

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

OMB No 1545-0052

2017

Open to Public Inspection

▶ 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.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: The B. Gill Clements Foundation

Number and street (or P O box number if mail is not delivered to street address): 1901 N. Akard St.

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: Dallas, TX 75201-2305

A Employer identification number
73-1645566

B Telephone number (see instructions)
214 549 3175

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply. Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization. Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,499,245.27

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

SCANNED JUL 03 2018

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	1,075.99	1,075.99		
	4 Dividends and interest from securities	473,330.11	473,330.11		
	5a Gross rents	457.60	457.60		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(132,883.34)			
	b Gross sales price for all assets on line 6a <u>706,074.37</u>				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	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)	0.00				
11 Other income (attach schedule)	32,538.00	32,538.00			
12 Total. Add lines 1 through 11	374,518.36	507,401.70	0.00		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,107.60	2,107.60		2,107.60
	b Accounting fees (attach schedule)	7,560.00	7,560.00		7,560.00
	c Other professional fees (attach schedule)	42,016.02	42,016.02		13,991.33
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <u>Excise Tax 7124.70; Property Tax 1500.19</u>	9,120.00	9,120.00		
	19 Depreciation (attach schedule) and depletion <u>15% of 32,538.00</u>	4,880.70	4,880.70		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) <u>Postage and Delivery</u>	375.00	375.00		
	24 Total operating and administrative expenses. Add lines 13 through 23	66,059.32	66,059.32	0.00	23,658.93
	25 Contributions, gifts, grants paid	513,500.00			513,500.00
26 Total expenses and disbursements. Add lines 24 and 25	579,559.32	66,059.32	0.00	537,158.93	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(205,040.96)				
b Net investment income (if negative, enter -0-)		441,342.38			
c Adjusted net income (if negative, enter -0-)			0.00		

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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	35,535.02	31,998.55	31,998.55
	2	Savings and temporary cash investments	415,770.92	1,058,104.72	1,058,104.72
	3	Accounts receivable ▶ Jim Melson Check Paid 12/12/14 Less: allowance for doubtful accounts ▶	6,008.75	6,008.75	0.00
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,271,855.45	9,139,517.42	8,278,336.00
	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)	00.00	00.00	145,945.00
	14	Land, buildings, and equipment: basis ▶ 138,460.00 Less: accumulated depreciation (attach schedule) ▶ 90,176.63	53,164.07	48,283.37	193,981.00
15	Other assets (describe ▶)	18,701.00	18,701.00	1,790,880.00	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,801,035.21	10,302,613.81	11,499,245.27	
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)	0.00	0.00	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	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	10,801,035.21	10,302,613.81	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	10,801,035.21	10,302,613.81		
31	Total liabilities and net assets/fund balances (see instructions)	10,801,035.21	10,302,613.81		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,801,035.21
2	Enter amount from Part I, line 27a	2	(205,040.96)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,595,994.25
5	Decreases not included in line 2 (itemize) ▶ BASIS ADJUSTMENTS TO ETFS AND CEFS	5	293,380.44
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,302,613.81

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	250 shares Halcon Resources Corporation	P	Various	9/11/17
b	10,000 shares Restoration Hardware (RH)	P	11/22/16	9/7/17
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	1,505.66	469,430.71	(467,925.05)	
b	704,568.71	369,527.00	335,041.71	
c				
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	(132,883.34)
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation doesn't 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	616,798.05	10,283,679.02	0.0600
2015	756,978.89	12,352,058.44	0.0613
2014	676,903.82	15,466,669.72	0.0438
2013	665,799.02	14,251,506.19	0.0467
2012	112,950.00	13,311,809.74	0.0085
2	Total of line 1, column (d)		2 0.2203
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 .04406
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		4 11,134,978.64
5	Multiply line 4 by line 3		5 490,607.16
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 4,413.42
7	Add lines 5 and 6		7 495,020.58
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		8 537,158.93

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	4,413	42
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	4,413	42
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	4,413	42
6	Credits/Payments.			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	6,517	04
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	6,517	04
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	0	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,103	62
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax 2,103 62 Refunded	11	0	00

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ \$ <u>NONE</u> (2) On foundation managers. ▶ \$ <u>NONE</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ <u>NONE</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ▶ <u>TEXAS</u>		
8b 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 <i>General Instruction G</i> ? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

2

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 ▶ _____	X	
14	The books are in care of ▶ <u>PATRICIA L. CLEMENTS</u> Telephone no. ▶ <u>214 549 3175</u> Located at ▶ <u>1901 N. Akard St., Dallas, TX</u> ZIP+4 ▶ <u>75201-2305</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
16	At any time during calendar year 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"/>		
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?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 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.)		
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.)		
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:		Yes	No
(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	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

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
PATRICIA L. CLEMENTS 1901 N. AKARD ST., DALLAS, TX 75201	PRESIDENT/TREASURER/TRUSTEE .1 HR/WK	0	0	0
WILLIAM MEMS ROHDE, JR. 1901 N. AKARD ST., DALLAS, TX 75201	VICE PRESIDENT/SECRETARY/TRUSTEE .1 HR/WK	0	0	0
JAY STEWART ROHDE 1901 N. AKARD ST., DALLAS, TX 75201	VICE PRESIDENT .1 HR/WK	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	(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				NONE

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
.....		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶		NONE

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	NONE
2	NONE
3	NONE
4	NONE

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	NONE
2	NONE
All other program-related investments. See instructions 3	NONE
Total. Add lines 1 through 3 ▶	0.00

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	8,393,727.00
b	Average of monthly cash balances	1b	780,013.84
c	Fair market value of all other assets (see instructions)	1c	2,130,806.00
d	Total (add lines 1a, b, and c)	1d	11,304,546.84
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	11,304,546.84
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	169,568.20
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,134,978.64
6	Minimum investment return. Enter 5% of line 5	6	556,748.93

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	556,748.93
2a	Tax on investment income for 2017 from Part VI, line 5	2a	4,413.42
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,413.42
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	552,335.51
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	552,335.51
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	552,335.51

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	537,158.93
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	537,158.93
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	4,413.42
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	532,745.51

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				552,335.51
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			499,049.02	
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	0.00			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>537,158.93</u>				
a Applied to 2016, but not more than line 2a			499,049.02	
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				38,109.91
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	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0.00	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				514,225.60
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	0.00			
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 ▶ NOT APPLICABLE
- 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				(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					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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))
-
- 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 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:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CAMP SUMMIT 17210 CAMPBELL ROAD SUITE 180 DALLAS, TX 75252	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	50,000.00
COAL MOUNTAIN ELEMENTARY SCHOOL 3455 COAL MOUNTAIN DRIVE CUMMINGS, GA 30028	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	45,000.00
CONSERVATION RESOURCE ALLIANCE 10850 E TRAVERSE HWY #1180 TRAVERSE CITY, MI 49684	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	100,000.00
DALLAS ARBORETUM AND BOTANICAL GARDEN 8617 GARLAND ROAD DALLAS, TX 75218	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	25,000.00
HIGHLAND PARK ISD EDUCATION FOUNDATION 3316 GRASSMERE DALLAS, TX 75205	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	20,000.00
KERSHAW CHALLENGE 5949 SHERRY LANE, SUITE 1110 DALLAS, TX 75225	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	7,500.00
MCLAREN NORTHERN MICHIGAN 360 CONNABLE AVENUE PETOSKEY, MI 49770	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	100,000.00
NATIONAL COWGIRL MUSEUM 1720 GENDY ST FT WORTH, TX 76107	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	1,000.00
SUPPLEMENTAL PAGES				165,000.00
Total				3a 513,500.00
b Approved for future payment				
Total				3b 0.00

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
NATIONAL SNAFFLE BIT ASSOCIATION 1391 ST PAUL AVE GURNEE, IL 60031 PEROT MUSEUM 2201 N FIELD ST DALLAS, TX 75202	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	15,000.00
SALESMANSHIP CLUB OF DALLAS 9705 HARRY HINES BLVD DALLAS, TX 75220	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	25,000.00
BAYLOR SCOTT & WHITE CENTRAL TEXAS FOUNDATION 2401 SOUTH 31ST STREET TEMPLE, TX 76508	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	25,000.00
	NOT APPLICABLE	PUBLIC	GENERAL OPERATING	100,000.00
Total				3a 165,000.00
b Approved for future payment				
Total				3b

THE B GILL CLEMENTS FOUNDATION

EIN 73-1645566

PART III, LINE 5
TAX YEAR 2017

	BASIS	BASIS	
	12/31/2017	12/31/2016	ADJUSTMENT
BGR	484,286.50	501,100.66	16,814.16
CEM	381,475.09	404,040.45	22,565.36
EMO	347,188.11	387,836.03	40,647.92
SRV	450,868.12	463,067.80	12,199.68
FIF	490,123.62	519,652.02	29,528.40
GMZ	326,446.03	341,566.03	15,120.00
	161,333.40	161,333.40	
KED	484,661.22	529,980.26	45,319.04
KYN	444,863.07	487,543.07	42,680.00
JMF	232,200.60	262,343.36	30,142.76
NTG	390,408.55	428,771.55	38,363.00
TPZ	368,029.67	368,029.67	-
ETF End Basis	4,561,883.98	4,855,264.30	293,380.32

THE B GILL CLEMENTS FOUNDATION

EIN 73-1645566

PART III, LINE 5
TAX YEAR 2017

	BASIS	BASIS	BASIS SOLD
	12/31/2017	12/31/2016	
AGN	336,101.20	336,101.20	-
T	748,203.30	748,203.30	-
KO	206,891.00	206,891.00	-
CXO	458,082.60	458,082.60	-
CRT	70,710.00	70,710.00	-
ERF	48,727.26	48,727.26	-
GTN	253,553.50	253,553.50	-
HK	583,891.68	1,053,322.39	469,430.71
LNCOQ	1,996.50	1,996.50	-
OAS	522,688.80	522,688.80	-
PFE	312,500.00	312,500.00	-
RH	-	369,527.00	369,527.00
TWTR	280,389.00	280,389.00	-
VRX	349,713.00	349,713.00	-
VZ	247,325.00	247,325.00	-
WETF	156,860.60	156,860.60	-
	4,577,633.44	5,416,591.15	838,957.71

The B Gill Clements Foundation

Part X
Tax Year 2017

MORGAN STANLEY 435-108498-566
AVERAGE FAIR MARKET VALUE OF SECURITIES

	BEGIN	END	AVERAGE
JANUARY	8,645,857	8,791,324	8,718,591
FEBRUARY	8,791,324	8,920,759	8,856,042
MARCH	8,920,759	8,920,454	8,920,607
APRIL	8,920,454	8,765,647	8,843,051
MAY	8,765,647	8,547,967	8,656,807
JUNE	8,547,967	8,663,066	8,664,543
JULY	8,663,066	8,781,120	8,394,185
AUGUST	8,781,120	8,125,304	8,396,357
SEPTEMBER	8,125,304	8,011,594	7,853,038
OCTOBER	8,011,594	7,580,772	7,834,514
NOVEMBER	7,580,772	7,657,434	7,619,103
DECEMBER	7,657,434	8,278,336	7,967,885
			<u>100,724,722</u>
AVERAGE FAIR MARKET VALUE OF SECURITIES			<u>8,393,727</u>

MORGAN STANLEY 435-108498-566
AVERAGE FAIR MARKET VALUE OF CASH

	BEGIN	END	AVERAGE
JANUARY	415,770 92	436,672 71	426,222
FEBRUARY	436,672 71	503,956 14	470,314
MARCH	503,956 14	517,112 37	510,534
APRIL	517,112 37	541,320 16	529,216
MAY	541,320 16	600,294 40	570,807
JUNE	600,294 40	635,019 34	626,852
JULY	635,019 34	653,409 48	668,368
AUGUST	653,409 48	701,716 39	1,047,963
SEPTEMBER	701,716 39	1,442,515 86	831,474
OCTOBER	1,442,515 86	961,230 65	1,237,293
NOVEMBER	961,230 65	1,032,070 17	996,650
DECEMBER	1,032,070 17	1,058,104 72	1,045,087
			<u>8,960,781</u>
AVERAGE FAIR MARKET VALUE OF CASH			<u>746,732</u>

MORGAN STANLEY 435-017577-566
AVERAGE FAIR MARKET VALUE OF CASH

	BEGIN	END	AVERAGE
JANUARY	35,535 02	31,020 86	33,278
FEBRUARY	31,020 86	39,367 43	35,194
MARCH	39,367 43	39,368 09	39,368
APRIL	39,368 09	42,438 42	40,903
MAY	42,438 42	35,831 47	39,135
JUNE	35,831 47	18,941.93	27,388
JULY	18,941 93	18,945.14	21,743
AUGUST	18,945 14	24,543.16	26,177
SEPTEMBER	24,543 16	33,407 96	32,765
OCTOBER	33,407 96	40,986 28	33,450
NOVEMBER	40,986 28	33,492 44	37,239
DECEMBER	33,492.44	31,998 55	32,745
			<u>399,385</u>
AVERAGE FAIR MARKET VALUE OF CASH			<u>33,282</u>
			<u>780,013.84</u>

The B Gill Clements Foundation

Part X
Tax Year 2017

OTHER ASSETS

DENTON ROYALTY	145,945 00
DENTON FARM PER COUNTY APPRAISAL	193,981 00
ANB CORP COMMON	<u>1,790,880 00</u>
TOTAL	<u>2,130,806.00</u>