

Form **990-PF**



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

OMB No 1545-0052

2017

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

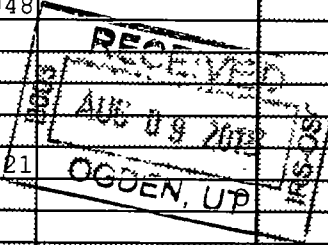
Name of foundation GWR Foundation		A Employer identification number 20-2890579
Number and street (or P O box number if mail is not delivered to street address) 319 Lipscomb Street	Room/suite	B Telephone number (see instructions) 817-810-4220
City or town, state or province, country, and ZIP or foreign postal code Fort Worth TX 76104		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,140,741	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

3
A

04

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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)	19,414			
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	145,048	145,048		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	309,621			
b	Gross sales price for all assets on line 6a 1,417,135				
7	Capital gain net income (from Part IV, line 2)		309,621		
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)				
12	Total. Add lines 1 through 11	474,083	454,669	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 1	1,488			1,488
b	Accounting fees (attach schedule) Stmt 2	15,380			15,380
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) Stmt 3	39,864	39,864		
24	Total operating and administrative expenses. Add lines 13 through 23	56,732	39,864	0	16,868
25	Contributions, gifts, grants paid	332,000			332,000
26	Total expenses and disbursements. Add lines 24 and 25	388,732	39,864	0	348,868
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	85,351			
b	Net investment income (if negative, enter -0-)		414,805		
c	Adjusted net income (if negative, enter -0-)			0	



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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	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash – non-interest-bearing	2,043,055	954,470	954,470
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – US and state government obligations (attach schedule) Stmt 4		200,004	200,842
	b	Investments – corporate stock (attach schedule) See Stmt 5	2,761,214	3,044,284	3,566,244
	c	Investments – corporate bonds (attach schedule) See Stmt 6	203,811	100,138	100,130
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 7	3,332,643	4,110,872	4,319,055
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	8,340,723	8,409,768	9,140,741	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	8,340,723	8,409,768	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	8,340,723	8,409,768	
31	Total liabilities and net assets/fund balances (see instructions)	8,340,723	8,409,768		

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	8,340,723
2	Enter amount from Part I, line 27a	2	85,351
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,426,074
5	Decreases not included in line 2 (itemize) ▶ See Statement 8	5	16,306
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,409,768

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 <u>Litigation Settlement</u>	P	Various	12/05/17
b <u>Publicly Traded Securities</u>	P		
c <u>Long Term Capital Gain Dividends</u>	P		Various
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 69			69
b 1,359,911		1,107,514	252,397
c 57,155			57,155
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			69
b			252,397
c			57,155
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	309,621
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	252,397

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))
2016	309,824	7,196,663	0.043051
2015	259,040	6,054,205	0.042787
2014	227,010	5,177,464	0.043846
2013	188,408	4,901,527	0.038439
2012	166,870	3,818,532	0.043700

2 Total of line 1, column (d)	2	0.211823
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.042365
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	9,007,129
5 Multiply line 4 by line 3	5	381,587
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,148
7 Add lines 5 and 6	7	385,735
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	348,868

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	8,296
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	8,296
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	8,296
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	10,564
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	10,564
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	2,268
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 2,268 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

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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		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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ Sally Sloan 319 Lipscomb Street Located at ▶ Fort Worth TX ZIP+4 ▶ 76104 Telephone no ▶ 817-810-4220		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16	At any time during calendar year 2017, 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 ▶		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 ▶ <input type="checkbox"/> N/A		
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 2017? N/A		
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2017 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 2017.) N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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. N/A **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
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	7,589,147
b	Average of monthly cash balances	1b	1,555,146
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	9,144,293
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	9,144,293
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	137,164
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,007,129
6	Minimum investment return. Enter 5% of line 5	6	450,356

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	450,356
2a	Tax on investment income for 2017 from Part VI, line 5	2a	8,296
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,296
3	Distributable amount before adjustments Subtract line 2c from line 1	3	442,060
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	442,060
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	442,060

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	348,868
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	348,868
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	348,868

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				442,060
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			330,654	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4. ▶ \$ 348,868				
a Applied to 2016, but not more than line 2a			330,654	
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 2017 distributable amount				18,214
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				423,846
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:
 - a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A
 - b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

 - a The name, address, and telephone number or email address of the person to whom applications should be addressed
N/A
 - b The form in which applications should be submitted and information and materials they should include:
N/A
 - c Any submission deadlines
N/A
 - d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
N/A

Part XV Supplementary Information (continued)

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

Recipient	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)				
<p>a <i>Paid during the year</i> North Texas Community Foundation 306 West 7th St Ste 1045 Fort Worth TX 76102</p>	N/A	N/A	Donation	332,000
<p>Total</p>			▶ 3a	332,000
<p>b <i>Approved for future payment</i> N/A</p>				
<p>Total</p>			▶ 3b	

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Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Legal fees	\$ 1,488	\$	\$	\$ 1,488
Total	\$ 1,488	\$ 0	\$ 0	\$ 1,488

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting fees	\$ 15,380	\$	\$	\$ 15,380
Total	\$ 15,380	\$ 0	\$ 0	\$ 15,380

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Investment counsel fees	38,116	38,116		
Foreign tax paid	1,527	1,527		
Miscellaneous fees	221	221		
Total	\$ 39,864	\$ 39,864	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Fort Worth TX Spl Tax 02.197%	\$	\$ 200,004		\$ 200,842
Total	\$ 0	\$ 200,004		\$ 200,842

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
850 shs ABB Ltd Spon ADR	\$ 23,960	17,047	\$	22,797
255 shs Abbvie Inc	21,945	13,869		24,661
1605 shs American Eagle Outfitters	7,513	21,677		30,174
1015 shs AT&T Inc	22,432	36,570		39,463
595 shs BCE Inc	22,853	26,217		28,566
265 shs Cinemark Holdings Inc	12,388	9,159		9,227
1070 shs Cisco Systems Inc	20,330	28,573		40,981
200 shs DowDuPont Inc	12,054	8,766		14,244
225 shs Eaton Corp PLC	19,018	12,458		17,777
325 shs Emerson Electric Co	15,661			
205 shs Exxon Mobil Corp	13,047	16,924		17,146
540 shs Federated Investors Inc		14,649		19,483
450 shs First Amern Finl Corp		18,159		25,218
1235 shs Flowers Foods Inc	15,865	19,663		23,848
2045 shs FNB Corp	17,342	26,005		28,262
165 shs Garmin Ltd	6,118			
880 shs General Motors Co	29,826	29,826		36,071
550 shs Glaxo Smithkline PLC	24,894			
865 shs Hospitality Properties Trust	21,771			
725 shs Intel Corp	12,316	21,147		33,466
150 shs Intl Business Machines		23,687		23,013
1395 shs Kimco Realty Corp		26,194		25,319
555 shs Kohls Corp	24,575			
245 shs Lamar Advertising Co	13,785			
725 shs Mattel Inc	22,525			
170 shs Maxim Integrated Prods Inc	16,722	5,878		8,888
388 shs MDC Holdings Inc	8,611	9,459		12,369
260 shs Merck & Co Inc	11,327			
310 shs Meredith Corp	15,012			
630 shs Nielsen Holdings PLC	10,816	24,939		22,932
890 shs People's United Financial	23,169	29,497		34,228
945 shs Pfizer INC	17,151			
480 shs Public Service Enterprise	17,271	22,975		30,089
470 shs Qualcomm Inc	23,014			
1175 shs Regal Entertainment Group	24,013	32,530		42,340
620 shs Royal Dutch Shell PLC ADS	16,926	8,365		14,494
210 shs Ryman Hospitality Pptys Inc				

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
580 shs Sanofi Spon ADR	\$ 24,018	24,018	\$	24,940
305 shs Target Corp		18,807		19,901
990 shs Vodafone Group PLC Spon ADR	28,060	32,293		31,581
240 shs Westrock Co	15,741	10,601		15,170
743 shs Weyerhaeuser Co	20,757	20,757		26,198
356 shs Adobe Systems Inc	17,708			
214 shs Allergan PLC	38,865	53,069		35,006
41 shs Alphabet Inc	34,453	31,237		43,189
258 shs Apple Inc	26,125	21,909		43,661
1492 shs Bank of Amer Corp		37,515		44,044
123 shs Biogen Inc	33,920	32,667		39,184
631 shs Bristol Myers Squibb Co	43,021	41,700		38,668
331 shs Celgene Corp	27,950	29,633		34,543
541 shs Comcast Corp	29,785			
393 shs CVS Health Corp	25,612			
505 shs Gilead Sciences Inc	37,609			
167 shs Goldman Sachs Group Inc		40,550		36,178
408 shs JPMorgan Chase & Co		40,923		42,545
531 shs Kraft Heinz Co	33,573	35,201		43,632
1889 shs Kroger Company	40,020	44,018		41,291
279 shs Mastercard Inc	33,675	57,829		51,853
516 shs Medtronic PLC	35,997	26,524		42,229
514 shs Microsoft Corp	35,554	44,223		41,667
580 shs Paypal Holdings Inc	30,981	31,044		43,968
745 shs Starbucks Corp	35,384	21,268		42,700
559 shs TJX Cos Inc	28,981	43,258		42,785
196 shs United Health Group Inc	37,072	34,934		42,741
412 shs Walt Disney Co	24,760	27,405		43,210
395 shs Adobe Systems Inc	28,294	30,254		44,294
237 shs Allergan PLC	43,141			
46 shs Alphabet Inc	38,365	58,712		38,768
287 shs Apple Inc	32,776	35,335		48,456
1656 shs Bank of Amer Corp		28,111		48,569
137 shs Biogen Inc	39,869	41,639		48,885
701 shs Bristol Myers Squibb Co	47,768	38,267		43,644
368 shs Celgene Corp	34,233	46,355		42,957
601 shs Comcast Corp	33,548	36,227		38,404

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
437 shs CVS Health Corp	\$ 36,105	46,815		\$ 40,118
560 shs Gilead Sciences Inc	43,672	45,595		47,385
186 shs Goldman Sachs Group Inc		39,083		48,444
453 shs JPMorgan Chase & Co		48,902		45,801
589 shs Kraft Heinz Co	37,427	64,176		57,535
2096 shs Kroger Company	44,475	29,279		46,770
309 shs Mastercard Inc	37,261	49,106		46,270
573 shs Medtronic PLC	39,928	34,426		48,758
570 shs Microsoft Corp	39,485	24,127		47,411
644 shs Paypal Holdings Inc	35,432	48,015		47,495
827 shs Starbucks Corp	39,264	39,923		47,405
620 shs TJX Cos Inc	33,420	30,340		47,840
217 shs United Health Group Inc	41,128	41,775		49,132
475 shs Walt Disney Co	36,984	17,479		23,199
865 shs ABB Ltd	24,396	14,131		25,145
260 shs Abbvie Inc	22,044	22,095		30,738
1635 shs American Eagle Outfitters	7,863	37,185		40,241
1035 shs AT&T Inc	21,495	26,167		28,566
595 shs BCE Inc	16,849	9,332		9,401
270 shs Cinemark Holdings Inc	13,025	28,755		41,747
1090 shs Cisco Systems Inc	20,511	9,951		14,244
200 shs DowDuPont Inc	14,812	13,235		18,172
230 shs Eaton Corp PLC	27,212			
435 shs Emerson Electric Co	21,092	17,335		17,564
210 shs Exxon Mobil Corp	14,688	15,648		19,844
550 shs Federated Investors Inc		18,570		25,778
460 shs First Amern Finl Corp		20,189		24,331
1260 shs Flowers Foods Inc	16,204	27,313		28,815
2085 shs FNB Corp	19,548			
175 shs Garmin Ltd	6,541	29,713		35,661
870 shs General Motors Co	29,713			
525 shs Glaxo Smithkline PLC ADR	25,335			
870 shs Hospitality Properties Trust	23,837			
735 shs Intel Corp	13,221	22,232		33,928
155 shs Intl Business Machines		24,455		23,780
1420 shs Kimco Realty Corp		26,656		25,773
480 shs Kohls Corp	21,254			

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
255 shs Lamar Advertising Co	\$ 14,170			
735 shs Mattel Inc	22,193			
175 shs Maxim Integrated Prods Inc	17,202	5,923		9,149
395 shs MDC Holdings Inc	8,766	9,628		12,593
235 shs Merck & Co Inc	12,343			
340 shs Meredith Corp	16,646			
640 shs Nielsen Holdings PLC		25,329		23,296
905 shs People's United Financial In	13,754			
960 shs Pfizer Inc	22,104	29,687		34,771
495 shs Public Service Enterprise Gr	17,159			
480 shs Qualcomm Inc	17,742	23,966		30,730
1195 shs Regal Entertainment Group	22,272			
630 shs Royal Dutch Shell PLC ADS	24,636	33,429		43,023
215 shs Ryman Hospitality Pptys Inc	21,004	10,932		14,839
630 shs Sanofi Spon ADR	26,006	26,006		27,090
310 shs Target Corp		19,118		20,228
1197 shs Vodafone Group PLC	38,490	38,490		38,184
245 shs Westrock Co	16,528	10,949		15,486
850 shs Weyerhaeuser Co	24,113	24,113		29,971
101 shs Abbott Labs		5,589		5,764
34 shs Aetna Inc		4,376		6,133
81 shs Agilent Technologies Inc		5,233		5,425
5 shs Alphabet Inc		4,148		5,232
38 shs American Tower Corp		5,019		5,421
26 shs Amgen Inc		4,349		4,521
46 shs Apple Inc		6,451		7,785
62 shs Avery Dennison Corp		4,876		7,121
208 shs Bank of Amer Corp		4,767		6,140
89 shs Baxter Intl Inc		5,777		5,753
97 shs CDW Corp		5,628		6,741
70 shs Centene Corp		4,707		7,062
175 shs Centerpoint Energy Inc		5,154		4,963
40 shs Chevron Corp		4,314		5,008
130 shs Citizens Financial Group Inc		4,456		5,457
143 shs Comcast Corp		5,280		5,727
33 shs Cummins Inc		5,533		5,829
92 shs Delta Air Lines Inc		4,139		5,152

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Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
83 shs DowDuPont Inc	\$	5,178	\$	5,911
69 shs Emcor Group PLC		4,183		5,641
51 shs Exxon Mobil Corp		4,163		4,266
130 shs General Motors Co		4,450		5,329
61 shs Gilead Sciences Inc		4,187		4,370
38 shs Home Depot Inc		5,584		7,202
261 shs HP Inc		4,942		5,484
112 shs Intel Corp		3,927		5,170
180 shs Jabil Inc		5,119		4,725
39 shs Johnson & Johnson		5,182		5,449
67 shs JPMorgan Chase & Co		5,859		7,165
36 shs Lear Corp		4,956		6,360
74 shs Lincoln Natl Corp		4,691		5,688
65 shs Lowes Companies Inc		5,338		6,041
73 shs Microsoft Corp		4,704		6,244
134 shs Netapp Inc		5,468		7,413
22 shs Northrop Grumman Corp		5,273		6,752
32 shs Nvidia Corp		3,422		6,192
256 shs On Semiconductor Corp		5,479		5,361
80 shs Prologis Inc		4,006		5,161
47 shs Prudential Financial Inc		4,954		5,404
66 shs Raymond James Financial Corp		5,514		5,894
35 shs Stanley Black & Decker Inc		4,536		5,939
86 shs Sysco Corp		4,452		5,223
89 shs Target Corp		5,180		5,807
56 shs TJX Cos Inc		4,357		4,282
74 shs Toro Co		5,104		4,827
69 shs Tyson Foods Inc		5,576		5,594
31 shs United Health Group Inc		5,150		6,834
62 shs Valero Energy Corp		4,160		5,698
55 shs VMware Inc		4,979		6,893
62 shs Wal Mart Stores Inc		4,326		6,123
Total	\$ 2,761,214	\$ 3,044,284	\$	\$ 3,566,244

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Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Ally Bank 01.100% CD	\$ 50,000	\$ 50,000		\$ 50,047
50,000 Kimberly Clark Corp 06.125%	51,479			
50,000 Union Pac Corp 05.750%	52,002			
50,000 Walt Disney Company 01.500%	50,330	50,138		50,083
Total	\$ 203,811	\$ 100,138		\$ 100,130

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SPDR S&P 500 ETF Tr	\$ 99,635	\$ 99,635		\$ 133,430
FT Mutual Discovery A	420,804	444,129		460,237
First Eagle Global Fund	495,876	520,965		618,951
Ally Bank 01.700% CD		50,000		50,207
Double Line Total Return Fund	550,354	570,259		556,252
O'Connor Global Multi-Strategy Alpha	379,237	379,237		391,130
O'Connor Global Multi-Strategy Alpha	600,000	600,000		618,814
First Eagle Global Fund	350,153	365,945		389,582
Global Discovery Fund		420,651		407,470
Morgan Stanley Bk 02.1000% CD		100,000		100,175
Ishares TIPS Bond ETF	51,358	102,599		102,672
O'Connor Global Multi-Strategy Alpha	250,000	250,000		254,159
2575 Enterprise Products Partner LP	44,641	57,134		68,263
820 units EQT Midstream Partners LP	44,259	54,077		59,942
1075 Spectra Energy Partners LP	46,326	37,824		42,506
1700 Extended Stay Amer Inc Units		28,912		32,300
1735 Extended Stay Amer Inc Units		29,505		32,965
Total	\$ 3,332,643	\$ 4,110,872		\$ 4,319,055

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
Book/tax diff - from pass thru	\$ 16,279
Non-deductible expenses	27
Total	<u>\$ 16,306</u>

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

Schedule of Contributors

OMB No 1545-0047

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

Employer identification number

GWR Foundation

20-2890579

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

GWR Foundation

Employer identification number

20-2890579

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Gail W. Rawl 2014 Charitable Lead Tr 319 Lipscomb Street Fort Worth TX 76104	\$ 19,414	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
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		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)