

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation BILL AND GIGI CLEMENTS FOUNDATION		A Employer identification number 73-1645124	
Number and street (or P O box number if mail is not delivered to street address) 404 HAMVASY LANE		Room/suite	B Telephone number (see instructions) (903) 530-0658
City or town, state or province, country, and ZIP or foreign postal code TYLER, TX 75701		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) \$ 14,961,714	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	291	291		
	4 Dividends and interest from securities	312,884	312,884		
	5a Gross rents	457	457		
	b Net rental income or (loss) 457				
	6a Net gain or (loss) from sale of assets not on line 10	-193,511			
	b Gross sales price for all assets on line 6a 2,909,034				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	49,792	49,792		
	12 Total. Add lines 1 through 11	169,913	363,424		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,500	5,000		
	c Other professional fees (attach schedule)	114,852	114,852		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,863	8,863		
	19 Depreciation (attach schedule) and depletion	17,269			
	20 Occupancy	20,895			
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,319			
	24 Total operating and administrative expenses. Add lines 13 through 23	177,698	128,715		0
	25 Contributions, gifts, grants paid	682,850			682,850
	26 Total expenses and disbursements. Add lines 24 and 25	860,548	128,715		682,850
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-690,635			
	b Net investment income (if negative, enter -0-)		234,709		
c Adjusted net income (if negative, enter -0-)					

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	1,031	48,099	48,099
	2 Savings and temporary cash investments	335,393	11,455	11,455
	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) ▶ _____ 457 Less allowance for doubtful accounts ▶ _____	669	457	457
	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)	10,779,550	10,599,672	12,484,057
	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)	18,701	18,701	1,947,828
	14 Land, buildings, and equipment basis ▶ _____ 201,379 Less accumulated depreciation (attach schedule) ▶ 11,862	423,593	189,517	189,517
15 Other assets (describe ▶ _____)	2	5,810	280,301	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,558,939	10,873,711	14,961,714	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	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	11,558,939	10,873,711	
	30 Total net assets or fund balances (see instructions)	11,558,939	10,873,711	
31 Total liabilities and net assets/fund balances (see instructions) .	11,558,939	10,873,711		

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	11,558,939
2 Enter amount from Part I, line 27a	2	-690,635
3 Other increases not included in line 2 (itemize) ▶ _____	3	5,407
4 Add lines 1, 2, and 3	4	10,873,711
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	10,873,711

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 See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-77,039
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	-34,577

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 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	606,140	13,596,885	0 044579
2015	677,898	15,345,368	0 044176
2014	512,434	13,428,396	0 038160
2013	317,291	12,732,654	0 024919
2012	173,806	11,570,862	0 015021
2 Total of line 1, column (d)			2 0 166855
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 033371
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 14,996,900
5 Multiply line 4 by line 3			5 500,462
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,347
7 Add lines 5 and 6			7 502,809
8 Enter qualifying distributions from Part XII, line 4			8 682,850

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,347
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	2,347
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,347
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	5,000
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	5,000
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	2,653
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 2,653 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of WILLIAM P CLEMENTS III Telephone no (903) 530-0658			


Located at **404 HAMVASY LANE TYLER TX**ZIP+4 **757015323**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? <input type="checkbox"/> 1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/> 1c			
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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). <input type="checkbox"/> 2b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
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? 4b			No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?				
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b			
	<i>If "Yes" to 6b, file Form 8870</i>				No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
WILLIAM P CLEMENTS III 404 HAMVASY LANE TYLER, TX 75701	PRESIDENT/SE 20 00	0	0	0
GEORGIA M CLEMENTS 404 HAMVASY LANE TYLER, TX 75701	VICE PRESIDE 5 00	0	0	0
LORIN RUNNELS 3316 SANDY LANE MCALLEN, TX 78503	TRUSTEE 1 00	0	0	0

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

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

Total number of other employees paid over \$50,000. ▶**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	
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	12,005,175
b	Average of monthly cash balances.	1b	775,639
c	Fair market value of all other assets (see instructions).	1c	2,444,465
d	Total (add lines 1a, b, and c).	1d	15,225,279
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	15,225,279
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	228,379
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,996,900
6	Minimum investment return. Enter 5% of line 5.	6	749,845

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	749,845
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,347
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,347
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	747,498
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	747,498
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	747,498

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	682,850
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	682,850
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	2,347
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	680,503

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				747,498
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			675,444	
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 ▶ \$ 682,850				
a Applied to 2016, but not more than line 2a			675,444	
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.				7,406
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				740,092
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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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))	
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	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input checked="" type="checkbox"/> 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 BILL AND GIGI CLEMENTS FOUNDATION 404 HAMVASY LANE TYLER, TX 75701 (903) 530-0658	
b The form in which applications should be submitted and information and materials they should include INCLUDE A DESCRIPTION OF HOW THE GIFT WILL BE USED	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	682,850
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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 of officer or trustee	2018-05-14 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	W H SEARIGHT		2018-05-14		P01237554
	Firm's name ▶ WILLIAM H SEARIGHT ATTORNEY AT LAW				Firm's EIN ▶ 45-2562420
Firm's address ▶ 8117 PRESTON RD STE 300 DALLAS, TX 752256347					Phone no (214) 919-0111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
BRIGHTHOUSE FINANCIAL	P	2016-08-29	2017-08-04
BRIGHTHOUSE FINANCIAL	P	2016-08-26	2017-08-08
GENERAL ELECTRIC	P	2017-07-21	2017-10-24
PFIZER	P	2017-04-04	2017-10-06
ALEXION PHARM	P	2013-10-15	2017-05-22
GILEAD SCIENCES	P	2014-01-16	2017-04-04
GILEAD SCIENCES	P	2014-03-28	2017-04-04
VERIZON	P	2015-12-07	2017-09-21
GILEAD SCIENCES	P	2014-04-01	2017-04-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
52		44	8
66,359		52,531	13,828
430,154		501,742	-71,588
522,271		499,096	23,175
379,995		362,487	17,508
423,814		499,772	-75,958
193,705		200,309	-6,604
499,171		467,645	31,526
93,513		102,447	-8,934

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			8
			13,828
			-71,588
			23,175
			17,508
			-75,958
			-6,604
			31,526
			-8,934

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALL SAINTS EPISCOPAL SCHOOL 2695 S SOUTHWEST LOOP 323 TYLER, TX 75701		501(C)(3)	UNRESTRICTED USE	125,850
ALL SAINTS EPISCOPAL SCHOOL 2695 S SOUTHWEST LOOP 323 TYLER, TX 75701		501(C)(3)	HURRICANE HARVEY RELIEF	1,000
BAY HARBOR FOUNDATION 750 BAY HARBOR DR BAY HARBOR, MI 49770		501(C)(3)	UNRESTRICTED USE	1,000
BOYS & GIRLS CLUB OF EAST TEXAS 504 W 32ND ST TYLER, TX 75702		501(C)(3)	UNRESTRICTED USE	60,000
CAFE 1803315 S BROADWAY ENGLEWOOD, CO 80113		501(C)(3)	UNRESTRICTED USE	5,000
Total ▶ 3a				682,850


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHOIR SCHOOL OF EAST TEXAS 118 S BOIS DARC TYLER, TX 75702		501(C)(3)	UNRESTRICTED USE	2,500
CHRIST EPISCOPAL CHURCH 118 S BOIS DARC TYLER, TX 75702		501(C)(3)	UNRESTRICTED USE	201,000
CITY KIDS ADVENTURES PROGRAM PO BOX 830655 SAN ANTONIO, TX 78283		501(C)(3)	UNRESTRICTED USE	3,500
EAST TEXAS FOOD BANK 3201 ROBERTSON RD TYLER, TX 75701		501(C)(3)	UNRESTRICTED USE	11,000
GREAT LAKES CENTER FOR THE ARTS 800 BAY HARBOR DR BAY HARBOR, MI 49770		501(C)(3)	UNRESTRICTED USE	75,000
Total ► 3a				682,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSTON COMMUNITIES FOUNDATION 5120 WOODWAY DR 6000 HOUSTON, TX 77056		501(C)(3)	UNRESTRICTED USE	50,000
LITERACY COUNCIL OF TYLER PO BOX 6662 TYLER, TX 75711		501(C)(3)	UNRESTRICTED USE	1,000
MCLAREN FOUNDATION 360 CONNABLE AVE PETOSKEY, MI 49770		501(C)(3)	KATHLEEN JONTZ BREAST HEALTH FUND	250
MENTORING ALLIANCE OF EAST TEXAS 504 W 32ND ST TYLER, TX 75702		501(C)(3)	UNRESTRICTED USE	50,000
MOTHERS AGAINST DRUNK DRIVING 215 WINCHESTER STE100 TYLER, TX 75701		501(C)(3)	UNRESTRICTED USE	1,000
Total ► 3a				682,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PATH402 W FRONT ST TYLER, TX 75702		501(C)(3)	UNRESTRICTED USE	10,000
AMERICAN FOUNDATION FOR SUICIDE PREVENTION120 WALL ST 29TH FLOOR NEW YORK, NY 10005		501(C)(3)	UNRESTRICTED USE	1,000
THE SALVATION ARMY601 GOLDEN RD TYLER, TX 75701		501(C)(3)	UNRESTRICTED USE	20,000
SAN ANTONIO ACADEMY OF TEXAS 111 EAST FRENCH PLACE SAN ANTONIO, TX 78212		501(C)(3)	UNRESTRICTED USE	8,000
SMITH CO CHAMPIONS FOR CHILDREN 4883 HIGHTECH DR TYLER, TX 75703		501(C)(3)	UNRESTRICTED USE	5,250
Total ▶ 3a				682,850

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SPAY-NUETER-INJECT-PROJECT OF 6338 N NEW BRAUNFELS AVE BOX 185 SAN ANTONIO, TX 78209		501(C)(3)	UNRESTRICTED USE	3,500
SOUTHERN METHODIST UNIVERSITY PO BOX 750235 DALLAS, TX 75275		501(C)(3)	UNRESTRICTED USE	20,000
THE SOCIETY OF CINCINNATI 21118 MASSACHUSETTS AV NW WASHINGTON, DC 20008		501(C)(3)	UNRESTRICTED USE	1,000
TYLER MUSEUM OF ART 1300 SOUTH MAHON AVE TYLER, TX 75701		501(C)(3)	UNRESTRICTED USE	1,000
UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713		501(C)(3)	WILL LOONEY SCHOLARSHIP	5,000
Total 				682,850
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON, VA 24450		501(C)(3)	UNRESTRICTED USE	10,000
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA, KS 66675		501(C)(3)	UNRESTRICTED USE	10,000
Total ▶ 3a				682,850

TY 2017 Accounting Fees Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX PREPARATION	7,500	5,000		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
APPLIANCES	2017-06-01	16,649		S/L	7 0000	1,189			
LEASEHOLD IMPROVEMENTS	2017-06-01	50,210		S/L	39 0000	751			
OFFICE DESIGN	2017-06-01	14,700		S/L	39 0000	220			
CONFERENCE CHAIRS	2017-06-01	9,093		S/L	7 0000	650			
OFFICE FURNITURE	2017-06-01	32,010		150DB	7 0000	3,430			
DESK	2017-06-01	5,688		S/L	7 0000	406			
ETARGE	2017-06-01	4,547		S/L	7 0000	325			
OFFICE FURNITURE-2017	2017-06-01	28,688		S/L	7 0000	2,049			
OFFICE EQUIPMENT-2017	2017-06-01	1,002		S/L	7 0000	72			
OFFICE FURNITURE-2015	2017-06-01	24,970		S/L	7 0000	1,784			
OFFICE FURNITURE-2016	2017-06-01	2,500		S/L	7 0000	179			
CONF TABLE	2017-06-01	1,949		S/L	7 0000	139			
CHAIRS (4)	2017-06-01	9,374		S/L	7 0000	670			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
BUILDING & LAND 107 N SPRING	2014-12	PURCHASE	2017-07		300,000	401,848		20,349	-116,472	5,725

TY 2017 Investments Corporate Stock Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK - PUBLIC COS	10,599,672	12,484,057

TY 2017 Investments - Other Schedule

Name: BILL AND GIGI CLEMENTS FOUNDATION

EIN: 73-1645124

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CORP STK 1,284 SH ANB CORPORATION	AT COST	18,701	1,947,828

**TY 2017 Land, Etc.
Schedule****Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
BUILDING				
FOUNDATION OFFICE	201,379	11,862	189,517	189,517
LAND - 107 N SPRING AVE				

TY 2017 Other Assets Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DENTON COUNTY MINERAL INTERESTS	1	1	80,780
DENTON CO (1/14TH UNDIVIDED INT)	1	1	193,713
SECURITY DEPOSIT		5,808	5,808

TY 2017 Other Expenses Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISC EXPENSE	403			
MEALS & ENTERTAINMENT	186			
OFFICE SUPPLIES	7,730			

TY 2017 Other Income Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS INCOME (DEVON)	36,034	36,034	
REFUND 990PF TAX	13,758	13,758	

TY 2017 Other Increases Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Description	Amount
PERCENTAGE DEPLETION	5,405
ROUNDING	2

TY 2017 Other Notes/Loans Receivable Short Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Name of 501(c)(3) Organization	Balance Due
DENTON FARM RENTAL INCOME	457
ESCROW RECEIVABLE	

TY 2017 Other Professional Fees Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEE	114,852	114,852		

TY 2017 Taxes Schedule**Name:** BILL AND GIGI CLEMENTS FOUNDATION**EIN:** 73-1645124

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX (990-PF)	83	83		
PROPERTY TAXES - BLDG	5,037	5,037		
PROPERTY TAXES - ROYALTY	3,743	3,743		