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

Open to Public Inspection

For calendar year 2014 or tax year beginning

OCT 01, 2014, and ending

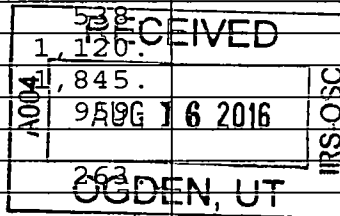
SEP 30, 2015

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) 6039 WHITBY ROAD	Room/suite 1802	B Telephone number (see instructions) 210-885-6103
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO TX 78240-2383		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,951,399.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Schedule B					
3 Interest on savings and temporary cash investments		11.	11.		
4 Dividends and interest from securities		27,268.	27,268.		
5a Gross rents		5.	5.		
b (Net rental income or loss) 5.					
6a Net gain/(loss) from sale of assets not on line 10		33,494.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			33,494.		
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)		11,772.	11,772.		
12 Total. Add lines 1 through 11		72,550.	72,550.		
13 Compensation of officers, directors, trustees, etc.		12,000.	6,000.		6,000.
14 Other employee salaries and wages		4,302.	2,151.		2,151.
15 Pension plans, employee benefits		1,076.			538.
16a Legal fees (attach schedule)		2,240.	1,120.		1,120.
b Accounting fees (attach schedule)		3,690.	1,845.		1,845.
c Other professional fees (attach schedule)		1,918.	959.		959.
17 Interest					
18 Taxes (attach schedule) (see instructions)		938.			169.
19 Depreciation (attach schedule) and depletion		3,680.			
20 Occupancy		9,922.	4,961.		4,961.
21 Travel, conferences, and meetings		6,594.	2,276.		2,276.
22 Printing and publications					
23 Other expenses (attach schedule)		5,703.	1,929.		2,999.
24 Total operating and administrative expenses. Add lines 13 through 23		52,063.	22,042.		23,018.
25 Contributions, gifts, grants paid		75,000.			75,000.
26 Total expenses and disbursements. Add lines 24 and 25		127,063.	22,042.		98,018.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		(54,513.)			
b Net investment income (if negative, enter -0-)			50,508.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)



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	2,715.	19,586.	19,586.
	2	Savings and temporary cash investments	134,693.	15,425.	15,425.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accts. ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accts. ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,563.	1,058.	1,058.
	10a	Investments - U.S. and state govt. obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	164,192.	191,541.	195,407.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	684,252.	708,942.	721,798.	
14	Land, buildings, and equipment basis ▶ 235,532. Less: accumulated depreciation (attach schedule) ▶ 77,328.	161,884.	158,204.	7,975,000.	
15	Other assets (describe ▶ OTHER ASSETS)	7,708.	7,708.	23,125.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,157,007.	1,102,464.	8,951,399.	
Liabilities	17	Accounts payable and accrued expenses	436.	406.	
	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)	436.	406.		
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, ck. here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	563,877.	563,877.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	592,694.	538,181.		
30	Total net assets or fund balances (see instructions)	1,156,571.	1,102,058.		
31	Total liabilities and net assets/fund balances (see instructions)	1,157,007.	1,102,464.		

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	1,156,571.
2	Enter amount from Part I, line 27a	2	(54,513.)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,102,058.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,102,058.

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.)
1 a 20000 SH AMERICNA FUNDS MONEY MARKET FUN	P	04/09/2014	03/09/2015
b 187.266 SH INVESTMENT CO AMERICA	P	12/21/1998	03/09/2015
c 240 SH WASH MUTL INVS FD INC CLASS A	P	12/23/1998	03/09/2015
d 20 SH WASH MUTL INVS FD INC CLASS A	P	12/23/1998	03/09/2015
e SEE ATTACHED WORKSHEET			

(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 19,995.		19,995.	
b 7,000.		5,839.	1,161.
c 9,924.		7,855.	2,069.
d 827.		655.	172.
e 62,039.		31,947.	30,092.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			1,161.
c			2,069.
d			172.
e			30,092.

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	33,494.
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	(610.)

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 beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	88,202.	1,929,676.	0.045708
2012	90,124.	1,686,074.	0.053452
2011	88,065.	1,710,801.	0.051476
2010	88,477.	1,759,672.	0.050280
2009	76,911.	1,731,357.	0.044422

2 Total of line 1, column (d)	2	0.245338
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	0.049068
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,876,199.
5 Multiply line 4 by line 3	5	92,061.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	505.
7 Add lines 5 and 6	7	92,566.
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	98,018.

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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	505.
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	505.
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	505.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,563.	
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	1,563.	
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	1,058.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 1,058. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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 2014 or the taxable year beginning in 2014 (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

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 ▶	13	X	
14	The books are in care of ▶ <u>TERRI MOORE</u> Located at ▶ <u>6039 WHITBY ROA SAN ANTONIO TX</u>	Telephone no ▶ <u>210-885-6103</u> ZIP+4 ▶ <u>78240-2383</u>		
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 ▶ <u>15</u>			
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 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?	☐ 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 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 2014?	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 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 __	☐ 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 the instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __, 20 __, 20 __, 20 __		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)	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)?

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

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?

If "Yes" to 6b, file Form 8870

6b

X

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?**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 (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 comp.	(e) Expense account, other allowances
THOMAS DENNEY	PRESIDENT			
6039 WHITBY ROAD APT 18	2	2,400.		
PETER DENNEY	SECR, TREAS			
6039 WHITBY ROAD APT 18	2	2,400.		
BARTA BUSBY	VICE-PRES			
6039 WHITBY ROAD APT 18	2	2,400.		
EUGENE GILCREASE	VICE-PRES			
6039 WHITBY ROAD APT 18	2	2,400.		

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

▶

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 991,298.
b	Average of monthly cash balances	1b 109,290.
c	Fair market value of all other assets (see instructions)	1c 804,183.
d	Total (add lines 1a, b, and c)	1d 1,904,771.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 1,904,771.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 28,572.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,876,199.
6	Minimum investment return. Enter 5% of line 5	6 93,810.

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 93,810.
2a	Tax on investment income for 2014 from Part VI, line 5	505.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 505.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 93,305.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 93,305.
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 93,305.

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 98,018.
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 98,018.
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)	5 505.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 97,513.

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				93,305.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			77,752.	
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: ▶ \$ 98,018.				
a Applied to 2013, but not more than line 2a			77,752.	
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				20,266.
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, & 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				73,039.
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(1)(3) or		4942(1)(5)
---------------	--	------------

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

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

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying

under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines:

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form 990-PF (2014)

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	11.	
4	Dividends and interest from securities			14	27,268.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			14	5.	
6	Net rental income or (loss) from personal property					
7	Other investment income			14	11,715.	
8	Gain or (loss) from sales of assets other than inventory			14	33,494.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a PATRONAGE DIV			14	57.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				72,550.	
13	Total. Add line 12, columns (b), (d), and (e)				13	72,550.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Form 990-PF (2014)

US 990PF

Part IV Line 1e

Capital Gains and Losses for Tax on Investment Income

2014

Name: THOMAS GILCREASE FOUNDATION

ID number: 73-6009934

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
	18 SH WASH MUTL INVS FD INC CLASS A	P	03/23/1999	03/09/2015
	17 SH WASH MUTL INVS FD INC CLASS A	P	06/22/1999	03/09/2015
	18 SH WASH MUTL INVS FD INC CLASS A	P	09/21/1999	03/09/2015
	1.389 SH WASH MUTL INVS FD INC CLASS A	P	12/21/1999	03/09/2015
	11.344 SH KAYNE ANDERSON MLP	P	10/10/2014	08/10/2015
	5.902 SH INVESTMENT COMPANY	P	10/10/2014	08/10/2015
	19.752 SH INVESTMENT COMPANY	P	01/16/2015	08/10/2015
	19.94 SH INVESTMENT COMPANY	P	04/10/2015	08/10/2015
	23.821 SH INVESTMENT COMPANY	P	07/10/2015	08/10/2015
	500 SH KAYNE ANDERSON MLP	P	07/01/2008	08/10/2015

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	744.		589.	155.
	703.		556.	147.
	744.		589.	155.
	57.		45.	12.
	298.		428.	(130.)
	155.		222.	(67.)
	517.		677.	(160.)
	522.		693.	(171.)
	624.		706.	(82.)
	13,131.		13,397.	(266.)
Total				(407.)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Ref	(i) F.M.V. as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				155.
				147.
				155.
				12.
				(130.)
				(67.)
				(160.)
				(171.)
				(82.)
				(266.)
Total				(407.)
Total short term capital gains or (losses)				(610.)

US 990PF

Part IV Line 1e

Capital Gains and Losses for Tax on Investment Income

2014

Name: THOMAS GILCREASE FOUNDATION

ID number: 73-6009934

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
	500 SH INVESTMENT COMPANY	P	07/01/2008	08/10/2015
	16.656 SH INVESTMENT COMPANY	P	07/11/2014	08/10/2015
	CAPITAL GAIN DISTRIBUTIONS	P	VA/RI/OUS	12/31/2014
	CAPITAL GAIN DISTRIBUTIONS	P	VA/RI/OUS	03/31/2015

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	13,131.		13,417.	(286.)
	437.		628.	(191.)
	29,514.			29,514.
	1,462.			1,462.

Total 30,499.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Ref	(i) F.M.V. as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				(286.)
				(191.)
				29,514.
				1,462.

Total 30,499.

Total short term capital gains or (losses).

2014

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Name: THOMAS GILCREASE FOUNDATION

ID: 73-6009934

FORM 990-PF, PART VII-A, LINE 11

SCHEDULED OF CONTROLLED ENTITIES:

GILCREASE HOBACK ONE, LLC
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
NO EMPLOYER IDENTIFICATION NUMBER

GILCREASE HOBACK TWO, LLC
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
NO EMPLOYER IDENTIFICATION NUMBER

GILCREASE HOBACK THREE, LLC
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
NO EMPLOYER IDENTIFICATION NUMBER

GILCREASE HOBACK ONE CHARITABLE TRUST
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
NO EMPLOYER IDENTIFICATION NUMBER

GILCREASE HOBACK TWO CHARITABLE TRUST
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
NO EMPLOYER IDENTIFICATION NUMBER

GILCREASE HOBACK THREE CHARITABLE TRUST
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
NO EMPLOYER IDENTIFICATION NUMBER

NOTE:

THERE WERE NO TRANSFERS BETWEEN THOMAS GILCREASE FOUNDATION AND ANY OF THESE CONTROLLED ENTITIES DURING THE FISCAL YEAR ENDED SEPTEMBER 30, 2015. NONE OF THESE ENTITIES GENERATED ANY INCOME DURING THE FISCAL YEAR ENDED SEPTEMBER 30, 2015.

Name: THOMAS GILCREASE FOUNDATION

ID: 73-6009934

FORM 4562, PART II, LN 14 & PART V, LN 25

ELECTION NOT TO CLAIM BONUS DEPRECIATION

TAXPAYER ELECTS UNDER IRC SEC. 168(K)(2)(D)(III) TO NOT CLAIM THE SPECIAL DEPRECIATION ALLOWANCES FOR THE FOLLOWING CLASSES OF PROPERTY PLACED IN SERVICE DURING THE TAX YEAR ENDED SEPTEMBER 30, 2015:

3, 5, 7, 10, 15, AND 20-YEAR RECOVERY PERIOD CLASSES

WATER UTILITY PROPERTY

DEPRECIABLE COMPUTER SOFTWARE

QUALIFIED LEASEHOLD IMPROVEMENTS

Name: THOMAS GILCREASE FOUNDATION

ID: 73-6009934

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

THE TAXPAYER IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION. IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTIONS 167 AND 168 AND RELATED REGULATIONS, SPECIFICALLY T.D. 9636, TAXPAYER HAS DETERMINED THAT AMOUNTS WHOSE INDIVIDUAL COST (INCLUDING TAX, INSTALLATION, AND DELIVERY COSTS) DOES NOT EXCEED 500 (PER-ITEM) WILL BE DEDUCTED AS AN OPERATING EXPENSE.

US

Election Explanations

2014

Name: THOMAS GILCREASE FOUNDATION

ID: 73-6009934

EXPENSE ELECTION

IN ACCORDANCE WITH INTERNAL REVENUE CODE REGULATIONS T.D. 9636,
TAXPAYER HEREBY ELECTS TO EXPENSE (FOR EACH BUILDING OWNED OR LEASED)
THE TOTAL AMOUNTS FOR REPAIRS, MAINTENANCE, IMPROVEMENTS, AND SIMILAR
ACTIVITIES DURING THE TAX YEAR THAT DO NOT EXCEED THE LESSER OF
10,000 OR TWO PERCENT OF THE UNADJUSTED BASIS OF THE BUILDING.