8,597
			-2,395
			4,713
			-4,707
			-743
			26,258
			19,770
			-735
			3,497

**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 )
6564 Prospect Capital Corporation	P	2017-05-10	2017-12-20
1274 Prospect Capital Corporation	P	2017-06-07	2017-12-20
554 Qualcomm, Inc	P	2017-01-30	2017-11-07
121 Qualcomm, Inc	P	2017-05-10	2017-11-07
436 Quest Diagnostics, Inc	P	2014-02-11	2017-03-17
525 Rydex S&P Midcap 400 Pure Growth ETF	P	2011-03-18	2017-05-10
505 Rydex S&P Midcap 400 Pure Growth ETF	P	2011-04-15	2017-05-10
515 Rydex S&P Midcap 400 Pure Growth ETF	P	2011-04-21	2017-05-10
1935 Rydex S&P 500 Pure Growth ETF	P	2011-03-18	2017-05-10
1875 Rydex S&P 500 Pure Growth ETF	P	2011-04-15	2017-05-10

**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)
45,358		56,296	-10,938
8,803		10,262	-1,459
35,163		29,872	5,291
7,680		6,727	953
43,195		22,888	20,307
72,960		43,087	29,873
70,181		43,067	27,114
71,571		43,714	27,857
179,079		85,881	93,198
173,526		85,675	87,851

**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	
			-10,938
			-1,459
			5,291
			953
			20,307
			29,873
			27,114
			27,857
			93,198
			87,851

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 )
1905 Rydex S&P 500 Pure Growth ETF	P	2011-04-21	2017-05-10
1064 State Street Corp	P	2010-07-16	2017-05-12
217 Target Corp	P	2005-01-11	2017-09-25
100 Target Corp	P	2005-01-14	2017-09-25
30 Target Corp	P	2005-09-20	2017-09-25
30 Target Corp	P	2009-11-23	2017-09-25
150 Target Corp	P	2010-02-26	2017-09-25
135 Target Corp	P	2010-03-01	2017-09-25
485 Target Corp	P	2014-02-04	2017-09-25
320 Target Corp	P	2017-05-11	2017-09-25

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
176,302		87,141	89,161
87,614		40,561	47,053
12,679		10,628	2,051
5,843		4,987	856
1,753		1,618	135
1,753		1,478	275
8,765		7,528	1,237
7,888		6,922	966
28,339		26,876	1,463
18,698		18,128	570

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			89,161
			47,053
			2,051
			856
			135
			275
			1,237
			966
			1,463
			570

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 )
165 Vanguard Small-Cap Value ETF	P	2017-01-20	2017-05-10
4589 Vanguard Total International Stock Index	P	2005-08-15	2017-05-26
4226 Vanguard Total International Stock Index	P	2005-10-03	2017-05-26
4137 Vanguard Total International Stock Index	P	2005-10-25	2017-05-26
221 Vanguard Total International Stock Index	P	2005-10-25	2017-06-07
270 Vanguard Total International Stock Index	P	2005-12-29	2017-06-07
3340 Vanguard Total International Stock Index	P	2006-02-01	2017-06-07
5000 Vanguard Total International Stock Index	P	2006-05-30	2017-06-07
494 Vanguard Total International Stock Index	P	2006-12-28	2017-06-07
2810 Vanguard Total International Stock Index	P	2007-02-08	2017-06-07

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)
20,239		20,075	164
76,813		62,033	14,780
70,737		59,033	11,704
69,255		55,096	14,159
3,729		2,937	792
4,565		3,873	692
56,474		50,033	6,441
84,542		79,253	5,289
8,353		8,757	-404
47,512		51,119	-3,607

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	
			164
			14,780
			11,704
			14,159
			792
			692
			6,441
			5,289
			-404
			-3,607

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 )
659 Vanguard Total International Stock Index	P	2007-12-27	2017-06-07
1000 Vanguard Total International Stock Index	P	2008-01-15	2017-06-07
814 Vanguard Total International Stock Index	P	2008-12-30	2017-06-07
1596 Verifone Systems, Inc	P	2016-07-05	2017-05-11
1622 Verifone Systems, Inc	P	2017-01-05	2017-05-11
31 Viacom, Inc	P	2007-05-22	2017-11-07
75 Viacom, Inc	P	2008-05-07	2017-11-07
410 Viacom, Inc	P	2008-06-20	2017-11-07
490 Viacom, Inc	P	2008-09-18	2017-11-07
245 Viacom, Inc	P	2010-03-01	2017-11-07

**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)
11,143		13,096	-1,953
16,908		19,393	-2,485
13,762		8,693	5,069
29,016		28,848	168
29,488		30,149	-661
767		1,338	-571
1,855		2,978	-1,123
10,139		13,451	-3,312
12,118		13,131	-1,013
6,059		7,219	-1,160

**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	
			-1,953
			-2,485
			5,069
			168
			-661
			-571
			-1,123
			-3,312
			-1,013
			-1,160

**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 )
988 Viacom, Inc	P	2015-08-26	2017-11-07
299 Viacom, Inc	P	2017-06-07	2017-11-07
7476 Westcore International Fund	P	2011-07-12	2017-05-11
73000 ConocoPhillips 1 05% 9/15/2017	P	2016-03-17	2017-12-15
70000 Gilead Sciences 3 25% 9/1/2022	P	2015-10-09	2017-08-01
5000 Gilead Sciences 3 25% 9/1/2022	P	2015-11-06	2017-08-01
37000 Morgan Stanley 2 5% 4/21/2021	P	2016-12-12	2017-11-16
25000 Morgan Stanley 2 5% 4/21/2021	P	2017-05-11	2017-11-16
13971 Templeton Global Bond Fund	P	2009-07-17	2017-05-10
8129 Templeton Global Bond Fund	P	2009-12-11	2017-05-10

**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)
24,434		38,342	-13,908
7,394		10,450	-3,056
126,160		125,036	1,124
73,000		71,434	1,566
73,744		71,451	2,293
5,267		5,137	130
36,894		36,805	89
24,928		25,079	-151
173,919		165,036	8,883
101,193		102,786	-1,593

**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	
			-13,908
			-3,056
			1,124
			1,566
			2,293
			130
			89
			-151
			8,883
			-1,593



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	Director 30 00	0		
909 E Britton Road Oklahoma City, OK 731147802				
Kathy Potts	Director 1 00	0		
9211 Lake Hefner Pkwy Ste 300 Oklahoma City, OK 73120				
Phyllis Hudecki	Chairperson 1 00	0		
2621 Green Canyon Drive Edmond, OK 73013				
Tiffany Burton	Director 1 00	0		
PO Box 20778 Oklahoma City, OK 73156				
Marnie Taylor	Director 1 00	0		
3213 N Harvey Parkway Oklahoma City, OK 73118				
Larry Potts	Treasurer 1 00	0		
1901 W Main Norman, OK 73069				
Teresa Burkett	Secretary 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	Vice Chair 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**

<b>(a) Name and address</b>	<b>Title, and average hours per week (b) devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>Expense account, (e) other allowances</b>
Ryan Posey 3100 Norge Road Chickasha, OK 73018	Director 1 00	0		
Quin Tran 1625 Wildhorse Drive Edmond, OK 73003				
Phil Lakin 7030 S Yale Ave Suite 600 Tulsa, OK 74136	Director 1 00	0		
Jennifer Hays-Grudo 233 Human Sciences Stillwater, OK 740786122				
Erica Lucas 316 NW 61st Oklahoma City, OK 73012	Director 1 00	0		

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 720 W Wilshire Blvd Suite 115 Oklahoma City, OK 73116	N/A	PC	Management training and consulting services to community nonprofits	141,477
Sunbeam Family ServicesPO Box 61237 Oklahoma City, OK 73146	N/A	PC	Affordable, quality social services to improve individual and family functioning	16,000
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	16,000
<b>Total . . . . . ▶</b> <b>3a</b>				279,977

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>				
Norman Public Schools Foundation 1301 S Flood Ave Norman, OK 73069	N/A	PC	Enhance educational experience for public school students	1,000
University of OK Health Sciences Ce PO Box 26901 Oklahoma City, OK 73190	N/A	PC	Educate students to become health service practitioners, conduct research for the advancement of health care, and provide continuing education, public service, and clinical care	16,500
Child Abuse Network 2829 S Sheridan Road Tulsa, OK 74129	N/A	PC	Provide collaborative intervention services to child abuse victims	10,000
<b>Total . . . . . ▶</b> <b>3a</b>				279,977

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>				
The Parent Child Center of Tulsa 1421 S Boston Avenue Tulsa, OK 74119	N/A	PC	Prevent child abuse and neglect through education, treatment, and advocacy	5,000
OETA FoundationPO 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	15,000
NorthCare4436 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
<b>Total . . . . . ▶</b> <b>3a</b>				279,977


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 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	15,000
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	15,000
Community Action Project of Tulsa County 4606 S Garnett Suite 100 Tulsa, OK 74146	N/A	PC	Help young children in lower-income families grow up and achieve economic success	5,000
<b>Total</b> . . . . . 				279,977
<b>3a</b>				

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>				
Grove Education Found for Excellenc PO Box 453335 Grove, OK 74345	N/A	PC	Work with Grove Public School system to recognize, encourage and promote academic excellence	1,000
El Sistema Oklahoma 3220 Quail Springs Parkway Oklahoma City, OK 73134	N/A	PC	After-school ensemble-based music program serving underserved public school children in Oklahoma City	1,000
Tulsa Community Foundation 7030 S Yale Suite 600 Tulsa, OK 74136	N/A	PC	Community foundation for Tulsa and eastern Oklahoma	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				279,977

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>				
The Pencil BoxPO Box 52631 Tulsa, OK 74152	N/A	PC	Offer school supplies, educational tools, and incentive items necessary for successful learning to disadvantaged students	1,000
Tulsa Community College Foundation 6111 E Skelly Drive Tulsa, OK 74135	N/A	PC	Provide support to Tulsa Community College and its mission by developing key relationships and financial resources	1,000
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	10,500
<b>Total . . . . . ▶</b> <b>3a</b>				279,977



**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>				
The Institute for Building Relation 233 Human Sciences OSU Stillwater, OK 74078	N/A	PC	Build life-long resilience in very young children and families through collaborative research, education, and outreach	1,000
Oak Hall Episcopal School 2815 Mount Washington Road Ardmore, OK 73401	N/A	PC	Promote intellectual, creative, physical, social, emotional, and spiritual growth of students in the Episcopal tradition	1,000
KI BOIS Community Action Foundation 200 SE A Stigler, OK 74462	N/A	PC	Dedicated to eliminating the causes of poverty and bettering the well-being of people by utilizing effective coordination and administration of available resources and information	500
<b>Total . . . . .</b>  <b>3a</b>				279,977

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>				
ReMerge1444 NW 28th Street Oklahoma City, OK 73106	N/A	PC	Comprehensive female diversion program designed to transform pregnant women and mothers facing incarceration into productive citizens	2,000
Healthy Schools OK 500 N Broadway Suite 225 Oklahoma City, OK 73102	N/A	PC	Promote and maintain healthy lifestyle choices through preventive, community-based school health education programs	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	1,000
<b>Total . . . . .</b> ► <b>3a</b>				279,977

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>				
Fields Futures7001 NW 164th Edmond, OK 73012	N/A	PC	Grow student participation in sports by rebuilding athletic fields in underserved communities and providing resources to coaches	500
Oklahoma Center for Arts Education 100 N University Drive Edmond, OK 73034	N/A	PC	Art education outreach	1,000
Tony Reyes Bilingual Child Developm 420 SW 10th Street Oklahoma City, OK 73109	N/A	PC	Provide bilingual high-quality early head start, care, and education services for children ages 4 and under	500
<b>Total . . . . . ►</b> <b>3a</b>				279,977

**TY 2017 Accounting Fees Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Accounting fees	16,030	0	16,030	16,030

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

TY 2017 Depreciation Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 17005038

Software Version: 2017v2.2

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
HP 6000 Wireless Printer	2012-03-23	130	124	SL	5 0000	6			
AV Computer	2013-06-18	1,158	812	SL	5 0000	232			
HP LaserJet Pro 200 M251N	2013-09-30	358	234	SL	5 0000	72			
Dell Inspiron 660	2014-01-28	488	285	SL	5 0000	98			
HP OfficeJet Pro 8600	2014-01-28	217	126	SL	5 0000	43			
HP DeskJet 2540	2014-01-28	80	47	SL	5 0000	16			
Dell PowerEdge Server	2015-10-20	1,797	419	SL	5 0000	359			
VoIP Telephone Equipment	2015-12-01	1,449	314	SL	5 0000	290			
Office Furniture	2017-08-15	4,000		SL	10 0000	167			

**TY 2017 Investments - Other Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Wells Nelson & Assoc. - managed account	FMV	6,016,477	6,016,477

**TY 2017 Land, Etc.  
Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	4,000	167	3,833	
Machinery and Equipment	7,226	5,026	2,200	

**TY 2017 Other Assets Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2**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	916,366	1,053,619	
Cash Surrender Value of Life Insurance	111,602	115,177	115,177
Investment in Royalty-Producing Assets	5,982	13,032	13,032



**TY 2017 Other Expenses Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	661		661	661
Contract Labor	3,481		3,481	3,481
Dues	11,679		11,679	11,679
Information Technology	7,493		7,493	7,493
Insurance	1,787		1,787	1,787
Office Expenses	6,522		6,522	6,522
Parking	1,913		1,913	1,913
Postage & Shipping	574		574	574
Public Relations & Development	3,845		3,845	3,845
Telephone	6,966		6,966	6,966

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Utilities	1,761		1,761	1,761

**TY 2017 Other Income Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalties	7,050	7,050	7,050

**TY 2017 Other Professional Fees Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2

<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	33,941	33,941	33,941	25,817

**TY 2017 Taxes Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	21,553	21,553	21,553	1,000
Foreign Tax	423	423	423	423
Payroll Tax	20,587		20,587	20,280

<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF)  Department of the Treasury Internal Revenue Service	<b>Schedule of Contributors</b>  ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>	OMB No 1545-0047  <b>2017</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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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
1	Ray Patricia Potts	\$ 95,785	Person <input type="checkbox"/>
	909 E Britton Road		Payroll <input type="checkbox"/>
	Oklahoma City, OK 731147802		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions )
2	Ray Patricia Potts	\$ 12,330	Person <input type="checkbox"/>
	909 E Britton Road		Payroll <input type="checkbox"/>
	Oklahoma City, OK 731147802		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions )
3	Ray Patricia Potts	\$ 200,255	Person <input type="checkbox"/>
	909 E Britton Road		Payroll <input type="checkbox"/>
	Oklahoma City, OK 731147802		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )
.		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions )

<b>Name of organization</b> POTTS FAMILY FOUNDATION INC	<b>Employer identification number</b> 73-1119767
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<b>Part II</b>	<b>Noncash Property</b> (See instructions) Use duplicate copies of Part II if additional space is needed
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	3,156 shares La-Z-Boy common stock	\$ 95,785	2017-01-05
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	517 shares Panhandle Oil & Gas common stock	\$ 12,330	2017-01-05
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
3	1,890 shares Invesco S&P 500 Pure Growth ETF	\$ 200,255	2017-12-21
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	



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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	