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Form **990-PF**

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

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

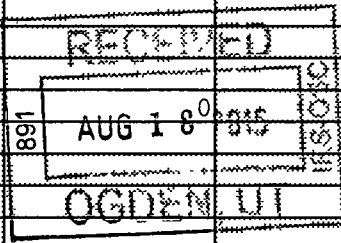
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Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation GWR Foundation		A Employer identification number 20-2890579
Number and street (or P O box number if mail is not delivered to street address) 319 Lipscomb Street	Room/suite	B Telephone number (see instructions) 817-810-4220
City or town, state or province, country, and ZIP or foreign postal code Fort Worth TX 76104		C If exemption application is pending, check here ▶ <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,120,361	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,022,846			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	91,921	91,921		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	268,467			
	b Gross sales price for all assets on line 6a 2,115,110				
	7 Capital gain net income (from Part IV, line 2)		268,467		
	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) (attach schedule)					
11 Other income (attach schedule) Stmt 1	11,200	7,515			
12 Total. Add lines 1 through 11	1,394,434	367,903	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	2,210			2,210
	b Accounting fees (attach schedule) Stmt 3	8,220			8,220
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt 4	27,868	96		
	19 Depreciation (attach schedule) and depletion	664	664		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) Stmt 5	25,177	25,177		
	24 Total operating and administrative expenses. Add lines 13 through 23	64,139	25,937	0	10,430
	25 Contributions, gifts, grants paid	220,000			220,000
26 Total expenses and disbursements. Add lines 24 and 25	284,139	25,937	0	230,430	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	1,110,295				
b Net investment income (if negative, enter -0-)		341,966			
c Adjusted net income (if negative, enter -0-)			0		



12

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	222,490	514,608	514,608
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶			
	Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 6	1,617,227	2,480,964	3,053,452
	c Investments – corporate bonds (attach schedule) See Stmt 7	764,651	659,078	659,162
	11 Investments – land, buildings, and equipment, basis ▶			
Less: accumulated depreciation (attach sch.) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) See Statement 8	1,845,507	1,843,416	1,893,139	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation (attach sch.) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,449,875	5,498,066	6,120,361	
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 (attach schedule)			
	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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	4,449,875	5,498,066	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	4,449,875	5,498,066		
31 Total liabilities and net assets/fund balances (see instructions)	4,449,875	5,498,066		

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	4,449,875
2 Enter amount from Part I, line 27a	2	1,110,295
3 Other increases not included in line 2 (itemize) ▶ See Statement 9	3	1,966
4 Add lines 1, 2, and 3	4	5,562,136
5 Decreases not included in line 2 (itemize) ▶ See Statement 10	5	64,070
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,498,066

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 Publicly traded securities	P		
b O'Connor Global Multi-Strategy	P	01/25/13	02/27/14
c Long Term Capital Gain Dividends	P		Various
d Suburban Propane Partners LP	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 1,635,596		1,467,390	168,206
b 379,180		379,253	-73
c 100,320			100,320
d 14			14
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			168,206
b			-73
c			100,320
d			14
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	268,467
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	268,526

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))
2013	188,408	4,901,527	0.038439
2012	166,870	3,818,532	0.043700
2011	134,048	3,669,927	0.036526
2010	124,695	2,674,710	0.046620
2009	134,069	2,543,130	0.052718

2 Total of line 1, column (d)	2	0.218003
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	0.043601
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,177,464
5 Multiply line 4 by line 3	5	225,743
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,420
7 Add lines 5 and 6	7	229,163
8 Enter qualifying distributions from Part XII, line 4 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	8	230,430

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	3,420
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	3,420
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	3,420
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	17,671
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	17,671
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	14,251
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 14,251 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ▶ Sally Sloan 319 Lipscomb Street Located at ▶ Fort Worth TX ZIP+4 ▶ 76104 Telephone no ▶ 817-810-4220			
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			
16	At any time during calendar year 2014, 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, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶	16	Yes	No 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ N/A <input type="checkbox"/>	1b	
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 2014? ▶ N/A	1c	
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ▶ 20 , 20 , 20 , 20 <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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2014?	4b	X

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 4945(d)(4)(A)? (see instructions) 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)? Yes No 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? Yes No N/A

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? Yes No N/A **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 N/A **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gail W. Rawl 319 Lipscomb Street Fort Worth TX 76104	President 0.00	0	0	0
Kim W. Darden 319 Lipscomb Street Fort Worth TX 76104	VP 0.00	0	0	0
Annette L. Williamson 319 Lipscomb Street Fort Worth TX 76104	Secretary 0.00	0	0	0
Philip C. Williamson 319 Lipscomb Street Fort Worth TX 76104	Treasurer 0.00	0	0	0

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,967,770
b	Average of monthly cash balances	1b	288,539
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,256,309
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	5,256,309
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	78,845
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,177,464
6	Minimum investment return. Enter 5% of line 5	6	258,873

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	258,873
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,420
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,420
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	255,453
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	255,453
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	255,453

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	230,430
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	230,430
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,420
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	227,010

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				255,453
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			219,326	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>230,430</u>				
a Applied to 2013, but not more than line 2a			219,326	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2014 distributable amount				11,104
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				244,349
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))
N/A
- 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
N/A
- 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
N/A
- b The form in which applications should be submitted and information and materials they should include
N/A
- c Any submission deadlines.
N/A
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

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 Community Found of N. TX 306 West 7th St Ste 850 Fort Worth TX 76102	N/A	N/A	Donation	220,000
Total			▶ 3a	220,000
b Approved for future payment N/A				
Total			▶ 3b	

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

OMB No 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization

Employer identification number

GWR Foundation

20-2890579

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 $\frac{1}{3}$ % 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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) (2014)

Name of organization

GWR Foundation

Employer identification number

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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	Gail W. Rawl 2014 Charitable Lead Tr 319 Lipscomb Street Fort Worth TX 76104	\$ 1,022,846	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)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Royalties	\$ 743	743	\$
Alliance Resource Partners LP-- Sec 1231 gain(loss)	-3	-3	
Alliance Resource Partners LP	191		
Alliance Resource Partners LP	13		
Alliance Resource Partners LP	-2		
Alliance Resource Partners LP-P/Y Passive Losses Allowed	-360	-360	
P/Y Passive Losses Allowed-Suburban Propane Partners LP	-1	-1	
Suburban Propane Partners LP	-3	-3	
Suburban Propane Partners LP			
Suburban Propane Partners LP	-1,596		
Suburban Propane Partners LP	-728		
Suburban Propane Partners LP-Sec 1231 gain(loss)	-95	-95	
Sec 1231 gain(loss)-Suburban Propane Partners LP-P/Y Allowed	-22	-22	
Ord Gain-Alliance Resource	3,589	3,589	
Ord Gain-Suburban Propane Ptn	3,929	3,929	
OConnor Global Multi Strategy Alpha WM LLC	805		
OConnor Global Multi Strategy Alpha WM LLC	-260	-260	
2013 990-T Excise tax refund	5,000		
Total	\$ 11,200	\$ 7,515	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Legal fees	\$ 2,210			\$ 2,210
Total	\$ 2,210	\$ 0	\$ 0	\$ 2,210

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting fees	\$ 8,220	\$	\$	\$ 8,220
Total	\$ 8,220	\$ 0	\$ 0	\$ 8,220

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Severance tax	\$ 96	\$ 96	\$	\$
Form 8868 2013 extension payment	10,000			
2014 estimated tax payment	10,000			
Form 8868 2013 990-T ext pymt	5,000			
2013 F990T excise tax-pd in 2014	2,772			
Total	\$ 27,868	\$ 96	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Investment counsel fees	22,121	22,121		
Foreign tax paid	1,443	1,443		
Royalty trust administration	15	15		
Other	3	3		
Miscellaneous fees	335	335		
Portfolio deductions	2	2		
Investment interest expense	1,228	1,228		
Bank fees	30	30		
Total	\$ 25,177	\$ 25,177	\$ 0	\$ 0

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
90 shs Allegion PLC	\$ 2,880	13,420	\$	22,516
402 shs American Intl Group Inc	13,420	9,296		27,079
170 shs Amgen Inc	9,296	15,960		16,286
145 shs Anheuser Busch		16,008		17,519
703 shs Applied Materials Inc		14,247		16,900
325 shs Archer Daniels Midland Co	13,447	13,447		21,796
182 shs Ashland Inc	14,308	14,931		18,238
205 shs Autoliv Inc	12,779	14,778		14,808
80 shs Baidu Inc ADS	13,729	16,656		17,759
1085 shs Bank of America Corp	6,009	13,875		11,899
365 shs Bank of New York Mellon Corp	13,296	13,296		17,207
138 shs Boston Properties Inc	13,166	13,479		26,356
265 shs Carmax Inc	13,479	14,840		13,933
130 shs Caterpillar Inc	14,617	9,537		25,522
404 shs CBS Corp	12,253	14,765		15,897
265 shs Church & Dwight Co Inc	14,123	18,193		20,733
219 shs Check Point Software Tech Lt	9,537	14,880		17,242
360 shs Cinn Financial Corp	14,137	14,610		12,943
336 shs Cintas Corp		18,451		19,178
280 shs Citigroup Inc	13,611	6,794		33,462
330 shs Coca Cola Co	12,995			
270 shs Colgate Palmolive Co	13,920			
820 shs Convergys Corp	6,794			
265 shs CVS Caremark Corp	14,121			
155 shs Dril-Quip Inc	14,246			
215 shs Dupont De Nemours	14,810			
237 shs Entergy Corp				
240 shs Equity Residential SBI				
140 shs Exxon Mobil Corp				
147 shs F5 Networks Inc				
245 shs FMC Technologies Inc				
935 shs Ford Motor Co				
555 shs Gentex Corp				
355 shs Gilead Sciences Inc				
98 shs Goldman Sachs Group Inc				
360 shs Halliburton Co				
330 shs HCC Insurance Hldgs Inc				

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		
510 shs Hewlett Packard Co		17,467	\$	20,466
335 shs Hospira Inc		14,889		20,519
165 shs Humana Inc		16,039		23,699
383 shs Informatica Corp	14,752			
270 shs Ingersoll-Rand PLC	11,299			
182 shs Intl Flavors & Fragrances		18,243		18,448
635 shs Intl Rectifier Corp	13,941			
161 shs Johnson & Johnson		16,917		16,836
190 shs Kansas City Sthn	7,010			
30 shs Mastercard Inc	13,179			
81 shs Mckesson Corp		16,458		16,814
178 shs Mead Johnson Nutrition Co		16,617		17,896
298 shs Merck & Co		18,195		16,923
337 shs Microsoft Corp		13,773		15,654
325 shs Moody's Corp	10,085			31,138
167 shs Norfolk Southern Corp		17,396		18,305
310 shs Oasis Petroleum Inc	14,693			
160 shs Open Text Corp	13,415			18,643
610 shs Progress Software Corp	16,061			
245 shs Raytheon Co	12,704			
235 shs Sandisk Corp	12,836			23,025
230 shs Scripps Networks Interact	14,258			
140 shs Smucker J M Co	14,491			
1080 shs Staples Inc	16,147			
273 shs TE Connectivity Ltd		17,501		17,267
525 shs United States Steel Corp		14,570		14,039
147 shs United Technologies Corp	13,836			
225 shs Verisk Analytics Inc	10,971			
150 shs VMware		14,277		12,378
155 shs Vornado Realty Trust		16,557		18,245
105 shs 3M Co		14,901		17,254
315 shs Abbvie Inc	18,091			20,614
995 shs American Eagle Outfitters In		13,613		13,811
815 shs AT&T Inc	21,169			27,376
455 shs Baytex Energy Corp	19,824			
535 shs BCE Inc	16,048			
795 shs Canadian Oil Sands Ltd	19,122			24,535

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
510 shs Cinemark Holdings Inc	\$ 6,525	\$ 11,891	\$	18,146
720 shs Cisco Systems Inc		16,258		20,027
210 shs ConocoPhillips	11,581			
635 shs Corrections Corp of Amer	22,152	21,979		23,076
480 shs Diebold Inc	14,755			
600 shs Dow Chemical	19,783	21,838		27,366
390 shs Du Pont De Nemours	14,656			
390 shs Eaton Corp PLC	15,238	21,143		26,504
790 shs Enduro Rty Tr	11,836	11,172		3,808
900 shs Exelis Inc	9,782			
600 shs Federated Investors Inc	14,477	14,477		19,758
1580 shs FNB Corp	16,245	16,245		21,046
305 shs Garmin Ltd	11,514			
865 shs Giant Interactive Group Inc	7,880			
525 shs Glaxo Smithkline PLC	16,836	24,402		22,439
665 shs Hospitality Properties Trust	15,880	15,843		20,615
730 shs Intel Corp	20,417	16,611		26,492
145 shs Kraft Foods Group Inc	15,016	7,622		9,086
415 shs Lamar Advertising Co		21,805		22,261
505 shs Leggett & Platt Inc				
215 shs Leggett & Platt Inc	12,840	6,611		9,161
110 shs Lockheed Martin Corp	9,627			
300 shs Lyondellbasell Industries	15,209			
440 shs Maxim Integrated Prods Inc		12,658		14,023
365 shs Merck & Co Inc	18,222	13,600		20,728
350 shs Microchip Technology Inc	19,268	12,412		15,789
630 shs National Cinemia Inc	9,899	9,530		9,053
385 shs Nucor Corp	9,590	16,962		18,884
761 shs Outfront Media Inc REIT		24,363		20,425
1325 shs Pearson PLC Spon ADR		24,216		24,446
1475 shs People's United Financial	18,017	18,017		22,391
330 shs Plum Creek Timber Co Inc	14,312	14,312		14,121
730 shs Potash Corp Sask Inc	15,514	23,918		25,784
425 shs Public Service Enterprise	22,965	14,567		17,599
870 shs Regal Entertainment Group		16,618		18,583
620 shs Ryman Hospitality Pptys Inc	22,413	22,395		32,699
200 shs Seagate Technology PLC	9,465	10,064		13,300

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
410 shs Six Flags Entertainment Corp		16,733	\$	17,692
620 shs Sonoco Products Co	15,680	21,844		27,094
465 shs Thomson Reuters Corp	15,337	15,337		18,758
560 shs Vermilion Energy Inc	11,617	31,975		27,446
510 shs Vodafone Group PLC Spon ADR		17,203		17,427
558 shs Adobe Systems Inc	19,993	20,646		40,567
144 shs Amgen Inc	10,761			
381 shs Apple Inc		27,707		42,055
111 shs Biogen Idec Inc	11,788	26,530		37,679
431 shs Celgene Corp	6,477	25,524		48,212
640 shs Coach Inc	33,595			
690 shs Comcast Corp		37,052		40,027
319 shs Costco Wholesale Corp	22,751	26,561		45,218
446 shs Crown Castle Intl Corp	29,378			
478 shs CVS Caremark Corp	29,782	26,423		46,036
714 shs Ebay Inc	34,211	37,436		40,070
1268 shs EMC Corp	35,829	32,189		37,710
562 shs Express Scripts Hldg Co	31,376	33,708		47,585
354 shs Gilead Sciences Inc	11,385	24,150		33,368
564 shs HCA Holdings Inc		39,044		41,392
363 shs Johnson & Johnson	29,487			
500 shs Lauder Estee Cos	28,501	30,744		38,100
535 shs Michael Kors Hldgs Ltd		44,996		40,179
1001 shs Modelez Intl Inc	28,585			
427 shs Nike Inc	19,667	20,323		41,056
547 shs Nordstrom Inc	26,496	26,789		43,426
994 shs Oracle Corp	33,061	33,319		44,700
494 shs Qualcomm Inc	27,280	28,909		36,719
642 shs TJX Cos Inc	33,595	37,696		44,028
432 shs Walt Disney Co	25,018	22,209		40,690
519 shs Whole Foods Market Inc	18,758			
255 shs American Intl Group Inc		13,016		14,283
110 shs Amgen Inc		13,224		17,522
106 shs Anheuser Busch		11,677		11,906
514 shs Applied Materials Inc		11,715		12,809
245 shs Archer Daniels Midland CO		10,749		12,740
130 shs Asland Inc		12,976		15,569

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
75 shs Baidu Inc ADS	\$	14,000	\$	17,098
260 shs Bank of New York Mellon Corp		10,538		10,548
95 shs Boston Properties Inc		11,478		12,226
117 shs Caterpillar Inc		12,491		10,709
200 shs Check Point Software Tech		13,021		15,714
220 shs Cintas Corp		13,259		17,257
235 shs Coca Cola Co		10,579		9,922
190 shs CVS Health Corp		13,098		18,299
155 shs Du Pont De Nemours		10,656		11,461
170 shs Entergy Corp		13,061		14,872
170 shs Equity Residential SBI		10,494		12,213
105 shs Exxon Mobil Corp		10,967		9,707
105 shs F5 Networks Inc		13,191		13,699
165 shs Gilead Sciences Inc		13,527		15,553
358 shs Hewlett Packard Co		12,273		14,367
245 shs Hospira Inc		10,899		15,006
120 shs Humana Inc		11,676		17,236
131 shs Intl Flavors & Fragrances		13,142		13,278
115 shs Johnson & Johnson		12,095		12,026
58 shs Mckesson Corp		11,796		12,040
122 shs Mead Johnson Nutrition Co		11,402		12,266
213 shs Merck & Co Inc		13,016		12,096
302 shs Microsoft Corp		12,347		14,028
170 shs Moodys Corp		13,070		16,288
117 shs Norfolk Southern Corp		12,199		12,824
290 shs Open Text Corp		13,334		16,895
175 shs Sandisk Corp		12,683		17,147
192 shs TE Connectivity Ltd		12,320		12,144
395 shs United States Steel Corp		10,972		10,562
130 shs VMware Inc		12,801		10,728
107 shs Vornado Realty Trust		11,442		12,595
75 shs 3M Co		10,655		12,324
168 shs Adobe Systems Inc		10,371		12,214
115 shs Apple Inc		8,460		12,694
33 shs Biogen Idec Inc		10,142		11,202
130 shs Celgene Corp		10,221		14,542
208 shs Comcast Corp		11,074		12,066

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Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
96 shs Costco Wholesale Corp	\$	11,065		\$ 13,608
144 shs CVS Health Corp		9,830		13,869
215 shs Ebay Inc		11,568		12,066
382 shs EMC Corp		9,924		11,361
169 shs Express Scripts Hldg Co		12,592		14,309
106 shs Gilead Sciences Inc		8,567		9,992
170 shs HCA Holdings Inc		11,769		12,476
150 shs Lauder Estee Cos		10,862		11,430
161 shs Michael Kors Hldgs Ltd		14,755		12,091
129 shs Nike Inc		9,561		12,403
165 shs Nordstrom Inc		9,830		13,099
299 shs Oracle Corp		11,346		13,446
149 shs Qualcomm Inc		11,222		11,075
194 shs TJX Cos Inc		11,652		13,305
130 shs Walt Disney Co		9,604		12,245
Total	\$ 1,617,227	\$ 2,480,964		\$ 3,053,452

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
230,000 FNMA Nts Step-Up 2.250%	\$ 229,781	229,781		\$ 228,487
100,000 FHLB Bond Step-Up 2.50%	99,750	99,750		96,195
50,000 FNMA Nts Step-up 2.00%	49,475	49,475		47,874
100,000 ConocoPhillips Nts 04.600%	100,581			
125,000 Hershey Co 04.850% 08/15/15	130,630	127,170		130,703
50,000 Colgate Palmolive Co 05.200%	54,434	52,902		54,471
Discover Bank 01.300% 07/11/16 CD	100,000	100,000		101,432
Total	\$ 764,651	\$ 659,078		\$ 659,162

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Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FT Mutual Discovery A	\$ 340,352	\$ 363,754		\$ 387,238
Pimco Total Return Fund C	79,158			
Pimco Total Return Fund A	102,462			
First Eagle Global Fund	441,518	465,628		497,555
Ivy Asset Strategy Fund	293,169	354,769		376,846
Pimco All Assets All Auth C	79,739			
Pimco All Assets All Auth A	104,590			
265 Units Alliance Resource Partners	15,878			
305 Units Suburban Propane Partners	10,160			
O'Connor Global Multi-Strategy	378,481			
O'Connor Global Multi-Strategy Alpha		379,237		384,655
Franklin Mutual Global Discovery Fd		132,719		127,719
First Eagle Global Fund		3,364		3,227
Ivy Asset Strategy Fund		143,945		115,899
Total	\$ 1,845,507	\$ 1,843,416		\$ 1,893,139

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Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Book tax differences - partnerships	\$ 1,893
Book tax difference - gain/loss on sale	73
Total	\$ 1,966

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Non-deductible penalties & interest	\$ 143
Excess FMV over basis of stock contributed	63,927
Total	\$ 64,070

Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
Sec 1231 gain (loss) -		\$		\$	\$
Alliance Resource Partners			18	-3	
Alliance Resource Partners	900099	191			
Alliance Resource Partners	900099	13			
Alliance Resource Partners			14	-2	
Alliance Resource Partners			14	-360	
P/Y Passive Losses Allowed			14	-1	
Suburban Propane Partners			14	-3	
P/Y Passisve Losses Allowed			14	-1	
Suburban Propane Partners L			14	-3	
Suburban Propane Partners L	900099	-1,596			
Suburban Propane Partners L	900099	-728			
Sec 1231 Gain-Suburban					
Propane Partners LP			18	-95	
Sec 1231 Gain-Suburban					
Propane Partners LP - P/Y					

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Statement 11 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
Allowed					
Ord Gain-Alliance Resource		\$	18	\$ -22	\$
Ord Gain-Suburban Propane P			18	3,589	
OConnor Global Multi-			18	3,929	
Strategy Alpha WM LLC					
O'Connor Global Multi-	900099	805			
Strategy Alpha WM LLC					
2013 990-T Excise tax refun			14	-260	
			41	5,000	
Total		\$ <u>-1,315</u>		\$ <u>11,772</u>	\$ <u>0</u>

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	GWR Foundation	20-2890579
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
File by the due date for filing your return See instructions	319 Lipscomb Street	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Fort Worth TX 76104	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Sally Sloan
319 Lipscomb Street

- The books are in the care of ► Fort Worth TX 76104

Telephone No. ► 817-810-4220

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/15, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 2014 or

► tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	17,671
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	17,671
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions