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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

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▶ 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 GEORGE F & ANN HARRIS BELLOWS FOUNDATION		A Employer identification number 76-0588143	
Number and street (or P O box number if mail is not delivered to street address) 2603 AUGUSTA DR NO 1400		B Telephone number (see instructions) (713) 783-4242	
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77057		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)▶\$ 3,410,281		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	4	4		
	4 Dividends and interest from securities.	63,675	63,675		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	237,033			
	b Gross sales price for all assets on line 6a 1,046,616				
	7 Capital gain net income (from Part IV, line 2) . . .		237,033		
	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)	14,445	14,445		
	12 Total. Add lines 1 through 11	315,157	315,157		
	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)	368	0		0
	b Accounting fees (attach schedule)	4,700	2,350		2,350
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	3,237	3,237		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,640	28,640		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	36,945	34,227		2,350
	25 Contributions, gifts, grants paid	250,000			250,000
	26 Total expenses and disbursements. Add lines 24 and 25	286,945	34,227		252,350
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	28,212			
	b Net investment income (if negative, enter -0-)		280,930		
	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			
	2	Savings and temporary cash investments	170,050	187,846	187,846
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,597,667	2,608,083	3,222,435
	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)	2,767,717	2,795,929	3,410,281	
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	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	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	2,767,717	2,795,929	
	30	Total net assets or fund balances (see instructions)	2,767,717	2,795,929	
31	Total liabilities and net assets/fund balances (see instructions) . . .	2,767,717	2,795,929		

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 2,767,717
2	Enter amount from Part I, line 27a	2 28,212
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 2,795,929
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 2,795,929

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 STATEMENT A	P		
b	SEE STATEMENT A	P		
c	CAPITAL GAINS DIVIDENDS	P		
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 119,062		118,356	706
b 776,214		691,227	84,987
c 151,340			151,340
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			706
b			84,987
c			151,340
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	237,033
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?
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

☐ Yes ☒ No

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	322,676	3,354,033	0 096205
2012	91,875	3,069,189	0 029935
2011	202,435	2,843,752	0 071186
2010	155,663	2,258,871	0 068912
2009	122,033	2,042,128	0 059758

2	Total of line 1, column (d).	2	0 325996
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 065199
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	3,397,549
5	Multiply line 4 by line 3.	5	221,517
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,809
7	Add lines 5 and 6.	7	224,326
8	Enter qualifying distributions from Part XII, line 4.	8	252,350

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 VIExcise 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	2,809
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	2,809
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	2,809
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	300	
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	300
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	19
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,528
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-AStatements 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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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.	1b		No
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 ☐ \$ 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? 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		No
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 MADDOX THOMSON ASSOCIATES PC Telephone no (713) 783-4242 Located at 5851 SAN FELIPE SUITE 700 HOUSTON TX ZIP+4 77057			
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 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	Yes	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 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
WAYNE H BELLOWS 60 HARBOR COVE WAY MILL VALLEY, CA 94941	DIRECTOR 0 50	0	0	0
MARILYN L BELLOWS 809 ROCKY RIVER ROAD AUSTIN, TX 78746	DIRECTOR 0 50	0	0	0
LAWRENCE E MADDOX 2603 AUGUSTA DR SUITE 1400 HOUSTON, TX 77057	DIRECTOR 0 50	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

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,402,938
b	Average of monthly cash balances.	1b	46,350
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,449,288
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	3,449,288
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,739
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,397,549
6	Minimum investment return. Enter 5% of line 5.	6	169,877

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	169,877
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	2,809
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,809
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	167,068
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	167,068
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	167,068

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	252,350
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	252,350
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	2,809
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	249,541
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				167,068
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				119,981
f Total of lines 3a through e.	119,981			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 252,350				
a Applied to 2013, but not more than line 2a			0	
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 2014 distributable amount.				167,068
e Remaining amount distributed out of corpus	85,282			
5 Excess distributions carryover applied to 2014 (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	205,263			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	205,263			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				119,981
e Excess from 2014. . . .				85,282

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 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)

☐ 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

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

LAWRENCE E MADDOX MADDOX THOMSON AS
2603 AUGUSTA DR SUITE 1400
HOUSTON, TX 77057
(713) 783-4242

b

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

WRITTEN APPLICATIONS SHOULD INCLUDE AMOUNT AND PURPOSE OF GRANT AS WELL AS GENERAL INFORMATION ON ORGANIZATION

c

Any submission deadlines

APPLICATIONS ACCEPTED AT ANY TIME NOTICE OF APPROVAL, REJECTION OR REQUEST FOR INFORMATION GENERALL

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	250,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?

Yes	No
-----	----

No

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 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

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.

Sign Here

	2015-03-04		May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below
(see instr)? ☒ Yes ☐ No

Form **990-PF** (2014)

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>				
CHILDREN YOUTH & FAMILY SERVICES INC 1000 E HIGH ST CHARLOTTESVILLE,VA 22902	NONE	PUBLIC	TO FUND CHARITABLE ACTIVITIES	65,000
CPMC FOUNDATION 2015 STEINER STREET SAN FRANCISCO,CA 94115	NONE	PUBLIC	TO FUND CHARITABLE ACTIVITIES	75,000
AUSTIN CREATIVE ALLIANCE 6001 AIRPORT BLVD STE 2280-A AUSTIN,TX 78752	NONE	PUBLIC	TO FUND CHARITABLE ACTIVITIES	10,000
PRISON ENTREPRENEURIAL PROJECT PO BOX 923274 HOUSTON,TX 77292	NONE	PUBLIC	TO FUND CHARITABLE ACTIVITIES	30,000
OSAGE ARTS COMMUNITY INC 89 EAGLE LANE BELLE,MO 65013	NONE	PUBLIC	TO FUND CHARITABLE ACTIVITIES	10,000
UNIVERSITY OF ARIZONA THE UNIVERSITY OF ARIZONA TUCSON,AZ 85721	NONE	PUBLIC	CHARITY	60,000
Total  3a				250,000

TY 2014 Accounting Fees Schedule

Name: GEORGE F & ANN HARRIS BELLOWS FOUNDATION

EIN: 76-0588143

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,700	2,350		2,350

TY 2014 Investments Corporate Stock Schedule

Name: GEORGE F & ANN HARRIS BELLOWS FOUNDATION

EIN: 76-0588143

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED STATEMENT B	2,608,083	3,222,435

TY 2014 Legal Fees Schedule

Name: GEORGE F & ANN HARRIS BELLOWS FOUNDATION

EIN: 76-0588143

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	368	0		0

TY 2014 Other Expenses Schedule

Name: GEORGE F & ANN HARRIS BELLOWS FOUNDATION

EIN: 76-0588143

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	28,640	28,640		0

TY 2014 Other Income Schedule

Name: GEORGE F & ANN HARRIS BELLOWS FOUNDATION

EIN: 76-0588143

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	13,478	13,478	13,478
US TREASURY	967	967	967

TY 2014 Taxes Schedule**Name:** GEORGE F & ANN HARRIS BELLOWS FOUNDATION**EIN:** 76-0588143

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	623	623		0
AD VALOREM TAX	2,314	2,314		0
INCOME TAXES	300	300		0

Realized Gains and Losses
Fiscal Year Ending 12/ 31/ 2014

Bellows Foundation FDTN Acct #: 613-160008
 George F and Ann H Bellows Fdn
 2603 Augusta Dr.
 Suite 1400
 Houston, TX 77057-8010

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
American Century Small Cap	10/ 14/ 2009	05/ 28/ 2014	1,035.197	10,000.00	7,515.53		2,484.47	2,484.47
Baron Growth Instl	03/ 03/ 2006	01/ 22/ 2014	138.639	9,976.00	6,782.63		3,193.37	3,193.37
Brown Advisory Growth Equit	08/ 18/ 2011	01/ 02/ 2014	2,154.012	39,976.00	25,273.70		14,702.30	14,702.30
Brown Advisory Growth Equit	08/ 18/ 2011	09/ 30/ 2014	1,315.097	24,976.00	15,430.44		9,545.56	9,545.56
			<u>3,469.109</u>	<u>64,952.00</u>	<u>40,704.14</u>		<u>24,247.86</u>	<u>24,247.86</u>
Ivy Asset Strategy CII	01/ 12/ 2011	01/ 02/ 2014	496.586	15,976.00	12,551.69		3,424.31	3,424.31
Ivy Mid Cap Growth CII	12/ 01/ 2011	01/ 02/ 2014	262.784	6,204.33	4,596.09		1,608.24	1,608.24
Ivy Mid Cap Growth I	12/ 01/ 2011	05/ 28/ 2014	575.895	13,976.00	10,201.33		3,774.67	3,774.67
J Hancock Disciplined Value M	08/ 28/ 2013	01/ 02/ 2014	780.814	13,976.00	12,541.95	1,434.05		1,434.05
J Hancock Disciplined Value M	08/ 28/ 2013	09/ 30/ 2014	578.947	10,976.00	9,299.43		1,676.57	1,676.57
			<u>1,359.761</u>	<u>24,952.00</u>	<u>21,841.38</u>	<u>1,434.05</u>	<u>1,676.57</u>	<u>3,110.62</u>
Janus Short Term Bond CII	02/ 16/ 2011	12/ 18/ 2014	13,368.706	40,634.77	41,047.40		-412.63	-412.63
Janus Short Term Bond CII	06/ 20/ 2012	12/ 18/ 2014	6,161.039	18,726.75	19,000.00		-273.25	-273.25
Janus Short Term Bond CII	09/ 25/ 2012	12/ 18/ 2014	5,153.548	15,664.44	16,000.00		-335.56	-335.56
Janus Short Term Bond CII	01/ 22/ 2014	12/ 18/ 2014	27,948.286	84,950.04	85,812.68	-862.64		-862.64
			<u>52,631.579</u>	<u>159,976.00</u>	<u>161,860.08</u>	<u>-862.64</u>	<u>-1,021.44</u>	<u>-1,884.08</u>

Realized Gains and Losses
Fiscal Year Ending 12/ 31/ 2014

BelloWS Foundation FDTN Acct #: 613-160008

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
MainStay ICAP Select Equity I	01/ 12/ 2011	04/ 14/ 2014	225.734	11,000.00	8,127.21		2,872.79	2,872.79
MainStay ICAP Select Equity I	01/ 12/ 2011	05/ 28/ 2014	456.168	23,000.00	16,423.65		6,576.35	6,576.35
			<u>681.902</u>	<u>34,000.00</u>	<u>24,550.86</u>		<u>9,449.14</u>	<u>9,449.14</u>
Mainstay Marketfield Fund CI	06/ 20/ 2012	01/ 02/ 2014	324.324	6,000.00	4,887.56		1,112.44	1,112.44
Mainstay Marketfield Fund CI	06/ 20/ 2012	01/ 22/ 2014	439.443	8,200.00	6,622.41		1,577.59	1,577.59
Mainstay Marketfield Fund CI	06/ 20/ 2012	09/ 30/ 2014	1,780.415	30,000.00	26,830.85		3,169.15	3,169.15
Mainstay Marketfield Fund CI	06/ 20/ 2012	11/ 19/ 2014	2,432.593	40,064.81	36,659.18		3,405.63	3,405.63
			<u>4,976.775</u>	<u>84,264.81</u>	<u>75,000.00</u>		<u>9,264.81</u>	<u>9,264.81</u>
MetWest Total Return Bond CI	10/ 07/ 2014	12/ 18/ 2014	919.118	9,976.00	10,001.34	-25.34		-25.34
MFS Intl Value CI I	03/ 25/ 2009	01/ 02/ 2014	247.574	8,621.48	4,189.20		4,432.28	4,432.28
MFS Intl Value CI I	02/ 18/ 2010	01/ 02/ 2014	25.907	902.19	600.00		302.19	302.19
MFS Intl Value CI I	01/ 12/ 2011	01/ 02/ 2014	41.705	1,452.33	1,074.98		377.35	377.35
			<u>315.186</u>	<u>10,976.00</u>	<u>5,864.18</u>		<u>5,111.82</u>	<u>5,111.82</u>
MFS Intl Value CI I	01/ 12/ 2011	05/ 28/ 2014	408.608	14,976.00	10,532.21		4,443.79	4,443.79
			<u>723.794</u>	<u>25,952.00</u>	<u>16,396.39</u>		<u>9,555.61</u>	<u>9,555.61</u>
PIMCO Total Return Instl	01/ 12/ 2011	04/ 14/ 2014	1,383.764	14,976.00	15,017.55		-41.55	-41.55
PIMCO Total Return Instl	01/ 12/ 2011	10/ 07/ 2014	5,715.881	62,466.79	62,032.66		434.13	434.13
PIMCO Total Return Instl	02/ 16/ 2011	10/ 07/ 2014	463.392	5,064.24	5,000.00		64.24	64.24
PIMCO Total Return Instl	06/ 29/ 2011	10/ 07/ 2014	2,550.091	27,869.01	28,000.00		-130.99	-130.99
PIMCO Total Return Instl	12/ 05/ 2012	10/ 07/ 2014	1,113.820	12,172.53	13,000.00		-827.47	-827.47

STATEMENT A

Realized Gains and Losses
Fiscal Year Ending 12/ 31/ 2014

Bel lows Foundation FDTN Acct #: 613-160008

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
PIMCO Total Return Instl	02/ 26/ 2013	10/ 07/ 2014	3,206.417	35,041.76	36,000.00		-958.24	-958.24
PIMCO Total Return Instl	05/ 28/ 2013	10/ 07/ 2014	3,601.441	39,358.83	40,000.00		-641.17	-641.17
PIMCO Total Return Instl	01/ 22/ 2014	10/ 07/ 2014	929.730	10,160.68	10,000.00	160.68		160.68
			17,580.772	192,133.84	194,032.66	160.68	-2,059.50	-1,898.82
			18,964.536	207,109.84	209,050.21	160.68	-2,101.05	-1,940.37
Thornburg Intl Value Instl	03/ 27/ 2007	01/ 22/ 2014	316.356	9,976.00	9,439.40		536.60	536.60
Thornburg Intl Value Instl	03/ 27/ 2007	04/ 14/ 2014	563.956	17,040.87	16,827.26		213.61	213.61
Thornburg Intl Value Instl	01/ 12/ 2011	04/ 14/ 2014	3,663.187	110,689.33	106,000.00		4,689.33	4,689.33
Thornburg Intl Value Instl	06/ 29/ 2011	04/ 14/ 2014	8.927	269.74	265.06		4.68	4.68
Thornburg Intl Value Instl	08/ 18/ 2011	04/ 14/ 2014	196.235	5,929.57	5,000.00		929.57	929.57
Thornburg Intl Value Instl	12/ 01/ 2011	04/ 14/ 2014	516.216	15,598.33	13,000.00		2,598.33	2,598.33
Thornburg Intl Value Instl	12/ 01/ 2011	04/ 14/ 2014	1,983.175	59,924.95	50,000.00		9,924.95	9,924.95
Thornburg Intl Value Instl	02/ 26/ 2013	04/ 14/ 2014	282.387	8,532.80	8,000.00		532.80	532.80
			7,214.083	217,985.59	199,092.32		18,893.27	18,893.27
			7,530.439	227,961.59	208,531.72		19,429.87	19,429.87

STATEMENT A

George and Ann Bellows Foundation
As of 12/31/2014

Description	Quantity	Cost Basis	Current Value
AMERICAN CENTURY SMALL CAP VALUE	3.512 32	24.914 57	31.154 29
BARON GROWTH INSTL	1.423 13	72.462 96	104.229 68
BROWN ADVISORY GROWTH EQUITY FU	11.038 996	139.028 24	213.383 79
FIDELITY SPARTAN 500 INDEX ADVTG	2.132 098	152.000 00	155.323 34
IVY ASSET STRATEGY CL I	2.685 81	68.448 31	69.132 80
IVY MID CAP GROWTH I	5.633 93	99.798 67	134.200 21
J HANCOCK DISCIPLINED VALUE MID C	7.667 39	123.158 62	153.117 72
JENSEN QUALITY GROWTH FD	7.159 84	197.393 55	287.539 01
JPMORGAN VALUE ADVANTAGE INSTL	8.987 11	191.000 00	267.905 63
MAINSTAY ICAP SELECT EQUITY CL I	5.687 62	204.949 32	261.289 31
OPPENHEIMER EQUITY INCOME FUND	7.384 48	173.000 00	236.894 05
ROYCE PENNSYLVANIE MUTUAL INVT	4.209 001	45.851 74	54.717 01
WELLS FARGO ADVANTAGE GROWTH I	5.532 37	209.494 99	280.269 76
MFS INTL VALUE CL I	6.351 35	162.392 81	219.375 63
OPPENHEIMER DEV MARKETS	1.319 695	36.313 86	46.268 51
OPPENHEIMER INTL GROWTH CL Y	6.279 918	237.000 00	220.299 52
JANUS SHORT TERM BOND CL I	30.675 82	94.187 32	93.254 49
LOOMIS SAYLES BOND INSTL	9.045 81	115.549 55	134.149 29
METWEST TOTAL RETURN BOND CL I	17.736.50	192.998.66	193.327.86
TEMPLETON GLOBAL BOND ADVISOR CLA	5.366 85	68.140 27	66.602 63
TOTAL		2.608.083 44	3.222.434 53