

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

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation  
**Billie and Gillis Thomas Family Foundation**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**8333 DOUGLAS 1414**

City or town, state or province, country, and ZIP or foreign postal code  
**DALLAS TX 75225**

**A** Employer identification number  
**75-2721588**

**B** Telephone number (see instructions)  
**214-750-1200**

**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 **04**  
 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) ▶ **\$14,561,595.17**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	912.61	912.61	912.61	
4	Dividends and interest from securities	469,945.19	469,945.19	469,945.19	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	499,001.92			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		499,001.92		
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	<b>Total.</b> Add lines 1 through 11	969,859.72	969,859.72	470,857.80	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16	Legal fees (attach schedule) <b>TAX ADVICE</b>	1,320.00	660.00	660.00	660.00
17	Accounting fees (attach schedule) <b>INVESTMENT FEES</b>	64,132.52	64,132.52	64,132.52	0
18	Other professional fees (attach schedule)				
19	Interest <b>FOREIGN TAX</b>	1,508.59	1,508.59	1,508.59	0
20	Taxes (attach schedule) (see instructions)				
21	Depreciation (attach schedule) and depletion				
22	Occupancy				
23	Travel, conferences, and meetings				
24	Printing and publications				
25	Other expenses (attach schedule) <b>BANK FEE AND ADJ</b>	9.44	9.44	9.44	0
26	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	66,970.55	66,310.55	66,310.55	660.00
27	Contributions, gifts, grants paid	771,801.12			771,801.12
28	<b>Total expenses and disbursements.</b> Add lines 24 and 25	838,771.67	66,310.55	66,310.55	772,461.12
29	Subtract line 26 from line 12:				
a	<b>Excess of revenue over expenses and disbursements</b>	131,088.05			
b	<b>Net investment income</b> (if negative, enter -0-)		903,549.17		
c	<b>Adjusted net income</b> (if negative, enter -0-)			404,547.25	

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	503,976.04	344,173.00	344,173.00
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (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)	14,284,463.04	14,542,018.28	14,217,422.17
	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)				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	14,788,439.08	14,886,191.28	14,561,595.17	
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	<b>Total liabilities</b> (add lines 17 through 22)			
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	14,788,439.08	14,886,191.28	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	14,788,439.08	14,886,191.28		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	14,788,439.08	14,886,191.28		

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	14,788,439.08
2	Enter amount from Part I, line 27a	2	131,088.05
3	Other increases not included in line 2 (itemize) ▶ ROC 30,949.77	3	30,949.77
4	Add lines 1, 2, and 3	4	14,950,476.90
5	Decreases not included in line 2 (itemize) ▶ ROC 34,285.62 Tax Deposits 30,000.00	5	64,285.62
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,886,191.28

**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 WESTWOOD TRUST STCG < LOSS	P	VAR	VAR
b	P	VAR	VAR
c MERRILL LYNCH HCP LTCG 10,183 EX	D	11-4-16	7-27-18
d	D	VAR	VAR
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 K-1		K-1	< 323,583.62 >
b K-1		K-1	898,845.68
c 211,297.25		314,145.55	< 102,848.30 >
d 26,588.16		0	26,588.16
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) 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	499,001.92
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	< 323,583.62 >

**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))
2017	709,372.19	16,053,933.86	.0442
2016	513,474.80	14,680,979.69	.0350
2015	655,411.13	14,995,293.84	.0437
2014	713,865.57	15,359,981.11	.0465
2013	620,984.77	14,978,889.96	.0415

2 Total of line 1, column (d)	2	.2109
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	.0422
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	15,883,522.79
5 Multiply line 4 by line 3	5	670,284.66
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,035.49
7 Add lines 5 and 6	7	679,320.15
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	772,461.12

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

Table with 11 rows and 3 columns for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and total amounts (7-11).

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No) for activity statements. Includes questions about political campaigns, tax returns, and asset reporting.

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 . . . . .		✓
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 . . . . .		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>NONE</u>	✓	
14	The books are in care of ▶ <u>ROBYN T. CONLON</u> Telephone no. ▶ <u>214-750-1200</u> Located at ▶ <u>8333 DOUGLAS SUITE 1414 DALLAS TX</u> ZIP+4 ▶ <u>75225-5821</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>   <u>N/A</u>		
16	At any time during calendar year 2018, 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 ▶		✓

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 checked="" type="checkbox"/> Yes <input 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 <u>N/A</u> ▶ <input type="checkbox"/>	1b	✓
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? . . . . .	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20 <u>N/A</u> 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.) <u>N/A</u> 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 <u>N/A</u>		
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 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 20, 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 2018.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2018?	4b	✓

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions **5b**  Yes  No  
Organizations relying on a current notice regarding disaster assistance, check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**  Yes  No  
If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**  Yes  No

**8** Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  Yes  No

**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
ROBYN T. CONLON 8333 DOUGLAS #1414 DALLAS, TX	PRESIDENT 1 HR/WK	0	0	0
DONALD T. CONLON SAME	VICE PRES 1 HR/WK	0	0	0
WILLIAM K. CONLON SAME	SECRETARY 1 HR/WK	0	0	0
WALTER T. SHANK SAME	TREASURER 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**

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	NONE	
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	NONE	
2		
3	NONE	

All other program-related investments. See instructions

Total. Add lines 1 through 3 . . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	15,633,756.07
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	491,647.28
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	16,125,403.85
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	16,125,403.85
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	241,881.06
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	15,883,522.79
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	794,176.11

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	794,176.11
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5 . . . . .	<b>2a</b>	9,035.49
<b>b</b>	Income tax for 2018. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	9,035.49
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	785,140.62
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	785,140.62
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	785,140.62

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	772,461.12
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4 . . . . .	<b>4</b>	772,461.12
<b>5</b>	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 . . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	772,461.12

**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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				785,140.62
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			757,943.40	
b Total for prior years: 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f <b>Total</b> of lines 3a through e	0			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$772,461.12				
a Applied to 2017, but not more than line 2a			757,943.40	
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 2018 distributable amount				14,517.72
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (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 2017. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				770,622.90
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 2013 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 2018, enter the date of the ruling . . . . . N/A

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2018, (b) 2017, (c) 2016, (d) 2015, (e) Total. Rows include: 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 ATTACHED

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

SEE STATEMENT ATTACHED

c Any submission deadlines:

SEE STATEMENT ATTACHED

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

SEE STATEMENT ATTACHED

**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
<p><b>a Paid during the year</b></p> <p>SEE SCHEDULE ATTACHED</p>				
<b>Total</b> . . . . . ▶				<b>3a</b> 771,801.12
<p><b>b Approved for future payment</b></p> <p>NONE</p>				
<b>Total</b> . . . . . ▶				<b>3b</b>

Part XV Supplementary Information				Page 1 of 3
3 Grants and Contributions Paid During the Year of Approved for Future Payment				
Recipient	Relationship	Foundation status	Purpose of grant	
Name and address (home or business)	of individual	of recipient	or contribution	Amount
a Paid during the year				
1 ASAS NTX 2902 Swiss Avenue Dallas, TX 75204	None	Public Charity	Charitable Donation	35,000 00
2 June Shelton School and Evaluation Center 15720 Hillcrest Rd Dallas, TX 75248 For Arwen Pena	None	Student	Tuition	25,500 00
3 Stephen F Austin State University Business Office P O Box 13052 SFA Station Nacogdoches, TX 75962-3052 For Odalys T. Olvera	None	Student	Tuition	19,936 00
4 Barnes & Noble College Booksellers, LLC P.O Box 823660 Philadelphia, PA 19182-3660 For Patrick Kennedy	None	Student	Tuition	496 45
5 Texas A&M University Scholarship & Financial Aid 6000 Mail Stop College Station, TX 77843 For Patrick Kennedy	None	Student	Tuition	10,637 66
6 Texas Women's University 304 Administration Dr Denton, TX 76204 For Israel Gallegos	None	Student	Tuition	13,692 40
7 Texas State University J C Kellam Bldg , Suite 220 601 University Dr San Marcos, TX 78666-4684 For Sara Thornhill	None	Student	Tuition	16,291 46
8 The University of Texas at Dallas 800 W. Campbell Rd SSB21 Richardson, TX 75080-3021 For Luis David Flores	None	Student	Tuition	6,139 00
9 The University of Texas at Dallas 800 W Campbell Rd SSB21 Richardson, TX 75080-3021 For John N Spyropoulos	None	Student	Tuition	14,488 00
10 FHEG UT Dallas Bookstore Store No 1163 3146 Solutions Center Chicago, IL 60677-3001 For John N Spyropoulos	None	Student	Tuition	745 00

Part XV Supplementary Information (continued)				Page 2 of 3
3 Grants and Contributions Paid During the Year of Approved for Future Payment				
Recipient	Relationship	Foundation status	Purpose of grant	
Name and address (home or business)	of individual	of recipient	or contribution	Amount
a Paid during the year				
11 The University of Oklahoma Office of the Bursar 1000 ASP Ave , Room 105 Norman, OK 73019 For Cheyenne Hopkins	None	Student	Tuition	5,000 00
12 University of North Texas 1155 Union Circle #310620 Denton, TX 76203-5017 For Seth Chandler Spears	None	Student	Tuition	4,354 53
13. UT Health Attn Bursar's Office 7000 Fannin, Suite 2240 Houston, TX 77030 For Katelyn Jackson	None	Student	Tuition	3,299 95
14 Texas Tech University Student Business Office Box 41099 Lubbock, TX 79409-1099 For John Spyropoulos	None	Student	Tuition	4,359 00
15 Texas Women's University 304 Administration Dr Denton, TX 76204 For Zulema Gallegos	None	Student	Tuition	11,922 67
16 Brookhaven College Bldg S, Room S054 Farmers Branch, TX 75244-4997 For Seth Chandler Spears	None	Student	Tuition	444.00
17 Bishop Lynch High School, Inc 9750 Ferguson Rd Dallas, TX 75228 For Mattie Benningfield	None	Student	Tuition	11,300 00
18 Good Shepherd Episcopal School 11110 Midway Rd Dallas, TX 75229 For Abbey Benningfield	None	Student	Tuition	4,500 00
19 Assistance League of Dallas P O Box 12403 Dallas, TX 75225	None	Public Charity	Charitable Donation	10,000 00
20 Crystal Charity Ball Two Turtle Creek 3838 Oak Lawn Ave , Suite L150 Dallas, TX 75219	None	Public Charity	Charitable Donation	125,000 00

Part XV   Supplementary Information (continued)				Page 3 of 3
3 Grants and Contributions Paid During the Year of Approved for Future Payment				
Recipient Name and address (home or business) a Paid during the year	Relationship of individual	Foundation status of recipient	Purpose of grant or contribution	Amount
21 Education Opens Doors 2804 Swiss Avenue Dallas, TX 75204	None	Public Charity	Charitable Donation	30,000 00
22 Genesis Women's Shelter 4411 Lemmon Ave., Suite 201 Dallas, TX 75219	None	Public Charity	Charitable Donation	90,000 00
23 S'M Wright Foundation 9213 Sovereign Row Dallas, TX 75247	None	Public Charity	Charitable Donation	30,000.00
24 Texas Christian Academy 17480 Dallas Parkway, Suite 115 Dallas, TX 75287	None	Public Charity	Student Tuition Aid	25,050 00
25 Dallas Academy 950 Tiffany Way Dallas, TX 75218	N/A	Public Charity	Tuition Scholarships	30,000.00
26 Cattle Baron's Ball American Cancer Society 3838 Oak Lawn Ave , Suite 700 Dallas, TX 75219	N/A	Public Charity	Charitable Donation	5,045 00
27 Shelton School 15720 Hillcrest Rd Dallas, TX 75248	N/A	Public Charity	Charitable Donation	100,000 00
28 Interfaith Family Services 5600 Ross Avenue Dallas, TX 75206	N/A	Public Charity	Charitable Donation	20,000 00
29 First Presbyterian Church Dallas 408 Park Ave Dallas, TX 75201	N/A	Public Charity	Charitable Donation	55,000 00
30 T Boone Pickens Hospice & Palliative Care Center 12477 Merv Drive Dallas, TX 75251	N/A	Public Charity	Charitable Donation	30,000 00
31 West Dallas Community School 2300 Canada Drive Dallas, TX 75212	N/A	Public Charity	3 Student Scholarships	33,600 00
<b>Total</b> . . . . .			<b>3a</b>	<b>771,801.12</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of.
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with columns Yes and No for items 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge
Signature of officer or trustee: Donald A Conlin, Date: 10/25/19, Title: Vice President

May the IRS discuss this return with the preparer shown below? See instructions Yes No

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no

**Billie and Gillis Thomas Family Foundation  
2018**

**ID #75-2721588**

**Part XV**

**The Billie and Gillis Thomas Family Foundation generally makes contributions to only preselected charitable organizations. The Foundation also maintains a scholarship program in accordance with conditions approved by the Internal Revenue Service in a determination letter dated September 9, 1997. Scholarship applicants should contact Robyn T. Conlon, 8333 Douglas Avenue, Suite 1414, Dallas, Texas 75225 regarding the application process.**