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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
ALICE & DAVID C BINTLIFF FOUNDATION

A Employer identification number
74-6061437

Number and street (or P O box number if mail is not delivered to street address)
1001 FANNIN SUITE 722
ROOM/SUITE 722

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code
HOUSTON, TX 77002

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,325,090

J Accounting method ☑ Cash ☐ Accrual
☐ 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 ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5	5		
	4	Dividends and interest from securities	20,841	20,841		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	83,431			
	b	Gross sales price for all assets on line 6a 521,667				
	7	Capital gain net income (from Part IV, line 2)		83,431		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	104,277	104,277		
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 schedule)				
	c	Other professional fees (attach schedule)	4,715	1,715		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,122	25		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,831	6,831		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,668	8,571		0
	25	Contributions, gifts, grants paid	60,000			60,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	72,668	8,571		60,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	31,609			
	b	**Net investment income** (if negative, enter -0-)		95,706		
	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	9,349	18,161	18,161
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	-34		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	2,200	1,103	1,103
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	891,675	915,535	1,305,826
	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 the instructions Also, see page 1, item I)	903,190	934,799	1,325,090
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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	903,190	934,799	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	903,190	934,799	
	31	**Total liabilities and net assets/fund balances** (see instructions)	903,190	934,799	

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	903,190
2	Enter amount from Part I, line 27a	2	31,609
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	934,799
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	934,799

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)
1 a	SEE ATTACHED NORTHERN TRUST	P		
b	SEE ATTACHED NORTHERN TRUST	P		
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	165,353		174,375	-9,022
b	355,873		263,861	92,012
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				-9,022
b				92,012
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	83,431
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	82,990

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	65,000	1,274,896	0 050985
2012	128,373	2,113,663	0 060735
2011	116,913	2,101,954	0 055621
2010	100,000	2,035,609	0 049125
2009	92,000	1,790,722	0 051376

2	**Total** of line 1, column (d)	2	0 267842
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 053568
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,279,003
5	Multiply line 4 by line 3	5	68,514
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	957
7	Add lines 5 and 6	7	69,471
8	Enter qualifying distributions from Part XII, line 4	8	60,000

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	**1**	1,914
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**	
3	Add lines 1 and 2	**3**	1,914
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	**5**	1,914
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — **6a** 1,103		
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**	1,103
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**	811
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	**10**	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶	**11**	

Part VII-A Statements Regarding Activities

			Yes	No
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?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	**1b**		No
	*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**		No
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**		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? *If "Yes," attach a conformed copy of the changes*	**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? *If "Yes," attach the statement required by General Instruction T.*	**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? *If "Yes," complete Part II, col. (c), and Part XV.*	**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? *If "No," attach explanation*	**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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	**10**		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

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 ▶770026707

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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2014?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	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
RALEIGH W JOHNSON JR 1001 FANNIN SUITE 722 HOUSTON,TX 77002	CHAIRMAN-DIR 1 00	0	0	0
MARGORIE BINTLIFF JOHNSON 1001 FANNIN SUITE 722 HOUSTON,TX 77002	VICE PRES-DI 1 00	0	0	0
ROBERT A WEIGLE 1001 FANNIN SUITE 722 HOUSTON,TX 77002	SECRETARY-TR 1 00	0	0	0
CYNTHIA J ADKINS 1001 FANNIN SUITE 722 HOUSTON,TX 77002	DIRECTOR 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 ▶				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See instructions	
3	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,283,458
b	Average of monthly cash balances	1b	15,022
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,298,480
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	1,298,480
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,477
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,279,003
6	**Minimum investment return.** Enter 5% of line 5	6	63,950

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	63,950
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,914		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,914
3	Distributable amount before adjustments Subtract line 2c from line 1			3	62,036
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	62,036
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	62,036

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	60,000
b	Program-related investments—total from Part IX-B	1b	
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	60,000
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	60,000

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					62,036
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2014					
a From 2009.					
b From 2010.					
c From 2011.					
d From 2012.	14,893				
e From 2013.	2,352				
f **Total** of lines 3a through e.		17,245			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 60,000					
a Applied to 2013, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2014 distributable amount.					60,000
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2014		2,036			2,036
(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		15,209			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		15,209			
10 Analysis of line 9					
a Excess from 2010.					
b Excess from 2011.					
c Excess from 2012.	12,857				
d Excess from 2013.	2,352				
e Excess from 2014.					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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

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

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* See Additional Data Table				
Total . . . . ▶ **3a**				60,000
b *Approved for future payment* MENNINGER 12301 MAIN STREET HOUSTON,TX 77035			PLEDGE PAYMENT	25,000
METHODIST HOSPITAL 6565 FANNIN STREET HOUSTON,TX 77030			PLEDGE	75,000
Total . . . . ▶ **3b**				100,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	5	
4 Dividends and interest from securities. . . .			14	20,841	
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	83,431	
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). .				104,277	

13 Total. Add line 12, columns (b), (d), and (e). **13** 104,277

(See worksheet in line 13 instructions 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 instructions)

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.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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) is based on all information of which preparer has any knowledge

******	2015-05-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
CYNTHIA G MATTHEWS		2015-05-12		P00286341

Firm's name ▶ STEVENS & MATTHEWS LLP

Firm's EIN ▶

Firm's address ▶ 1177 WEST LOOP S STE 600 HOUSTON, TX 770279057

Phone no (713) 621-1177

Form 990PF Part XV Line 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*				
BLUE BIRD CIRCLE 615 WEST ALABAMA HOUSTON,TX 77006			ANNUAL FUND	1,000
CAMP ARANZAZU 915 BRIAR RIDGE HOUSTON,TX 77057			ANNUAL FUND	1,000
LAMAR HIGH SCHOOL 4605 POST OAK PLACE 211 HOUSTON,TX 77035			ANNUAL FUND	1,000
MENNINGER 12301 MAIN STREET HOUSTON,TX 77035			PLEDGE PAYMENT	25,000
MENTAL HEALTH AMERICA-GREATER HOUST 2211 NORFOLK SUITE 810 HOUSTON,TX 77098			ANNUAL FUND	500
METHODIST HOSPITAL 6565 FANNIN STREET HOUSTON,TX 77030			PLEDGE	25,000
ROBERT M BEREN ACADEMY 11333 CLIFFWOOD HOUSTON,TX 77035			ANNUAL FUND	5,000
TEXAS HEART INSTITUTE PO BOX 1403 HOUSTON,TX 77251			ANNUAL FUND	1,000
THE WOMEN'S FUND 5353 WEST ALABAMA STE 61 HOUSTON,TX 77056			ANNUAL FUND	500
Total . . . . ▶ **3a**				60,000

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132027075

TY 2014 Investments Corporate Stock Schedule

Name: ALICE & DAVID C BINTLIFF FOUNDATION

EIN: 74-6061437

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS-CORPORATE STOCK	915,535	1,305,826

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132027075

TY 2014 Other Expenses Schedule

Name: ALICE & DAVID C BINTLIFF FOUNDATION

EIN: 74-6061437

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OTHER PORTFOLIO DEDUCTIONS 2	474	474		
PORTFOLIO MANGEMENT FEES	6,117	6,117		
OTHER BUSINESS EXPENSES	240	240		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132027075

TY 2014 Other Professional Fees Schedule

Name: ALICE & DAVID C BINTLIFF FOUNDATION

EIN: 74-6061437

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL FEES	1,715	1,715		
TAX PREPARATION FEES	3,000			

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132027075

TY 2014 Taxes Schedule

Name: ALICE & DAVID C BINTLIFF FOUNDATION

EIN: 74-6061437

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	1,097			
FOREIGN TAX PAID	25	25		

TY 2014 GeneralDependencySmall

Name: ALICE & DAVID C BINTLIFF FOUNDATION

EIN: 74-6061437

Business Name or Person Name:

Taxpayer Identification Number:

Form, Line or Instruction Reference:

Regulations Reference:

Description: PREPARER NOTE

Attachment Information: PLEASE NOTE THAT THE DATES LISTED IN THE SCHEDULE D DATA ENTRY ARE FOR PURPOSES OF ELECTRONIC FILING ONLY. THE ACTUAL PURCHASE AND SALES DATES ARE LISTED ON THE ATTACHMENT DETAIL.

#74-6061437

ALICE & DAVID C. BINTLIFF FOUNDATION

2014 Tax Information Statement

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: Ref: ENH
ALICE & DAVID C. BINTLIFF FOUNDATION
MR. R. A. WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

2014 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Description of property									
Short Term Sales									
STARBUCKS CORP									
855244109	01/15/2014	05/22/2013	607.64	513.04		0.00	94.60	0.00	0.00
GENERAL MILLS INC									
370334104	01/17/2014	05/22/2013	580.10	588.00		0.00	-7.90	0.00	0.00
KROGER CO									
501044101	01/30/2014	05/22/2013	547.35	511.95		0.00	35.40	0.00	0.00
CIGNA CORP									
125509109	02/13/2014	05/22/2013	533.06	475.93		0.00	57.13	0.00	0.00
GOLDMAN SACHS GROUP INC									
38141G104	02/18/2014	05/22/2013	1,812.47	1,754.50		0.00	57.97	0.00	0.00
TJX COS INC NEW									
872540109	02/21/2014	05/22/2013	542.63	451.80		0.00	90.83	0.00	0.00
YAHOO INC									
984332106	04/09/2014	05/22/2013	686.49	531.00		0.00	155.49	0.00	0.00
FIFTH THIRD BANCORP									
316773100	04/23/2014	05/22/2013	630.22	541.18		0.00	89.04	0.00	0.00
TIME WARNER INC USD0.01									
887317303	04/24/2014	10/11/2013	10,285.84	10,617.45		0.00	-331.61	0.00	0.00

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

#74-6061437

ALICE & DAVID C. BINTLIFF FOUNDATION

2014 Tax Information Statement

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

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

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ALICE & DAVID C. BINTLIFF FOUNDATION
MR. R. A. WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code If any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
MASTERCARD INC CL A									
57636Q104	04/28/2014	05/22/2013	710.11	577.14		0.00	132.97	0.00	0.00
TWENTY-FIRST CENTY FOX INC CL A CL A									
90130A101	04/28/2014	05/22/2013	668.63	617.93		0.00	50.70	0.00	0.00
EXPRESS SCRIPTS HLDG CO COM									
30219G108	05/02/2014	05/22/2013	336.94	312.15		0.00	24.79	0.00	0.00
NATIONAL OILWELL INC									
637071101	05/02/2014	05/22/2013	478.44	415.02		0.00	63.42	0.00	0.00
FACEBOOK INC CL A CL A									
30303M102	05/16/2014	01/30/2014	14,899.12	15,796.70		0.00	-897.58	0.00	0.00
REGIONS FINL CORP NEW COM									
7591EP100	05/16/2014	05/22/2013	384.33	353.34		0.00	30.99	0.00	0.00
SUNTRUST BANKS INC									
867914103	05/16/2014	05/22/2013	370.14	319.00		0.00	51.14	0.00	0.00
SOUTHWEST AIRLINES CO									
844741108	06/20/2014	Various	9,766.06	6,142.52		0.00	3,623.54	0.00	0.00
GLAXO PLC									
37733W105	07/29/2014	06/11/2014	8,737.35	9,838.64		0.00	-1,101.29	0.00	0.00

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

#74-6061437

ALICE & DAVID C. BINTLIFF FOUNDATION

2/a

2014 Tax Information Statement

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

Account Number: 26-30294
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1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Description of property: GEN MTRS CO COM									
37045V100	10/16/2014	Various	13,000.92	16,059.60		0.00	-3,058.68	0.00	0.00
GOODYEAR TIRE & RUBBER CO									
382550101	10/16/2014	06/20/2014	7,294.79	9,973.86		0.00	-2,679.07	0.00	0.00
HOLLYFRONTIER CORP COM									
436106108	10/16/2014	05/20/2014	5,965.32	7,033.84		0.00	-1,068.52	0.00	0.00
OASIS PETE INC NEW COM STK									
674215108	10/16/2014	05/20/2014	1,836.12	2,880.19		0.00	-1,044.07	0.00	0.00
AMERIPRISE FINANCIAL INC									
03076C106	10/17/2014	06/13/2014	10,578.62	11,032.94		0.00	-454.32	0.00	0.00
H & R BLOCK INC									
093671105	10/17/2014	06/17/2014	8,753.98	9,830.01		0.00	-1,076.03	0.00	0.00
JOHNSON CONTROLS INC									
478366107	10/17/2014	05/13/2014	10,118.25	12,200.32		0.00	-2,082.07	0.00	0.00
GANNETT INC									
364730101	11/07/2014	06/11/2014	10,199.63	9,841.57		0.00	358.06	0.00	0.00
UNILEVER N V									
904784709	11/12/2014	06/11/2014	8,780.27	9,824.24		0.00	-1,043.97	0.00	0.00

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

#74-5061437

ALICE & DAVID C. BINTLIFF FOUNDATION

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2014 Tax Information Statement

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. Ref: ENH
ALICE & DAVID C BINTLIFF FOUNDATION
MR. R. A. WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a 'U' are unknown or unsubstantiated

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	INTL BUSINESS MACHINES CORP								
459200101	11/13/2014	04/01/2014	8,270.94	9,925.41		0.00	-1,654.47	0.00	0.00
	ALASKA AIR GROUP INC								
011659109	12/11/2014	02/14/2014	12,150.57	9,265.54		0.00	3,485.03	0.00	0.00
	FORD MOTOR CO COM								
345370860	12/11/2014	Various	15,226.61	16,160.82		0.00	934.21	0.00	0.00
Total Short Term Sales			183,352.94	174,375.83		0.00	9,022.59	0.00	0.00
Long Term Sales									
	STARBUCKS CORP								
855244109	01/15/2014	11/15/2012	12,304.97	7,877.70		0.00	4,426.97	0.00	0.00
	GENERAL MILLS INC								
370334104	01/17/2014	09/28/2012	10,055.11	8,253.96		0.00	1,801.15	0.00	0.00
	KROGER CO								
501044101	01/30/2014	11/08/2012	5,487.47	8,415.19		0.00	3,072.28	0.00	0.00
	CIGNA CORP								
125509109	02/12/2014	11/08/2012	2,805.01	1,989.16		0.00	915.85	0.00	0.00

#74-6061437

ALICE & DAVID C. BINTLIFF FOUNDATION

2014 Tax Information Statement

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: Ref: ENH
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MR. R. A. WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002-6707

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Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Cusip Number	Description of property / Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	CIGNA CORP								
125509109	02/13/2014	11/08/2012	6,472.88	4,449.45		0.00	2,023.43	0.00	0.00
	CISCO SYS INC								
17275R102	02/14/2014	Various	4,793.31	4,224.88		0.00	568.43	0.00	0.00
	CONOCOPHILLIPS								
20825C104	02/14/2014	01/15/2013	3,777.11	3,426.64		0.00	350.47	0.00	0.00
	GOLDMAN SACHS GROUP INC								
38141G104	02/18/2014	11/07/2012	12,852.03	9,378.63		0.00	3,473.40	0.00	0.00
	CITIGROUP INC COM NEW COM NEW								
172967424	02/19/2014	Various	8,486.75	6,612.11		0.00	1,874.64	0.00	0.00
	PHILIP MORRIS INTERNATIONAL								
718172109	02/19/2014	03/30/1990	3,268.18	285.04		0.00	2,983.14	0.00	0.00
	TJX COS INC NEW								
872540109	02/21/2014	11/14/2012	10,309.92	7,179.08		0.00	3,130.84	0.00	0.00
	YAHOO INC								
984332106	04/09/2014	11/07/2012	13,661.25	6,950.79		0.00	6,710.46	0.00	0.00
	BK AMER CORP COM								
060505104	04/23/2014	Various	9,626.71	5,561.08		0.00	4,065.63	0.00	0.00

This is important tax information and is being furnished to you

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#74-6061437

ALICE & DAVID C. BINTLIFF FOUNDATION

2014 Tax Information Statement

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P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-30294
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SUITE 722
HOUSTON, TX 77002-6707

Sales are listed at Gross Proceeds less commissions and option premiums
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Cusip Number	Description of property / Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code if any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	FIFTH THIRD BANCORP								
316773100	04/23/2014	01/17/2013	8,844.09	6,832.83		0.00	2,011.26	0.00	0.00
	MASTERCARD INC CL A								
57636Q104	04/28/2014	Various	13,492.02	8,888.57		0.00	4,603.45	0.00	0.00
	TWENTY-FIRST CENTY FOX INC CL A CL A								
90130A101	04/28/2014	11/08/2012	11,398.46	7,821.24		0.00	3,577.22	0.00	0.00
	EXPRESS SCRIPTS HLDG CO COM								
30219G108	05/02/2014	08/22/2012	9,299.50	8,382.86		0.00	916.64	0.00	0.00
	NATIONAL-OILWELL INC								
637071101	05/02/2014	Various	9,807.96	10,108.76		0.00	-300.80	0.00	0.00
	REGIONS FINL CORP NEW COM								
7591EP100	05/18/2014	07/25/2012	11,598.84	8,095.64		0.00	3,503.20	0.00	0.00
	SUNTRUST BANKS INC								
867914103	05/16/2014	Various	9,216.43	6,292.56		0.00	2,923.87	0.00	0.00
	INTERNATIONAL PAPER CO								
460146103	08/20/2014	Various	8,724.19	7,329.45		0.00	1,394.74	0.00	0.00
	ASHLAND INC NEW COM								
044209104	10/10/2014	Various	7,731.32	6,060.01		0.00	1,671.31	0.00	0.00

#74-6051437

ALICE & DAVID C. BINTLIFF FOUNDATION

7/8

2014 Tax Information Statement

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: Ref: ENH
ALICE & DAVID C. BINTLIFF FOUNDATION
MR. R. A. WEIGLE
1001 FANNIN STREET
SUITE 722
HOUSTON, TX 77002 6707

Sales are listed at Gross Proceeds less commissions and option premiums
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code If any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	EASTMAN CHEM CO								
277432100	10/10/2014	Various	6,067 01	6,628 80		0.00	1,438.21	0.00	0.00
	CONTINENTAL RES INC COM								
212015101	10/10/2014	Various	9,012 79	6,602.07		0.00	2,409 78	0.00	0.00
	HOLLYFRONTIER CORP COM								
436106108	10/16/2014	Various	4,118 91	4,141 41		0.00	24 50	0.00	0.00
	OASIS PETE INC NEW COM STK								
674215108	10/16/2014	Various	5,783 78	6,604 05		0.00	-820 77	0.00	0.00
	ORACLE CORPORATION								
68389X105	10/16/2014	Various	8,912 21	7,966 76		0.00	945 45	0.00	0.00
	QUALCOMM INC								
747525103	10/16/2014	Various	8,528 57	7,689 05		0.00	839 52	0.00	0.00
	PHILLIPS 66 COM								
718546104	11/05/2014	Various	12,361.20	8,310 14		0.00	4,051.06	0.00	0.00
	VALERO ENERGY CORP NEW								
91913Y100	11/05/2014	Various	11,282 84	6,423 04		0.00	4,859 80	0.00	0.00
	WESTLAKE CHEM CORP COM STK								
960413102	11/06/2014	Various	10,670 50	6,233.12		0.00	4,437 38	0.00	0.00

#74-6061437

ALICE & DAVID C BINTLIFF FOUNDATION

28/28

2014 Tax Information Statement

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

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HOUSTON, TX 77002 6707

Sales are listed at Gross Proceeds less commissions and option premiums.
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property

Cusip Number	Date Sold or Disposed	Date Acquired	Proceeds	Cost or Other Basis	Code If any	Adjustments	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
	LYONDELLBASELL IND N V COM USD0 01 CL 'A'								
N53745100	11/05/2014	Various	11,704 42	7,487 26		0.00	4 217 17	0 00	0 00
	QUALCOMM INC								
747525103	11/06/2014	Various	8,940,95	6,999 84		0 00	1,940.61	0.00	0.00
	INTL BUSINESS MACHINES CORP								
459200101	11/07/2014	Various	5 798 29	6 361 93		0 00	563 64	0.00	0.00
	PFIZER INC								
717081103	11/12/2014	Various	10 480 80	7,874 05		0 00	2 606,75	0 00	0 00
	INTL BUSINESS MACHINES CORP								
459200101	11/13/2014	03/15/2011	646 70	631.97		0 00	14 73	0 00	0 00
	AT&T INC								
00206R102	11/14/2014	Various	8,236 83	7,981 18		0.00	255 65	0.00	0 00
	AMERICAN INTERNATIONAL GROUP INC COM COM NEW								
026874784	11/19/2014	Various	14,137 10	8,807 07		0 00	5,330 03	0 00	0 00
	CONOCOPHILLIPS								
20825C104	11/20/2014	Various	6,470 56	5,946.12		0,00	524 44	0.00	0 00
	GOOGLE INC COM USD0 001 CL'C'								
38259P706	11/20/2014	Various	12,793 44	8,754 97		0 00	4,038 47	0.00	0 00
Total Long Term Sales			355,872 77	263,861 35		0 00	92,011 42	0 00	0 00

Alice & David C. Bintliff Foundaiton
74-6061437
Attachment to 2014 Form 990-PF
Grantor Report regarding Endowment Grant Expenditure Responsibility
As required per Reg Sec 53.4945-5(d)

1. The name and address of the grantee:
   Shadywood Foundation
   1001 Fannin, Suite 722
   Houston, Texas 77002
2. The date and amount of the grant:
   January 3, 2013
   $1,019,060
3. The purpose of the grant.
   Shadywood Foundation to further education, research and related areas of need in medical and educational institutions.
4. The amounts expended by the grantee (based upon the most recent report received from the grantee):
   All amounts of income earned on the endowment grant funds have been expended by the grantee in furtherance of the purposes established by the endowment grant.
5. Whether the grantee has diverted any portion of the funds (or the income there from in the case of an endowment grant) from the purpose of the grant (to the knowledge of the grantor):
   No funds have been diverted.
6. The dates of any reports received from the grantee.
   Annual report received on December 31, 2014.
7. The date and results of any verification of the grantee's reports undertaken pursuant to and to the extent required under paragraph (c)(1) of this section by the grantor or by others at the direction of the grantor:
   N/A