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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation CLIFTON FOUNDATION		A Employer identification number 74-2832766	
Number and street (or P O box number if mail is not delivered to street address) 400 AUSTIN AVENUE NO 1003		Room/suite	BT Telephone number (see instructions) (254) 741-6400
City or town, state or province, country, and ZIP or foreign postal code WACO, TX 76701		C If exemption application is pending, check here	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,082,652		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) Modified cash (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) )	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule) . . . . .	576,369			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	413	413		
	4 Dividends and interest from securities . . . . .	71,454	66,127		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	38,542			
	b Gross sales price for all assets on line 6a 1,604,754				
	7 Capital gain net income (from Part IV, line 2) . . . .		38,542		
	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) . . . . .	45,942	595		
	12 Total.Add lines 1 through 11 . . . . .	732,720	105,677		
	13 Compensation of officers, directors, trustees, etc	33,095	30,595		2,500
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .	1,769	0		0
	b Accounting fees (attach schedule). . . . .	1,050	525		525
	c Other professional fees (attach schedule) . . . . .	19,394	19,394		0
	17 Interest . . . . .	309	309		0
	18 Taxes (attach schedule) (see instructions) . . . .	2,293	666		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings. . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	3,890	2,040		0
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	61,800	53,529		3,025
	25 Contributions, gifts, grants paid . . . . .	161,130			161,130
	26 Total expenses and disbursements.Add lines 24 and 25	222,930	53,529		164,155
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	509,790			
	b Net investment income (if negative, enter -0-)		52,148		
	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 . . . . .	120,765	20,851	20,851
	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) . . . . .	1,612,226	1,956,270	1,956,270
	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) . . . . .	1,069,078	1,105,531	1,105,531
	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)	2,802,069	3,082,652	3,082,652	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	2,802,069	3,082,652	
	30	Total net assets or fund balances(see instructions) . . . . .	2,802,069	3,082,652	
31	Total liabilities and net assets/fund balances(see instructions) . . . . .	2,802,069	3,082,652		

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 2,802,069
2	Enter amount from Part I, line 27a . . . . .	2 509,790
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3 . . . . .	4 3,311,859
5	Decreases not included in line 2 (itemize) ▶ _____	5 229,207
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 3,082,652

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr )	Date sold (d) (mo , day, yr )
1a See Additional Data Table				
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	38,542
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )  
If section 4940(d)(2) applies, leave this part blank

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

1 Enter the appropriate amount in each column for each year, see 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 (c))
2014	151,016	2,919,672	0 051724
2013	136,057	2,752,582	0 049429
2012	126,682	2,529,357	0 050085
2011	115,849	2,523,302	0 045912
2010	118,006	2,439,458	0 048374

2 Total of line 1, column (d).	2	0 245524
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 049105
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	3,223,305
5 Multiply line 4 by line 3.	5	158,280
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	521
7 Add lines 5 and 6.	7	158,801
8 Enter qualifying distributions from Part XII, line 4.	8	164,155

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 VII

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	521
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	521
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	521
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,480	
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	1,480
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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	
10 Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	959
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 560 Refunded <input type="checkbox"/>		11	399

Part VII-A

Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	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 <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 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	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	Yes	
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) <input type="checkbox"/> 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 2015 or the taxable year beginning in 2015 (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	Yes	

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

<b>11</b>	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). . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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) . . . . .	<b>12</b>	<b>Yes</b>	
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of ► <u>JAMES R CLIFTON</u> Telephone no ► <u>(254) 741-6400</u> Located at ► <u>400 AUSTIN AVENUE SUITE 1003 WACO TX</u> ZIP+4 ► <u>76701</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>			
<b>16</b>	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ►	<b>16</b>	<b>Yes</b>	<b>No</b>

**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
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2015? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2015 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i> ). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2015?	<b>4b</b>		<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to			
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?		<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here. <span style="float: right;">▶</span>	<input type="checkbox"/>		
<b>c</b>	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>	<b>No</b>
	<i>If "Yes" to 6b, file Form 8870</i>			
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES R CLIFTON 400 AUSTIN AVENUE SUITE 1003 WACO, TX 76701	PRESIDENT 5 00	11,032	0	0
WILLIAM L CLIFTON JR 400 AUSTIN AVENUE SUITE 1003 WACO, TX 76701	V/P 5 00	11,032	0	0
DAVID NEMEC 400 AUSTIN AVENUE SUITE 1003 WACO, TX 76701	SEC/TREAS 5 00	11,031	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
<b>Total</b> number of other employees paid over \$50,000. <span style="float: right;">▶</span>				0

**Part VIII**

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

<b>3</b> 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
<b>1</b> N/A	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	0
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

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

0

**Part X Minimum Investment Return**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	3,092,764
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	179,627
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	3,272,391
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	3,272,391
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	49,086
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	3,223,305
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	161,165

**Part XI Distributable Amount**(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	161,165
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5. . . . .	<b>2a</b>	521
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	6,627
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	7,148
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	154,017
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	154,017
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	154,017

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	164,155
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	164,155
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	521
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	163,634

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				154,017
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			29,001	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010. . . . .				
b From 2011. . . . .				
c From 2012. . . . .				
d From 2013. . . . .				
e From 2014. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 164,155				
a Applied to 2014, but not more than line 2a			29,001	
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 2015 distributable amount. . . . .				135,154
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				18,863
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 2010 not applied on line 5 or line 7 (see instructions). . . . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2011. . . . .				
b Excess from 2012. . . . .				
c Excess from 2013. . . . .				
d Excess from 2014. . . . .				
e Excess from 2015. . . . .				

## Part XIV

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**b**

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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## Part XV

## 1

Contributed more than 2% of the total contributions received by the foundation  
 (or have contributed more than \$5,000) (See section 507(d)(2) )

10% or more of the stock of a corporation (or an equally large portion of the stock of a partnership) in which the foundation has a 10% or greater interest

## 2

Contributions to preselected charitable organizations and does not accept  
makes gifts, grants, etc. (see instructions) to individuals or organizations under

- mail address of the person to whom applications should be addressed

mitted and information and materials they should include

PROGRAMS INCLUDING IRS TAX EXEMPTION LTR

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as by geographical areas, charitable fields, kinds of institutions, or other

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)				
<div>a Paid during the year</div> <div>See Additional Data Table</div>				
<div>Total . . . . .</div>			<div>3a</div>	161,130
<div>b Approved for future payment</div> <div>See Additional Data Table</div>				
<div>Total . . . . .</div>			<div>3b</div>	85,230

Enter gross amounts unless otherwise indicated

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

Line No. the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )

Form **990-PF** (2015)

**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?

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

**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.

[illegible]

**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.

\* \* \* \* \*

2016-11-09

\* \* \* \* \*

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below

(see instr )? ☒ Yes ☐ No

(see instr )? ☒ Yes ☐ No

**Paid  
Preparer  
Use  
Only**

Print/Type preparer's name NANCY A LIVINGSTON	Preparer's Signature	Date 2016-11-09	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00044678
Firm's name <input checked="" type="checkbox"/> JAYNES REITMEIER BOYD & THERRELL PC			Firm's EIN <input checked="" type="checkbox"/>	74-2533381
Firm's address <input checked="" type="checkbox"/> 5400 BOSQUE BLVD STE 500 WACO, TX 767104459			Phone no <input checked="" type="checkbox"/>	(254) 776-4190

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
PIMCO UNCONSTRAINED BOND FD	P	2012-12-27	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2012-12-27	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2012-12-29	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2012-12-29	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2013-06-17	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2013-06-28	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2013-07-31	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2013-08-30	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-03-31	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-04-30	2015-02-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
237		245	-8
213		220	-7
53		55	-2
302		312	-10
4,289		4,391	-102
328		333	-5
375		379	-4
427		428	-1
6		6	0
7		7	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8
			-7
			-2
			-10
			-102
			-5
			-4
			-1
			0
			0

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired ( mo , day, yr )	<b>(d)</b> Date sold ( mo , day, yr )
PIMCO UNCONSTRAINED BOND FD	P	2014-05-30	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-06-30	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-07-31	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-08-29	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-09-30	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-10-31	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-11-28	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-12-29	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2014-12-31	2015-02-13
PIMCO UNCONSTRAINED BOND FD	P	2015-01-30	2015-02-13

(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)
8		8	0
7		8	-1
10		10	0
11		11	0
10		10	0
14		14	0
13		13	0
12		12	0
15		15	0
8		8	0

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
TEMPLETON GLOBAL BOND FUND CLASS A	P	2013-01-23	2015-02-13
TEMPLETON GLOBAL BOND FUND CLASS A	P	2013-01-23	2015-06-25
TEMPLETON GLOBAL BOND FUND CLASS A	P	2013-01-23	2015-06-25
JPMORGAN STRATEGIC INCOME OPPORTUNITY A	P	2014-02-27	2015-02-13
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-06-25
JPMORGAN STRATEGIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-09-16
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-09-16
JPMORGAN STRATEGIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-09-28
JPMORGAN STRATEGIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-09-28
JPMORGAN STRATEGIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-09-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
23,338		24,996	-1,658
138,199		150,222	-12,023
801		830	-29
66,000		66,954	-954
137,981		140,686	-2,705
7,148		7,410	-262
1,033		1,079	-46
803		849	-46
16,486		17,349	-863
5,191		5,479	-288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,658
			-12,023
			-29
			-954
			-2,705
			-262
			-46
			-46
			-863
			-288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-10-06
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-10-27
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-27	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-28	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-02-28	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-07	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-11	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-11	2015-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4,081		4,324	-243
9,981		10,389	-408
9,315		9,943	-628
44		46	-2
192		205	-13
393		418	-25
778		825	-47
634		674	-40
428		455	-27
620		653	-33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-243
			-408
			-628
			-2
			-13
			-25
			-47
			-40
			-27
			-33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-11	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-17	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-22	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-28	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-29	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-03-31	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-04-30	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-05-30	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-06-18	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-06-30	2015-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
215		227	-12
356		379	-23
92		98	-6
786		828	-42
751		807	-56
440		468	-28
186		197	-11
256		271	-15
6,020		6,399	-379
419		444	-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col. (h) gain minus col. (k), but not less than -0-) or (l) Losses (from col. (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col. (i) (k) over col. (j), if any	
			-12
			-23
			-6
			-42
			-56
			-28
			-11
			-15
			-379
			-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-07-31	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2014-08-29	2015-12-07
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	P	2015-04-15	2015-12-07
SCOUT UNCONSTRAINED BOND FD	P	2014-02-27	2015-02-13
SCOUT UNCONSTRAINED BOND FD	P	2014-02-27	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-02-27	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-02-27	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-02-27	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-02-27	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-02-27	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-02-28	2015-06-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
239		253	-14
264		278	-14
7,551		7,875	-324
65,981		69,706	-3,725
165,373		172,267	-6,894
43		45	-2
482		509	-27
672		707	-35
225		232	-7
6		6	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14
			-14
			-324
			-3,725
			-6,894
			-2
			-27
			-35
			-7
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
SCOUT UNCONSTRAINED BOND FD	P	2014-03-08	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-03-13	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-03-17	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-03-24	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-03-31	2015-06-25
SCOUT UNCONSTRAINED BOND FD	P	2014-06-18	2015-06-25
ISHARES DOW JONES UTILITIES SECTOR	P	2014-12-29	2015-02-13
ISHARES US FINANCIALS	P	2014-12-08	2015-02-13
ISHARES DOW JONES TECHNOLOGY SECTOR	P	2014-07-07	2015-02-13
ISHARES DOW JONES TECHNOLOGY SECTOR	P	2014-07-28	2015-02-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
722		752	-30
211		221	-10
506		531	-25
43		45	-2
47		49	-2
34,846		36,007	-1,161
120,865		132,156	-11,291
129,640		131,554	-1,914
4,408		4,028	380
31,394		29,102	2,292

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-30
			-10
			-25
			-2
			-2
			-1,161
			-11,291
			-1,914
			380
			2,292

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
ISHARES DOW JONES TECHNOLOGY SECTOR	P	2014-09-29	2015-02-13
ISHARES DOW JONES TECHNOLOGY SECTOR	P	2014-10-13	2015-02-13
ISHARES DOW JONES TECHNOLOGY SECTOR	P	2014-10-20	2015-02-13
CONSUMER STAPLES SELECT SECTOR SPDR	P	2014-06-30	2015-02-13
CONSUMER STAPLES SELECT SECTOR SPDR	P	2014-07-21	2015-02-13
CONSUMER STAPLES SELECT SECTOR SPDR	P	2014-08-11	2015-02-13
CONSUMER STAPLES SELECT SECTOR SPDR	P	2014-09-29	2015-02-13
CONSUMER STAPLES SELECT SECTOR SPDR	P	2014-10-13	2015-02-13
CONSUMER STAPLES SELECT SECTOR SPDR	P	2014-10-20	2015-02-13
CONSUMER DISCRETIONARY SELECT SECTOR SPDR	P	2014-12-29	2015-02-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
12,902		12,081	821
20,535		18,206	2,329
63,648		56,161	7,487
16,930		15,201	1,729
16,583		14,999	1,584
11,385		10,158	1,227
14,355		13,054	1,301
12,722		11,691	1,031
60,390		55,041	5,349
135,818		131,825	3,993

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			821
			2,329
			7,487
			1,729
			1,584
			1,227
			1,301
			1,031
			5,349
			3,993

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
CAMERON INTERNATIONAL CORPORATION	P	2013-04-09	2015-08-27
CAMERON INTERNATIONAL CORPORATION	P	2015-07-07	2015-08-27
CENTERPOINT ENERGY	P	2014-06-25	2015-07-09
HALLIBURTON COMPANY	P	2013-03-05	2015-08-04
NABORS INDUSTRIES LTD	P	2013-03-07	2015-01-21
NABORS INDUSTRIES LTD	P	2014-09-11	2015-01-21
NEWFIELD EXPLORATION	P	2013-01-03	2015-04-08
NEWFIELD EXPLORATION	P	2013-01-03	2015-04-30
NEWFIELD EXPLORATION	P	2013-01-03	2015-11-30
NATIONAL OILWELL VARCO , INCORPORATED	P	2013-02-26	2015-04-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
6,187		6,275	-88
6,187		5,119	1,068
7,674		9,938	-2,264
8,039		8,108	-69
3,229		4,986	-1,757
1,076		2,409	-1,333
3,634		2,763	871
3,916		2,763	1,153
2,293		1,658	635
5,283		5,985	-702

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-88
			1,068
			-2,264
			-69
			-1,757
			-1,333
			871
			1,153
			635
			-702

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
QEP RESOURCES	P	2013-01-04	2015-04-01
QEP RESOURCES	P	2013-01-17	2015-04-01
QEP RESOURCES	P	2014-05-29	2015-04-01
WILLIAMS COMPANIES, INC	P	2013-01-04	2015-06-22
WCM FOCUSED INTL GROWTH FD INST	P	2012-12-27	2015-06-25
ABERDEEN EMERGING MARKETS INSTL FD	P	2012-12-27	2015-06-25
LONG TERM CAPITAL GAIN DISTRIBUTIONS PER FORMS 1099	P	2014-01-02	2015-12-01
SHORT TERM CAPITAL GAIN DISTRIBUTIONS PER FORMS 1099	P	2015-01-02	2015-12-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,253		6,206	-1,953
2,126		2,992	-866
2,126		3,192	-1,066
12,104		6,803	5,301
77,981		59,566	18,415
45,985		52,320	-6,335
44,288			44,288
275			275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,953
			-866
			-1,066
			5,301
			18,415
			-6,335
			44,288
			275

**Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).**

JAMES R CLIFTON

WILLIAM L CLIFTON JR

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)				
<b>a</b> <i>Paid during the year</i>				
ASSOCIATION FOR RETARDED CITIZENS TEXAS PO BOX 3367 WACO,TX 76707		PC	GENERAL USE	500
BRAZOS VALLEY PUBLIC BROADCASTING FOUNDATION-- KWBU-FM ONE BEAR PLACE 97296 WACO,TX 76798		PC	GENERAL USE	1,000
CARE NET PREGNANCY CENTER 4700 W WACO DRIVE WACO,TX 76710		PC	CAPITAL PROJECTS	1,000
CARITAS OF WACO 300 SOUTH 15TH STREET WACO,TX 76701		PC	GENERAL USE	21,000
CEDAR CREEK VETERANS FOUDATION PO BOX 489 MABANK,TX 75147		PC	SPONSOR EVENT	500
CENTRAL TEXAS SENIOR MINISTRIES PO BOX 85 WACO,TX 76703		PC	MEALS ON WHEELS	5,000
COMPASSION MINISTIES OF WACO INC 1421 AUSTIN AVENUE WACO,TX 76701		PC	SPONSOR EVENT	1,500
CROSS TIES MINISTRIES-- TALITHA KOUM INSTITUTE PO BOX 2202 WACO,TX 76703		PC	GENERAL USE	1,500
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY ROAD CULVER,IN 46511		PC	GENERAL USE	10,000
DR PEPPER MUSEUM AND FREE ENTERPRISE INSTITUTE 300 SOUTH 5TH STREET WACO,TX 76701		PC	GENERAL USE	1,000
DR PEPPER MUSEUM AND FREE ENTERPRISE INSTITUTE 300 SOUTH 5TH STREET WACO,TX 76701		PC	CAPITAL CAMPAIGN	7,500
DUGIT MESSIANIC OUTREACH CENTER PO BOX 60099 JACKSONVILLE,FL 32236		PC	GENERAL USE	500
DUKE UNIVERSITY PO BOX 90581 DURHAM,NC 27708		PC	TRINITY COLLEGE	1,000
EDUCATIONAL FOUNDATION INC PO BOX 309 CHAPEL HILL,NC 27514		PC	GENERAL USE	1,000
FAMILY ABUSE CENTER PO BOX 20395 WACO,TX 76702		PC	GENERAL USE	1,000
<b>Total . . . . . ▶ 3a</b>				161,130

**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)				
<b>a</b> <i>Paid during the year</i>				
FUZZY FRIENDS RESCUE PO BOX 20966 WACO,TX 76702		PC	SPONSOR EVENT	500
HISTORIC WACO FOUNDATION INC 810 SOUTH 4TH STREET WACO,TX 76706		PC	GENERAL USE	1,500
HOPE PRESERVED MINISTRIES 509 SHADY PARK TRAIL HEWITT,TX 76643		PC	GENERAL USE	500
HUMANE SOCIETY OF CENTRAL TEXAS 2032 CIRCLE ROAD WACO,TX 76706		PC	GENERAL USE	500
JUNIOR LEAGUE OF WACO 2600 AUSTIN AVENUE WACO,TX 76710		PC	ENDOWMENT	1,000
K-LIFE MINISTRIES PO BOX 8577 WACO,TX 76714		PC	GENERAL USE	500
KEEP WACO BEAUTIFUL INC PO BOX 1493 WACO,TX 76703		PC	GENERAL USE	50
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE W98--2ND FLOOR CAMBRIDGE,MA 02139		PC	SLOAN SCHOOL OF MANAGEMENT	1,000
MCLENNAN COMMUNITY COLLEGE FOUNDATION 1400 COLLEGE DRIVE WACO,TX 76708		PC	GENERAL USE	1,000
MISSION WACOMISSION WORLD INC 1315 N 15TH STREET WACO,TX 76707		PC	GENERAL USE	1,000
MUSEUM OF THE BIBLE 7707 SW 44TH OKLAHOMA CITY,OK 73179		PC	CAPITAL CAMPAIGN	1,000
NATIONAL PARKS CONSERVATION ASSOCIATION 1300 19TH STREET NW SUITE 300 WASHINGTON,DC 20036		PC	GENERAL USE	2,500
PARKINSON FOUNDATION OF THE NATIONAL CAPITAL AREA 7700 LEESBURG PIKE STE 208 FALLS CHURCH,VA 22043		PC	SPONSOREVENT	250
PROVIDENCE FOUNDATION 6901 MEDICAL PARKWAY WACO,TX 76712		PC	GENERAL USE	1,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750356 DALLAS,TX 75275		PC	TEMERLIN ADVERTISING INSTITUTE	1,000
<b>Total . . . . . ▶ 3a</b>				161,130

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)				
<b>a</b> Paid during the year				
ST PAUL'S EPISCOPAL DAY SCHOOL 517 COLUMBUS AVENUE WACO,TX 76701		PC	GENERAL USE	2,000
STORYBOOK CHRISTMAS PO BOX 6088 WACO,TX 76706		PC	GENERAL USE	250
TEXAS MUSEUMS AND HALLS OF FAME FOUNDATION 1108 S UNIVERSITY WACO,TX 76706		PC	SPONSOR EVENT	5,500
THE GREATER WACO INTERFAITH CONFERENCE PO BOX 21902 WACO,TX 76702		PC	GENERAL USE	250
THE GREATER WACO UNITED FUND FOUNDATION 4224 COBBS DRIVE WACO,TX 76710		SO I	ENDOWMENT	6,365
THE WACO FOUNDATION 1105 WOODED ACRES SUITE 701 WACO,TX 76710		PC	CITY OF WACO ANIMAL SHELTER FUND	5,000
THE WACO FOUNDATION 1105 WOODED ACRES SUITE 701 WACO,TX 76710		PC	THE CLIFTON FOUNDATION FUND	22,500
THE WACO FOUNDATION 1105 WOODED ACRES SUITE 701 WACO,TX 76710		PC	GENERAL USE	5,000
THE WACO FOUNDATION 1105 WOODED ACRES SUITE 701 WACO,TX 76710		PC	MAC SCHOLARSHIP FUND	5,000
UNITED SERVICE ORGANIZATIONS INC PO BOX 96860 WASHINGTON,DC 20077		PC	GENERAL USE	2,500
UNITED WAY OF WACO-MCLENNAN COUNTY 4224 COBBS DRIVE WACO,TX 76710		PC	GENERAL USE	6,365
UNIVERSITY OF SOUTH CAROLINA 1600 HAMPTON STREET COLUMBIA,SC 29208		PC	JOURNALISM-MISC SCHOLARSHIPS	1,000
UNIVERSITY OF SOUTHERN CALIFORNIA PO BOX 80354 LOS ANGELES,CA 90080		PC	USC ENGINEERING INNOVATION FUND	1,000
UNIVERSITY OF TEXAS--MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON,TX 77210		PC	GENERAL USE	1,000
VANGUARD SCHOOL 2517 MT CARMEL WACO,TX 76710		PC	GENERAL USE	1,000
<b>Total . . . . . ▶ 3a</b>				161,130

**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)				
<b>a</b> <i>Paid during the year</i>				
VIRGINIA EPISCOPAL SCHOOL PO BOX 408 LYNCHBURG,VA 24505		PC	GENERAL USE	1,000
WACO CHAMBER COMMUNITY DEVELOPMENT FND PO BOX 1220 WACO,TX 76703		PC	THE MOMENTUM FUND	8,000
WACO FAMILY PRACTICE FOUNDATION 1600 PROVIDENCE DRIVE WACO,TX 76707		SO I	SPONSOR EVENT	7,500
WACO MONTESSORI SCHOOL 1920 COLUMBUS AVENUE WACO,TX 76701		PC	GENERAL USE	1,000
WISD EDUCATION FOUNDATION 501 FRANKLIN AVENUE WACO,TX 76701		PC	GREATER WACO ADVANCED MFG ACADEMY	5,000
WORLD HUNGER RELIEF INC PO BOX 639 ELM MOTT,TX 76640		PC	GENERAL USE	1,100
WORLD MINISTRY FELLOWSHIP PO BOX 860157 PLANO,TX 75086		PC	GOOD NEWS OUTREACH	500
PROSPER WACO 4904 BOSQUE BLVD SUITE 290 WACO,TX 76710		PC	GENERAL USE	5,000
<b>Total . . . . . ▶ 3a</b>				161,130

## TY 2015 Accounting Fees Schedule

**Name:** CLIFTON FOUNDATION

**EIN:** 74-2832766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,050	525		525

**TY 2015 General Explanation Attachment****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Identifier	Return Reference	Explanation
	PART VII-A LINE 12	IN 2015, THE CLIFTON FOUNDATION MADE A \$22,500 QUALIFYING DISTRIBUTION TO A DONOR ADVISED FUND (THE CLIFTON FOUNDATION FUND) HELD AT THE WACO FOUNDATION. DISTRIBUTIONS FROM THIS DONOR ADVISED FUND ARE INTENDED TO BE USED TO FURTHER THE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES OR THE PREVENTION OR CRUELTY TO CHILDREN OR ANIMALS OF RECIPIENT 501 (C)(3) ORGANIZATIONS.

**TY 2015 Investments Corporate Stock Schedule****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
APACHE CORP.	11,562	11,562
ANADARKO PETROLEUM	9,230	9,230
BLACKGOLD OPPORTUNITY OFFSHORE FUND, LTD.	191,165	191,165
BERMUDA CABLEVISION	65,000	65,000
BAKER HUGHES INC	8,769	8,769
CANADIAN NATURAL RESOURCES	8,732	8,732
CHEVRON CORP.	10,795	10,795
DEVON ENERGY CORPORATION	9,280	9,280
ENERGEN	9,018	9,018
EOG RESOURCES, INC.	9,203	9,203
EQT CORP.	7,298	7,298
HESS CORPORATION	11,150	11,150
LAREDO PETROLEUM	2,797	2,797
MARATHON OIL	8,309	8,309
NOBLE ENERGY, INC.	10,867	10,867
NEWFIELD EXPLORATION	8,791	8,791
OCCIDENTAL PETROLEUM CORPORATION	10,142	10,142
PDC ENERGY	6,939	6,939
PIONEER NATURAL RESOURCES CO.	10,030	10,030
ROYAL DUTCH SHELL CL A	10,074	10,074
RANGE RESOURCES CORP.	5,660	5,660
SCHLUMBERGER LIMITED	9,765	9,765
SOUTHWESTERN ENERGY CO.	3,911	3,911
WEATHERFORD INTERNATIONAL LTD.	7,551	7,551
CIMAREX ENERGY CO.	8,938	8,938
EXXON MOBIL CORP.	11,693	11,693
ABERDEEN EMERGING MARKETS INSTL FD	72,349	72,349
APEXCM SMALL/MID CAP GROWTH	870	870
BBH CORE SELECT FUND CLASS N	279,308	279,308
COHO RELATIVE VALUE EQUITY FUND	280,141	280,141

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FPA CRESCENT	138,711	138,711
GOTHAM ABSOLUTE RETURN INSTITUTIONAL	128,620	128,620
CATALYST HEDGED FUTUTES STRATEGY FUND	205,908	205,908
FIRST EAGLE GLOBAL FUND CLASS 1	297,476	297,476
WCM FOCUSED INTL GROWTH FD INST	85,326	85,326
IVY SCIENCE & TECHNOLOGY FUND CLASS Y	892	892

## TY 2015 Investments - Other Schedule

**Name:** CLIFTON FOUNDATION

**EIN:** 74-2832766

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CAPITAL SPRINGS LP	FMV	249,750	249,750
CAPITAL CENTRABANC	FMV	331,059	331,059
TEMPLETON GLOBAL BOND FUND CLASS A	FMV	165,410	165,410
JPMORGAN STRAGETIC INCOME OPPORTUNITY FUND SELECT CLASS SHS	FMV	221,968	221,968
SCOUT UNCONSTRAINED BOND FD	FMV	741	741
WASATCH-HOISINGTON U.S. TREASURY FUND	FMV	136,603	136,603

**TY 2015 Legal Fees Schedule****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,769	0		0

**TY 2015 Other Decreases Schedule****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	226,301
TIMING DIFFERENCES	2,906

**TY 2015 Other Expenses Schedule****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEES	227	227		0
OTHER PORTFOLIO DEDUCTIONS- CAPITALSPRING	1,283	1,283		0
PORTFOLIO DEDUCTIONS FROM CAPITALSPRING	530	530		0
NONDEDUCTIBLE EXPENSES ALLOCATED FROM CENTRABANC	1,684	0		0
CHARITABLE DEDUCTION FROM CENTRACBANC	166	0		0

**TY 2015 Other Income Schedule****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	247	247	247
CAPITALSPRING DIRECT	348	348	348
CENTRABANC-SUB S INCOME	45,347		45,347

**TY 2015 Other Professional Fees Schedule****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
INVESTMENT AND MANAGEMENT FEES	19,394	19,394		0

## TY 2015 Substantial Contributors Schedule

**Name:** CLIFTON FOUNDATION

**EIN:** 74-2832766

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

**TY 2015 Taxes Schedule****Name:** CLIFTON FOUNDATION**EIN:** 74-2832766

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	603	603		0
EXCISE TAXES	1,627	0		0
STATE TAXES	63	63		0

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a></div>	<div>OMB No 1545-0047</div> <div>2015</div>
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<div>Name of the organization</div> <div>CLIFTON FOUNDATION</div>	<div>Employer identification number</div> <div>74-2832766</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><input type="checkbox"/> 501(c)( ) (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

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

Name of organization CLIFTON FOUNDATION	Employer identification number 74-2832766
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1			Person <input checked="" type="checkbox"/>
	PATRICIA R CLIFTON ESTATE 400 AUSTIN AVE SUITE 1003	\$ 200,000	Payroll <input type="checkbox"/>
	WACO, TX 76701		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2			Person <input type="checkbox"/>
	PATRICIA R CLIFTON ESTATE 400 AUSTIN AVE SUITE 1003	\$ 311,369	Payroll <input type="checkbox"/>
	WACO, TX 76701		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
3			Person <input type="checkbox"/>
	PATRICIA R CLIFTON ESTATE 400 AUSTIN AVE SUITE 1003	\$ 65,000	Payroll <input type="checkbox"/>
	WACO, TX 76701		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
			Person <input type="checkbox"/>
		\$	Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization CLIFTON FOUNDATION	Employer identification number 74-2832766
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**Part II** Noncash Property  
(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	6337 SHARES OF CENTRABANC CORPORATION	\$ 311,369	2015-01-01
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	5,000 SHARES OF BERMUDA CABLEVISION	\$ 65,000	2015-01-01
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization CLIFTON FOUNDATION	Employer identification number 74-2832766
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	