

Form 990-PF

Department of the Treasury
Internal Revenue ServiceEXTENDED TO MAY 15, 2018
Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

JUL 1, 2016

and ending

JUN 30, 2017

Name of foundation

SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
INC.

A Employer identification number

73-1300662

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

P.O. BOX 1409

Room/suite

B Telephone number

(580) 226-0700

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

ARDMORE, OK 73402-1409

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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)

\$ 102,146,163.

J Accounting method:

☐ Cash☐ Accrual☒ Other (specify) MODIFIED CASHF 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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

21,012.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

221,209.

221,209.

STATEMENT 1

4 Dividends and interest from securities

931,811.

931,811.

STATEMENT 2

5a Gross rents

1,025,380.

1,025,380.

STATEMENT 3

b Net rental income or (loss)

591,403.

STATEMENT 4

6a Net gain or (loss) from sale of assets not on line 10

3,402,562.

b Gross sales price for all assets on line 6a

22,227,954.

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

3,402,562.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

22,623.

22,623.

STATEMENT 5

12 Total. Add lines 1 through 11

5,624,597.

5,603,585.

13 Compensation of officers, directors, trustees, etc

162,027.

48,608.

113,419.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 6

15,468.

0.

15,468.

c Other professional fees

STMT 7

323,317.

323,317.

0.

17 Interest

10,071.

10,071.

0.

18 Taxes

STMT 8

167,506.

6,450.

0.

19 Depreciation and depletion

436,542.

433,977.

20 Occupancy

14,580.

3,645.

10,935.

21 Travel, conferences, and meetings

413.

0.

413.

22 Printing and publications

23 Other expenses

STMT 9

147,695.

31,986.

115,709.

24 Total operating and administrative expenses. Add lines 13 through 23

1,277,619.

858,054.

255,944.

25 Contributions, gifts, grants paid

4,549,763.

4,549,763.

26 Total expenses and disbursements. Add lines 24 and 25

5,827,382.

858,054.

4,805,707.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-202,785.

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

4,745,531.

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

N/A

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		954,102.	570,716.	570,716.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10		1,356,850.	1,328,043.	1,328,043.
	b	Investments - corporate stock STMT 11		75,573,287.	80,089,816.	80,089,816.
	c	Investments - corporate bonds STMT 12		7,266,053.	5,991,413.	5,991,413.
	11	Investments - land, buildings, and equipment basis ▶ 14,007,514.				
	Less accumulated depreciation STMT 13 ▶ 3,187,864.		6,418,129.	10,819,650.	14,159,561.	
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶ 58,831.					
	Less accumulated depreciation STMT 14 ▶ 52,217.		9,173.	6,614.	6,614.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		91,577,594.	98,806,252.	102,146,163.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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		89,767,493.	96,847,730.	
	25	Temporarily restricted		11,480.	12,558.	
	26	Permanently restricted		1,798,621.	1,945,964.	
	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		91,577,594.	98,806,252.	
	31	Total liabilities and net assets/fund balances		91,577,594.	98,806,252.	

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	91,577,594.
2	Enter amount from Part I, line 27a	2	-202,785.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	7,431,443.
4	Add lines 1, 2, and 3	4	98,806,252.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	98,806,252.

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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 SALE OF PUBLICLY TRADED SECURITIES			
b CAPITAL GAIN DISTRIBUTIONS			
c CAPITAL GAINS OF PRIVATE EQUITY SECURITIES	P		
d GAINS FROM PARTNERSHIPS	P		
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 20,854,768.		18,825,392.	2,029,376.
b 594,121.			594,121.
c 393,225.			393,225.
d 385,840.			385,840.
e			

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	
a			2,029,376.
b			594,121.
c			393,225.
d			385,840.
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	3,402,562.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	5,438,234.	99,127,759.	.054861
2014	5,154,828.	107,955,671.	.047749
2013	4,807,287.	106,306,333.	.045221
2012	4,505,233.	95,632,465.	.047110
2011	4,248,062.	91,535,173.	.046409

2 Total of line 1, column (d)	2	.241350
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048270
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	96,655,695.
5 Multiply line 4 by line 3	5	4,665,570.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	47,455.
7 Add lines 5 and 6	7	4,713,025.
8 Enter qualifying distributions from Part XII, line 4	8	4,805,707.

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.

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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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	47,455.
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	0.
3 Add lines 1 and 2		3	47,455.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	47,455.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	100,302.	
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	100,302.	
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	52,847.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? If "No," attach explanation	X	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.SOMFARDMORE.ORG	X	
14 The books are in care of ► FOUNDATION Telephone no. ► (580) 226-0700 Located at ► 333 W. MAIN ST, STE 220, ARDMORE, OK ZIP+4 ► 73401		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	N/A	X
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 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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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:

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ 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?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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.

(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 STATEMENT 15		162,027.	0.	1,247.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MERCY MEMORIAL HEALTH CENTER 1011 14TH AVENUE NW, ARDMORE, OK 73401	CONTRACT LEASED EMPLOYEES	103,423.
BARROW, HANLEY, MEWHINNEY & STRAUSS, INC. 3232 MCKINNEY, 15TH FLOOR, DALLAS, TX 75204	INVESTMENT ADVSIOR	93,496.
ELLWOOD ASSOCIATES 33 W. MONROE, SUITE 1850, CHICAGO, IL 60603	INVESTMENT ADVSIOR	76,266.

Total number of others receiving over \$50,000 for professional services 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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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	85,419,741.
b	Average of monthly cash balances	1b	728,917.
c	Fair market value of all other assets	1c	11,978,951.
d	Total (add lines 1a, b, and c)	1d	98,127,609.
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	0.
3	Subtract line 2 from line 1d	3	98,127,609.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,471,914.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	96,655,695.
6	Minimum investment return. Enter 5% of line 5	6	4,832,785.

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	4,832,785.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	47,455.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	54,012.
c	Add lines 2a and 2b	2c	101,467.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,731,318.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,731,318.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,731,318.

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	4,805,707.
b	Program-related investments - total from Part IX-B	1b	0.
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	4,805,707.
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	5	47,455.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,758,252.

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

Form 990-PF (2016)

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
INC.**

Form 990-PF (2016)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4,731,318.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			4,463,799.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 4,805,707.				
a Applied to 2015, but not more than line 2a			4,463,799.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				341,908.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				4,389,410.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
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				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
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).)

NONE

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.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 16

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

c Any submission deadlines:

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

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
INC.**

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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 Paid during the year				
ARBUCKLE AREA COUNCIL #468-BOY SCOUTS OF AMERICA PO BOX 5309 ARDMORE, OK 73403		PC	GRANT - CAMP SIMPSON STORM DAMAGE REPAIR	5,000.
ARBUCKLE AREA COUNCIL #468-BOY SCOUTS OF AMERICA PO BOX 5309 ARDMORE, OK 73403		PC	MATCHING CONTRIBUTION - THOMAS BRANDT CK#3282 2/9/17	600.
ARBUCKLE LIFE SOLUTIONS, INC. #9 10TH AVENUE NW ARDMORE, OK 73401		PC	OPERATING SUPPORT 2017	50,000.
ARBUCKLE LIFE SOLUTIONS, INC. #9 10TH AVENUE NW ARDMORE, OK 73401		PC	L PULLIAM CK#1706 10/20/16 - GENERAL OPERATIONS	250.
ARDMORE DAY NURSERY, INC 320 D STREET NW ARDMORE, OK 73401		PC	MATCHING CONTRIBUTION - MIKE MORDY CK#2307 11/4/16	200.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	4,549,763.
b Approved for future payment				
ARBUCKLE LIFE SOLUTIONS, INC. #9 10TH AVENUE NW ARDMORE, OK 73401		PC	FUTURE GENERAL SUPPORT	50,000.
ARDMORE HABITAT FOR HUMANITY, INC. PO BOX 2412 ARDMORE, OK 73402-2412		PC	HOME CONSTRUCTION	30,000.
ARDMORE SCHOOL DISTRICT I-19 PO BOX 1709 ARDMORE, OK 73402-1709		PC	2017-18 SCHOOL RESOURCE OFFICERS/ A/P INCENTIVE PROGRAM	98,587.
Total			SEE CONTINUATION SHEET(S) ▶ 3b	306,021.

Form **990-PF** (2016)

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
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73-1300662

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ARDMORE HABITAT FOR HUMANITY, INC. PO BOX 2412 ARDMORE, OK 73402-2412		PC	MATCHING CONTRIBUTION - M MORDY CK#2283 6/28/16, CK#2346 5/10/17	425.
ARDMORE HABITAT FOR HUMANITY, INC. PO BOX 2412 ARDMORE, OK 73402-2412		PC	MATCHING CONTRIBUTION - R CROSBY CK#10987 8/1/16	500.
ARDMORE HABITAT FOR HUMANITY, INC. PO BOX 2412 ARDMORE, OK 73402-2412		PC	MATCHING CONTRIBUTIONS - L PULLIAM CK#1720 1/24/17	200.
ARDMORE FAMILY LITERACY INC. 1405 4TH AVE NW, #104 ARDMORE, OK 73401		PC	GRANT - 2017 OPERATING SUPPORT	15,000.
ARDMORE PARKS AND REC DEPT PO BOX 249 ARDMORE, OK 73402		PC	MATCHING CONTRIBUTION - M MORDY CK#2312 11/8/16	350.
ARDMORE SCHOOL DISTRICT I-19 PO BOX 1709 ARDMORE, OK 73402-1709		PC	GRANT - 16/17 SCHOOL NURSES	134,500.
ARDMORE SCHOOL DISTRICT I-19 PO BOX 1709 ARDMORE, OK 73402-1709		PC	GRANT - 2016-17 SCHOOL YEAR SCHOOL RESOURCE OFFICERS	107,448.
ARDMORE SCHOOLS TURF ASSOCIATION 422 2ND AVE., NW ARDMORE, OK 73401		PC	GRANT - TURF REPLACEMENT PROJECT	400,000.
C/SARA FOUNDATION, INC. PO BOX 1396 ARDMORE, OK 73402		PC	GRANT - 2017 CRISIS ED SPECIALIST'S SAL & TRAINING	25,000.
CARTER COUNTY JUNIOR LIVESTOCK SHOW PO BOX 1089 ARDMORE, OK 73402		PC	MATCHING CONTRIBUTION - M MORDY CK# 2324 1/11/17	250.
Total from continuation sheets				4,493,713.

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHAMBER OF COMMERCE FOUNDATION, INC. PO BOX 1585 ARDMORE, OK 73402-1585		PC	GRANT - A/H PHYSICAL ACTIVITY INITIATIVE	25,000.
CHAMBER OF COMMERCE FOUNDATION, INC. PO BOX 1585 ARDMORE, OK 73402-1585		PC	GRANT - PARTNERS IN EDUCATION 2017 SUPPORT	50,000.
CHAMBER OF COMMERCE FOUNDATION, INC. PO BOX 1585 ARDMORE, OK 73402-1585		PC	MATCHING CONTRIBUTION - M MORDY CK#2325 1/11/17	500.
CHICKASAW FOUNDATION PO BOX 1726 ADA, OK 74821		PC	GRANT - CHILDHOOD OBESITY STUDY	25,000.
CITIES IN SCHOOLS, INC 825 GRAND AVE ARDMORE, OK 73401		PC	GRANT - PAYROLL AND RENT EXPENSE THRU 8/31/17	100,000.
COMMUNITY CHILDREN'S SHELTER & FAMILY SERVICE CENTER PO BOX 246 ARDMORE, OK 73402-0246		PC	GRANT - COUNSELING	70,155.
FAMILY SHELTER OF SO OK - SRV FOR VICTIMS OF DOMESTIC VIOLENCE, INC PO BOX 1408 ARDMORE, OK 73401		PC	GRANT - SHELTER PROGRAM & ADVOCATE FY17	40,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 1901 ROCK CREEK ROAD ARDMORE, OK 73401		PC	FY 17 FUNDING	5,000.
FIRST UNITED METHODIST CHURCH PRESCHOOL 501 W. MAIN STREET ARDMORE, OK 73401		PC	GRANT - PRESCHOOL	
FOOD & RESOURCE CENTER OF SOUTH CENTRAL OKLAHOMA INC PO BOX 756 ARDMORE, OK 73402				
Total from continuation sheets				

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOOD & RESOURCE CENTER OF SOUTH CENTRAL OKLAHOMA INC PO BOX 756 ARDMORE, OK 73402		PC	GRANT - OPERATING SUPPORT 2017	50,000.
GIRLS ON THE RUN OF SO OKLAHOMA INC 911 WEST BROADWAY, SUITE 210 ARDMORE, OK 73401		PC	MATCHING CONTRIBUTION - P MCANALLY CK#1900 10/31/16	250.
GIRLS ON THE RUN OF SO OKLAHOMA INC 911 WEST BROADWAY, SUITE 210 ARDMORE, OK 73401		PC	GRANT - 2016/17 PROGRAM SUPPORT	10,000.
GLORIA AINSWORTH CHILD CARE/LEARNING CENTER, INC 502 G STREET, NE ARDMORE, OK 73401		PC	MATCHING CONTRIBUTION - L PULLIAM CK#1714 11/21/16	500.
GLORIA AINSWORTH CHILD CARE/LEARNING CENTER, INC 502 G STREET, NE ARDMORE, OK 73401		PC	MATCHING CONTRIBUTION - P MCANALLY CK#1953 12/12/16	150.
GOOD SHEPHERD COMMUNITY CLINIC, INC. #20 12TH AVE, NW ARDMORE, OK 73401		PC	2016 MAMMOGRAMS	19,290.
GOOD SHEPHERD COMMUNITY CLINIC, INC. #20 12TH AVE, NW ARDMORE, OK 73401		PC	2017 MAMMOGRAMS	340.
GRACE CENTER OF SOUTHERN OKLAHOMA 11 A STREET NW ARDMORE, OK 73401		PC	GRANT - 2017 OPERATING SUPPORT	25,000.
HFV WILSON COMMUNITY CENTER PO BOX 502 ARDMORE, OK 73402		PC	GRANT - 7/1/16-6/30/17 OPR SUPPORT	60,000.
JOHNSTON COUNTY EMERGENCY MEDICAL SERVICE 504 EAST 24TH STREET TISHOMINGO, OK 73460		PC	GRANT - 1/2 COST AMBULANCE REMOUNT	34,043.
Total from continuation sheets				

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LIMBS FOR LIFE FOUNDATION 9604 N MAY AVE OKLAHOMA CITY, OK 73120-2714		PC	GRANT - PROSTHETIC FOR ARDMORE AREA RESIDENTS	4,000.
LEGAL AID SERVICES OF OKALHOMA INC 2915 N CLASSEN SUITE 500 OKLAHOMA CITY, OK 73106		PC	GRANT - MED/LEGAL PTNSHP W/ MERCY ARDMORE FY17	10,000.
MEDICAL EQUIPMENT ASSISTANCE PROGRAM, INC 2525 3RD AVENUE, NE ARDMORE, OK 73401		PC	GRANT - 2016/2017 OPERATING SUPPORT	61,850.
MERCY HEALTH FOUNDATION ADA 430 N MONTE VISTA ADA, OK 74820		PC	GRANT - ULTRASOUND FOR TISHOMINGO	9,700.
MERCY HEALTH FOUNDATION ARDMORE 1011 14TH AVENUE NW ARDMORE, OK 73401		PC	GRANT - CT EQUIPMENT & FACILITY RENOVATION	958,750.
MERCY HOSPITAL ARDMORE 1011 14TH AVENUE NW ARDMORE, OK 73401		PC	INDIGENT CARE REIMBURSEMENT	11,480.
MORE FOUNDATION 301 W. MAIN, SUITE 210 ARDMORE, OK 73401		PC	MATCHING CONTRIBUTION - M MORDY CK#2351 5/30/17	100.
MORE FOUNDATION 301 W. MAIN, SUITE 210 ARDMORE, OK 73401		PC	SCHOLARSHIPS	116,000.
OAK HALL PO BOX 1807 ARDMORE, OK 73402		PC	GRANT - SCHOLARSHIPS FYE 6/30/17 & 6/30/18	60,000.
OKLAHOMA ARTS INSTITUTE 111 NW 9TH STREET OKLAHOMA CITY, OK 73102		PC	GRANT - FALL ARTS INSTITUTE EDUCATOR SCHOLARSHIPS	11,000.
Total from continuation sheets				

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OKLAHOMA BAPTIST HOMES FOR CHILDREN 225 WEST MAIN MADILL, OK 73446		PC	MATCHING CONTRIBTION - RON GRAVES	5,000.
OKLAHOMA BAPTIST HOMES FOR CHILDREN 225 WEST MAIN MADILL, OK 73446		PC	GRANT - HOPE PREGNANCY CENTER OF SO OKLA ED & MED EXP 2017	20,000.
OKLAHOMA BAPTIST HOMES FOR CHILDREN 225 WEST MAIN MADILL, OK 73446		PC	GRANT - 2ND TWIN COTTAGE AT MADILL CAMPUS	250,000.
OKLAHOMA CENTER OF NONPROFITS INC 720 W WILLSHIRE BLVD, STE 115 OKLAHOMA CITY, OK 73116		PC	GRANT - CENTER PROGRAMS FOR SOUTHERN OKLAHOMA FY 17	10,000.
OMNIA, INC 1550 KNOX ROAD ARDMORE, OK 73401		PC	MATCHING CONTRIBUTION - M MORDY CK#9001 6/6/17	350.
OMNIA, INC 1550 KNOX ROAD ARDMORE, OK 73401		PC	GRANT - VAN PURCHASE	59,198.
OUTCASTS UNDER TRANSFORMATION INC 177 E STREET NW ARDMORE, OK 73401		PC	GRANT - PURCHASE AND RENOVATE NEW FACILITY	250,000.
PROJECT GRADUATION INC 177 E STREET NW ARDMORE, OK 73401		PC	MATCHING CONTRIBTUION - M MORDY CK#2344 5/9/17	150.
READING ROOM, INC. PO BOX 1807 ARDMORE, OK 73402		PC	GRANT - READING THERAPISTS FY17/FY18	140,000.
SALVATION ARMY PO BOX 1483 ARDMORE, OK 73402		PC	GRANT - FY17 SHELTER/FEEDING PRGM	100,000.
Total from continuation sheets				

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
INC.**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SOUTHEASTERN OKLA FAMILY SERVICES, INC PO BOX 1710 KINGSTON, OK 73439		PC	GRANT - FOR RINGLING/ ZANEIS STUDENTS	14,000.
SOUTHERN OKLAHOMA HIGHER EDUCATION FOUNDATION 611 VETERANS BOULEVARD ARDMORE, OK 73401		PC	NURSING EQUIPMENT & FURNISHINGS/ SIM LAB	280,834.
SUNSHINE INDUSTRIES, INC. PO BOX 1729 ARDMORE, OK 73402		PC	GRANT - ADULT DAY SERVICES FACILITY	550,000.
TRAVELIN TIGERS FUND INC PO BOX 306 ARDMORE, OK 73402		PC	MATCHING CONTRIBUTION - R CROSBY CK#10986 8/1/16	500.
TRAVELIN TIGERS FUND INC PO BOX 306 ARDMORE, OK 73402		PC	MATCHING CONTRIBUTION - MATCH P MCANALLY C#1856 9/1/16	250.
TRAVELIN TIGERS FUND INC PO BOX 306 ARDMORE, OK 73402		PC	MATCH M MORDY CONTRIBUTION (CK#2289 8/22/16)	100.
VIZAVANCE INC 1900 NW EXPRESSWAY, SUITE R110 OKLAHOMA CITY, OK 73118-7435		PC	GRANT - 2016/17 VISION SCREENING SO CNTRL OKLA	7,500.
YMCA OF ARDMORE, OKLAHOMA 920 15TH AVE NW ARDMORE, OK 73401		PC	GRANT - CAPITAL CAMPAIGN FUNDS	222,300.
YMCA OF ARDMORE, OKLAHOMA 920 15TH AVE NW ARDMORE, OK 73401		PC	GRANT - 2017 OPERATING SUPPORT	100,000.
YMCA OF ARDMORE, OKLAHOMA 920 15TH AVE NW ARDMORE, OK 73401		PC	MATCH M MORDY CK#2394 5/25/17 (BENEVOLENT GIFT)	1,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

623631
04-01-18

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
INC.**

73-1300662

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
FELLOWSHIP OF CHRISTIAN ATHLETES 1901 ROCK CREEK ROAD ARDMORE, OK 73401		PC	FY 17 & 18 COACHES MINISTRY	5,000.
FOOD & RESOURCE CENTER OF SOUTH CENTRAL OKLAHOMA INC PO BOX 756 ARDMORE, OK 73402		PC	OPERATING SUPPORT	50,000.
MURRAY COUNTY EMERGENCY MEDICAL SERVICE 2009 W BROADWAY AVE #B SULPHUR, OK 73086		PC	SULPHUR STATION CONSTRUCTION	50,000.
OKLAHOMA ARTS INSTITUTE 111 NW 9TH STREET OKLAHOMA CITY, OK 73102		PC	FALL ARTS INSTITUTE SCHOLARSHIPS FOR EDUCATORS	22,334.
Total from continuation sheets				127,334.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

623621 11-23-16

Part XVII

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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.

Signature of officer or trustee

12-15-17
Date

PRESIDENT
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

KEVIN D. HOWARD

Preparer's signature

Keni Howard

Date _____

12/15/17

Check ☐ self-employed

PTIN

P00352638

Firm's name ► **SMITH, CARNEY & CO., P.C.**

Firm's EIN ► 73-1225615

Firm's address ► 5 S. COMMERCE, SUITE 33
ARDMORE, OK 73401

Phone no. (580) 226-1227

Form **990-PF** (2016)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SAVINGS & TEMPORARY CASH INVESTMENTS	221,209.	221,209.	
TOTAL TO PART I, LINE 3	221,209.	221,209.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION OF DISCOUNTS	3,726.	0.	3,726.	3,726.	
AMORTIZATIONS OF PREMIUMS	-29,832.	0.	-29,832.	-29,832.	
DIVIDENDS FROM PARTNERSHIPS	202,052.	0.	202,052.	202,052.	
DIVIDENDS FROM SECURITIES	755,865.	0.	755,865.	755,865.	
TO PART I, LINE 4	931,811.	0.	931,811.	931,811.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
MEDICAL OFFICE BUILDING, ARDMORE, OK	1	1,027,367.
LEXINGTON CAPITAL PARTNERS VI-A, LP	2	4.
PORTFOLIO ADVISORS PRIVATE EQUITY FUND V, LP	3	-287.
WALTON STREET REAL ESTATE FUND VII, LP	4	7,598.
WALTON STREET REAL ESTATE FUND VIII, LP	5	-9,302.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1,025,380.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		433,977.	
- SUBTOTAL -	1		433,977.
TOTAL RENTAL EXPENSES			433,977.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			591,403.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	22,104.	22,104.	
STATE TAX REFUND	519.	519.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,623.	22,623.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX PREP	15,468.	0.		15,468.
TO FORM 990-PF, PG 1, LN 16B	15,468.	0.		15,468.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICES CHARGES	776.	776.		0.
CUSTODY FEES	49,382.	49,382.		0.
INVESTMENT CONSULTING	273,159.	273,159.		0.
TO FORM 990-PF, PG 1, LN 16C	323,317.	323,317.		0.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	51,000.	0.		0.	
FEDERAL UBI TAX	101,924.	0.		0.	
FOREIGN TAX	6,450.	6,450.		0.	
STATE UBI TAX	8,132.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	167,506.	6,450.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES & SUBSCRIPTIONS	4,546.	0.		4,546.	
EDUCATION & TRAINING	1,472.	0.		1,472.	
CONTRACT EMPLOYEES	107,998.	26,100.		81,898.	
INSURANCE	17,076.	0.		17,076.	
INVESTMENT EXPENSES	3,906.	3,906.		0.	
MISCELLANEOUS	7,413.	1,379.		6,034.	
POSTAGE & DELIVERY	585.	0.		585.	
REPAIRS & MAINTENANCE	2,633.	85.		2,548.	
OFFICE SUPPLIES	2,066.	516.		1,550.	
TO FORM 990-PF, PG 1, LN 23	147,695.	31,986.		115,709.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	10
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U.S. TREASURIES	X		1,328,043.	1,328,043.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,328,043.	1,328,043.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,328,043.	1,328,043.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	80,089,816.	80,089,816.
TOTAL TO FORM 990-PF, PART II, LINE 10B	80,089,816.	80,089,816.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & CERTIFICATES OF DEPOSIT	5,991,413.	5,991,413.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,991,413.	5,991,413.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	13
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
MEDICAL OFFICE BUILDING	5,280,876.	1,207,393.	4,073,483.
IMPROVEMENTS - UROLOGY CENTER	283,991.	283,991.	0.
IMPROVEMENTS - HEART & VASCULAR	74,826.	74,826.	0.
IMPROVEMENTS - OLIVR	136,191.	136,191.	0.
IMPROVEMENTS - SUNGA	104,288.	104,288.	0.
IMPROVEMENTS - PAPIN	64,308.	64,308.	0.
IMPROVEMENTS - GILMORE	119,806.	119,806.	0.
IMPROVEMENTS - ARDMORE SURGICAL	298,151.	298,151.	0.
IMPROVEMENTS - TENANT X	23,185.	5,348.	17,837.
IMPROVEMENTS - MELTON	369,513.	369,513.	0.
IMPROVEMENTS - BENSON	123,500.	101,447.	22,053.
IMPROVEMENTS - SAVAGE	1,195,038.	312,986.	882,052.
IMPROVEMENTS - ARDMORE PEDIATRICS (LANDIS)	474,280.	50,816.	423,464.
MEDICAL CLINIC BUILDING	4,586,187.	58,797.	4,527,390.
TOTAL TO FM 990-PF, PART II, LN 11	13,134,140.	3,187,861.	9,946,279.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TELEPHONE SYSTEM	1,363.	1,363.	0.
ADDITIONAL LINES	310.	310.	0.
LOCKING FILE CABINET	266.	266.	0.
METAL SHELVING	119.	119.	0.
USED COMPUTER TABLE	51.	51.	0.
LOCKING FILE CABINET	224.	224.	0.
4 FILE SHELVES	1,698.	1,698.	0.
AVAYA ACS UNIT & 18 DISPLAY SET	1,679.	1,679.	0.
OFFICE FURNITURE - ACCOUNTANT	4,700.	4,700.	0.
OFFICE FURNITURE - RECEPTIONIST	3,351.	3,351.	0.
OFFICE FURNITURE - RECEPTIONIST CHAIR	167.	167.	0.
16 HON BOARD ROOM CHAIRS	6,480.	6,480.	0.
PAOLI EXECUTIVE FURNITURE	6,995.	6,995.	0.
HON EXEC HIGHBACK CHAIR	415.	415.	0.
PAOLI 16' CONFERENCE TABLE	5,562.	5,557.	5.
PAOLI BUFFET CREDENZA	3,294.	3,290.	4.
HON KEYBOARD TRAY	54.	50.	4.
WORK ROOM CABINETS	2,950.	2,950.	0.
HON STORAGE CABINET	932.	932.	0.
PROJECTOR & SCREEN	1,463.	1,463.	0.
HP LASER PRINTER 2420D	573.	573.	0.
DELL OPTIX 780 COMPUTER	1,793.	1,793.	0.
HP COLOR LASER JET CP2025 PRINTER	408.	408.	0.
REFRIGERATOR W/ ICEMAKER 14CU	563.	303.	260.
DELL OPTIPLEX 790 MINITOWER COMPUTER	1,280.	1,280.	0.
HON EXEC HIGHBACK CHAIR	436.	136.	300.
SAVIN MP2501SP B/W COPIER	3,465.	1,675.	1,790.
IPAD AIR2 QTY 11	7,553.	3,675.	3,878.
IPAD AIR2	687.	320.	367.
TOTAL TO FM 990-PF, PART II, LN 14	58,831.	52,223.	6,608.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LARRY PULLIAM P.O. BOX 1409 ARDMORE, OK 73402	PRESIDENT 30.00	162,027.	0.	1,247.
DON CHAFFIN P.O. BOX 1766 ARDMORE, OK 73402	DIRECTOR 0.40	0.	0.	0.
MIKE MORDY 110 WEST MAIN ARDMORE, OK 73401	DIRECTOR 0.40	0.	0.	0.
RON CROSBY 519 SUNSET ARDMORE, OK 73401	DIRECTOR 0.40	0.	0.	0.
G. BRIDGER COX P.O. BOX 1689 ARDMORE, OK 73402	DIRECTOR 0.40	0.	0.	0.
PHIL MCANALLY 320 A ST NE ARDMORE, OK 73401	DIRECTOR 0.40	0.	0.	0.
HENRY ROBERTS 1316 12TH AVE NW ARDMORE, OK 73401	DIRECTOR 0.40	0.	0.	0.
RON GRAVES 1119 WALNUT DRIVE ARDMORE, OK 73401	DIRECTOR 0.40	0.	0.	0.
BILL GODDARD 1505 N COMMERCE, STE 102 ARDMORE, OK 73401	DIRECTOR 0.40	0.	0.	0.
SALLIE WALKER 5695 MT. WASHINGTON ROAD ARDMORE, OK 73401	DIRECTOR 0.40	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		162,027.	0.	1,247.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY KATE WILSON, PRESIDENT
333 W. MAIN, SUITE 220
ARDMORE, OK 73401

TELEPHONE NUMBER

580-226-0700

FORM AND CONTENT OF APPLICATIONS

APPLICATION SHOULD INCLUDE A DESCRIPTION AND AMOUNT OF THE REQUEST,
FINANCIAL STATEMENTS, AND THE PUBLIC CHARITY STATUS OF THE REQUESTING
ENTITY.

ANY SUBMISSION DEADLINES

MARCH 1; JUNE 1; SEPTEMBER 1; DECEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

RESTRICTED TO GEOGRAPHICAL AREA OF 50 MILE RADIUS OF ARDMORE, OK WITHIN THE
STATE OF OKLAHOMA.

GENERAL EXPLANATION

STATEMENT 17

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF - OWNERSHIP OF ENTITIES WITH CERTAIN FOREIGN REPORTING REQUIRE

EXPLANATION:

THE FOUNDATION OWNS AN INTEREST IN THE FOLLOWING PASSTHROUGH ENTITIES
WITH CERTAIN FOREIGN REPORTING REQUIREMENTS:

LEXINGTON CAPITAL PARTNERS VI-A, LP (EIN 34-2047994)

IP IV AIV LP (EIN 61-1734218)

PORTFOLIO ADVISORS PRIVATE EQUITY FUND V LP (EIN 01-0895788)

EACH OF THESE ENTITIES HAS MADE A TIMELY QUALIFIED ELECTING FUND
("QEF") ELECTION WITH RESPECT TO ITS INVESTMENT IN UNDERLYING PASSIVE
FOREIGN INVESTMENT COMPANIES ("PFIC"), EFFECTIVE FOR EACH YEAR OF
OWNERSHIP, AND HAS FILED THE REQUIRED FORMS 8621. ACCORDINGLY, THE
FOUNDATION HAS NOT FURTHER REPORTED THE FOREIGN ACTIVITIES FROM THESE
INVESTMENTS ON AN ADDITIONAL FORM 8621, AS IT DOES NOT BELIEVE IT TO BE
NECESSARY.

FORM 8865 AFFILIATION SCHEDULE STATEMENT 20

NAME	ADDRESS	IDENTIFYING NUMBER	TOTAL ORDINARY INCOME OR (LOSS)	CK IF FOR- EIGN P'SH
FIR TREE VALUE MASTER FUND	89 NEXUS WAY, CAMANA BAY	20-1280884		
FIR TREE VALUE (RE) MASTER	GRAND CAYMAN, CAYMAN ISLAN 89 NEXUS WAY, CAMANA BAY	98-1083741		
VOYAGER CNTYW 126685DT0	GRAND CAYMAN, CAYMAN ISLAN	27-0583511		
VOYAGER STICS 86801CAA1		27-0583744		
VOYAGER GRNPT 39539BAA1		27-0583379		
VOYAGER IDYMC 45664UAA3		27-0583842		
CNTYW 12668VAA7 DEL TR 201		30-0634743		
VOYAGER CWABS 126685AU0		27-0583481		
CNTYW 12668VAB5 DEL TR 201		27-2549928		
VOYAGER SACO 785778QA2		27-0584771		

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

**SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
INC.**

Employer identification number

73-1300662

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

SOUTHERN OKLAHOMA MEMORIAL FOUNDATION,
INC.

Employer identification number

73-1300662

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MEMORIAL HOSPITAL OF SOUTHERN OKLAHOMA 333 W MAIN ST #220 ARDMORE, OK 73401	\$ 21,012.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)