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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. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.





OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation CLIFTON FOUNDATION		A Employer identification number 74-2832766	
Number and street (or P O box number if mail is not delivered to street address) 400 AUSTIN AVENUE NO 1003		B Telephone number (see instructions) (254) 741-6400	
City or town, state or province, country, and ZIP or foreign postal code WACO, TX 76701		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)▶ \$ 2,976,209	J Accounting method <input checked="" 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	308,424			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	286	286		
	4 Dividends and interest from securities.	59,089	59,089		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	117,462			
	b Gross sales price for all assets on line 6a 1,539,957				
	7 Capital gain net income (from Part IV, line 2) . . .		117,462		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 433	433		
	12 Total. Add lines 1 through 11	485,694	177,270		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	 1,360	460		900
	c Other professional fees (attach schedule)	 47,530	45,530		2,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 2,673	673		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 949	572		377
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	52,512	47,235		3,277
	25 Contributions, gifts, grants paid	134,080			134,080
	26 Total expenses and disbursements. Add lines 24 and 25	186,592	47,235		137,357
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	299,102			
	b Net investment income (if negative, enter -0-)		130,035		
	c Adjusted net income (if negative, enter -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		-3	-3
	2	Savings and temporary cash investments	1,062,481	48,174	48,174
	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) ▶ _____ 111,667 Less allowance for doubtful accounts ▶ _____ 0	111,667	111,667	111,667
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	350,585	0	0
	b	Investments—corporate stock (attach schedule)	667,804	1,775,562	1,775,562
	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)	363,637	1,040,809	1,040,809
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,556,174	2,976,209	2,976,209
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,556,174	2,976,209	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,556,174	2,976,209	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,556,174	2,976,209	

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	2,556,174
2	Enter amount from Part I, line 27a	2	299,102
3	Other increases not included in line 2 (itemize) ▶ _____	3	123,785
4	Add lines 1, 2, and 3	4	2,979,061
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,852
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,976,209

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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	117,462
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 page 18 of 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))
2012	126,682	2,529,357	0 050085
2011	115,849	2,523,302	0 045912
2010	118,006	2,439,458	0 048374
2009	108,979	2,291,613	0 047556
2008	161,386	3,003,415	0 053734

2	Total of line 1, column (d).	2	0 245661
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 049132
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,752,582
5	Multiply line 4 by line 3.	5	135,240
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,300
7	Add lines 5 and 6.	7	136,540
8	Enter qualifying distributions from Part XII, line 4.	8	137,357

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 page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,300
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2.		3	1,300
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	1,300
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		1,115
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		1,000
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.		7	2,115
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	2
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	813
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 813 Refunded		11	0

Part VII-A

Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>			No
c Did the foundation file Form 1120-POL for this year?.			No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 0. (2) On foundation managers \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	Yes	

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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of JAMES R CLIFTON Telephone no (254) 741-6400 Located at 400 AUSTIN AVENUE SUITE 1003 WACO TX ZIP+4 76701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, 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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. 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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	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 2013?	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))?

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

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?

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
JAMES R CLIFTON 400 AUSTIN AVENUE SUITE 1003 WACO,TX 76701	PRESIDENT 1 00	0	0	0
WILLIAM L CLIFTON JR 400 AUSTIN AVENUE SUITE 1003 WACO,TX 76701	V/P 1 00	0	0	0
MARY LACY CLIFTON CHASE 3720 HERWOL WACO,TX 76710	SEC 1 00	0	0	0
DAVID NEMEC 400 AUSTIN AVENUE SUITE 1003 WACO,TX 76701	TREAS 1 00	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.

0

Form 990-PF (2013)

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.		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 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 page 24 of the 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	2,612,495
b	Average of monthly cash balances.	1b	182,005
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,794,500
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	2,794,500
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,918
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,752,582
6	Minimum investment return. Enter 5% of line 5.	6	137,629

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	137,629
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,300
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,300
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	136,329
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	136,329
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	136,329

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	137,357
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	137,357
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	1,300
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	136,057
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				136,329
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			37,993	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 137,357				
a Applied to 2012, but not more than line 2a			37,993	
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 2013 distributable amount.				99,364
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				36,965
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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 2013, 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)

☐ 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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))

See Additional Data Table

b

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

2

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

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

JAMES R CLIFTON THE CLIFTON FOUNDAT
400 AUSTIN AVENUE SUITE 1003
WACO, TX 76701
(254) 741-6400

b

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

OUTLINE OF CHARITABLE ACTIVITIES/PROGRAMS INCLUDING IRS TAX EXEMPTION LTR

c

Any submission deadlines

SEPTEMBER 1

d

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

NONE

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 Paid during the year See Additional Data Table				
Total			3a	134,080
b Approved for future payment See Additional Data Table				
Total			3b	65,230

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
AMEXP	P	2008-12-29	2013-01-11
AMEXP	P	2009-10-21	2013-01-11
AMGNNOTE	P	2011-11-16	2013-01-11
BANOTE	P	2009-01-22	2013-01-15
BBTNOTE	P	2009-04-29	2013-02-06
BBTNOTE	P	2012-09-27	2013-02-06
BLACKRCK	P	2009-12-09	2013-02-06
BLACKRCK	P	2012-10-23	2013-02-06
CITINOTE	P	2010-01-07	2013-01-11
CMENOTE	P	2009-02-05	2013-02-06
CMENOTE	P	2009-10-02	2013-02-06
CMENOTE	P	2012-04-20	2013-02-06
CONSOLED2	P	2009-03-27	2013-02-06
CONSOLED2	P	2010-08-18	2013-02-06
COPNOTE	P	2009-06-30	2013-01-11
COPNOTE	P	2010-09-08	2013-01-11
CSFB2NOTE	P	2011-11-16	2013-02-06
DELLNOTE2	P	2010-09-08	2013-01-11
DELLNOTE2	P	2011-11-15	2013-01-11
DIEGONOTE	P	2012-06-21	2013-02-06
DIEGONOTE	P	2012-08-22	2013-02-06
DUKENOTE	P	2010-08-18	2013-01-11
DUNOTE	P	2009-02-17	2013-01-11
ERICNOTE	P	2012-05-11	2013-01-11
GECAP	P	2009-01-05	2013-01-11
GECAP	P	2009-09-24	2013-01-11
GSGROUP	P	2008-12-04	2013-01-11
GSGROUP	P	2009-09-25	2013-01-11
GSGROUP	P	2012-09-18	2013-01-11
HPQNOTE	P	2009-01-20	2013-01-11

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)
HPQNOTE	P	2009-09-30	2013-01-11
JPMNOTE	P	2012-07-27	2013-01-11
JPMNOTE	P	2012-08-10	2013-01-11
LOWESNT	P	2008-12-09	2013-01-11
MDTNOTE4	P	2012-10-19	2013-02-06
MERNOTE	P	2009-09-24	2013-01-11
MERNOTE	P	2010-12-09	2013-01-11
METNOTE2	P	2010-08-04	2013-01-11
METNOTE2	P	2010-09-09	2013-01-11
MSNOTE3	P	2010-07-28	2013-02-06
MSNOTE3	P	2012-06-20	2013-02-06
ORCLNOTE	P	2009-03-03	2013-01-11
ORCLNOTE	P	2009-10-29	2013-01-11
PMNOTE	P	2009-02-05	2013-02-06
PRUNOTE	P	2009-02-06	2013-01-11
PRUNOTE	P	2009-10-22	2013-01-11
SIMONLP4	P	2010-01-27	2013-01-11
TGTNOTE2	P	2010-07-13	2013-01-11
VERZNOTE	P	2012-06-21	2013-02-06
WELLNOTE	P	2011-06-20	2013-01-11
WUNOTE	P	2009-03-17	2013-02-06
PFIUX	P	2012-12-27	2013-05-10
PFIUX	P	2012-12-27	2013-07-15
PFIUX	P	2012-12-27	2013-10-15
PFIUX	P	2012-12-27	2013-12-13
PFIUX	P	2012-12-27	2013-12-13
ANCHOR	P	2010-03-12	2013-01-11
AUBURN	P	2010-05-04	2013-01-11
CALIFWTR	P	2012-09-24	2013-02-06
CATERP2	P	2012-10-04	2013-02-06

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)
DISTCOL2	P	2009-12-09	2013-01-11
FFC03-16	P	2006-03-23	2013-01-11
FHL02-17	P	2006-07-12	2013-01-11
GALVES	P	2009-09-10	2013-01-11
GEELEC	P	2011-01-05	2013-01-11
MTNVIEW	P	2012-09-21	2013-02-06
NEWHAM	P	2010-06-23	2013-01-11
NYDORM2	P	2012-09-13	2013-02-06
OREGON	P	2008-06-19	2013-01-11
PALOALTO	P	2012-07-18	2013-02-06
UNIVMD	P	2012-01-20	2013-01-11
VIRGINIA	P	2005-07-27	2013-01-11
IDU	P	2013-01-08	2013-07-01
IDU	P	2013-07-15	2013-07-22
IDU	P	2013-08-26	2013-09-23
IDU	P	2013-07-22	2013-10-14
IDU	P	2013-09-02	2013-10-14
IDU	P	2013-09-23	2013-10-14
IDU	P	2013-01-08	2013-01-28
IDU	P	2013-07-15	2013-09-16
IDU	P	2013-08-26	2013-09-16
IYE	P	2013-01-08	2013-07-15
IYE	P	2013-01-08	2013-09-23
IYE	P	2013-01-08	2013-07-22
IYE	P	2013-01-08	2013-10-28
IYE	P	2013-01-08	2013-01-28
IYH	P	2013-07-22	2013-09-23
IYH	P	2013-07-22	2013-10-28
IYJ	P	2013-01-08	2013-07-15
IYJ	P	2013-01-08	2013-07-22

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)
IYJ	P	2013-01-08	2013-09-23
IYJ	P	2013-01-08	2013-10-28
IYJ	P	2013-01-08	2013-01-28
IYW	P	2013-01-28	2013-07-15
IYW	P	2013-01-28	2013-07-22
IYW	P	2013-01-28	2013-09-23
IYW	P	2013-01-28	2013-10-28
XLB	P	2013-01-08	2013-07-15
XLB	P	2013-01-08	2013-07-22
XLB	P	2013-01-08	2013-09-23
XLB	P	2013-01-08	2013-10-28
XLB	P	2013-01-08	2013-01-28
XLF	P	2013-01-08	2013-07-15
XLF	P	2013-01-08	2013-07-22
XLF	P	2013-01-08	2013-09-23
XLF	P	2013-01-08	2013-10-28
XLF	P	2013-01-08	2013-01-28
XLP	P	2013-01-08	2013-07-15
XLP	P	2013-01-08	2013-07-22
XLP	P	2013-01-08	2013-08-26
XLP	P	2013-07-01	2013-08-26
XLP	P	2013-01-08	2013-01-28
XLV	P	2013-01-08	2013-07-01
XLV	P	2013-01-08	2013-01-28
XLY	P	2013-01-08	2013-07-15
XLY	P	2013-01-08	2013-09-23
XLY	P	2013-01-08	2013-10-28
XLY	P	2013-01-08	2013-01-28
XLY	P	2013-01-08	2013-07-22
CNP	P	2013-01-03	2013-03-25

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)
FET	P	2013-01-17	2013-07-08
FET	P	2013-02-05	2013-07-08
FET	P	2013-01-17	2013-06-11
KMI	P	2013-01-03	2013-02-15
BHPLF PK	P	2010-06-11	2013-01-11
BHPLF PK	P	2010-06-22	2013-01-11
BNKHF PK	P	2010-02-22	2013-01-04
MTNOF PK	P	2010-12-22	2013-01-25
MTNOF PK	P	2011-08-01	2013-01-25
NATDF	P	2012-11-14	2013-02-13
NSRGF PK	P	2005-08-17	2013-01-10
STOHF PK	P	2012-01-19	2013-02-13
STOHF PK	P	2012-05-15	2013-02-13
CAPITAL GAINS 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)
5,982		4,971	1,011
1,196		1,047	149
6,278		5,966	312
5,000		5,020	-20
5,284		5,007	277
1,057		1,079	-22
5,258		5,025	233
1,052		1,074	-22
1,037		1,009	28
4,190		4,024	166
1,048		1,045	3
1,048		1,070	-22
5,227		5,034	193
1,045		1,063	-18
5,362		5,084	278
1,072		1,076	-4
6,339		6,220	119
5,131		5,014	117
1,026		1,040	-14
4,479		4,483	-4
1,120		1,143	-23
6,556		6,231	325
5,412		5,020	392
6,181		6,072	109
4,550		4,005	545
1,137		1,036	101
4,284		3,834	450
1,071		1,046	25
1,071		1,091	-20
5,377		5,167	210

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)
1,075		1,075	0
5,547		5,432	115
1,109		1,116	-7
5,571		4,934	637
6,259		6,431	-172
1,179		1,016	163
4,714		4,156	558
5,731		5,093	638
1,146		1,051	95
5,038		4,940	98
1,008		1,014	-6
6,027		5,082	945
1,205		1,079	126
5,036		5,028	8
4,778		3,684	1,094
1,195		1,034	161
6,592		6,153	439
5,565		5,015	550
4,031		4,067	-36
5,394		5,162	232
5,265		5,032	233
20,000		19,810	190
2,000		2,000	0
4,000		4,064	-64
289		299	-10
62,711		64,589	-1,878
16,433		15,012	1,421
21,346		20,020	1,326
19,523		20,220	-697
20,299		20,785	-486

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)
27,860		25,020	2,840
28,470		25,038	3,432
24,265		20,465	3,800
28,433		25,020	3,413
27,919		24,830	3,089
19,523		20,020	-497
27,360		25,336	2,024
22,097		23,082	-985
28,977		25,020	3,957
19,185		20,020	-835
30,210		29,763	447
26,439		25,037	1,402
71,862		66,489	5,373
10,310		10,161	149
3,418			3,418
74,024		77,909	-3,885
11,293		11,518	-225
1,993		2,009	-16
6,973		6,806	167
72,925		76,210	-3,285
11,126		11,259	-133
11,876		10,656	1,220
10,619		9,319	1,300
10,005		8,775	1,230
11,641		9,946	1,695
10,377		9,862	515
10,936		10,773	163
12,860		12,373	487
12,365		10,625	1,740
10,090		8,530	1,560

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)
10,982		8,979	2,003
13,624		10,775	2,849
9,398		8,979	419
11,337		10,597	740
8,601		8,146	455
11,206		10,092	1,114
12,201		10,741	1,460
10,854		10,467	387
10,343		9,849	494
10,201		9,269	932
13,318		11,664	1,654
9,939		9,733	206
12,757		10,592	2,165
9,494		7,762	1,732
10,201		8,558	1,643
13,451		10,965	2,486
9,227		8,999	228
11,238		9,618	1,620
10,008		8,518	1,490
54,152		47,915	6,237
19,655		19,600	55
8,069		7,808	261
77,136		65,856	11,280
9,391		9,038	353
13,262		10,753	2,509
10,855		8,670	2,185
13,331		10,220	3,111
9,694		9,252	442
8,623		7,024	1,599
7,012		5,919	1,093

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)
3,034		2,474	560
3,034		2,580	454
3,038		2,474	564
7,497		7,407	90
4,691		3,933	758
2,345		2,104	241
265		229	36
7,131		6,977	154
3,962		4,401	-439
7,031		6,958	73
6,612		2,825	3,787
4,465		4,299	166
3,283		3,216	67
13,642			13,642

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	
			1,011
			149
			312
			-20
			277
			-22
			233
			-22
			28
			166
			3
			-22
			193
			-18
			278
			-4
			119
			117
			-14
			-4
			-23
			325
			392
			109
			545
			101
			450
			25
			-20
			210

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	
			0
			115
			-7
			637
			-172
			163
			558
			638
			95
			98
			-6
			945
			126
			8
			1,094
			161
			439
			550
			-36
			232
			233
			190
			0
			-64
			-10
			-1,878
			1,421
			1,326
			-697
			-486

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	
			2,840
			3,432
			3,800
			3,413
			3,089
			-497
			2,024
			-985
			3,957
			-835
			447
			1,402
			5,373
			149
			3,418
			-3,885
			-225
			-16
			167
			-3,285
			-133
			1,220
			1,300
			1,230
			1,695
			515
			163
			487
			1,740
			1,560

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	
			2,003
			2,849
			419
			740
			455
			1,114
			1,460
			387
			494
			932
			1,654
			206
			2,165
			1,732
			1,643
			2,486
			228
			1,620
			1,490
			6,237
			55
			261
			11,280
			353
			2,509
			2,185
			3,111
			442
			1,599
			1,093


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	
			560
			454
			564
			90
			758
			241
			36
			154
			-439
			73
			3,787
			166
			67
			13,642


Form 990PF Part XV Line 1a - 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).

JAMES R CLIFTON
WILLIAM L CLIFTON JR
MARY LACY CLIFTON CHASE


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 Paid during the year				
AMERICAN CANCER SOCIETY 1700 LAKE SUCCESS DRIVE WACO,TX 76710		501 (C) (3) ENTITY	SPONSER EVENT	1,000
ASSOCIATION FOR RETARDED CITIZENS TEXAS PO BOX 3367 WACO,TX 76707		501 (C) (3) ENTITY	GENERAL USE	500
BRAZOS VALLEY PUBLIC BROADCASTING FOUNDATION-- KWBU-FM ONE BEAR PLACE 97296 WACO,TX 76798		501 (C) (3) ENTITY	GENERAL USE	1,000
CARE NET PREGNANCY CENTER 4700 W WACO DRIVE WACO,TX 76710		501 (C) (3) ENTITY	CAPITAL PROJECTS	10,000
CARITAS OF WACO 300 SOUTH 15TH STREET WACO,TX 76701		501 (C) (3) ENTITY	GENERAL USE	5,000
CEDAR CREEK VETERANS FOUNDATION PO BOX 489 MABANK,TX 75147		501 (C) (3) ENTITY	SPONSOR EVENT	250
CENTRAL TEXAS LITERACY COALITION PO BOX 6088 WACO,TX 76706		501 (C) (3) ENTITY	STORYBOOK CHRISTMAS	250
CENTRAL TEXAS SENIOR MINISTRIES PO BOX 85 WACO,TX 76703		501 (C) (3) ENTITY	MEALS ON WHEELS	5,000
COMPASSION MINISTIES OF WACO INC 1421 AUSTIN AVENUE WACO,TX 76701		501 (C) (3) ENTITY	SPONSOR EVENT	1,500
CROSS CULTURE EXPERIENCES INC 1315 N 15TH STREET WACO,TX 76707		501 (C) (3) ENTITY	MISSION WACO	1,000
CROSS TIES MINISTRIES-- TALITHA KOUM INSTITUTE PO BOX 2202 WACO,TX 76703		501 (C) (3) ENTITY	GENERAL USE	1,500
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY ROAD CULVER,IN 46511		501 (C) (3) ENTITY	GENERAL USE	5,000
DR PEPPER MUSEUM AND FREE ENTERPRISE INSTITUTE 300 SOUTH 5TH STREET WACO,TX 76701		501 (C) (3) ENTITY	GENERAL USE	1,000
DUKE UNIVERSITY PO BOX 90581 DURHAM,NC 27708		501 (C) (3) ENTITY	TRINITY COLLEGE	1,000
EDUCATIONAL FOUNDATION INC PO BOX 309 CHAPEL HILL,NC 27514		501 (C) (3) ENTITY	GENERAL USE	1,000
Total  3a				134,080


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 Paid during the year				
FAMILY ABUSE CENTER PO BOX 20395 WACO,TX 76702		501 (C) (3) ENTITY	GENERAL USE	1,000
FORT WORTH ACADEMY 7301 DUTCH BRANCH ROAD FORT WORTH,TX 76132		501 (C) (3) ENTITY	GENERAL USE	1,000
FRIENDS FOR LIFE PO BOX 23491 WACO,TX 76702		501 (C) (3) ENTITY	GENERAL USE	1,500
FRIENDS OF BIG BEND NATIONAL PARK PO BOX 200 BIG BEND NP,TX 79834		501 (C) (3) ENTITY	GENERAL USE	100
FUZZY FRIENDS RESCUE PO BOX 20966 WACO,TX 76702		501 (C) (3) ENTITY	SPONSOR EVENT	500
HISTORIC WACO FOUNDATION INC 810 SOUTH 4TH STREET WACO,TX 76706		501 (C) (3) ENTITY	GENERAL USE	1,500
HISTORIC WACO FOUNDATION INC 810 SOUTH 4TH STREET WACO,TX 76706		501 (C) (3) ENTITY	IN COMPANY WITH ANGELS	250
HUMANE SOCIETY OF CENTRAL TEXAS 2032 CIRCLE ROAD WACO,TX 76706		501 (C) (3) ENTITY	GENERAL USE	500
JUNIOR LEAGUE OF WACO 2600 AUSTIN AVENUE WACO,TX 76710		501 (C) (3) ENTITY	ENDOWMENT	1,000
K-LIFE MINISTRIES PO BOX 8577 WACO,TX 76714		501 (C) (3) ENTITY	GENERAL USE	500
KEEP WACO BEAUTIFUL INC PO BOX 1493 WACO,TX 76703		501 (C) (3) ENTITY	GENERAL USE	150
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE W98--2ND FLOOR CAMBRIDGE,MA 02139		501 (C) (3) ENTITY	SLOAN SCHOOL OF MANAGEMENT	1,000
MCLENNAN COMMUNITY COLLEGE FOUNDATION 1400 COLLEGE DRIVE WACO,TX 76708		501 (C) (3) ENTITY	GENERAL USE	1,000
MCLENNAN COUNTY HUNGER COALITION 300 S 15TH STREET WACO,TX 76701		501 (C) (3) ENTITY	GENERAL USE	10,000
NATIONAL PARKS CONSERVATION ASSOCIATION 1300 19TH STREET NW SUITE 300 WASHINGTON,DC 20036		501 (C) (3) ENTITY	GENERAL USE	10,000
Total  3a				134,080

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>				
PLANNED PARENTHOOD CENTER OF WACO PO BOX 1459 WACO,TX 76703		501 (C) (3) ENTITY	GENERAL USE	1,000
PROVIDENCE FOUNDATION 6901 MEDICAL PARKWAY WACO,TX 76712		501 (C) (3) ENTITY	GENERAL USE	1,000
RONALD MCDONALD HOUSE OF DALLAS 4707 BENGAL STREET DALLAS,TX 75235		501 (C) (3) ENTITY	SPONSOR EVENT	500
SOUTHERN METHODIST UNIVERSITY PO BOX 750356 DALLAS,TX 75275		501 (C) (3) ENTITY	TEMERLIN ADVERTISING INSTITUTE	1,000
ST PAUL'S EPISCOPAL DAY SCHOOL 517 COLUMBUS AVENUE WACO,TX 76701		501 (C) (3) ENTITY	GENERAL USE	2,000
ST STEPHENS EPISCOPAL SCHOOL 6500 ST STEPHENS DRIVE AUSTIN,TX 78746		501 (C) (3) ENTITY	GENERAL USE	1,000
THE GREATER WACO INTERFAITH CONFERENCE PO BOX 21902 WACO,TX 76702		501 (C) (3) ENTITY	GENERAL USE	250
THE GREATER WACO UNITED FUND FOUNDATION 4224 COBBS DRIVE WACO,TX 76710		501 (C) (3) ENTITY	ENDOWMENT	6,365
THE WACO FOUNDATION 1105 WOODED ACRES SUITE 701 WACO,TX 76710		501 (C) (3) ENTITY	GENERAL USE	10,000
THE WACO FOUNDATION 1105 WOODED ACRES SUITE 701 WACO,TX 76710		501 (C) (3) ENTITY	EDUCATION ALLIANCE FUND	2,000
THE WACO FOUNDATION 1105 WOODED ACRES SUITE 701 WACO,TX 76710		501 (C) (3) ENTITY	MAC SCHOLARSHIP FUND	5,000
WISD EDUCATION FOUNDATION 501 FRANKLIN AVENUE WACO,TX 76701		501 (C) (3) ENTITY	GREATER WACO ADVANCED MFG ACADEMY	5,000
UNITED SERVICE ORGANIZATIONS INC PO BOX 96860 WASHINGTON,DC 20077		501 (C) (3) ENTITY	GENERAL USE	5,000
UNITED WAY OF WACO-MCLENNAN COUNTY 4224 COBBS DRIVE WACO,TX 76710		501 (C) (3) ENTITY	GENERAL USE	6,365
UNIVERSITY OF SOUTH CAROLINA 1600 HAMPTON STREET COLUMBIA,SC 29208		501 (C) (3) ENTITY	JOURNALISM-MISC SCHOLARSHIPS	1,000
Total  3a				134,080

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>				
UNIVERSITY OF SOUTHERN CALIFORNIA PO BOX 80354 LOS ANGELES, CA 90080		501 (C) (3) ENTITY	USC ENGINEERING INNOVATION FUND	1,000
UNIVERSITY OF TEXAS AT DALLAS 2200 WEST MOCKINGBIRD LANE DALLAS, TX 75235		501 (C) (3) ENTITY	SPONSOR EVENT	500
UNIVERSITY OF TEXAS--MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210		501 (C) (3) ENTITY	GENERAL USE	1,000
VANGUARD SCHOOL 2517 MT CARMEL WACO, TX 76710		501 (C) (3) ENTITY	GENERAL USE	1,500
VIRGINIA EPISCOPAL SCHOOL PO BOX 408 LYNCHBURG, VA 24505		509 (A) (1) PUBLIC	GENERAL USE	1,000
WACO CHAMBER COMMUNITY DEVELOPMENT FND PO BOX 1220 WACO, TX 76703		501 (C) (3) ENTITY	THE MOMENTUM FUND	8,000
WACO FAMILY PRACTICE FOUNDATION 1600 PROVIDENCE DRIVE WACO, TX 76707		501 (C) (3) ENTITY	SPONSOR EVENT	6,000
WACO MONTESSORI SCHOOL 1920 COLUMBUS AVENUE WACO, TX 76701		501 (C) (3) ENTITY	GENERAL USE	1,500
WORLD HUNGER RELIEF INC PO BOX 639 ELM MOTT, TX 76640		501 (C) (3) ENTITY	GENERAL USE	1,100
Total  3a				134,080

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization CLIFTON FOUNDATION	Employer identification number 74-2832766
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PATRICIA R CLIFTON IRA PLAN 400 AUSTIN AVE STE 1003 WACO, TX 76701	\$ 308,424	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CLIFTON FOUNDATION	Employer identification number 74-2832766
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization CLIFTON FOUNDATION	Employer identification number 74-2832766
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

TY 2013 Accounting Fees Schedule

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,360	460		900

TY 2013 General Explanation Attachment

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Identifier	Return Reference	Explanation
DISTRIBUTIONS FROM DONOR ADVISED FUNDS	FORM 990, PART VII-A, QUESTION 12	<p>IN 2013, THE CLIFTON FOUNDATION DID NOT MAKE A DISTRIBUTION TO A DONOR ADVISED FUND, HOWEVER, THE FOUNDATION HAS MADE DISTRIBUTIONS IN PREVIOUS YEARS TO A DONOR-ADVISED FUND, THE CLIFTON FOUNDATION FUND, HELD AT THE WACO FOUNDATION. DISTRIBUTIONS FROM THIS DONOR ADVISED FUND ARE INTENDED TO BE USED TO FURTHER THE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES OR THE PREVENTION OF CRUELTY TO CHILDREN OR ANIMALS OF RECIPIENT 501(C)(3) ORGANIZATIONS. BELOW IS A HISTORY OF FUNDS CONTRIBUTED TO AND EXPENDITURES FUNDED FROM THIS DONOR ADVISED FUND: DONATIONS BY THE THE CLIFTON FOUNDATION TO THE WACO FOUNDATION: 2005 \$50,000 2008 25,000 2009 10,000 2010 16,282 2011 10,000 2012 25,000 TOTAL \$136,282. EXPENDITURES MADE FROM THE DONOR ADVISED FUND: WACO CHAMBER OF COMMERCE DEVELOPMENT FUND -2006 \$20,000 WACO CHAMBER OF COMMERCE DEVELOPMENT FUND -2007 20,000 WACO CHAMBER OF COMMERCE DEVELOPMENT FUND -2008 20,000 WACO CHAMBER OF COMMERCE DEVELOPMENT FUND -2009 20,000 WACO CHAMBER OF COMMERCE DEVELOPMENT FUND -2010 20,000 WACO CC COMMUN. DEVEL. FUND CHAIR'S COLLECTION-2007 2,500 WACO CC COMMUN. DEVEL. FUND CHAIR'S COLLECTION-2008 2,500 WACO CC COMMUN. DEVEL. FUND CHAIR'S COLLECTION-2009 2,500 HILLCREST HOSPITAL CANCER CENTER CAMPAIGN - 2013 10,000 ST PAUL AME CHURCH-AUDIO VIDEO- 2013 18,315 TOTAL \$135,815</p>

**TY 2013 Investments Corporate
Stock Schedule**

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SECURITIES	1,775,562	1,775,562

TY 2013 Investments Government Obligations Schedule

Name: CLIFTON FOUNDATION

EIN: 74-2832766

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIXED INCOME FUNDS	FMV	981,044	981,044
CAPITAL SPRINGS LP	AT COST	59,765	59,765

TY 2013 Other Decreases Schedule**Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Description	Amount
TIMING DIFFERENCES	285
PLACEMENT COSTS	2,567

TY 2013 Other Expenses Schedule**Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES	725	348		377
FEES	88	88		0
OTHER PORTFOLIO DEDUCTIONS- CAPITALSPRING	24	24		0
PORTFOLIO DEDUCTIONS-PROF FEES	112	112		0

TY 2013 Other Income Schedule

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	350	350	350
CAPITALSPRING DIRECT	83	83	83

TY 2013 Other Increases Schedule

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	123,785

TY 2013 Other Professional Fees Schedule

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT AND MANAGEMENT FEES	47,530	45,530		2,000

TY 2013 Substantial Contributors Schedule

Name: CLIFTON FOUNDATION

EIN: 74-2832766

Name	Address
PATRICIA R CLIFTON IRA PLAN	400 AUSTIN AVENUE WACO, TX 76701

TY 2013 Taxes Schedule**Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	673	673		0
EXCISE TAX	2,000	0		0