

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	57,462	151,663	151,663
	2	Savings and temporary cash investments	312,877	215,196	215,196
	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		12,890	
	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)	6,016,477	5,230,036	5,230,036
	14	Land, buildings, and equipment basis ▶ _____ 11,226 Less accumulated depreciation (attach schedule) ▶ 6,565	6,033	4,661	
15	Other assets (describe ▶ _____)	1,181,828	1,134,296	126,456	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,574,677	6,748,742	5,723,351	
Liabilities	17	Accounts payable and accrued expenses	27,021	27,363	
	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	Total liabilities (add lines 17 through 22)	167,021	167,363	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	6,354,037	5,573,539	
	25	Temporarily restricted	1,053,619	1,007,840	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	7,407,656	6,581,379	
31	Total liabilities and net assets/fund balances (see instructions) .	7,574,677	6,748,742		

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	7,407,656
2	Enter amount from Part I, line 27a	2	-365,119
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	7,042,537
5	Decreases not included in line 2 (itemize) ▶ _____	5	461,158
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	6,581,379

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)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	140,649
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-7,371

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017			
2016			
2015			
2014			
2013			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	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	1	6,164
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	6,164
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	6,164
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	19,054
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	19,054
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	12,890
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 12,890 Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.pottsfamilyfoundation.org</u>	13	Yes	
14	The books are in care of <u>Potts Family Foundation Inc</u> Telephone no <u>(405) 486-4955</u>			

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


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

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


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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	No
c	Organizations relying on a current notice regarding disaster assistance check here.  <input type="checkbox"/>		
	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)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	No
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	No
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Craig R Knutson	President/CEO	86,666		
1003 Nottingham Circle Norman, OK 73072	40 00			
Linda J Turner	HR, Ofc Mgr	56,431		
7309 N Norman Road Warr Acres, OK 73132	40 00			
Total number of other employees paid over \$50,000.				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. ►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	425,454
2 Grants paid to Section 501(c)(3) organizations (see Part XV for recipients, grant process, etc.)	285,000
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	5,740,888
b	Average of monthly cash balances.	1b	331,072
c	Fair market value of all other assets (see instructions).	1c	126,456
d	Total (add lines 1a, b, and c).	1d	6,198,416
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	6,198,416
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	92,976
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,105,440
6	Minimum investment return. Enter 5% of line 5.	6	305,272

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	721,630
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	721,630
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	721,630

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ _____				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

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

Tax year	Prior 3 years			(e) Total	
(a) 2018	(b) 2017	(c) 2016	(d) 2015		
0				0	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	721,630	665,247	620,681	619,383	2,626,941
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	721,630	665,247	620,681	619,383	2,626,941

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

a "Assets" alternative test—enter

(1) Value of all assets 6,198,416 6,294,002 6,166,928 6,647,673 25,307,019

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) 6,198,416 6,294,002 6,166,928 6,647,673 25,307,019

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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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 9, 2018

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
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</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	140,000
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	194,696	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	140,649	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Royalties _____			15	9,990	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .				345,335	

13 Total.	Add line 12, columns (b), (d), and (e).	13	345,335
------------------	---	-----------	----------------

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII

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

--	--	--

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

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

--	--	--

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

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

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

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

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

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

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

value
ue

[illegible]

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

described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

2019-11-13

May the IRS discuss this return with the preparer shown

Title

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Jerry Thorne			
	Firm's name ► FULLER JENKINS & THORNE PLLC			Firm's EIN ► 20-0489947

PTIN

P00293170

Firm's EIN ► 20-0489947

Phone no (405) 748-8948

Form **990-PF** (2018)

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)
1	3286 Annaly Capital Management	P	2017-05-12	2018-11-29
1	2915 Annaly Capital Management	P	2017-12-20	2018-11-29
	111 Apple, Inc	P	2013-01-29	2018-10-19
	919 AT&T, Inc	P	2007-08-01	2018-11-29
	805 AT&T, Inc	P	2008-01-17	2018-11-29
	100 AT&T, Inc	P	2008-02-28	2018-11-29
	100 AT&T, Inc	P	2008-05-07	2018-11-29
	260 AT&T, Inc	P	2010-03-01	2018-11-29
	382 AT&T, Inc	P	2017-05-10	2018-11-29
	1084 B&G Foods, Inc	P	2018-01-03	2018-07-11

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)
32,660		37,322	-4,662
28,972		34,971	-5,999
24,277		7,067	17,210
27,928		36,578	-8,650
24,463		30,945	-6,482
3,039		3,551	-512
3,039		4,035	-996
7,901		6,510	1,391
11,609		14,718	-3,109
30,994		38,281	-7,287

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	
			-4,662
			-5,999
			17,210
			-8,650
			-6,482
			-512
			-996
			1,391
			-3,109
			-7,287

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)
693 Bank New York Mellon Corp	P	2013-04-04	2018-07-11
1 1058 Brinker International, Inc	P	2018-03-02	2018-11-13
508 Bristol Myers Squibb Company	P	2016-08-24	2018-01-23
250 Bristol Myers Squibb Company	P	2016-10-05	2018-01-23
73 Chevron Corporation	P	2017-05-10	2018-07-11
341 Cisco Systems, Inc	P	2002-11-14	2018-03-23
191 ConocoPhillips	P	2002-12-09	2018-07-11
1501 Diebold Nixdorf	P	2018-01-22	2018-05-10
726 DineEquity, Inc	P	2017-05-10	2018-02-21
241 DineEquity, Inc	P	2017-06-07	2018-02-21

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)
37,125		19,070	18,055
55,490		37,284	18,206
32,197		30,430	1,767
15,845		13,665	2,180
9,161		7,784	1,377
14,809		4,195	10,614
13,652		3,623	10,029
19,826		27,361	-7,535
48,464		38,257	10,207
16,088		10,901	5,187

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	
			18,055
			18,206
			1,767
			2,180
			1,377
			10,614
			10,029
			-7,535
			10,207
			5,187

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)
733 Emerson Electric, Inc	P	2011-08-12	2018-01-23
1 259 Emerson Electric, Inc	P	2017-06-07	2018-01-23
180 Exxon Mobil	P	2000-08-16	2018-07-11
200 Exxon Mobil	P	2002-01-25	2018-07-11
102 Exxon Mobil	P	2002-12-09	2018-07-11
3022 Gamestop Corp	P	2018-01-22	2018-12-18
2888 General Electric Co	P	2018-01-22	2018-04-25
416 Gilead Science, Inc	P	2017-03-20	2018-07-11
483 Gilead Science, Inc	P	2017-03-20	2018-12-18
214 Gilead Science, Inc	P	2017-05-11	2018-12-18

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)
53,775		31,396	22,379
19,001		14,940	4,061
15,013		7,358	7,655
16,682		7,772	8,910
8,508		3,565	4,943
38,359		53,191	-14,832
40,310		46,500	-6,190
31,563		28,748	2,815
31,109		33,378	-2,269
13,783		14,268	-485

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	
			22,379
			4,061
			7,655
			8,910
			4,943
			-14,832
			-6,190
			2,815
			-2,269
			-485

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)
260 Gilead Science, Inc	P	2017-06-07	2018-12-18
1 1890 Guggenheim S&P 500 Pure Growth ETF	P	2017-12-21	2018-01-22
3602 H&R Block, Inc	P	2017-08-30	2018-04-25
2641 Hanesbrands, Inc	P	2017-12-20	2018-01-23
423 HP, Inc	P	2017-05-26	2018-07-11
164 Intel Corporation	P	2017-05-11	2018-03-23
213 Intel Corporation	P	2017-05-11	2018-07-11
1326 Kroger Company	P	2017-04-03	2018-06-27
215 Kroger Company	P	2017-04-03	2018-07-11
128 Kroger Company	P	2017-06-16	2018-07-11

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)
16,746		16,747	-1
213,351		200,255	13,096
101,074		97,470	3,604
60,131		54,160	5,971
9,912		7,750	2,162
8,141		5,847	2,294
10,971		7,594	3,377
38,648		38,886	-238
6,331		6,305	26
3,769		2,849	920

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1
			13,096
			3,604
			5,971
			2,162
			2,294
			3,377
			-238
			26
			920

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)
1622 Kroger Company	P	2017-09-14	2018-07-11
1 812 Maxar Technologies Ltd	P	2018-03-22	2018-11-29
215 Merck & Company	P	2017-08-21	2018-07-11
1169 Newell Brands, Inc	P	2017-11-07	2018-10-19
40 Norfolk-Southern Company	P	2012-02-22	2018-01-03
35 Norfolk-Southern Company	P	2012-02-22	2018-07-11
677 Oracle Corp	P	2009-10-08	2018-11-19
340 Pfizer, Inc	P	2007-06-26	2018-07-11
2730 Pitney Bowes, Inc	P	2017-06-07	2018-11-29
1199 Pitney Bowes, Inc	P	2017-12-20	2018-11-29

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)
47,763		34,700	13,063
13,936		35,669	-21,733
13,317		13,309	8
19,682		35,624	-15,942
5,846		2,741	3,105
5,441		2,399	3,042
33,527		13,826	19,701
12,658		8,833	3,825
22,537		41,092	-18,555
9,898		13,614	-3,716

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	
			13,063
			-21,733
			8
			-15,942
			3,105
			3,042
			19,701
			3,825
			-18,555
			-3,716

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)
224 Royal Dutch Shell PLC		P	2017-05-26	2018-07-11
1	242 Seagate Technology	P	2017-05-10	2018-07-11
303 Union Pacific Corporation		P	2012-02-22	2018-03-22
32 Union Pacific Corporation		P	2012-02-22	2018-07-11
314 Verizon Communications, Inc		P	2015-09-02	2018-07-11
845 Williams Sonoma, Inc		P	2017-05-12	2018-07-11
494 Williams Sonoma, Inc		P	2017-06-07	2018-07-11
70000 JPMorgan Chase 3 375% 5/1/2023		P	2014-04-17	2018-05-15
50000 JPMorgan Chase 3 375% 5/1/2023		P	2017-05-11	2018-05-15
132000 U S Treasury 2 375% 6/30/2018		P	2014-01-24	2018-05-15

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)
15,764		12,186	3,578
13,971		10,434	3,537
41,222		16,472	24,750
4,499		1,740	2,759
16,142		14,178	1,964
55,886		43,318	12,568
21,363		13,849	7,514
68,181		68,435	-254
48,701		50,706	-2,005
133,223		138,239	-5,016

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			3,578
			3,537
			24,750
			2,759
			1,964
			12,568
			7,514
			-254
			-2,005
			-5,016

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)
55000 U S Treasury 2 375% 6/30/2018	P	2017-05-12	2018-05-15
1 45000 U S Treasury 1 5% 5/31/2019	P	2014-07-01	2018-12-18
75000 U S Treasury 0 875% 10/15/2018	P	2017-09-22	2018-09-11

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)
55,509		56,336	-827
44,797		44,869	-72
75,154		74,988	166

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	
			-827
			-72
			166

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	Director 1 00	0		
2621 Green Canyon Drive Edmond, OK 73013				
Tiffany Burton	Secretary 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	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	Treasurer 1 00	0		
825 NE 13th St Oklahoma City, OK 73104				
Page Potts-Beal	Director 1 00	0		
570 Buchanan Avenue Norman, OK 73069				
Robert Block	Vice Chair 1 00	0		
256 E 27th Street Tulsa, OK 74114				
Steve Potts	Chairman 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
Ryan Posey	Director 1 00	0		
3100 Norge Road Chickasha, OK 73018				
Valerie Thompson	Director 1 00	0		
3900 N Martin Luther King Ave Oklahoma City, OK 73111				
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				
Erica Lucas	Director 1 00	0		
316 NW 61st Oklahoma City, OK 73012				
Raul Font	Director 1 00	0		
420 SW 10th Street Oklahoma City, OK 73109				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Oklahoma Center for Nonprofits 720 W Wilshire Blvd Suite 115 Oklahoma City, OK 73116	N/A	PC	Management training and consulting services to community nonprofits	145,000
Sunbeam Family ServicesPO Box 61237 Oklahoma City, OK 73146	N/A	PC	Affordable, quality social services to improve individual and family functioning	18,000
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
Total ▶ 3a				285,000

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)				
a <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	500
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	15,000
Child Abuse Network 2829 S Sheridan Road Tulsa, OK 74129	N/A	PC	Provide collaborative intervention services to child abuse victims	3,000
Total ▶ 3a				285,000

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)				
a <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	6,000
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	10,000
Parent PromisePO Box 656 Oklahoma City, OK 73101	N/A	PC	Provide educational resources and support through voluntary programs to help parents gain confidence in their parenting skills	15,000
Total ► 3a				285,000

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)				
a <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	16,000
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	7,500
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	5,000
Total ▶ 3a				285,000

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)				
a <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
Total ▶ 3a				285,000

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)				
a <i>Paid during the year</i>				
Oklahoma Child Care Resource Referr 4200 Perimeter Center Drive Ste 235 Oklahoma City, OK 73112	N/A	PC	Provide access to quality care and education for children of Oklahoma families through community-based resource and referral services	7,500
Garfield County Child Advocacy Coun 1002 E Broadway Enid, OK 73701	N/A	PC	Provide a warm home-like environment for children who must be interviewed about incidents of physical and sexual abuse	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	3,000
Total ▶ 3a				285,000

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)				
a <i>Paid during the year</i>				
Tulsa Lawyers for Children Inc PO Box 2254 Tulsa, OK 74101	N/A	PC	Provide effective and zealous representation of abused and neglected children in Tulsa County through the recruitment, training and assisting of volunteer attorneys	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
Positive TomorrowsPO Box 61190 Oklahoma City, OK 73146	N/A	PC	Educate homeless children and their families to break the cycle of poverty through Oklahoma's only elementary school specifically serving the homeless	1,500
Total ▶ 3a				285,000

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)				
a <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
CARE Center OKC1403 Ashton Place Oklahoma City, OK 73117	N/A	PC	Provide a nationally-accredited child advocacy center in Oklahoma County to fight for the end of child abuse	1,500
Latino Community Development Agency 420 SW 10th Street Oklahoma City, OK 73109	N/A	PC	Serve the Latino Community in Oklahoma County through education, economic development, health, mental health and substance abuse prevention	1,000
Total ▶ 3a				285,000

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)				
a <i>Paid during the year</i>				
Bridges1670 Stubbeman Avenue 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
St John Christian Heritage Academy 5700 N Kelley Avenue Oklahoma City, OK 73111	N/A	PC	Provide an outstanding, well-rounded, full-day Pre-Kindergarten program for three and four year old children, enabling students to be successful life-long learners	1,000
Oklahoma Policy Institute 907 S Detroit Avenue Suite 1005 Tulsa, OK 74120	N/A	PC	Promote adequate, fair, and fiscally responsible funding of public services and expanded opportunity for all Oklahomans by providing timely and credible information, analysis, and ideas, particularly in activities related to early childhood education and criminal justice reform	500
Total ▶ 3a				285,000

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)				
a <i>Paid during the year</i>				
Teach for America - Oklahoma City 309 NW 13th Street Oklahoma City, OK 73103	N/A	PC	Find, develop and support a diverse network of leaders who expand opportunity for children from classrooms, schools, and every sector and field that shapes the broader systems in which schools operate	500
Partners in Education 410 West Main Street Ardmore, OK 73401	N/A	PC	Bolster educational success by focusing on education, community, and workforce development to close the education gap and create an employable workforce	1,000
United Way of Enid Northwest Oklaho PO Box 5828 Enid, OK 73702	N/A	PC	Impact the community of northwest Oklahoma by increasing the organizational capacity of people to care for one another	1,000
Total ► 3a				285,000

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)				
a <i>Paid during the year</i>				
Rose State College Foundation 6420 SE 15th Street Midwest City, OK 73110	N/A	PC	Stimulate private support for the programs, special needs and other enhancement of Rose State College	1,000
Total ► 3a				285,000

TY 2018 Accounting Fees Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	15,250	0	15,250	15,250

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

TY 2018 Depreciation Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 18007218

Software Version: 2018v3.1

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
AV Computer	2013-06-18	1,158	1,044	SL	5 0000	114			
HP LaserJet Pro 200 M251N	2013-09-30	358	306	SL	5 0000	52			
Dell Inspiron 660	2014-01-28	488	383	SL	5 0000	98			
HP OfficeJet Pro 8600	2014-01-28	217	169	SL	5 0000	43			
HP DeskJet 2540	2014-01-28	80	63	SL	5 0000	16			
Dell PowerEdge Server	2015-10-20	1,797	778	SL	5 0000	359			
VoIP Telephone Equipment	2015-12-01	1,449	604	SL	5 0000	290			
Office Furniture	2017-08-15	4,000	167	SL	10 0000	400			

TY 2018 Investments - Other Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 18007218**Software Version:** 2018v3.1**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Wells Nelson & Assoc. - managed account	FMV	5,230,036	5,230,036

**TY 2018 Land, Etc.
Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 18007218**Software Version:** 2018v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	4,000	567	3,433	
Machinery and Equipment	7,226	5,998	1,228	

TY 2018 Other Assets Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 18007218**Software Version:** 2018v3.1**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	1,053,619	1,007,840	
Cash Surrender Value of Life Insurance	115,177	118,413	118,413
Investment in Royalty-Producing Assets	13,032	8,043	8,043

TY 2018 Other Expenses Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 18007218

Software Version: 2018v3.1

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	659		659	659
Dues	6,378		6,378	5,958
Information Technology	3,463		3,463	3,355
Insurance	3,799		3,799	3,799
Office Expenses	8,452		8,452	7,720
Parking	34		34	34
Postage & Shipping	323		323	323
Public Relations & Development	12,838		12,838	12,495
Telephone	7,947		7,947	7,947
Utilities	3,294		3,294	3,025

TY 2018 Other Income Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 18007218**Software Version:** 2018v3.1**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalties	9,990	9,990	9,990

TY 2018 Other Professional Fees Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	30,098	30,098	30,098	31,215

TY 2018 Taxes Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 18007218**Software Version:** 2018v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	6,164	6,164	6,164	32,000
Foreign Tax	852	852	852	852
Payroll Tax	24,300		24,300	26,699
Property Tax	6,332		6,332	6,332