Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

SCANNED MAY 13 2010

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: ALICE & DAVID C. BINTLIFF FOUNDATION

Number and street (or P.O box number if mail is not delivered to street address): 1001 FANNIN

Room/suite: 722

City or town: HOUSTON

State: TX

ZIP code: 77002-6707

A Employer identification number: 74-6061437

B Telephone number (see the instructions): (713) 652-6113

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 ► ☐

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, column (c), line 16)* ► $ 2,074,498.

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 the 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 (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	70.	70.		
	4 Dividends and interest from securities	37,235.	37,235.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	37,305.	37,305.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	11,178.	11,178.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	460.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,638.	11,178.		
	25 Contributions, gifts, grants paid	92,000.			92,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	103,638.	11,178.		92,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-66,333.			
	b **Net investment income** (if negative, enter -0-)		26,127.		
	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 **(a)** Book Value	End of year **(b)** Book Value	End of year **(c)** Fair Market Value
1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	14,420.	912.	912.
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 the instructions)			
7	Other notes and loans receivable (attach sch) ►			
	Less· allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	1,500.	375.	375.
10a	Investments – U S. and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule)	1,978,914.	1,738,285.	2,073,211.
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	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	1,994,834.	1,739,572.	2,074,498.
17	Accounts payable and accrued expenses	-21.	0.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	**Total liabilities** (add lines 17 through 22)	-21.	0.	
	Foundations that follow SFAS 117, check here ► ☐ **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 ► ☒ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	1,994,855.	1,739,572.	
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see the instructions)	1,994,855.	1,739,572.	
31	**Total liabilities and net assets/fund balances** (see the instructions)	1,994,834.	1,739,572.	

ASSETS (lines 1–16); LIABILITIES (lines 17–23); NET ASSETS OR FUND BALANCES (lines 24–31)

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	1,994,855.
2	Enter amount from Part I, line 27a	2	-66,333.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,928,522.
5	Decreases not included in line 2 (itemize) ► CAPITAL LOSSES	5	188,950.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,739,572.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	STATEMENT D-1 (PP 2 OF 5)	P	Various	Various
b	STATEMENT D-1 (PP 5 OF 5)	P	Various	Various
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	320,205.		447,599.	-127,394.
b	304,781.		366,337.	-61,556.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-127,394.
b				-61,556.
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	-188,950.
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 the 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 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 (column (b) divided by column (c))
2008	137,643.	2,399,786.	0.057356
2007	163,598.	2,762,765.	0.059215
2006	109,910.	2,617,615.	0.041989
2005	129,000.	2,585,089.	0.049902
2004	179,444.	2,570,268.	0.069815

2	**Total** of line 1, column (d)	2	0.278277
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	0.055655
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,790,722.
5	Multiply line 4 by line 3	5	99,663.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	261.
7	Add lines 5 and 6	7	99,924.
8	Enter qualifying distributions from Part XII, line 4	8	92,000.

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 the instructions)

1 a 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 instr.) 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 Part I, line 12, column (b)			1	523.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	523.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	523.
6 Credits/Payments:				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	375.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	375.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	148.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	0.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ►		**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► ________			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ROBERT A. WEIGLE Telephone no. ► (713) 652-6113

Located at ► 1001 FANNIN, SUITE 722, HOUSTON, TX ZIP + 4 ► 77002-6707

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

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?	☐ 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 the instructions)?		1b		
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 2009?		1c		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 the instructions.)		2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If 'Yes,' did it have excess business holdings in 2009 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 2009)*		3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		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 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to·

(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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**

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? ☐ 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** X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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
RALEIGH W. JOHNSON, JR. 1001 FANNIN, SUITE 722 HOUSTON TX 77002-6707	CHAIRMAN-DIR. 0.00	0.	0.	0.
DANIEL C. ARNOLD 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	PRES.-DIR. 0.00	0.	0.	0.
MARJORIE BINTLIFF JOHNSON 1001 FANNIN, SUITE 722 HOUSTON TX 77002-6707	VP-DIR. 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		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				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	None

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	1,795,316.
b Average of monthly cash balances		1b	22,676.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	1,817,992.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2 Acquisition indebtedness applicable to line 1 assets		2	
3 Subtract line 2 from line 1d		3	1,817,992.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	27,270.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,790,722.
6 **Minimum investment return.** Enter 5% of line 5		6	89,536.

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	89,536.
2a Tax on investment income for 2009 from Part VI, line 5	2a	523.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	523.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	89,013.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	89,013.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	89,013.

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	92,000.
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	
3 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	92,000.
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	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	92,000.

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 2008	**(c)** 2008	**(d)** 2009
1 Distributable amount for 2009 from Part XI, line 7					89,013.
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				29,579.	
b Total for prior years: 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2009:					
a From 2004	0.				
b From 2005	0.				
c From 2006	0.				
d From 2007	0.				
e From 2008	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 92,000.					
a Applied to 2008, but not more than line 2a				29,579.	
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 2009 distributable amount					62,421.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0.			
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					
d Subtract line 6c from line 6b. Taxable amount – see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount – see instructions				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					26,592.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2005	0.				
b Excess from 2006	0.				
c Excess from 2007	0.				
d Excess from 2008	0.				
e Excess from 2009	0.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

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

N/A

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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

PRESELECTED CHARITIES ONLY- DO NOT ACCEPT UNSOLICITED APPLICATIONS FOR FUNDS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EPISCOPAL HIGH SCHOOL P O BOX 271299 HOUSTON TX 77277-1299	N/A	TAX FREE	CAPITAL CAMPAIGN	20,000.
FIRST CHOICE MINISTRIES 1320 MAIN STREET HOUSTON TX 77002-6803	N/A	TAX FREE	ANNUAL FUND	1,500.
TEXAS CHILDREN'S HOSPITAL - NEONATAL CENTER 6621 FANNIN, HOUSTON, TX 77030	N/A	TAX FREE	CAPITAL CAMPAIGN	25,000.
THE KINKAID SCHOOL 345 PINEY POINT, HOUSTON TX 77297-0323	N/A	TAX FREE	CAPITAL CAMPAIGN	10,000.
MENNINGER CLINIC P. O. BOX 809045 HOUSTON TX 77280-9045	N/A	TAX FREE	CAPITAL CAMPAIGN	10,000.
THE GATHERING PLACE P. O. BOX 35561, HOUSTON, TX 77235	N/A	TAX FREE	CAPITAL CAMPAIGN	1,000.
JULIA IDESON LIBRARY 2726 BISSONET, # 240 HOUSTON TX 77005	N/A	TAX FREE	CAPITAL CAMPAIGN	2,000.
ST LUKE'S UNITED METHODIST CHURCH P. O. BOX 22013 HOUSTON TX 77227-2013	N/A	TAX FREE	ANNUAL FUND	20,000.
VANGUARD UROLOIGIC INSTITUTE & PROSTATE CNTR TWELVE GREENWAY PLAZA, SUITE 1380 HOUSTON TX 77046	N/A	TAX FREE	ANNUAL FUND	2,500.
Total			► 3a	92,000.
b *Approved for future payment*				
MENNINGER CLINIC P. O. BOX 809045 HOUSTON TX 77280-9045	N/A	TAX FREE	CAPITAL CAMPAIGN	10,000.
TEXAS CHIDREN HOSP.-NEONATAL CARE 6621 FANNIN, HOUSTON, TX 77030	N/A	TAX FREE	CAPITAL CAMPAIGN	25,000.
Total			► 3b	35,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	70.	
4 Dividends and interest from securities			14	37,235.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-188,950.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-151,645.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -151,645.

(See worksheet in the instructions for line 13 to verify calculations)

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

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 the instructions)
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

► Signature of officer or trustee

4-29-10
Date

► SEC. - TREASURER
Title

Paid Preparer's Use Only

Preparer's signature ►	Date	Check if self-employed ► ☐	Preparer's Identifying number (See **Signature** in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code ► Non-Paid Preparer		EIN ►	
		Phone no ►	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAX W/H	103.			
FIT PAID FOR 2008	357.			
Total	460.			

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ BEVERLY BINTLIFF ARNOLD 1001 FANNIN, SUITE 720 HOUSTON TX 77002-6707	VP-DIR 0.00	0.	0.	0.
Person ☒ Business ☐ ROBERT A. WEIGLE 1001 FANNIN, SUITE 722 HOUSTON TX 77002-6707	SEC.-TREAS. 0.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	**Type of Service Provided**	**Amount Paid Per Books**	**Net Investment Income**	**Adjusted Net Income**	**Disbursements for Charitable Purposes**
AVALON FINANCIAL ADV	INVESTMENT MANAGEMENT	8,555.			
NORTHERN BANK & TRUST	CUSTODIAL FEES	2,623.			
Total		11,178.			

ALICE & DAVID C. BINTLIFF FOUNDATION

#74-6061437

2009 Tax Information Statement

Page 6 of 19
Ref· ENH

Account Number· 26-30294
Recipient's Tax ID number. XX-XXX1437

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
ALICE & DAVID C BINTLIFF
FOUNDATION
MR. R. A WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
1165 0000	060505104	BK AMER CORP COM	10/24/2008	01/15/2009	9,326 47	24,914 58	-15,588 11	0 00
652 0000	172967101	CITIGROUP INC	10/02/2008	01/15/2009	2,372 61	14,850 08	-12,477.47	0 00
961 0000	126650100	CVS CORP	03/04/2008	01/22/2009	25,522 19	37,424 36	-11,902 17	0 00
1147 0000	571748102	MARSH & MCLENNAN COS INC	08/08/2008	01/22/2009	23,910 11	34,891 01	-10,980 90	0 00
956 0000	585055106	MEDTRONIC INC	07/15/2008	01/22/2009	31,169 63	50,997.45	-19,827 82	0 00
247 0000	25179M103	DEVON ENERGY CORP NEW	08/15/2008	01/23/2009	15,240 98	23,143 31	-7,902 33	0 00
900 0000	717081103	PFIZER INC	10/01/2008	01/23/2009	15,268 68	16,738.38	-1,469 70	0 00
140 0000	244199105	DEERE & CO	03/17/2008	02/13/2009	5,159 55	11,173 05	-6,013 50	0 00
1411 0000	717081103	PFIZER INC	10/01/2008	02/13/2009	20,633 36	26,242 07	-5,608 71	0 00
313 0000	244199105	DEERE & CO	03/17/2008	02/20/2009	9,096 67	18,819 91	-9,723 24	0.00
106 0000	09247X101	BLACKROCK INC CL A	08/14/2008	02/23/2009	10,525 66	23,095 36	-12,569 70	0 00
1152 0000	501044101	KROGER CO	07/11/2008	03/09/2009	22,633 68	32,693 63	-10,059 95	0 00
254 0000	368710406	GENENTECH INC NEW	07/17/2008	03/26/2009	24,130 00	20,556 82	3,573 18	0 00
830 0000	806605101	SCHERING PLOUGH CORP	02/13/2009	05/05/2009	19,068 68	16,091 96	2,976 72	0 00
222 0000	156708109	CEPHALON INC CON	01/23/2009	06/03/2009	13,089 52	17,338 47	-4,248 95	0 00
856 0000	499005106	KNIGHT CAP GROUP INC COM	03/06/2009	07/07/2009	14,429 56	13,863 06	566 50	0 00
1034 0000	552715104	MEMC ELECTRONIC MATERIALS	01/07/2009	07/07/2009	15,927 12	17,591 44	-1,664 32	0 00

This is important tax information and is being furnished to you

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ALICE & DAVID C. BINTLIFF FOUNDATION

#74-6061437

2009 Tax Information Statement

Page 7 of 19
Ref· ENH

THE NORTHERN TRUST COMPANY
P O .BOX 803878
CHICAGO, IL 60680

Account Number· 26-30294
Recipient's Tax ID number: XX-XXX1437

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
ALICE & DAVID C. BINTLIFF
FOUNDATION
MR R. A WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
187 0000	64110L106	NETFLIX INC COM STK	03/06/2009	07/07/2009	7,284 36	7,019 08	265 28	0 00
1686 0000	91913Y100	VALERO ENERGY CORP NEW	03/27/2009	07/07/2009	26,907 19	32,824 06	-5,916.87	0 00
18 0000	088606108	BHP LTD SPONSORED ADR	07/08/2009	12/09/2009	1,299 92	1,013 57	286 35	0 00
19 0000	110122108	BRISTOL MYERS SQUIBB CO	02/12/2009	12/09/2009	473 84	419 44	54.40	0 00
13 0000	375558103	GILEAD SCIENCES INC	01/22/2009	12/09/2009	594 60	631 93	-37.33	0 00
2 0000	38259P508	GOOGLE INC CL A	02/03/2009	12/09/2009	1,170 80	798 38	372 42	0 00
29 0000	437076102	HOME DEPOT INC	01/22/2009	12/09/2009	797 76	673 07	124 69	0 00
9 0000	58405U102	MEDCO HEALTH SOLUTIONS INC	07/09/2009	12/09/2009	576 34	464 46	111 88	0 00
12 0000	61166W101	MONSANTO CO COM	03/12/2009	12/09/2009	989 97	962 77	27 20	0 00
43 0000	617446448	MORGAN STANLEY DEAN WITTER & CO COM NEW ISIN #6174464486	07/08/2009	12/09/2009	1,291 68	1,137 35	154 33	0 00
25 0000	881624209	TEVA PHARMACEUTICALS INDS LTD ADR	06/05/2009	12/09/2009	1,314 21	1,230 29	83 92	0 00
Total Short Term Sales					**320,205 14**	**447,599 34**	**-127,394 20**	**0.00**
Long Term 15% Sales								
1178 0000	172967101	CITIGROUP INC	01/12/1998	01/15/2009	4,286 72	41,753 92	-37,467 20	0 00
644 0000	589331107	MERCK & CO INC	10/17/2006	01/22/2009	17,620 32	30,891 52	-13,271 20	0 00
359 0000	594918104	MICROSOFT CORP COM	01/11/2006	01/23/2009	6,234 72	10,170 21	-3,935 49	0 00
259 0000	742718109	PROCTER & GAMBLE CO	03/18/1998	01/23/2009	14,499 28	10,824 62	3,674 66	0 00
53 0000	481165108	JOY GLOBAL INC	01/09/2008	02/13/2009	1,137 46	3,118 40	-1,980 94	0 00

This is important tax information and is being furnished to you

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ALICE & DAVID C. BINTLIFF FOUNDATION

#74-6061437

2009 Tax Information Statement

Ref· ENH

Account Number 26-30294
Recipient's Tax ID number XX-XXX1437

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
ALICE & DAVID C. BINTLIFF
FOUNDATION
MR R. A WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
346 0000	481165108	JOY GLOBAL INC	01/09/2008	02/20/2009	6,392 35	20,357 84	-13,965 49	0 00
513 0000	369604103	GENERAL ELECTRIC CO	01/12/1998	02/23/2009	4,545 92	13,406.20	-8,860 28	0 00
846 0000	369604103	GENERAL ELECTRIC CO	01/12/1998	03/04/2009	4,995 35	20,673 42	-15,678 07	0 00
307 0000	191216100	COCA COLA CO	10/18/2006	03/06/2009	11,886 39	13,726 88	-1,840 49	0 00
126 0000	742718109	PROCTER & GAMBLE CO	03/18/1998	03/06/2009	5,732 45	5,266 03	466 42	0 00
300 0000	742718109	PROCTER & GAMBLE CO	03/18/1998	03/10/2009	13,450 39	12,538 18	912 21	0 00
304 0000	368710406	GENENTECH INC NEW	03/07/2008	03/26/2009	28,880 00	23,978 55	4,901 45	0 00
316 0000	478160104	JOHNSON & JOHNSON	01/18/2007	06/03/2009	17,675 89	21,395 69	-3,719 80	0 00
449 0000	718172109	PHILIP MORRIS INTL INC COM	01/16/1992	06/03/2009	19,802 91	6,567 11	13,235 80	0 00
651 0000	071813109	BAXTER INTL INC	10/24/2007	06/05/2009	30,763 06	38,102 84	-7,339 78	0 00
634 0000	46625H100	J P MORGAN CHASE & CO	08/21/2008	09/03/2009	26,411 76	22,977 30	3,434 46	0 00
342 0000	023135106	AMAZON COM INC	08/12/2008	12/04/2009	47,659 93	29,592 70	18,067 23	0 00
15 0000	002824100	ABBOTT LABORATORIES	01/05/2007	12/09/2009	799 92	746 64	53 28	0 00
14 0000	023135106	AMAZON COM INC	08/13/2008	12/09/2009	1,828 63	1,195 16	633 47	0.00
10 0000	037833100	APPLE COMPUTER INC	07/06/2006	12/09/2009	1,933 55	557 70	1,375 85	0 00
8 0000	075887109	BECTON DICKINSON & CO	12/14/2007	12/09/2009	614 06	665 79	-51.73	0 00
11 0000	12189T104	BURLINGTON NORTHN SANTA FE CORP	05/18/2007	12/09/2009	1,087 54	1,034 87	52 67	0 00
11 0000	166764100	CHEVRONTEXACO CORP COM	01/12/1998	12/09/2009	840 37	398 05	442 32	0 00
37 0000	17275R102	CISCO SYS INC	01/04/2007	12/09/2009	876 50	1,039 68	-163 18	0 00
12 0000	191216100	COCA COLA CO	10/18/2006	12/09/2009	689 98	527 74	162 24	0 00

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ALICE & DAVID C. BINTLIFF FOUNDATION

#74-6061437

2009 Tax Information Statement

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Ref. ENH

Account Number 26-30294
Recipient's Tax ID number: XX-XXX1437

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THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
ALICE & DAVID C. BINTLIFF
FOUNDATION
MR. R. A. WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
15 0000	20825C104	CONOCOPHILLIPS	03/04/2008	12/09/2009	748 63	1,205 11	-456 48	0 00
20 0000	22160K105	COSTCO WHSL CORP NEW	06/30/2006	12/09/2009	1,177 76	1,144 77	32 99	0 00
12 0000	25243Q205	ADR DIAGEO PLC SPONSORED ADR NEW	02/28/2007	12/09/2009	799.29	951 38	-152 09	0 00
19 0000	30231G102	EXXON MOBIL CORP	04/09/1998	12/09/2009	1,373 66	634 10	739 56	0 00
16 0000	343412102	FLUOR CORP	03/17/2008	12/09/2009	646 22	995 15	-348 93	0 00
17 0000	372917104	GENZYME CORP GENL DIV	08/13/2008	12/09/2009	832 29	1,368 28	-535 99	0 00
17 0000	423074103	H J HEINZ CO	10/24/2008	12/09/2009	723 33	673 73	49 60	0 00
28 0000	428236103	HEWLETT PACKARD CO COM	10/24/2008	12/09/2009	1,387 84	902 07	485 57	0 00
46 0000	458140100	INTEL CORP COM	10/11/2006	12/09/2009	909 85	968 21	-58 36	0 00
12 0000	459200101	INTL BUSINESS MACHINES CORP	10/12/2007	12/09/2009	1,528 04	1,416 73	111 31	0 00
55 0000	46625H100	J P MORGAN CHASE & CO	10/02/2008	12/09/2009	2,262 09	2,690 68	-428 59	0 00
17 0000	478160104	JOHNSON & JOHNSON	09/23/2008	12/09/2009	1,089 84	1,169 66	-79 82	0 00
51 0000	548661107	LOWES COMPANIES INC	10/03/2008	12/09/2009	1,158 69	1,144 05	14 64	0 00
27 0000	580135101	MCDONALDS CORP	10/02/2008	12/09/2009	1,641 82	1,671 57	-29 75	0 00
24 0000	594918104	MICROSOFT CORP COM	01/11/2006	12/09/2009	710 86	657 60	53 26	0 00
19 0000	665859104	NORTHERN TRUST CORP	07/25/2008	12/09/2009	897 15	1,454 12	-556 97	0 00
16 0000	66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	10/02/2008	12/09/2009	867 01	833 32	33 69	0 00
28 0000	674599105	OCCIDENTAL PETROLEUM CORP	08/14/2008	12/09/2009	2,133 26	2,145 78	-12 52	0 00
54 0000	68389X105	ORACLE CORPORATION	08/14/2008	12/09/2009	1,176 62	1,253 03	-76 41	0 00

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STATEMENT D-1

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2009 Tax Information Statement

Account Number. 26-30294
Recipient's Tax ID number XX-XXX1437

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P O BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
ALICE & DAVID C BINTLIFF
FOUNDATION
MR. R. A WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
17 0000	713448108	PEPSICO INC	03/02/1998	12/09/2009	1,043 94	627 90	416 04	0 00
43 0000	718172109	PHILIP MORRIS INTL INC COM	09/17/2008	12/09/2009	2,095 76	2,233 13	-137 37	0 00
10 0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	10/16/2006	12/09/2009	592 18	605 11	-12 93	0 00
27 0000	902973304	US BANCORP DEL NEW	03/27/2008	12/09/2009	615 85	906 79	-290 94	0 00
10 0000	911312106	UNITED PARCEL SERVICE INC CL B	03/06/2008	12/09/2009	577 88	722 04	-144 16	0 00
14 0000	913017109	UNITED TECHNOLOGIES CORP	10/21/2008	12/09/2009	937 97	717 51	220 46	0 00
30 0000	92826C839	VISA INC COM CL A STK	03/19/2008	12/09/2009	2,426 63	1,769 08	657 55	0 00
34 0000	931142103	WAL MART STORES INC	03/20/2008	12/09/2009	1,834 59	1,768 93	65 66	0 00
42 0000	949746101	WELLS FARGO & CO NEW	08/15/2008	12/09/2009	1,089 87	1,261 13	-171 26	0 00
25 0000	988498101	YUM BRANDS INC	01/11/2008	12/09/2009	858 47	938 53	-82 06	0 00
Total Long Term 15% Sales					304,780 64	386,336 53	-81,555 89	0 00

This is important tax information and is being furnished to you.

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