

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

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2017
Open to Public Inspection

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

Name of foundation TOM C BARNESLEY FOUNDATION		A Employer identification number 75-6248739	
Number and street (or P O box number if mail is not delivered to street address) Room/suite BANK OF AMERICA NA PO BOX 831		B Telephone number (see instructions) (800) 357-7094	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 752831041		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ▶ \$ 1,246,463		J Accounting method: <input 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				
	4 Dividends and interest from securities	21,014	20,895		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	66,993			
	b Gross sales price for all assets on line 6a 354,731				
	7 Capital gain net income (from Part IV, line 2)		66,993		
	8 Net short-term capital gain			0	
	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)	25,860	25,946			
12 Total. Add lines 1 through 11	113,867	113,834			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	17,342	10,405		6,937
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	1,675	1,005	0	670
	c Other professional fees (attach schedule)	5,466			5,466
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	878	712		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	4,421	4,517		
	24 Total operating and administrative expenses. Add lines 13 through 23	29,782	16,639	0	13,073
	25 Contributions, gifts, grants paid	53,000			53,000
26 Total expenses and disbursements. Add lines 24 and 25	82,782	16,639	0	66,073	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	31,085				
b Net investment income (if negative, enter -0-)		97,195			
c Adjusted net income (if negative, enter -0-)			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			
	2 Savings and temporary cash investments	60,579	40,624	40,624
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	906,518	945,539	1,111,752
	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)			0
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	94,087	94,087	94,087	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	967,098	986,164	1,246,463	
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	967,098	986,164	
	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)	967,098	986,164		
31 Total liabilities and net assets/fund balances (see instructions) .	967,098	986,164		

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	967,098
2 Enter amount from Part I, line 27a	2	31,085
3 Other increases not included in line 2 (itemize) ▶ _____	3	4,300
4 Add lines 1, 2, and 3	4	1,002,483
5 Decreases not included in line 2 (itemize) ▶ _____	5	16,319
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	986,164

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)	2	66,993
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	47,949	1,090,974	0 043951
2015	62,535	1,213,309	0 051541
2014	43,286	1,309,856	0 033046
2013	25,174	1,225,629	0 02054
2012	50,163	1,178,602	0 042561

2 Total of line 1, column (d)	2	0 191639
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 038328
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,177,816
5 Multiply line 4 by line 3	5	45,143
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	972
7 Add lines 5 and 6	7	46,115
8 Enter qualifying distributions from Part XII, line 4	8	66,073

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and credits/payments. Total tax due is 704.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, unrelated business income, and state reporting. Includes Yes/No columns.

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 NONE 13 Yes
14 The books are in care of BANK OF AMERICA NA Telephone no (214) 209-2396
Located at 901 MAIN STREET FL 19 DALLAS TX ZIP+4 752023735
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 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

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)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b No
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? 1c No
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? Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions) 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 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). 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 checked="" type="checkbox"/> Yes	<input 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)? Organizations relying on a current notice regarding disaster assistance check here. ▶			5b
				No
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? <i>If "Yes" to 6b, file Form 8870</i>			6b
				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
BANK OF AMERICA N A 901 MAIN STREET FL 19 DALLAS, TX 752023735	TRUSTEE 1	17,342		
KELLY DONOHUE CO BOA P O BOX 830241 DALLAS, TX 752830241	COMMITTEE MEMBER 1	0		
DEBBY COWDEN CO BOA P O BOX 830241 DALLAS, TX 752830241	COMMITTEE MEMBER 1	0		
LARA SEABOURN CO BANK OF AMERICA P O BOX 830241 DALLAS, TX 752830244	COMMITTEE MEMBER 1	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	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

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

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. **0**

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	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 **0**

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	1,045,067
b	Average of monthly cash balances.	1b	59,055
c	Fair market value of all other assets (see instructions).	1c	91,630
d	Total (add lines 1a, b, and c).	1d	1,195,752
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,195,752
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,936
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,177,816
6	Minimum investment return. Enter 5% of line 5.	6	58,891

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	58,891
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	972
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	972
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	57,919
4	Recoveries of amounts treated as qualifying distributions.	4	4,300
5	Add lines 3 and 4.	5	62,219
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	62,219

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	66,073
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	66,073
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	972
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	65,101

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				62,219
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			55,730	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	0			
b From 2013.	0			
c From 2014.	0			
d From 2015.	0			
e From 2016.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>66,073</u>				
a Applied to 2016, but not more than line 2a			55,730	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				10,343
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				51,876
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.	0			
b Excess from 2014.	0			
c Excess from 2015.	0			
d Excess from 2016.	0			
e Excess from 2017.	0			

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 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

	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))

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

KELLY DONOHUE - BANK OF AMERICA N
PO BOX 830241
DALLAS, TX 752830241
(214) 209-2396
N/A

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

SCHOLARSHIP APPLICANTS MUST SUBMIT APPLICATION & TRANSCRIPT CHURCHES AND 4H CLUBS MUST SUBMIT APPLICATION & STATE HOW FUNDS WILL BE USED

c Any submission deadlines

JUNE 15

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

SCHOLARSHIP APPLICANTS MUST STUDY AGRICULTURE OR RELATED FIELD AND BE GRADUATES OF CRANE HIGH SCHOOL OF CRANE, TEXAS

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				53,000
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

(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)
282 399 AQR MANAGED FUTURES STRATEGY FUND CL I		2016-07-05	2017-02-02
94 834 SMALL CAP GROWTH LEADERS CTF		2013-03-08	2017-01-31
169 798 EMERGING MARKETS STOCK COMMON TRUST FUND		2016-10-14	2017-01-31
168 242 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-08-08	2017-01-31
23 899 EMERGING MARKETS STOCK COMMON TRUST FUND		2014-08-08	2017-09-30
173 856 EMERGING MARKETS STOCK COMMON TRUST FUND		2013-03-08	2017-09-30
695 264 FPA CRESCENT FUND SER I		2017-02-02	2017-10-02
93 819 SMALL CAP VALUE CTF		2013-03-08	2017-01-31
2210 811 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2014-08-07	2017-02-02
343 318 GOLDMAN SACHS STRATEGIC INCOME FUND INSTL		2015-04-02	2017-02-02

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)
2,660		2,982	-322
2,461		2,065	396
7,885		7,926	-41
7,813		7,492	321
1,420		1,169	251
10,328		8,365	1,963
24,160		23,055	1,105
2,834		2,359	475
21,379		23,246	-1,867
3,320		3,459	-139

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			(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	
			-322
			396
			-41
			321
			251
			1,963
			1,105
			475
			-1,867
			-139

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)
329 059 DIVIDEND INCOME COMMON TRUST FUND		2014-08-08	2017-01-31
96 536 DIVIDEND INCOME COMMON TRUST FUND		2013-09-30	2017-01-31
338 189 DIVIDEND INCOME COMMON TRUST FUND		2013-03-08	2017-01-31
171 ISHARES CORE TOT U S BD MKT ETF		2016-05-31	2017-01-31
62 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
12 ISHARES CORE TOT U S BD MKT ETF		2016-01-08	2017-01-31
10 ISHARES RUSSELL 2000 ETF		2017-01-31	2017-05-31
282 539 THE MERGER FD		2016-07-05	2017-02-02
1108 PIMCO HIGH YIELD FD INSTL CL		2017-02-02	2017-03-31
435 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2013-08-30	2017-01-31

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)
18,790		18,141	649
5,512		5,048	464
19,311		17,079	2,232
18,506		18,944	-438
6,710		6,737	-27
1,299		1,304	-5
1,358		1,352	6
4,433		4,362	71
9,861		9,850	11
6,821		6,853	-32

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			(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	
			649
			464
			2,232
			-438
			-27
			-5
			6
			71
			11
			-32

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

(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)
854 POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT		2014-06-30	2017-01-31
213 VANGUARD FTSE EMERGING MKTS ETF		2016-10-14	2017-01-31
51 VANGUARD FTSE EMERGING MKTS ETF		2016-05-31	2017-01-31
11 VANGUARD S&P 500 ETF		2016-01-08	2017-01-31
111 VANGUARD REIT ETF		2014-08-07	2017-01-31
538 VANGUARD REIT ETF		2013-03-08	2017-01-31
61 VANGUARD REIT ETF		2013-11-29	2017-01-31
237 738 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2017-02-02	2017-10-02
733 989 HIGH QUALITY CORE COMMON TRUST FUND		2013-03-08	2017-01-31
208 725 STRATEGIC GROWTH COMMON TRUST FUND		2016-10-14	2017-01-31

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)
13,390		13,427	-37
8,037		7,978	59
1,924		1,724	200
2,295		1,955	340
9,152		8,002	1,150
44,360		35,500	8,860
5,030		3,807	1,223
2,701		2,518	183
10,716		9,768	948
2,836		2,702	134

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			(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	
			-37
			59
			200
			340
			1,150
			8,860
			1,223
			183
			948
			134

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)
544 838 STRATEGIC GROWTH COMMON TRUST FUND		2014-08-08	2017-01-31
1965 813 STRATEGIC GROWTH COMMON TRUST FUND		2013-08-31	2017-01-31
CAPITAL GAIN DIVIDENDS	P		


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)
7,404		6,781	623
26,714		21,788	4,926
			1,972

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			(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	
			623
			4,926

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>				
CRANE COUNTY 4-H CLUB 900 W 6TH STREET CRANE, TX 79731	N/A	PC	UNRESTRICTED GENERAL	1,000
AUSTIN GRAVES C/O SOUTH PLAINS COLLEGE 1401 SOUTH COLLEGE AVENUE LEVELLAND, TX 79336	NONE	I	COLLEGE SCHOLARSHIP	10,000
LINDSAY K RICHARDS C/O TARLETON STATE UNIVERSITY 1333 W WASHINGTON STREET STEPHENVILLE, TX 76401	NONE	I	COLLEGE SCHOLARSHIP	5,000
ELIZABETH BAUCOM C/O TEXAS A&M UNIVERSITY 400 BIZZELL STREET COLLEGE STATION, TX 77843	NONE	I	COLLEGE SCHOLARSHIP	5,000
ASHLEY R PHILLIPS C/O ROSS UNIVERSITY SCHOOL MEDICINE 2300 SW 145TH AVENUE SUITE 200 MIRAMAR, FL 33027	NONE	I	COLLEGE SCHOLARSHIP	10,000
Total 				53,000
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 <i>Paid during the year</i>				
JOLEE LOU SEABOURN C/O TARLETON STATE UNIVERSITY P O BOX T-620 STEPHENVILLE, TX 76402	NONE	I	COLLEGE SCHOLARSHIP	10,000
RANKIN SENIOR 4-H CLUBBOX 749 RANKIN, TX 79778	N/A	PC	UNRESTRICTED GENERAL	1,000
WEST TEXAS BOYS RANCH 10223 BOYS RANCH ROAD SAN ANGELO, TX 76904	N/A	PC	UNRESTRICTED GENERAL	1,000
FIRST UNITED METHODIST CHURCH 1010 S GASTON CRANE, TX 79731	N/A	PC	UNRESTRICTED GENERAL	1,000
WARD 4-H ADULT LEADERS 3600 S STOCKTON AVE MONAHANS, TX 79756	N/A	PC	UNRESTRICTED GENERAL	1,000
Total ▶ 3a				53,000

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>				
MT ZION BAPTIST CHURCH 100 CRANE STREET CRANE, TX 79731	NA	PC	UNRESTRICTED GENERAL	1,000
TIMES OF REFRESHING PENTECOSTAL CHAPEL P O BOX 1064 CRANE, TX 79731	N/A	PC	UNRESTRICTED GENERAL	1,000
EKKLESIA OF CRANEPO BOX 936 CRANE, TX 79731	NA	PC	UNRESTRICTED GENERAL	1,000
MARY STREET CHURCH OF CHRIST 1400 S MARY CRANE, TX 79731	NA	PC	UNRESTRICTED GENERAL	1,000
FIRST BAPTIST CHURCH 101 E 20TH STREET CRANE, TX 79731	N/A	PC	UNRESTRICTED GENERAL	1,000
Total ▶				53,000
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 <i>Paid during the year</i>				
TABERNACLE BAPTIST CHURCH 207 W 5TH STREET CRANE, TX 79731	NA	PC	UNRESTRICTED GENERAL	1,000
FAITH IN CHRIST310 W 4TH STREET CRANE, TX 79731	N/A	PC	UNRESTRICTED GENERAL	1,000
CHURCH OF CHRIST210 S DOROTHEA CRANE, TX 79731	NA	PC	UNRESTRICTED GENERAL	1,000
Total ▶ 3a				53,000

TY 2017 Accounting Fees Schedule**Name:** TOM C BARNESLEY FOUNDATION**EIN:** 75-6248739**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,675	1,005		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: TOM C BARNSLEY FOUNDATION

EIN: 75-6248739

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
435 POWERSH	2017-01		2013-08	PURCHASER	6,821	6,853			-32	
854 POWERSH	2017-01		2014-06	PURCHASER	13,390	13,427			-37	

TY 2017 General Explanation Attachment**Name:** TOM C BARNSLEY FOUNDATION**EIN:** 75-6248739**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	FEDERAL FOOTNOTE	PART VIII LIST OF OFFICERS AND DIRECTORS	THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N A AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR THE TIME SPENT BY THE TRUSTEE, RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

TY 2017 Investments Corporate Stock Schedule**Name:** TOM C BARNESLEY FOUNDATION**EIN:** 75-6248739

Name of Stock	End of Year Book Value	End of Year Fair Market Value
921943858 VANGUARD FTSE DEVELO	81,434	100,083
464287507 ISHARES CORE S&P MID	62,414	79,328
464287655 ISHARES RUSSELL 2000	92,056	112,363
922908553 VANGUARD REIT ETF		
693390841 PIMCO HIGH YIELD FD	9,860	10,367
202671913 AGGREGATE BOND CTF	95,257	96,224
207543877 SMALL CAP GROWTH LEA	14,251	17,559
29099J109 EMERGING MARKETS STO	44,488	57,855
302993993 MID CAP VALUE CTF	22,261	23,322
303995997 SMALL CAP VALUE CTF	14,972	17,352
323991307 MID CAP GROWTH CTF	21,538	23,115
45399C107 DIVIDEND INCOME COMM	57,474	64,706
99Z466163 HIGH QUALITY CORE CO	15,951	17,540
99Z466197 INTERNATIONAL FOCUSE	71,093	91,264
99Z501647 STRATEGIC GROWTH COM	56,099	67,998
73935S105 POWERSHARES DB COMMO	13,249	10,630
38145C646 GOLDMAN SACHS STRATE		
464287226 ISHARES CORE US AGGR	20,101	20,226
922042858 VANGUARD FTSE EMERGI	25,812	36,544
922908363 VANGUARD S&P 500 ETF	78,543	108,418
00203H859 AQR MANAGED FUTURES	12,867	11,525
09256H286 BLACKROCK STRATEGIC	52,015	52,726
94987W737 WELLS FARGO ABSOLUTE	19,532	22,197
589509108 THE MERGER FD	9,901	10,222
00203H446 AQR LONG-SHORT EQUIT	10,017	10,549
62827P816 CATALYST/MILLBURN HE	14,282	14,355
74253Q747 PRINCIPAL MIDCAP BLE	30,072	35,284

TY 2017 Other Assets Schedule**Name:** TOM C BARNSLEY FOUNDATION**EIN:** 75-6248739**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
903109626 OIL GAS OR OTHER MIN	1	1	94,087

TY 2017 Other Decreases Schedule**Name:** TOM C BARNSLEY FOUNDATION**EIN:** 75-6248739

Description	Amount
NET INCOME ADJUSTMENT	68
CTF ADJUSTMENT	1,087
COST BASIS ADJUSTMENT - VANGUARD	81
PARTNERSHIP ADJUSTMENT	243
SECURITY ADJUSTMENT	14,835
ROUNDING	5

TY 2017 Other Expenses Schedule**Name:** TOM C BARNSLEY FOUNDATION**EIN:** 75-6248739**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
O&G ROYALTY EXPENSE		0		0
*PRODUCTION TAX	1,036	1,036		0
*LEASE OPERATING	1,307	1,307		0
*AD VALOREM TAXES	1,846	1,846		0
OTHER ALLOCABLE EXPENSE	232	232		0
PARTNERSHIP EXPENSE		96		0

TY 2017 Other Income Schedule**Name:** TOM C BARNSLEY FOUNDATION**EIN:** 75-6248739**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GROSS O&G ROYALTY	25,860	25,860	
PARTNERSHIP INCOME		86	

TY 2017 Other Increases Schedule**Name:** TOM C BARNSLEY FOUNDATION**EIN:** 75-6248739

Description	Amount
GRANT RECOVERY	4,300

TY 2017 Other Professional Fees Schedule**Name:** TOM C BARNESLEY FOUNDATION**EIN:** 75-6248739

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANTMAKING FEES - BOA	5,466			5,466

TY 2017 Taxes Schedule**Name:** TOM C BARNSLEY FOUNDATION**EIN:** 75-6248739

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	465	465		0
EXCISE TAX ESTIMATES	166	0		0
FOREIGN TAXES ON QUALIFIED FOR	164	164		0
FOREIGN TAXES ON NONQUALIFIED	83	83		0