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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2016**Open to Public Inspection**

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

THE CHILTON FOUNDATION 140476011

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

P.O. BOX 1620

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

TULSA, OK 74101-1620

G Check all that apply:

☐

Initial return

☐

Final return

☐

Address change

☐

Initial return of a former public charity

☐

Amended return

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 10,673,499.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

75-6006996

B Telephone number (see instructions)

918-619-1544

C If exemption application is
pending, check here☐

D 1 Foreign organizations, check here

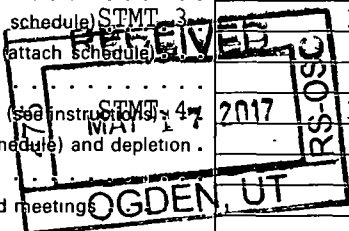
☐2 Foreign organizations meeting the
85% test, check here and attach
computation☐E If private foundation status was terminated
under section 507(b)(1)(A), check here☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (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 <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	166,038.	152,999.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-20,470.			
b Gross sales price for all assets on line 6a 814,832.				
7 Capital gain net income (from Part IV, line 2)				
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)	10,916.			STMT 2
12 Total Add lines 1 through 11	156,484.	152,999.		
13 Compensation of officers, directors, trustees, etc.	77,951.	58,463.		19,488.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3 1,050.	1,050.	NONE	NONE	1,050.
c Other professional fees (attach schedule) STMT 4				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4 3,356.	3,356.	3,356.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	82,357.	61,819.	NONE	20,538.
25 Contributions, gifts, grants paid	519,891.			519,891.
26 Total expenses and disbursements Add lines 24 and 25	602,248.	61,819.	NONE	540,429.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-445,764.			
b Net investment income (if negative, enter -0-)		91,180.		
c Adjusted net income (if negative, enter -0-)				

13AK

ENVELOPE
POSTMARK DATE MAY 15 2017

SCANNED MAY 22 2017



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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,394,020.	757,013.	757,013.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶	NONE		
	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) . STMT 5	6,620,213.	4,582,530.	4,905,798.
	c Investments - corporate bonds (attach schedule) . STMT 6	2,923,233.	5,141,702.	5,010,688.
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 7				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		10,937,466.	10,481,245.	10,673,499.
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	10,937,466.	10,481,245.	
	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)	10,937,466.	10,481,245.		
31 Total liabilities and net assets/fund balances (see instructions)	10,937,466.	10,481,245.		

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	10,937,466.
2 Enter amount from Part I, line 27a	2	-445,764.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,491,702.
5 Decreases not included in line 2 (itemize) ▶ TIMING ADJUSTMENT	5	10,457.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,481,245.

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 PUBLICLY TRADED SECURITIES**

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 814,832.		835,302.	-20,470.

b			
c			
d			
e			

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))
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a			-20,470.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-20,470.
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	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	506,572.	10,908,668.	0.046438
2014	490,450.	11,371,056.	0.043131
2013	411,200.	11,055,815.	0.037193
2012	393,920.	10,312,513.	0.038198
2011	425,047.	10,116,783.	0.042014

2 Total of line 1, column (d)	2	0.206974
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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	0.041395
--	---	----------

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,449,097.
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5 Multiply line 4 by line 3.	5	432,540.
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	912.
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7 Add lines 5 and 6.	7	433,452.
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8 Enter qualifying distributions from Part XII, line 4.	8	540,429.
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If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	912.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3 Add lines 1 and 2		3	912.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		4	NONE
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		5	912.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,672.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,672.	
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	760.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> 760. Refunded <input type="checkbox"/>	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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ► SEE STATEMENT 8 Telephone no ► Located at ► ZIP+4 ►		
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	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 2016?	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 ☒ NoOrganizations 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET NELL BELL; C/O BOKF	DISTRIBUTION COM			
5956 SHERRY LANE SUITE 700, DALLAS, TX 75225	1	-0-	-0-	-0-
PATTI LU BELL BROWN; C/O BOKF	DISTRIBUTION COM			
5956 SHERRY LANE SUITE 700, DALLAS, TX 75225	1	-0-	-0-	-0-
BONNIE MARGARET B HARDING; C/O BOKF	DISTRIBUTION COM			
5956 SHERRY LANE SUITE 700, DALLAS, TX 75225	1	-0-	-0-	-0-
BOK Financial	TRUSTEE			
PO BOX 1620, TULSA, OK 74101		77,951.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2016)

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	9,437,711.
b	Average of monthly cash balances	1b	1,170,509.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,608,220.
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	NONE
3	Subtract line 2 from line 1d	3	10,608,220.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	159,123.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,449,097.
6	Minimum investment return. Enter 5% of line 5	6	522,455.

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	522,455.
2a	Tax on investment income for 2016 from Part VI, line 5 2a	912.	
b	Income tax for 2016. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	912.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	521,543.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	521,543.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	521,543.

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	540,429.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	540,429.
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	912.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	539,517.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				521,543.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			518,561.	
b Total for prior years: 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>540,429.</u>				
a Applied to 2015, but not more than line 2a			518,561.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				21,868.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				499,675.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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:

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 13				519,891.
Total			▶ 3a	519,891.
b Approved for future payment				
Total			▶ 3b	

1 Program service revenue

a

b

c

d

e

f

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments •

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate

a Debt-financed property

b Not debt-financed property

6 Net rental income or (loss) from personal property: •

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory . .

11 Other revenue: a _____

b

c PIMCO HI YLD-INST

d TEMPLETON GLBL BD-

e VANGUARD REIT ETF

12 Subtotal Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e) **13** 156,484.
(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
--------------	---

NOT APPLICABLE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AQR MANAGED FUTURES STRAT-I #15213	24.	24.
CAVANAL HILL MOD DUR-INST #0045	15,220.	15,220.
CAVANAL HILL GOVT SEC MMKT-SEL #0084	451.	451.
CAVANAL HILL GOVT SEC MMKT-INST 0051	708.	708.
CAVANAL HILL BOND-INST #0046	14,643.	14,643.
DFA US TARGETED VALUE #5096	3,779.	3,779.
DEUTSCHE GLBL INFRSTRCTRE-INST #1456	2,703.	2,703.
DODGE & COX STK FD	13,853.	13,853.
FIRST EAGLE GLBL-I #0901	1,788.	1,788.
NATIXIS GATEWAY-Y #1986	4,001.	4,001.
HARBOR INTERNATIONAL FUND	7,282.	7,282.
HARBOR CAPITAL APPRECIATION FD #12	597.	597.
OAKMARK INTERNATIONAL I	4,150.	4,150.
ISHARES TR S&P MDCP400 IDX	5,021.	5,021.
ISHARES TR RSSL 2000 INDX	3,922.	3,922.
JOHN HANCOCK DISC VAL M/C-I #3633	2,717.	2,717.
MERGER #0260	754.	754.
MET WEST TOT RET BD-I #0512	9,194.	9,194.
NEUBERGER BERMAN GENESIS INSTL #1229	1,027.	1,027.
PIMCO HI YLD-INST #0108	2,509.	2,301.
PIMCO STOCKSPUS ABS RET-INST #0050	470.	470.
PIMCO ALL ASSTS ALL AUTH-INST #1860	3,470.	3,470.
RIDGEWORTH SEIX US GOV U/S BD-I 5932	1,479.	1,479.
TEMPLETON GLBL BD-ADV #0616	5,812.	310.
VANGUARD TAX-MANAGED INTL FUND #127	7,081.	7,081.
VANGUARD FTSE DEVELOPED MARKETS ETF	10,043.	10,043.
VANGUARD FTSE EMERGING MARKETS ETF	8,441.	8,441.
VANGUARD REIT ETF FD	23,602.	16,273.
VANGUARD TOTL STCK MKT ETF FD	11,297.	11,297.
	-----	-----
	166,038.	152,999.
	=====	=====
TOTAL	140476011	

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	----- 10,916. =====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,050.			1,050.
TOTALS	1,050.	NONE	NONE	1,050.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	2,391.	2,391.
FOREIGN TAXES ON NONQUALIFIED	965.	965.
	-----	-----
TOTALS	3,356.	3,356.
	=====	=====

THE CHILTON FOUNDATION 140476011

75-6006996

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
464287655 ISHARES RUSSELL 2000	173,622.	173,622.	285,208.
922042858 VANGUARD FTSE EMERGI	352,771.	352,771.	300,302.
922908553 VANGUARD REIT ETF	434,762.	428,168.	570,695.
693390841 PIMCO HIGH YIELD FD	181,201.		
464287507 ISHARES CORE S&P MID	217,715.	217,715.	314,642.
921943858 VANGUARD FTSE DEVELO	311,272.		
466001864 IVY ASSET STRATEGY F	310,198.		
880208400 TEMPLETON GLOBAL BD	232,116.		
72200Q182 PIMCO ALL ASSET ALL	344,112.		
CAVANAL HILL BOND-INST #0046	709,166.		
CAVANAL HILL INTMD BD-IN #0045	614,983.		
VANGUARD TOTAL STK MKT ETF FD	516,544.	516,544.	588,132.
JOHN HANCOCK DISC VAL M/C-I #3	210,125.		
NEUB BERMAN GENESIS-INST #1229	256,098.	271,569.	265,178.
PIMCO STOCKSPUS ABS RET-INST	283,622.	283,622.	293,262.
VANGUARD DEV MKTS INDX-ADM #01	251,482.		
DIAMOND HILL LONG/SHORT-I #001	287,856.	298,137.	316,996.
FIRST EAGLE GLBL-I #0901	221,740.		
NATIXIS GATEWAY-Y #1986	245,656.	245,656.	250,031.
MERGER #0260	236,072.	236,072.	235,946.
DEUTSCHE GLBL INFRSTRCTRE-INST	229,100.	229,100.	202,224.
JOHN HANCOCK DISC VAL M/X 3633	291,301.	291,301.	304,869.
NUVEEN M/C GROWTH OOPP-I 2453	344,034.	344,034.	300,687.
VANGUARD FTSE DEVELOPED MARKET	311,272.	311,272.	310,407.
AQR MANAGED FUTURES STRAT	151,598.	151,598.	135,205.
FIRST EAGLE	231,349.	231,349.	232,014.
	-----	-----	-----
TOTALS	6,620,213.	4,582,530.	4,905,798.
	=====	=====	=====

THE CHILTON FOUNDATION 140476011
 FORM 990PF, PART II - CORPORATE BONDS
 =====

75-6006996

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
DFA US TARGETED VALUE #5096	298,129.	311,824.	334,452.
DODGE & COX STOCK #0145	752,183.	791,655.	835,142.
HARBOR INTERNATIONAL-INST#2011	400,626.	400,626.	337,226.
HARBOR CAPITAL APPR-INST#2012	571,241.	605,406.	588,729.
OAKMARK INTERNATIONAL #0109	267,388.	267,388.	239,384.
NUVEEN MID CAP GRWTH #2453	332,426.		
MET WEST TOT RET BD-I #0512	301,240.	305,355.	291,586.
CAVANAL HILL MOD DUR-INST #004		714,707.	701,147.
CAVANAL HILL BOND-INST #0045		710,496.	701,418.
RIDGEWORTH SEIX US GOV U/S BD		550,647.	550,098.
TEMPLETON GLBL BD-ADV 0616		232,116.	213,295.
VANGUARD DEV MKTS INDX-ADM		251,482.	218,211.
	-----	-----	-----
TOTALS	2,923,233.	5,141,702.	5,010,688.
	=====	=====	=====

THE CHILTON FOUNDATION 140476011

75-6006996

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

DESCRIPTION

73935S105 POWERSHARES DB COMMO

E

TOTALS

THE CHILTON FOUNDATION 140476011

75-6006996

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: BOKF, N.A.
DBA BANK OF OKLAHOMA
ADDRESS: P.O. BOX 1620
TULSA, OK 74101-1620

TELEPHONE NUMBER: (918)619-1544

STATEMENT 8

THE CHILTON FOUNDATION 140476011
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-6006996

RECIPIENT NAME:

PATTI LU BELL BROWN C/O BOKF

ADDRESS:

5956 SHERRY LANE, SUITE 700

DALLAS, TX 75225

RECIPIENT'S PHONE NUMBER: 214-987-8882

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT WITH APPROPRIATE ATTACHMENTS

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FOR THE ASSISTANCE AND PROMOTION OF THE WELFARE OF HUMANITY;
PREFERENCE TO BE GIVEN TO RESIDENTS OF TEXAS AND ARKANSAS

STATEMENT 9

=====

RECIPIENT NAME:

CATTLE BARON'S BALL

ADDRESS:

30 HIGHLAND PARK VILLAGE

DALLAS, TX 75205

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

BENEFIT AMERICAN CANCER SOCIETY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

SONS OF THE FLAG

ADDRESS:

8750 N. CENTRAL EXPWY., STE. 510

DALLAS, TX 75231

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

FELLOWSHIP OF CHRISTIAN ATHLETES

ADDRESS:

11300 N. CENTRAL EXPWY., SUITE 524

DALLAS, TX 75243

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

DALLAS FOUNDATION OF OTOTOLOGY

ADDRESS:

P.O. BOX 2123

COPPELL, TX 75019

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

HAPPY HILL FARM ACADEMY/HOME

ADDRESS:

3846 N. HIGHWAY 144

GRANBURY, TX 76048

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

THE UNIVERSITY OF ARKANSAS

FOUNDATION, INC

ADDRESS:

213 GRADUATE EDUCATION BUILDING

FAYETTEVILLE, AR 72701

AMOUNT OF GRANT PAID 148,333.

RECIPIENT NAME:

THE STEWPOT ALLIANCE

ADDRESS:

4516 LOVERS LANE

DALLAS, TX 75225

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

HELP HOMELESS START LIVES OVER-FOOD/EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

SOUTHWESTERN MEDICAL FOUNDATION

ADDRESS:

3963 MAPLE AVE., STE. 100

DALLAS, TX 75219-3215

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

JUNIOR LEAGUE OF DALLAS

ADDRESS:

8003 INWOOD RD.

DALLAS, TX 75209

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

BAYLOR HEALTH CARE SYSTEM

ADDRESS:

3600 GASTON AVE, BARNETT TOWER

DALLAS, TX 75246-1800

AMOUNT OF GRANT PAID 35,258.

RECIPIENT NAME:

EQUEST WOMEN'S AUXILIARY

ADDRESS:

P.O. BOX 192747

DALLAS, TX 75219

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

EQUINE ASSISTED THERAPY PROGRAMS FOR CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

UPLIFT EDUCATION

ADDRESS:

606 E. ROYAL LN.

IRVING, TX 75039-3503

AMOUNT OF GRANT PAID 10,000.

THE CHILTON FOUNDATION 140476011

75-6006996

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

UT SOUTHWESTERN MEDICAL CENTER

ADDRESS:

3963 HARRY HINES BLVD.

DALLAS, TX 75390-9009

AMOUNT OF GRANT PAID 220,000.

RECIPIENT NAME:

THE CRYSTAL CHARITY BALL

ADDRESS:

TWO TURTLE CREEK

DALLAS, TX 75219

AMOUNT OF GRANT PAID 32,500.

RECIPIENT NAME:

SALESMANSHIP CLUB CHARITABLE GOLF

OF DALLAS, INC.

ADDRESS:

106 E. 10TH STREET, STE. 200

DALLAS, TX 75203

AMOUNT OF GRANT PAID 24,300.

TOTAL GRANTS PAID:

519,891.

=====