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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

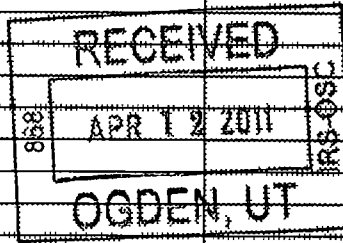
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning OCT 1, 2009, and ending SEP 30, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THOMAS GILCREASE FOUNDATION		A Employer identification number 73-6009934
	Number and street (or P O box number if mail is not delivered to street address) 7221 LAMB ROAD	Room/suite 415	B Telephone number (210) 593-1544
	City or town, state, and ZIP code SAN ANTONIO, TX 78240		C If exemption application is pending, check here ☐
	H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,772,832.56		J Accounting method. ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			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))		(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			N/A	
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	4,824.37	4,824.37		STATEMENT 1
4	Dividends and interest from securities	25,825.08	25,825.08		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<40,743.88>			
b	Gross sales price for all assets on line 6a	83,999.98			
7	Capital gain net income (from Part IV, line 2)		0.00		
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	148.94	148.94		STATEMENT 3
12	Total. Add lines 1 through 11	<9,945.49>	30,798.39		
13	Compensation of officers, directors, trustees, etc.	3,000.00	1,500.00		1,500.00
14	Other employee salaries and wages	3,135.00	1,567.50		1,567.50
15	Pension plans, employee benefits	470.27	235.14		235.13
16a	Legal fees STMT 4	1,510.00	755.00		755.00
b	Accounting fees STMT 5	2,465.00	1,232.50		1,232.50
c	Other professional fees STMT 6	522.50	485.00		37.50
17	Interest				
18	Taxes STMT 7	808.76	379.59		128.01
19	Depreciation and depletion	5,112.36	0.00		
20	Occupancy	8,127.87	4,063.94		4,063.93
21	Travel, conferences, and meetings	7,085.67	3,542.84		3,542.83
22	Printing and publications				
23	Other expenses STMT 8	5,327.46	1,978.74		3,348.72
24	Total operating and administrative expenses. Add lines 13 through 23	37,564.89	15,740.25		16,411.12
25	Contributions, gifts, grants paid	60,500.00			60,500.00
26	Total expenses and disbursements. Add lines 24 and 25	98,064.89	15,740.25		76,911.12
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	<108,010.38>			
b	Net investment income (if negative, enter -0-)		15,058.14		
c	Adjusted net income (if negative, enter -0-)			N/A	



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	7,659.71	4,009.71	4,009.71
	2 Savings and temporary cash investments	219,113.75	155,257.99	155,330.86
	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	2,611.73	2,310.57	2,310.57
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	1,199,125.27	1,164,034.17	1,028,056.42
	14 Land, buildings, and equipment basis ▶ 234,412.80			
	Less: accumulated depreciation STMT 10 ▶ 56,579.69	182,945.47	177,833.11	8,560,000.00
	15 Other assets (describe ▶ OTHER ASSETS)	7,707.50	7,707.50	23,125.00
	16 Total assets (to be completed by all filers)	1,619,163.43	1,511,153.05	9,772,832.56
	17 Accounts payable and accrued expenses	229.64	229.64	
	18 Grants payable			
Net Assets or Fund Balances	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)	229.64	229.64	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	563,876.95	563,876.95	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	1,055,056.84	947,046.46	
30 Total net assets or fund balances	1,618,933.79	1,510,923.41		
31 Total liabilities and net assets/fund balances	1,619,163.43	1,511,153.05		

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	1,618,933.79
2 Enter amount from Part I, line 27a	2	<108,010.38>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	1,510,923.41
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,510,923.41

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 1,594,0140 SH. AMER CAP WRLD GRW & INC A	P	08/02/07	06/02/10
b 1,008.9360 SH. AMERICAN EURO PAC GROW A	P	08/02/07	06/02/10
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 48,999.99		72,702.96	<23,702.97>
b 34,999.99		52,040.90	<17,040.91>
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<23,702.97>
b			<17,040.91>
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	<40,743.88>
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 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))
2008	83,077.56	1,690,602.51	.049141
2007	27,782.31	1,609,880.58	.017257
2006	31,552.70	1,002,844.76	.031463
2005	37,189.00	915,498.40	.040622
2004	76,835.00	922,887.00	.083255

2 Total of line 1, column (d)	2	.221738
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	.044348
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,731,356.73
5 Multiply line 4 by line 3	5	76,782.21
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	150.58
7 Add lines 5 and 6	7	76,932.79
8 Enter qualifying distributions from Part XII, line 4	8	76,911.12

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	301.16
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
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	0.00
3	Add lines 1 and 2	3	301.16
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	301.16
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,611.73
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	2,611.73
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	2,310.57
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 2,310.57 Refunded ☐	11	0.00

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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 ☐ \$ 0.00 (2) On foundation managers ☐ \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.00		
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?		
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) ☐ TX, 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 2009 or the taxable year beginning in 2009 (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

N/A

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► TERRI MOORE Telephone no ► (210) 593-1544 Located at ► 7221 LAMB ROAD #415 SAN ANTONIO TX ZIP+4 ► 78240			
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	15		N/A

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		1b 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 2009?		1c 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ 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	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 ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a 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 2009?		4b 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))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ 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?

☐ Yes ☒ 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

X

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 11		3,000.00	0.00	0.00

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
NONE		
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	0.00

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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	997,699.00
b	Average of monthly cash balances	1b	194,588.00
c	Fair market value of all other assets	1c	565,435.57
d	Total (add lines 1a, b, and c)	1d	1,757,722.57
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	1,757,722.57
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,365.84
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,731,356.73
6	Minimum investment return. Enter 5% of line 5	6	86,567.84

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	86,567.84
2a	Tax on investment income for 2009 from Part VI, line 5	2a	301.16
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	301.16
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,266.68
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	86,266.68
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	86,266.68

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	76,911.12
b	Program-related investments - total from Part IX-B	1b	0.00
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	76,911.12
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	0.00
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	76,911.12

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				86,266.68
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			69,700.57	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 76,911.12				
a Applied to 2008, but not more than line 2a			69,700.57	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2009 distributable amount				7,210.55
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 Enter the net total of each column as indicated below:	0.00			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				79,056.13
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 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		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here


Signature of officer or trustee

3-15-11

President

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Kenneth B. Cox

Date 3/1

☐ Check if self-employed

Preparer's identifying number

P00106250

Firm's name (or yours
if self-employed),
address, and ZIP code

STRIEBER & ASSOCIATES, INC
6851 CITIZENS PARKWAY 200
SAN ANTONIO, TEXAS 78229

EIN ▶ 74-2653349

Phone no (210) 340-1065

Form **990-PF** (2009)

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	WYOMING											
3	FURNITURE	0930932000	DB	7.00	17	452.00			452.00	452.00		0.00
4	FENCE	0930941500	DB	15.00	17	9,750.00			9,750.00	9,750.00		0.00
5	FENCE	0930961500	DB	15.00	17	1,684.00			1,684.00	1,534.82		99.45
7	FOUNDATION REPAIR	083101SL		27.50	17	28,170.00			28,170.00	8,321.44		1,024.36
8	CABIN DECK	073101SL		27.50	17	3,503.00			3,503.00	1,043.52		127.38
9	WELL	0731011500	DB	15.00	17	1,702.00			1,702.00	1,010.89		100.53
10	FENCE	0531051500	DB	15.00	17	40,283.00			40,283.00	15,174.71		2,510.83
11	RIVER IRRIGATION PUMP	0831052000	DB	7.00	17	382.00			382.00	296.88		34.05
12	ELECTRICAL POWER LINE	0831061500	DB	15.00	17	5,331.00			5,331.00	1,493.28		383.77
13	WELL PUMP	0620071500	DB	15.00	17	1,107.44			1,107.44	255.27		85.22
18	COUNTY FEE FOR VISUAL ANALYSIS	093008L				3,200.00			3,200.00			0.00
19	COUNTY FEE FOR ENVIRONMENTAL ANALYSIS	093008L				12,000.00			12,000.00			0.00
20	WYOMING ENVIRONMENTAL ANALYSIS	093008L				8,952.50			8,952.50			0.00
21	ATTORNEY FEES RELATED TO WYOMING DEVELOPMENT	060408L				4,690.64			4,690.64			0.00
22	WYOMING CONSULTING	033108L				26,429.23			26,429.23			0.00
23	WYOMING PROPERTY APPRAISAL	033108L				2,500.00			2,500.00			0.00
24	WYOMING ENVIRONMENTAL ANALYSIS	022709L				34,783.00			34,783.00			0.00

928102
08-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
25	WYOMING DEVELOPMENT CONSULTING	033109L				11,275.29			11,275.29			0.00
26	WYOMING CABIN - ROOF	052909SL		27.50	17	1,617.61			1,617.61	22.06		58.82
27	WYOMING BATHROOM REMODEL	062409SL		27.50	17	4,475.00			4,475.00	47.46		162.73
28	WYOMING ROOF	071709SL		27.50	17	1,587.50			1,587.50	12.03		57.73
29	NEW HEATER	100108SL		27.50	17	539.22			539.22	18.79		19.61
30	WYOMING BATHROOM REMODEL	080109SL		27.50	17	4,700.00			4,700.00	21.36		170.91
31	PANTRY IN WYOMING CABIN	090409SL		27.50	17	850.00			850.00	1.29		30.91
32	WYOMING CABIN - BATHROOM TILE	080109SL		27.50	17	925.00			925.00	4.21		33.64
	* 990-PF PG 1 TOTAL - WYOMING					210889.43		0.00	210889.43	39,460.01	0.00	4,899.94
	SAN ANTONIO											
6	EQUIPMENT	093097200DB		7.00	17	446.00			446.00			0.00
17	LAPTOP & SOFTWARE	051208200DB		5.00	17	1,106.37			1,106.37	575.32		212.42
	* 990-PF PG 1 TOTAL - SAN ANTONIO					1,552.37		0.00	1,552.37	1,021.32	0.00	212.42
	OSAGE COUNTY											
1	LAND	093050L				10,985.00			10,985.00			0.00
2	IMPROVEMENTS	093050SL		20.00	16	10,986.00			10,986.00	10,986.00		0.00
	* 990-PF PG 1 TOTAL - OSAGE COUNTY					21,971.00		0.00	21,971.00	10,986.00	0.00	0.00
	* GRAND TOTAL					234412.80		0.00	234412.80	51,467.33	0.00	5,112.36
	990-PF PG 1 DEPR											

928102
06-24-09

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

SOURCE	AMOUNT
FROST BANK MONEY MARKET	1.79
MERRILL LYNCH CMA	4,822.58
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,824.37

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	25,825.08	0.00	25,825.08
TOTAL TO FM 990-PF, PART I, LN 4	25,825.08	0.00	25,825.08

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SEC FAIR FUND SETTLEMENT	148.94	148.94	
TOTAL TO FORM 990-PF, PART I, LINE 11	148.94	148.94	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,510.00	755.00		755.00
TO FM 990-PF, PG 1, LN 16A	1,510.00	755.00		755.00

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,465.00	1,232.50		1,232.50
TO FORM 990-PF, PG 1, LN 16B	2,465.00	1,232.50		1,232.50

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
APPRAISAL FEES	75.00	37.50		37.50
CONSULTING	447.50	447.50		0.00
TO FORM 990-PF, PG 1, LN 16C	522.50	485.00		37.50

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OKLAHOMA AD VALOREM	87.58	87.58		0.00
PAYROLL	256.02	128.01		128.01
LICENSE TAX	164.00	164.00		0.00
FEDERAL EXCISE TAX	301.16	0.00		0.00
TO FORM 990-PF, PG 1, LN 18	808.76	379.59		128.01

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,511.92✓	70.96		1,440.96
POSTAGE AND DELIVERY	106.99✓	53.50		53.49
OFFICE EXPENSES	113.09✓	56.55		56.54
REPAIRS & MAINTENANCE	2,924.34✓	1,462.17		1,462.17
DUES & SUBSCRIPTIONS	495.00✓	247.50		247.50
MISCELLANEOUS	176.12✓	88.06		88.06
TO FORM 990-PF, PG 1, LN 23	5,327.46✓	1,978.74		3,348.72

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	1,164,034.17	1,028,056.42
TOTAL TO FORM 990-PF, PART II, LINE 13		1,164,034.17	1,028,056.42

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	10,985.00	0.00	10,985.00
IMPROVEMENTS	10,986.00	10,986.00	0.00
FURNITURE	452.00	452.00	0.00
FENCE	9,750.00	9,750.00	0.00
FENCE	1,684.00	1,634.27	49.73
EQUIPMENT	446.00	446.00	0.00
FOUNDATION REPAIR	28,170.00	9,345.80	18,824.20
CABIN DECK	3,503.00	1,170.90	2,332.10
WELL	1,702.00	1,111.42	590.58
FENCE	40,283.00	17,685.54	22,597.46
RIVER IRRIGATION PUMP	382.00	330.93	51.07
ELECTRICAL POWER LINE	5,331.00	1,877.05	3,453.95
WELL PUMP	1,107.44	340.49	766.95
LAPTOP & SOFTWARE	1,106.37	787.74	318.63
COUNTY FEE FOR VISUAL ANALYSIS	3,200.00	0.00	3,200.00
COUNTY FEE FOR ENVIRONMENTAL ANALYSIS	12,000.00	0.00	12,000.00

WYOMING ENVIRONMENTAL ANALYSIS	8,952.50	0.00	8,952.50
ATTORNEY FEES RELATED TO			
WYOMING PROPERTY	4,690.64	0.00	4,690.64
WYOMING DEVELOPMENT CONSULTING	26,429.23	0.00	26,429.23
WYOMING PROPERTY APPRAISAL	2,500.00	0.00	2,500.00
WYOMING ENVIRONMENTAL ANALYSIS	34,783.00	0.00	34,783.00
WYOMING DEVELOPMENT CONSULTING	11,275.29	0.00	11,275.29
WYOMING CABIN - ROOF	1,617.61	80.88	1,536.73
WYOMING BATHROOM REMODEL	4,475.00	210.19	4,264.81
WYOMING ROOF	1,587.50	69.76	1,517.74
NEW HEATER	539.22	38.40	500.82
WYOMING BATHROOM REMODEL	4,700.00	192.27	4,507.73
PANTRY IN WYOMING CABIN	850.00	32.20	817.80
WYOMING CABIN - BATHROOM TILE	925.00	37.85	887.15
TOTAL TO FM 990-PF, PART II, LN 14	234,412.80	56,579.69	177,833.11

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARTA BUSBY 7221 LAMB ROAD, SUITE 415 SAN ANTONIO, TX 78240	PRESIDENT 2.00	600.00	0.00	0.00
EUGENE GILCREASE 7221 LAMB ROAD, SUITE 415 SAN ANTONIO, TX 78240	VICE-PRESIDENT 2.00	600.00	0.00	0.00
JANA GILCREASE 7221 LAMB ROAD, SUITE 415 SAN ANTONIO, TX 78240	VICE-PRESIDENT 2.00	600.00	0.00	0.00
PETER DENNEY 7221 LAMB ROAD, SUITE 415 SAN ANTONIO, TX 78240	VICE-PRESIDENT 2.00	600.00	0.00	0.00
THOMAS DENNEY 7221 LAMB ROAD, SUITE 415 SAN ANTONIO, TX 78240	SECRETARY/TREASURER 2.00	600.00	0.00	0.00
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		3,000.00	0.00	0.00

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

TERRI MOORE, 7221 LAMB ROAD #415, SAN ANTONIO, TX 78240

TELEPHONE NUMBER

(210) 593-1544

FORM AND CONTENT OF APPLICATIONS

LETTER FORM INCLUDING NAME, ADDRESS, PURPOSE, PLAN AND NEED OF ORGANIZATION, AND COPY OF IRS 501(C)(3) LETTER

ANY SUBMISSION DEADLINES

JUNE 30

RESTRICTIONS AND LIMITATIONS ON AWARDS

Thomas Gilcrease Foundation
2010 Grant Recipients

Ms. Trudy Uriegas, Executive Director CANADIAN AREA FAMILY YMCA 915 Cheyenne P.O. Box 1106 Canadian, TX 79014	\$ 1,000.00	charitable
Ms. Dorothea Crowell, Treasurer CANADIAN SERVICE UNIT OF THE SALVATION ARMY 1003 Birch Canadian, TX 79014	1,000.00	charitable
Ms. Wendie Cook, Museum Director THE CITADELLE ART FOUNDATION 520 Nelson Avenue Canadian, TX 79014	2,500.00	educational
Mr. Travis Williams, Assistant to the President FOCUS ON THE FAMILY 8605 Explorer Drive Colorado Springs, CO 80920	6,000.00	religious
Ms. Sharon Braddock, Executive Director GENESIS HOUSE P.O. Box 337 Pampa, TX 79066	5,000.00	charitable
Mr. Duane King, Executive Director Ms. Carolyn Dalton, Director of Development THOMAS GILCREASE MUSEUM ASSOCIATION 1400 North Gilcrease Museum Road Tulsa, OK 74127-2100	11,000.00	charitable
Dave Schwindt, Fire Chief HOBACK VOLUNTEER FIREFIGHTERS ASSOC. 10955 So. U.S. Hwy 89 Jackson, WY 83001	3,000.00	charitable
Mr. Ronald Thornton, Fire Chief MELROSE VFD 110 Fire Dept. Road Nacogdoches, TX 75961	3,000.00	charitable
Ms. Pat Woodrum, Executive Director OKLAHOMA CENTENNIAL BOTANICAL GARDENS 2 West 6 th Street, Suite 325 Tulsa, OK 74119	4,500.00	educational

Thomas Gilcrease Foundation
2010 Grant Recipients

Ms. Dana Koch, Executive Director RACHEL'S LITTLE HOUSE 1001 Purcell Canadian, TX 79014	1,000.00	charitable
Ms. Gloria Berumen Kelly, Chief Executive Officer ROY MAAS' YOUTH ALTERNATIVES, INC. 3103 West Avenue San Antonio, TX 78213	6,000.00	charitable
Ms. Camilla Patterson, Chief Advancement Officer SAINT MARY'S HALL 9401 Starcrest Drive San Antonio, TX 78217	750.00	educational
Mr. John Webster, Head of School SAN ANTONIO ACADEMY 117 French Place San Antonio, TX 78212-5899	750.00	educational
Mr. David Kirk, Fire Chief SWIFT-SHADY GROVE VFD 2409 FM 2713 Nacogdoches, TX 75961	3,000.00	charitable
Ms. Rita Bowles, Court Clerk TOWN OF ASHER - VFD P.O. Box 308 Asher, OK 74826	12,000.00	charitable
<u>TOTAL GRANT DISBURSEMENTS:</u>	<u>\$ 60,500.00</u>	