

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

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

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

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

THE CHILTON FOUNDATION 140476011

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

Room/suite

A Employer identification number

75-6006996

B Telephone number (see instructions)

918-619-1544

P.O. BOX 1620

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

TULSA, OK 74101-1620

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

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

16) \$ 11,524,531.

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

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

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

| | (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 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 | 204,867. | 197,091. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 335,783. | | | |
| b Gross sales price for all assets on line 6a 571,855. | | 335,783. | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 540,650. | 532,874. | | |
| Operating and Administrative Expenses | | | | |
| 13 Compensation of officers, directors, trustees, etc. | 93,216. | 69,912. | | 23,304. |
| 14 Other employee salaries and wages | | NONE | NONE | |
| 15 Pension plans, employee benefits | | NONE | NONE | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT 2 | 1,050. | NONE | NONE | 1,050. |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) STMT 3 | 3,626. | 3,474. | | 152. |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | NONE | NONE | |
| 22 Printing and publications | | NONE | NONE | |
| 23 Other expenses (attach schedule) | | | | |
| 24 Total operating and administrative expenses. | | | | |
| Add lines 13 through 23 | 97,892. | 73,386. | NONE | 24,506. |
| 25 Contributions, gifts, grants paid | 502,133. | | | 502,133. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 600,025. | 73,386. | NONE | 526,639. |
| 27 Subtract line 26 from line 12. | | | | |
| a Excess of revenue over expenses and disbursements | -59,375. | | | |
| b Net investment income (if negative, enter -0-) | | 459,488. | | |
| c Adjusted net income (if negative, enter -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 Savings and temporary cash investments | 757,013. | 432,198. | 432,198. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | NONE | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U S and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) . STMT 4 | 4,582,530. | 4,576,100. | 5,389,276. |
| | c Investments - corporate bonds (attach schedule) . STMT 5 | 5,141,702. | 5,411,163. | 5,703,057. |
| | 11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other (attach schedule) STMT 6 | | | | |
| 14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 10,481,245. | 10,419,461. | 11,524,531. | |
| 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) | | NONE | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | |
| | and complete lines 24 through 26, and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 10,481,245. | 10,419,461. | |
| 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) | 10,481,245. | 10,419,461. | | |
| 31 Total liabilities and net assets/fund balances (see instructions) | 10,481,245. | 10,419,461. | | |

P

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 store brick warehouse, common stock 200 shs MLC Co.)

(b) How
acquired
P - Purchase

(c) Date acquired
(mo., day, yr.)

(d) Date sold
(mo., day, yr.)

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

- 1a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
- Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)
- b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b
- c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of

1

4,595.

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 ▶ SEE STATEMENT 7 Telephone no ▶ Located at ▶ ZIP+4 ▶ | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | |
| 16 At any time during calendar year 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 ▶ | | |
| 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? If "Yes," list the years ▶ | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) | | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If "Yes," did it have excess business holdings in 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 |

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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 | | |
| | If "Yes" to 6b, file Form 8870 | <input checked="" type="checkbox"/> | | |
| 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 | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| MARGARET NELL BELL; C/O BOKF | DISTRIBUTION COM | | | |
| 5956 SHERRY LANE SUITE 700, DALLAS, TX 75225 | 1 | -0- | -0- | -0- |
| PATTI LU BELL BROWN; C/O BOKF | DISTRIBUTION COM | | | |
| 5956 SHERRY LANE SUITE 700, DALLAS, TX 75225 | 1 | -0- | -0- | -0- |
| BONNIE MARGARET B HARDING; C/O BOKF | DISTRIBUTION COM | | | |
| 5956 SHERRY LANE SUITE 700, DALLAS, TX 75225 | 1 | -0- | -0- | -0- |
| BOK Financial | TRUSTEE | | | |
| PO BOX 1620, TULSA, OK 74101 | | 93,216. | -0- | -0- |

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

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

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

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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 | | NONE |
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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****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 | 10,655,906. |
| b | Average of monthly cash balances | 1b | 607,231. |
| c | Fair market value of all other assets (see instructions). | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 11,263,137. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 11,263,137. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 168.947. |

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 | | | | 550,115. |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only, | | | 499,675. | |
| b Total for prior years 20____, 20____, 20____ | | NONE | | |
| 3 Excess distributions carryover, if any, to 2017 | | | | |
| a From 2012 | NONE | | | |
| b From 2013 | NONE | | | |
| c From 2014 | NONE | | | |
| d From 2015 | NONE | | | |
| e From 2016 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 526,639. | | | | |
| a Applied to 2016, but not more than line 2a | | | 499,675. | |

DALLAS, TX 75231
 AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
 DALLAS FOUNDATION OF OTOTOLOGY
 ADDRESS:
 6509 W. PLANO PARKWAY
 PLANO, TX 75093
 AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
 FELLOWSHIP OF CHRISTIAN ATHLETES
 ADDRESS:
 11300 N. CENTRAL EXPWY., SUITE 524
 DALLAS, TX 75243
 AMOUNT OF GRANT PAID 2,500.

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

NOT APPLICABLE

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

THE CRYSTAL CHARITY BALL

TWO TURTLE CREEK

DALLAS, TX 75210

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

SALESMANSHIP CLUB CHARITABLE GOLF
OF DALLAS, INC.

ADDRESS:

106 E. 10TH STREET, STE. 200
DALLAS, TX 75203

AMOUNT OF GRANT PAID

35,000

TOTAL GRANTS PAID:

502,133.

=====

STATEMENT 12

| Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---------------------------|---------------|--------------------------------------|---------------|--|
| (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
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| | | 14 | 197,091. | |
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| | | | | |
| | | 14 | 1. | |
| | | 18 | 335,783. | |
| | | | | |
| | | | | |
| | | 14 | 258. | |
| | | 14 | 7,065. | |
| | | 14 | 452. | |
| | | | | |
| | | | 540,650. | |
| | | | 13 | 540,650. |

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

NOT APPLICABLE

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------------|---|-----------------------------|
| CAVANAL HILL MOD DUR-INST #0045 | 10,934. | 10,934. |
| CAVANAL HILL GOVT SEC MMKT-SEL #0084 | 4,005. | 4,005. |
| CAVANAL HILL BOND-INST #0046 | 14,434. | 14,434. |
| DFA US TARGETED VALUE #5096 | 5,060. | 5,060. |
| DEUTSCHE GLBL INFRSTRCTRE-INST #1456 | 4,886. | 4,886. |
| DIAMOND HILL LONG/SHORT-I #0011 | 89. | 89. |
| DODGE & COX STK FD | 16,658. | 16,658. |
| FIRST EAGLE GLBL-I #0901 | 2,921. | 2,921. |
| NATIXIS GATEWAY-Y #1986 | 3,378. | 3,378. |
| HARBOR INTERNATIONAL FUND | 7,842. | 7,842. |
| HARBOR CAPITAL APPRECIATION FD #12 | 1,168. | 1,168. |
| OAKMARK INTL-INST #2886 | 5,005. | 5,005. |
| ISHARES TR S&P MDCP400 IDX | 4,306. | 4,306. |
| ISHARES TR RSSL 2000 INDX | 4,069. | 4,069. |
| JOHN HANCOCK DISC VAL M/C-I #3633 | 2,080. | 2,080. |
| MET WEST TOT RET BD-I #0512 | 6,325. | 6,325. |
| NEUBERGER BERMAN GENESIS INSTL #1229 | 1,918. | 1,918. |
| NUVEEN M/C GRWTH OPP-I #2453 | 10,824. | 10,824. |
| OPPENHEIMER INTL SMALL MID CO-I 1964 | 2,293. | 2,293. |
| PIMCO STOCKSPUS ABS RET-INST #0050 | 16,975. | 16,975. |
| RIDGEWORTH SEIX US GOV U/S BD-I 5932 | 3,204. | 2,945. |
| TEMPLETON GLBL BD-ADV #0616 | 7,738. | 7,738. |
| VANGUARD TAX-MANAGED INTL FUND #127 | 7,863. | 7,863. |
| VANGUARD FTSE DEVELOPED MARKETS ETF | 11,174. | 11,174. |
| VANGUARD FTSE EMERGING MARKETS ETF | 9,810. | 9,810. |
| VANGUARD REAL ESTATE ETF | 24,063. | 16,998. |
| VANGUARD TOTL STCK MKT FD ETF | 11,949. | 11,949. |
| VIRTUS SEIX US GOVT SEC U/S-I #5932 | 3,896. | 3,444. |
| TOTAL | 204,867. | 197,091. |

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | CHARITABLE PURPOSES ----- |
|--------------------------------|--|--------------------------------------|---------------------------------|
| FEDERAL ESTIMATES - PRINCIPAL | 152. | | 152. |
| FOREIGN TAXES ON QUALIFIED FOR | 2,397. | 2,397. | |
| FOREIGN TAXES ON NONQUALIFIED | 1,077. | 1,077. | |
| | ----- | ----- | ----- |
| TOTALS | 3,626. | 3,474. | 152. |
| | ===== | ===== | ===== |

THE CHILTON FOUNDATION 140476011

75-6006996

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION ----- | BEGINNING BOOK VALUE ----- | ENDING BOOK VALUE ----- | ENDING FMV ----- |
|--------------------------------|----------------------------------|-------------------------------|------------------------|
| 464287655 ISHARES RUSSELL 2000 | 173,622. | 173,622. | 322,453. |
| 922042858 VANGUARD FTSE EMERGI | 352,771. | 352,771. | 385,323. |
| 922908553 VANGUARD REIT ETF | 428,168. | 428,168. | 573,807. |
| 464287507 ISHARES CORE S&P MID | 217,715. | 217,715. | 361,151. |
| VANGUARD TOTAL STK MKT ETF FD | 516,544. | 516,544. | 699,975. |
| NEUB BERMAN GENESIS-INST #1229 | 271,569. | 308,431. | 305,973. |
| PIMCO STOCKSPUS ABS RET-INST | 283,622. | 386,173. | 405,999. |
| DIAMOND HILL LONG/SHORT-I #001 | 298,137. | 305,026. | 335,906. |
| NATIXIS GATEWAY-Y #1986 | 245,656. | 245,656. | 271,361. |
| MERGER #0260 | 236,072. | | |
| DEUTSCHE GBL INFSTRCTRE-INST | 229,100. | 229,100. | 224,911. |
| JOHN HANCOCK DISC VAL M/X 3633 | 291,301. | 310,959. | 350,817. |
| NUVEEN M/C GROWTH OOPP-I 2453 | 344,034. | 398,941. | 375,227. |
| VANGUARD FTSE DEVELOPED MARKET | 311,272. | 311,272. | 381,086. |
| AQR MANAGED FUTURES STRAT | 151,598. | 151,598. | 133,900. |
| FIRST EAGLE | 231,349. | 240,124. | 261,387. |
| | ----- | ----- | ----- |
| TOTALS | 4,582,530. | 4,576,100. | 5,389,276. |
| | ===== | ===== | ===== |

THE CHILTON FOUNDATION 140476011

75-6006996

FORM 990PF, PART II - CORPORATE BONDS
=====

| DESCRIPTION ----- | BEGINNING BOOK VALUE ----- | ENDING BOOK VALUE ----- | ENDING FMV ---- |
|--------------------------------|----------------------------------|-------------------------------|-----------------------|
| DFA US TARGETED VALUE #5096 | 311,824. | 331,295. | 366,525. |
| DODGE & COX STOCK #0145 | 791,655. | 840,660. | 972,771. |
| HARBOR INTERNATIONAL-INST#2011 | 400,626. | 417,932. | 407,231. |
| HARBOR CAPITAL APPR-INST#2012 | 605,406. | 687,663. | 803,013. |
| OAKMARK INTERNATIONAL #0109 | 267,388. | 272,483. | 306,427. |
| MET WEST TOT RET BD-I #0512 | 305,355. | 305,355. | 295,186. |
| CAVANAL HILL MOD DUR-INST #004 | 714,707. | 714,707. | 709,332. |
| CAVANAL HILL BOND-INST #0045 | 710,496. | 711,672. | 706,347. |
| VIRTUS SEIX US GOV U/S BD - 59 | 550,647. | 550,647. | 550,098. |
| TEMPLETON GLBL BD-ADV 0616 | 232,116. | 226,614. | 211,333. |
| VANGUARD DEV MKTS INDX-ADM | 251,482. | 251,482. | 267,839. |
| OPPENHEIMER INTL SMALL MID CO | | 100,653. | 106,955. |
| | ----- | ----- | ----- |
| TOTALS | 5,141,702. | 5,411,163. | 5,703,057. |
| | ===== | ===== | ===== |

THE CHILTON FOUNDATION 140476011

75-6006996

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

COST/
FMV
C OR F

DESCRIPTION

73935S105 POWERSHARES DB COMMO

E

TOTALS

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

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

TELEPHONE NUMBER: (918)619-1544

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

75-6006996

RECIPIENT NAME:

PATTI LU BELL BROWN C/O BOKF

ADDRESS:

5956 SHERRY LANE, SUITE 700

DALLAS, TX 75225

RECIPIENT'S PHONE NUMBER: 214-987-8882

FORM, INFORMATION AND MATERIALS:

LETTER FORMAT WITH APPROPRIATE ATTACHMENTS

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

4

THE CHILTON FOUNDATION 140476011

75-6006996

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

=====

RECIPIENT NAME:

CATTLE BARON'S BALL

ADDRESS:

30 HIGHLAND PARK VILLAGE

DALLAS, TX 75205

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

BENEFIT AMERICAN CANCER SOCIETY

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,500.

RECIPIENT NAME:

SONS OF THE FLAG

ADDRESS:

8750 N. CENTRAL EXPWY.. STE. 510

=====

RECIPIENT NAME:

ARKANSAS CHILDREN'S NORTHWEST

ADDRESS:

4093 W. SUNSET AVE., STE. 102

SPRINGDALE, AR 72762-4700

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

THE UNIVERSITY OF ARKANSAS

FOUNDATION, INC

ADDRESS:

213 GRADUATE EDUCATION BUILDING

FAYETTEVILLE, AR 72701

AMOUNT OF GRANT PAID 133,333.

RECIPIENT NAME:

UNIVERSITY OF ARKANSAS FOUNDATION

ADDRESS:

214 GRADUATE EDUCATION BUILDING

FAYETTEVILLE, AR 72701

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

DALLS THEOLOGICAL SEMINARY

ADDRESS:

3909 SWISS AVE

DALLAS, TX 75204

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

THE STEWPOT ALLIANCE

ADDRESS:

4516 LOVERS LANE

DALLAS, TX 75225

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

HELP HOMELESS START LIVES OVER-FOOD/EDUCATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

JUNIOR LEAGUE OF DALLAS

ADDRESS:

8003 INWOOD RD.

DALLAS, TX 75209

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

THE SENIOR SOURCE

ADDRESS:

3910 HARRY HINES BLVD

DALLAS, TX 75219

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

BAYLOR HEALTH CARE SYSTEM

ADDRESS:

3600 GASTON AVE, BARNETT TOWER

DALLAS, TX 75246-1800

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

EQUEST WOMEN'S AUXILIARY

ADDRESS:

P.O. BOX 192747

DALLAS, TX 75219

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

EQUINE ASSISTED THERAPY PROGRAMS FOR CHILDREN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

75-6006996

[illegible]

CHILDREN'S MEDICAL CENTER FOUNDATION

2777 STEMMONS FREEWAY, STE. 700

DALLAS, TX 75207

| | |
|----------------------------|----------|
| AMOUNT OF GRANT PAID | 150,000. |
|----------------------------|----------|

UPLIFT EDUCATION

606 E. ROYAL LN.

IRVING, TX 75039-3503

| | |
|----------------------------|---------|
| AMOUNT OF GRANT PAID | 10,000. |
|----------------------------|---------|

UT SOUTHWESTERN MEDICAL CENTER

3963 HARRY HINES BLVD.

DALLAS, TX 75390-9009

AMOUNT OF GRANT PAID 110,000.

RESIDENT NAME: