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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.

1709

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning OCT 01 **, and ending** SEP 30 17

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

Foreign country name | Foreign province/state/county | Foreign postal code

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 ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) ▶ $10,675,030.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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).)*

	Line	Description	(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)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	278.	278.		
	4	Dividends and interest from securities	38,703.	38,703.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	697,341.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		697,341.		
	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)	1,018,820.	1,018,820.		
	12	**Total.** Add lines 1 through 11	1,755,142.	1,755,142.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	18,000.	9,000.		9,000.
	14	Other employee salaries and wages	5,725.	2,863.		2,862.
	15	Pension plans, employee benefits	1,431.	716.		715.
	16a	Legal fees (attach schedule)	589,569.	582,285.		7,284.
	b	Accounting fees (attach schedule)	10,750.	5,375.		5,375.
	c	Other professional fees (attach schedule)	2,750.	1,375.		1,375.
	17	Interest	77.	39.		38.
	18	Taxes (attach schedule) (see instructions)	23,224.	219.		219.
	19	Depreciation (attach schedule) and depletion	3,879.			
	20	Occupancy	12,611.	6,306.		6,305.
	21	Travel, conferences, and meetings	15,428.	5,082.		5,082.
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,362.	2,577.		3,662.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	689,806.	615,837.		41,917.
	25	Contributions, gifts, grants paid	93,790.			93,790.
	26	**Total expenses and disbursements.** Add lines 24 and 25	783,596.	615,837.		135,707.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	971,546.			
	b	**Net investment income** (if negative, enter -0-)		1,139,305.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2016)

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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	87,728.	15,007.	15,007.
	2 Savings and temporary cash investments	501,294.	400,555.	400,555.
	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 ▶			
	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)			
	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)	1,537,855.	2,027,671.	2,311,218.
	14 Land, buildings, and equipment: basis ▶ 240,744.			
	Less accumulated depreciation (attach schedule) ▶ 85,046.	159,577.	155,698.	7,925,000.
	15 Other assets (describe ▶ OTHER ASSETS)	7,833.	7,833.	23,250.
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,294,287.	2,606,764.	10,675,030.
Liabilities	17 Accounts payable and accrued expenses	12,361.	7,610.	
	18 Grants payable			
	19 Deferred revenue	654,318.		
	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)	666,679.	7,610.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	563,877.	563,877.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,063,731.	2,035,277.	
	30 **Total net assets or fund balances** (see instructions)	1,627,608.	2,599,154.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,294,287.	2,606,764.	

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	1,627,608.
2	Enter amount from Part I, line 27a	2	971,546.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,599,154.
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	2,599,154.

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	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/19/2016
b	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/20/2016
c	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/20/2016
d	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/20/2016
e	SEE ATTACHED WORKSHEETS	P		

	(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	120.			120.
b	4,144.			4,144.
c	2,259.			2,259.
d	16,986.			16,986.
e	754,491.		80,659.	673,832.

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				120.
b				4,144.
c				2,259.
d				16,986.
e				673,832.

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	697,341.
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	123,562.	2,496,697.	0.049490
2014	97,513.	1,876,199.	0.051974
2013	88,202.	1,929,676.	0.045708
2012	90,124.	1,686,074.	0.053452
2011	87,410.	1,710,801.	0.051093

2	**Total** of line 1, column (d)	2	0.251717
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	0.050343
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,196,280.
5	Multiply line 4 by line 3	5	160,910.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,393.
7	Add lines 5 and 6	7	172,303.
8	Enter qualifying distributions from Part XII, line 4	8	135,707.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	22,786.
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	22,786.
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	22,786.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 15,438.		
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	15,438.
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	7,348.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ | **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		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?	13	X	

Website address ▶

14 The books are in care of ▶ TERRI MOORE Telephone no ▶ 210-885-6103
Located at ▶ 6039 WHITBY ROAD APT 1802 SAN ANTONIO TX ZIP+4 ▶ 78240-2383

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 ____, 20 ____, 20 ____, 20 ____				
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		
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 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)?		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			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		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 compensation	(e) Expense account, other allowances
THOMAS DENNEY 6039 WHITBY RD APT 1802	PRESIDENT 2	3,600		
PETER DENNEY 6039 WHITBY RD APT 1802	SECR,TREAS 2	3,600.		
BARTA BUSBY 6039 WHITBY RD APT 1802	VICE-PRES 2	3,600.		
EUGENE GILCREASE 6039 WHITBY RD APT 1802	VICE-PRES 2	3,600.		

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 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
EUGENE L AMES JR SAN ANTONIO TX 78280	CONSULTING	146,000.
HARTZOG CONGER CASON NEVILLE LLP OKLAHOMA CITY OK 73102	ATTORNEY	389,000.
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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments See instructions 3	
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	2,011,154.
b	Average of monthly cash balances	1b	429,398.
c	Fair market value of all other assets (see instructions)	1c	804,402.
d	**Total** (add lines 1a, b, and c)	1d	3,244,954.
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	3,244,954.
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	48,674.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,196,280.
6	**Minimum investment return.** Enter 5% of line 5	6	159,814.

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	159,814.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	22,786.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	22,786.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	137,028.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	137,028.
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	137,028.

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	135,707.
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	135,707.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	135,707.

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				137,028.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			60,893.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 135,707.				
a Applied to 2015, but not more than line 2a			60,893.	
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 2016 distributable amount				74,814.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(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 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				62,214.
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 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

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

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

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				
GILCREASE MUSEUM MANAGE 1400 NORTH GILCREASE MU 74127 OK TULSA		PC	CHARITABLE	4,500.
ST VINCENT DE PAUL CHUR 810 WEST 23RD STREET 79065 TX PAMPA		PC	RELIGIOUS/EDUC	2,500.
KINGSVILLE COUNCIL NAVY PO BOX 1740 78364 TX KINGSVILLE		PC	CHARITABLE	5,000.
MOTIVATE OUR STUDENTS T 9303 MONTESSORI DR 78217 TX SAN ANTONIO		PC	EDUCATIONAL	5,000.
SAN ANTONIO ACADEMY 117 EAST FRENCH PLACE 78212 TX SAN ANTONIO		PC	EDUCATIONAL	500.
SAINT MARY'S HALL 9401 STARCREST DRIVE 78217 TX SAN ANTONIO		PC	EDUCATIONAL	500.
SWIFT SHADY GROVE VFD 2416 FM 2713 75961 TX NACOGDOCHES		PC	CHARITABLE	4,500.
SEE ATTACHED WORKSHEET FOR REMAINDER OF DONEES				
Total			▶ 3a	93,790.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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	278.	
4 Dividends and interest from securities			14	38,703.	
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			14	18,820.	
8 Gain or (loss) from sales of assets other than inventory			14	697,341.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a SETTLEMENT			14	1,000,000.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,755,142.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,755,142.

(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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 8-4-2018 PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ADAM DICKREITER	[signature]	07/26/2018		P00574753

Firm's name ▶ ADAM DICKREITER CPA PLLC — Firm's EIN ▶ 27-4000725

Firm's address ▶ 4100 NW LOOP 410 SUITE 200 SAN ANTONIO TX 78229-4253 — Phone no 210-344-7520

Thomas Gilcrease Foundation Part I, Line 11 73-6009934

US 990-PF Other Income 2016

Description	Revenue and expenses per books	Investment income	Adjusted net income
ROYALTY INCOME	1,089.	1,089.	
SETTLEMENT	1,000,000.	1,000,000.	
ANNUITY DISTRIBUTION	17,731.	17,731.	
	1,018,820.	1,018,820.	

Thomas Gilcrease Foundation Part I, Line 16a 73-6009934

US 990-PF Legal Fees 2016

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
LEGAL FEES	14,569.	7,285.		7,284.
LEGAL FEES RELATED TO SETTLEMENT	575,000.	575,000.		
	589,569.	582,285.		7,284.

Thomas Gilcrease Foundation Part I, Line 16b 73-6009934

US 990-PF **Accounting Fees** 2016

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
ACCOUNTING FEES	10,750.	5,375.		5,375.
	10,750	5,375		5,375

 US990ST2

Thomas Gilcrease Foundation · Part I, Line 16c 73-6009934

US 990-PF Other Professional Fees 2016

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
APPRAISAL	2,750.	1,375.		1,375.
	2,750	1,375		1,375

Thomas Gilcrease Foundation Part I, Line 18 73-6009934

US 990-PF Taxes 2016

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
FEDERAL EXCISE TAX ON INVESTMENT	22,786.			
PAYROLL TAXES	438.	219.		219.
	23,224	219		219

Thomas Gilcrease Foundation Part I, Line 23 73-6009934

US 990-PF Other Expenses 2016

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
DUES & SUBSCRIPTIONS	750.	375.		375.
INSURANCE	2,675.	795.		1,880.
MISCELLANEOUS	193.	35.		35.
OFFICE EXPENSE	610.	305.		305.
POSTAGE & DELIVERY	62.	31.		31.
REPAIRS & MAINTENANCE	2,072.	1,036.		1,036.
	6,362	2,577		3,662

Thomas Gilcrease Foundation 73-6009934

Investments - Other

US 990-PF **990-PF: Page 2, Line 13** **2016**

Description	Basis of valuation	Book value	FMV
ENERGY SELECT ETF SECTOR SPDR XLE	COST & FMV	53,562.	57,494.
ISHARES ETF US PREFERRED STOCK PFF	COST & FMV	60,567.	58,680.
SELECT SECTOR SPDR TR UTILITIES SE	COST & FMV	42,461.	59,779.
SPDR S&P DIVIDEND ETF SDY	COST & FMV	41,463.	54,440.
AMERICAN MUTUAL FUNDS MONEY MARKET	COST & FMV	4,968.	4,046.
AMER BALANCED FD CL A	COST & FMV	147,030.	172,470.
AMERICAN FUNDS INFLATION LINKED BO	COST & FMV	33,858.	34,316.
AMERICAN HIGH INCOME TRUST CLASS A	COST & FMV	21,772.	24,021.
AMER MUTUAL FD INC A	COST & FMV	139,876.	174,856.
BOND FUND OF AMERICA CL A	COST & FMV	20,500.	20,768.
CAPITAL INCOME BLDR CL A	COST & FMV	110,460.	112,076.
CAPITAL WORLD GROWTH & INCOME FD I	COST & FMV	72,331.	76,283.
EUROPACIFIC GROWTH FD CLASS A	COST & FMV	21,259.	24,012.
FUNDAMENTAL INVS INC CLASS A	COST & FMV	67,047.	91,351.
GROWTH FUND AMERICA CL A	COST & FMV	55,069.	76,419.
INCOME FUND AMER INC CLASS A	COST & FMV	171,161.	204,650.
INTERMEDIATE BOND FD OF AMERICA CL	COST & FMV	20,458.	20,309.
INVESTMENT CO AMERICA CLAS A	COST & FMV	59,189.	74,018.
SMALLCAP WORLD FD A	COST & FMV	35,000.	36,901.
WASH MUTL INVS FD INC CLASS A	COST & FMV	381,445.	477,699.
GAMCO GLBL GOLD NATURAL RESOURCES&	COST & FMV	60,464.	24,484.
JACKSON NATIONAL LIFE #9087	COST & FMV	200,000.	221,180.
JACKSON NATIONAL LIFE #9095	COST & FMV	207,731.	210,966.
		2,027,671.	2,311,218.

Thomas Gilcrease Foundation 73-6009934

Land, Buildings and Equipment

US 990-PF **990-PF: Page 2, Line 14** **2016**

Description	Cost or basis	Accumulated depreciation	Book value	FMV
OFFICE EQUIPMENT	5,172.	3,322.	1,850.	
OKLAHOMA LAND & LAND IMPROVEMENT	24,683.	11,257.	13,426.	800,000.
WYOMING LAND & LAND IMPROVEMENTS	210,889.	70,467.	140,422.	7,125,000.
	240,744	85,046	155,698	7,925,000

Thomas Gilcrease Foundation Part II, Line 15 73-6009934

Other Assets

US 990-PF 2016

Description	Beginning of year book value	End of year book value	FMV
ART OBJECTS	7,198.	7,198.	22,615.
OTHER ASSETS	510.	510.	510.
SECURITY DEPOSIT	125.	125.	125.
	7,833.	7,833.	23,250.

Part IV, Line 1e

Capital Gains and Losses for Tax on Investment Income

US 990-PF 2016

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
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/21/2016
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/22/2016
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/22/2016
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/22/2016
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	12/27/2016
	CAPITAL WORLD BOND FD CL A	P	VA/RI/OUS	01/18/2017
	CAPITAL WORLD BOND FD CL A	P	VA/RI/OUS	01/18/2017
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	06/15/2017
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	06/15/2017
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	06/15/2017

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	2,321.			2,321.
	553.			553.
	1,814.			1,814.
	3,658.			3,658.
	181.			181.
	664.		680.	(16.)
	33,189.		33,943.	(754.)
	514.			514.
	408.			408.
	937.			937.
Total				9,616.

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
				2,321.
				553.
				1,814.
				3,658.
				181.
				(16.)
				(754.)
				514.
				408.
				937.
Total				9,616.
Total short term capital gains or (losses)				

Part IV, Line 1e

Capital Gains and Losses for Tax on Investment Income

US 990-PF **2016**

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
	LONG-TERM CAPITAL GAIN DISTRIBUTION	P	VA/RI/OUS	06/19/2017
	PARCEL, HOBACK, JACKSON, WY 83001	P	09/01/1950	10/01/2016

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	10,252.			10,252.
	700,000.		46,036.	653,964.
Total				664,216.

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
				10,252.
				653,964.
Total				664,216.
Total short term capital gains or (losses)				

Form 990-PF, Part VII-A, Line 11

Schedule of Controlled Entities

	(A) Name and address of each controlled entity	(B) Employer identification number	(C) Is Controlled Entity an Excess Business Holding?	(D)
a	Gilcrease Hoback One, LLC	No EIN	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
b	Gilcrease Hoback Two, LLC	No EIN	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
c	Gilcrease Hoback Three, LLC	No EIN	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
d	Gilcrease Hoback One Charitable Trust	82-6199535	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
e	Gilcrease Hoback Two Charitable Trust	82-6203255	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
f	Gilcrease Hoback Three Charitable Trust	82-6206759	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			

Schedule for Transfers from Controlled Entities

	(A)	(B)	(C)	(D)
a	Gilcrease Hoback One Charitable Trust	82-6199535	Distribution of gain from sale of parcel of land.	653,964
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			

Thomas Gilcrease Foundation 73-6009974

List of Officers, Directors, Trustees, and Key Employees

990PF: Page 6, Part VIII

US 990-PF 2016

A Name and address (For address, enter Street, Zip code State, and City in that order)	B Title and avg hours per week devoted to position	C Compensation	D Contributions to employee benefit plans and deferred compensation	E Expense account & other allowances
JANA GILCREASE 6039 WHITBY RD APT 1802 SAN ANTONIO TX 78240	VICE-PRES 2	3,600.		

Thomas Gilcrease Foundation 73-6009934

Part XV, Line 3

US 990-PF **Grants and Contributions Paid During the Year** **2016**

Recipient name and address	If an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRIN CO 80920		PC	RELIGIOUS/CHARI	6,000.
ROY MAAS' YOUTH ALTERNA 3103 WEST AVENUE SAN ANTONIO TX 78213		PC	CHARITABLE	5,000.
RAINBOW SENIOR CENTER 17 OLD SAN ANTONIO RD BOERNE TX 78006		PC	CHARITABLE	1,000.
DAILY BREAD MINISTRIES 6351 RITTIMAN RD SAN ANTONIO TX 78218		PC	CHARITABLE/RELI	1,000.
MEEKER POLICE DEPARTMEN 202 W CARL HUBBELL BLVD MEEKER OK 74855		PC	CHARITABLE	15,000.
NATIONAL MUSEUM OF WILD 2820 RUNGUIS ROAD JACKSON WY 83001		PC	CHARITABLE/EDUC	25,000.
FIRST BAPTIST CHURCH 411 NORTH STREET NACOGDOCHES TX 75961		PC	RELIGIOUS/CHARI	4,500.
COMMUNITY FOUNDATION OF PO BOX 574 JACKSON WY 83001		PC	CHARITABLE	3,000.
SA PUBLIC LIBRARY FOUND 625 SHOOK AVENUE SAN ANTONIO TX 78212		PC	EDUCATIONAL	2,090.
SAN ANTONIO MUSEUM OF A 200 WEST JONES AVENUE SAN ANTONIO TX 78215		PC	CHARITABLE	4,200.
MELROSE VFD 2872 CR 331 NACOGDOCHES TX 75961		PC	CHARITABLE	4,500.
Total				71,290.

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
EMPLOYER IDENTIFICATION NUMBER: 82-6199535

GILCREASE HOBACK TWO CHARITABLE TRUST
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
EMPLOYER IDENTIFICATION NUMBER: 82-6203255

GILCREASE HOBACK THREE CHARITABLE TRUST
6039 WHITBY ROAD, APT. 1802
SAN ANTONIO, TX 78240-2383
EMPLOYER IDENTIFICATION NUMBER: 82-6206759

NOTE:DURING 2016, GILCREASE HOBACK ONE CHARITABLE TRUST SOLD A PARCEL OF LAND. THE NET PROCEEDS FROM THE SALE WERE DISTRIBUTED TO THOMAS GILCREASE FOUNDATION. THIS WAS THE ONLY TRANSFER BETWEEN THOMAS GILCREASE FOUNDATION AND ANY OF THESE CONTROLLED ENTITIES.

OTHER THAN THE TRANSACTION JUST EXPLAINED, NONE OF THESE ENTITIES GENERATED ANY INCOME DURING THE FISCAL YEAR ENDED SEPTEMBER 30, 2017.

Form 990-PF, Part VII-A, Line 11				
Schedule of Controlled Entities				
	(A)	(B)	(C)	(D)
	Name and address of each controlled entity	Employer identification number	Is Controlled Entity an Excess Business Holding?	
a	Gilcrease Hoback One, LLC	No EIN	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
b	Gilcrease Hoback Two, LLC	No EIN	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
c	Gilcrease Hoback Three, LLC	No EIN	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
d	Gilcrease Hoback One Charitable Trust	82-6199535	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
e	Gilcrease Hoback Two Charitable Trust	82-6203255	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
f	Gilcrease Hoback Three Charitable Trust	82-6206759	No	
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			
Schedule for Transfers from Controlled Entities				
	(A)	(B)	(C)	(D)
a	Gilcrease Hoback One Charitable Trust	82-6199535	Distribution of gain from sale of parcel of land.	653,964
	6039 Whitby Road, Apt. 1802			
	San Antonio, TX 78240-2383			