

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation POTTS FAMILY FOUNDATION INC		A Employer identification number 73-1119767	
Number and street (or P O box number if mail is not delivered to street address) 909 E BRITTON ROAD		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code OKLAHOMA CITY, OK 73114		B Telephone number (see instructions) (405) 486-4955	
G Check all that apply <div><input type="checkbox"/> Initial return<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return<input type="checkbox"/> Amended return <input type="checkbox"/> Address change<input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶\$ 6,173,470	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	204,699			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	189,369	189,369	189,369	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	58,453			
	b Gross sales price for all assets on line 6a 1,582,240				
	7 Capital gain net income (from Part IV, line 2)		58,453		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,676	5,676	5,676	
	12 Total. Add lines 1 through 11	458,197	253,498	195,045	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	268,684		268,684	268,684
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	15,600		15,600	15,600
	c Other professional fees (attach schedule)	32,017	30,251	32,017	31,324
	17 Interest	360		360	458
	18 Taxes (attach schedule) (see instructions)	34,469	5,083	34,469	26,611
	19 Depreciation (attach schedule) and depletion	1,062		1,062	
	20 Occupancy				
	21 Travel, conferences, and meetings	26,514		26,514	35,677
	22 Printing and publications	1,407		1,407	3,212
	23 Other expenses (attach schedule)	57,931		57,931	51,571
	24 Total operating and administrative expenses. Add lines 13 through 23	438,044	35,334	438,044	433,137
	25 Contributions, gifts, grants paid	286,910			286,910
	26 Total expenses and disbursements. Add lines 24 and 25	724,954	35,334	438,044	720,047
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-266,757			
	b Net investment income (if negative, enter -0-)		218,164		
c Adjusted net income (if negative, enter -0-)					

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	151,663	44,519	44,518
	2 Savings and temporary cash investments	215,196	52,658	52,658
	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	8,527	
	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)	5,230,036	5,952,565	5,952,565
	14 Land, buildings, and equipment basis ▶ _____ 11,226 Less accumulated depreciation (attach schedule) ▶ 7,627	4,661	3,599	
15 Other assets (describe ▶ _____)	1,134,296	1,285,604	123,729	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,748,742	7,347,472	6,173,470	
Liabilities	17 Accounts payable and accrued expenses	27,363	26,845	
	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)	167,363	166,845	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	5,573,539	1,007,840	
	25 Net assets with donor restrictions		1,161,875	
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg , and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	6,581,379	7,180,627	
30 Total liabilities and net assets/fund balances (see instructions) .	6,748,742	7,347,472		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	6,581,379
2 Enter amount from Part I, line 27a	2	-266,757
3 Other increases not included in line 2 (itemize) ▶ _____	3	866,005
4 Add lines 1, 2, and 3	4	7,180,627
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	7,180,627

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	58,453
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	-10,569

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))
2018			
2017			
2016			
2015			
2014			

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 2019 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	4,363
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	4,363
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	4,363
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	12,890
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	12,890
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	8,527
11	Enter the amount of line 10 to be Credited to 2020 estimated tax <input type="checkbox"/> 8,527 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
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>	1a		No
c	Did the foundation file Form 1120-POL for this year?	1b		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____	1c		No
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	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>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation</i> .	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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9	Yes	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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. <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 2019? <input type="checkbox"/>	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2019).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2019?	4b		No

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

5a	During the year did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment 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 1003 Nottingham Circle Norman, OK 73072	President/CEO 40 00	102,031		
Linda J Turner 7309 N Norman Road Warr Acres, OK 73132	HR, Ofc Mgr 40 00	57,898		
Linda S Manaugh 3525 NW 66th Street Oklahoma City, OK 73116	Dir Comm/Prg Supp 40 00	54,940		
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	438,044
2 Grants paid to Section 501(c)(3) organizations (see Part XV for recipients, grant process, etc.)	286,910
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	5,626,471
b	Average of monthly cash balances.	1b	284,724
c	Fair market value of all other assets (see instructions).	1c	123,729
d	Total (add lines 1a, b, and c).	1d	6,034,924
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	6,034,924
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	90,524
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,944,400
6	Minimum investment return. Enter 5% of line 5.	6	297,220

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 2019 from Part VI, line 5.	2a	
b	Income tax for 2019 (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	720,047
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	720,047
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	720,047

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ _____				
a Applied to 2018, 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 2019 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019 (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 2018 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				
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 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016		
0				0	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	720,047	721,630	665,247	620,681	2,727,605
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	720,047	721,630	665,247	620,681	2,727,605
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	6,034,924	6,198,416	6,294,002	6,166,928	24,694,270
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	6,034,924	6,198,416	6,294,002	6,166,928	24,694,270
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 10, 2019

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 proposal.

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				286,910
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				140,000

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions)
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	189,369	
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	58,453	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Royalties _____			15	5,676	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .				253,498	
13 Total. Add line 12, columns (b), (d), and (e).					253,498

[illegible]

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

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

b If "Yes," complete the following schedule

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

Sign Here 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.

*****	2020-06-30	*****
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	Jerry Thorne				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)
157 Apple, Inc	P	2013-01-29	2019-11-22
334 Cisco Systems, Inc	P	2002-11-14	2019-02-15
100 Cisco Systems, Inc	P	2002-12-27	2019-02-15
100 Cisco Systems, Inc	P	2003-09-30	2019-02-15
242 Cisco Systems, Inc	P	2005-01-11	2019-02-15
1432 Federated Investors, Inc	P	2017-05-17	2019-07-24
298 Federated Investors, Inc	P	2017-06-07	2019-07-24
1886 Guggenheim S&P 500 Pure Growth ETF	P	2019-01-31	2019-02-20
57 Kimberly-Clark Corporation	P	2018-06-27	2019-06-17
537 Kohls Corp	P	2018-11-21	2019-06-17

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)
41,121		9,996	31,125
16,495		4,109	12,386
4,939		1,394	3,545
4,939		2,051	2,888
11,951		1,093	10,858
47,806		36,600	11,206
9,948		7,760	2,188
213,977		204,499	9,478
70,555		53,439	17,116
25,816		35,949	-10,133

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	
			31,125
			12,386
			3,545
			2,888
			10,858
			11,206
			2,188
			9,478
			17,116
			-10,133

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)
1293 Kraft-Heinz Company	P	2018-09-26	2019-06-17
172 3M Company	P	2017-07-26	2019-04-23
297 Target Corp	P	2018-11-21	2019-06-17
458 Walgreens Boots Alliance, Inc	P	2017-07-19	2019-12-13
635 Walgreens Boots Alliance, Inc	P	2017-11-07	2019-12-13
84000 Adobe Systems 3 25% 2/1/2025	P	2015-04-16	2019-05-06
79000 AT&T 4 3% 12/15/2042	P	2016-02-10	2019-02-21
50000 AT&T 4 3% 12/15/2042	P	2017-05-11	2019-02-21
60000 eBay 3 45% 8/1/2024	P	2015-02-03	2019-05-06
71000 U S Treasury 1 5% 5/31/2019	P	2014-07-01	2019-02-22

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)
39,145		71,560	-32,415
37,568		34,230	3,338
25,842		20,659	5,183
26,488		36,448	-9,960
36,725		43,274	-6,549
86,594		86,989	-395
70,221		68,058	2,163
44,444		45,913	-1,469
61,058		60,284	774
71,051		70,793	258

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	
			-32,415
			3,338
			5,183
			-9,960
			-6,549
			-395
			2,163
			-1,469
			774
			258

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)
75000 U S Treasury 1 5% 5/31/2019	P	2017-05-12	2019-02-22
1000 U S Treasury 1 5% 5/31/2019	P	2017-06-12	2019-02-22
54000 U S Treasury 1 5% 5/31/2019	P	2017-06-12	2019-05-06
66000 U S Treasury 1 5% 5/31/2019	P	2017-08-01	2019-05-06
121000 U S Treasury 1 0% 11/30/2019	P	2017-11-16	2019-06-05
79000 U S Treasury 1 0% 11/30/2019	P	2019-05-08	2019-06-05
126000 U S Treasury 1 0% 11/30/2019	P	2019-05-08	2019-12-02
110000 Verizon Communications 4 4% 2/15/2046	P	2017-08-01	2019-05-06
Dow, Inc cash-in-lieu	P	2010-03-01	2019-04-02
Corteva, Inc cash-in-lieu	P	2010-03-01	2019-06-03

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)
75,054		75,917	-863
1,001		1,005	-4
54,312		54,255	57
66,381		66,463	-82
120,253		119,932	321
78,512		78,734	-222
126,000		125,576	424
113,940		106,807	7,133
37			37
17			17

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	
			-863
			-4
			57
			-82
			321
			-222
			424
			7,133
			37
			17

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)
DuPont De Nemours cash-in-lieu	P	2010-03-01	2019-06-05

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)
50			50

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	
			50

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		
133 N Main Street Suite 100 Oklahoma City, OK 73102				
Tiffany Burton	Director 1 00	0		
2024 Westchester Drive Oklahoma City, OK 73120				
Marnie Taylor	Director 1 00	0		
720 W Wilshire Blvd Ste 115 Oklahoma City, OK 73116				
Larry Potts	Vice Chair 1 00	0		
1901 W Main Street Norman, OK 73069				
Teresa Burkett	Director 1 00	0		
4000 One Williams Center Tulsa, OK 74172				
Mark Potts	Director 1 00	0		
909 E Britton Road Oklahoma City, OK 731147802				
Ray Potts	Director 2 00	0		
909 E Britton Road Oklahoma City, OK 731147802				
Ginny Bass Carl	Director 1 00	0		
8504 N Georgia Avenue Oklahoma City, OK 73114				
Page Potts-Beal	Director 1 00	0		
570 Buchanan Avenue Norman, OK 73069				
Robert Block	Chairman 1 00	0		
256 E 27th Street Tulsa, OK 74114				
Steve Potts	Director 1 00	0		
909 E Britton Road Oklahoma City, OK 731147802				
Dan Schiedel	Director 1 00	0		
917 W York Avenue Enid, OK 73701				
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 3100 Norge Road Chickasha, OK 73018	Treasurer 1 00	0		
Valerie Thompson 3900 N Martin Luther King Ave Oklahoma City, OK 73111				
Phil Lakin 7030 S Yale Ave Suite 600 Tulsa, OK 74136	Director 1 00	0		
Jennifer Hays-Grudo 233 Human Sciences Stillwater, OK 74075				
Erica Lucas 316 NW 61st Street Oklahoma City, OK 73012	Secretary 1 00	0		
Raul Font 420 SW 10th Street Oklahoma City, OK 73109				
Sara Jane Smallwood-Cocke 512 N Broadway Avenue Oklahoma City, OK 73102	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)				
a Paid during the year				
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
Sunbeam Family ServicesPO Box 61237 Oklahoma City, OK 73146	N/A	PC	Affordable, quality social services to improve individual and family functioning	12,000
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	12,000
Total ▶ 3a				286,910

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	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	12,000
Child Abuse Network 2829 S Sheridan Road Tulsa, OK 74129	N/A	PC	Provide collaborative intervention services to child abuse victims	5,000
Total ▶ 3a				286,910

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>				
Union Schools Education Foundation 8506 E 61st Street Tulsa, OK 74133	N/A	PC	Support Union Public Schools, its vision and the students it serves	5,000
Center For Children and Families 210 S Cockrel Avenue Norman, OK 73071	N/A	PC	Aid and educate families coping with abuse, neglect, divorce, separation, teenage pregnancy, lack of quality out-of-school care, and/or other adverse experiences	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				286,910

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	2,500
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	10,000
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				286,910

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				286,910

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	10,000
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	13,000
Total ▶ 3a				286,910

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 Educare2190 S 67th Avenue Tulsa, OK 74129	N/A	PC	Help break the cycle of poverty through a flagship, very early childhood education program and through transfer of best practices to other area programs	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
Oklahoma City Public Schools Founda 431 W Main Street Suite E Oklahoma City, OK 73102	N/A	PC	Advance excellence and build strong community support for lasting change in Oklahoma City Public Schools	3,910
Total ▶ 3a				286,910

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	1,500
Resilient Payne CountyPO Box 462 Stillwater, OK 74076	N/A	PC	Community education about adverse childhood experiences and integration into trauma-informed and resilience building practices	1,000
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	2,000
Total ▶ 3a				286,910

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>				
Community Service Council of Tulsa 16 East 16th Street Tulsa, OK 74119	N/A	PC	Confront challenges to health, social, education and economic opportunities and strategically advance effective community-based solutions through research, planning, networking, and mobilizing resources	1,000
Healthy Schools OK 500 N Broadway Avenue Suite 225 Oklahoma City, OK 73102	N/A	PC	Promote and maintain healthy lifestyle choices in Oklahoma through preventive, community-based school health education programs for students, their families, and faculty	2,000
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				286,910

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>				
Infant Crisis Center4224 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
Little Dixie Community Action Agenc 209 North 4th Street Hugo, OK 74743	N/A	PC	Improve the lives of low-income individuals and families through service and collaboration leading to self-sufficiency	1,000
Urban League of Greater Oklahoma Ci 3900 N Martin L King Jr Avenue Oklahoma City, OK 73111	N/A	PC	Bring social and economic equality to impoverished citizens	1,000
Total ▶ 3a				286,910

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	12,500
Crosstown Learning Center Inc 2501 E Archer Street Tulsa, OK 74110	N/A	PC	Provide educational opportunities in a nurturing environment for children and their families to learn and grow together	1,000
Total ▶ 3a				286,910

TY 2019 Accounting Fees Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting fees	15,600	0	15,600	15,600

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

TY 2019 Depreciation Schedule

Name: POTTS FAMILY FOUNDATION INC

EIN: 73-1119767

Software ID: 19009920

Software Version: 2019v5.0

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
Dell Inspiron 660	2014-01-28	488	481	SL	5 0000	7			
HP OfficeJet Pro 8600	2014-01-28	217	212	SL	5 0000	5			
HP DeskJet 2540	2014-01-28	80	79	SL	5 0000	1			
Dell PowerEdge Server	2015-10-20	1,797	1,137	SL	5 0000	359			
VoIP Telephone Equipment	2015-12-01	1,449	894	SL	5 0000	290			
Office Furniture	2017-08-15	4,000	567	SL	10 0000	400			

TY 2019 Investments - Other Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
D.A. Davidson - managed account	FMV	5,952,565	5,952,565

**TY 2019 Land, Etc.
Schedule****Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	4,000	967	3,033	
Machinery and Equipment	7,226	6,660	566	

TY 2019 Other Assets Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Beneficial Interest in CRT's	1,007,840	1,161,875	
Cash Surrender Value of Life Insurance	118,413	121,993	121,993
Investment in Royalty-Producing Assets	8,043	1,736	1,736

TY 2019 Other Expenses Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Charges	656		656	656
Dues	15,631		15,631	15,051
Information Technology	8,961		8,961	3,574
Insurance	5,014		5,014	5,014
Office Expenses	7,368		7,368	7,421
Parking	58		58	58
Postage & Shipping	745		745	600
Public Relations & Development	10,026		10,026	9,871
Telephone	6,760		6,760	6,491
Utilities	2,712		2,712	2,835

TY 2019 Other Income Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Royalties	5,676	5,676	5,676

TY 2019 Other Professional Fees Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	30,251	30,251	30,251	29,558
Legal Fees	1,766	0	1,766	1,766

TY 2019 Taxes Schedule**Name:** POTTS FAMILY FOUNDATION INC**EIN:** 73-1119767**Software ID:** 19009920**Software Version:** 2019v5.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	4,363	4,363	4,363	
Foreign Tax	720	720	720	720
Payroll Tax	24,312		24,312	23,354
Property Tax	5,074		5,074	2,537