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

2012

Department of the Treasury
Internal Revenue Service

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

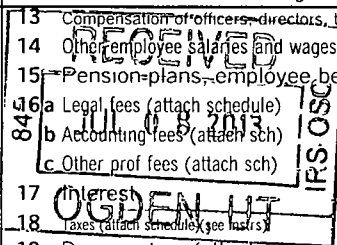
For calendar year 2012, or tax year beginning _____, **2012, and ending** _____,

| | | |
|---|--|---|
| Name of foundation THE HUTTON FOUNDATION, INC. | | A Employer identification number 90-0122801 |
| Number and street (or P O box number if mail is not delivered to street address) 569 CR 3581 | Room/suite | B Telephone number (see the instructions) (817) 220-5643 |
| City or town PARADISE | State ZIP code TX 76073 | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply | <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change |
| H Check type of organization | <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,336. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 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)) | | | | |
| 1 Contributions, gifts, grants, etc. received (att sch) | 77,108. | | | |
| 2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | | | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain/(loss) from sale of assets not on line 10 | | | | |
| b Gross sales price for all assets on line 6a | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit/(loss) (att sch) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 77,108. | | | |
| 13 Compensation of officers, directors, trustees, etc | | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach sch) | 845. | | | |
| c Other prof fees (attach sch) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) | | | | |
| 19 Depreciation (attach sch) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) See Line 23 Stmt | 2,260. | | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 3,105. | | | |
| 25 Contributions, gifts, grants paid | 70,380. | | | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 73,485. | | | |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 3,623. | | | |
| b Net investment income (if negative, enter 0) | | | | |
| c Adjusted net income (if negative, enter 0) | | | | |

SCANNED JUL 17 2013

ADMINISTRATIVE EXPENSES



316 15

| 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 | 1,713. | 5,336. | 5,336. |
| | 2 | Savings and temporary cash investments | | | |
| | 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 sch) ▶ | | | |
| | | 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) | | | |
| | | 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 1) | 1,713. | 5,336. | 5,336. | |
| LIABILITIES | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | |
| NET UNRESTRICTED ASSETS | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 1,713. | 5,336. | |
| 30 | Total net assets or fund balances (see instructions) | 1,713. | 5,336. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 1,713. | 5,336. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|--------|
| 1 | Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,713. |
| 2 | Enter amount from Part I, line 27a | 2 | 3,623. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 5,336. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 5,336. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|---|-------------------------------------|
| 1 a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | |
| 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 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | 3 | |

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|--|---------------------------------------|--|--|
| 2011 | 0. | 0. | 0.000000 |
| 2010 | 0. | 0. | 0.000000 |
| 2009 | | 0. | 0.000000 |
| 2008 | | 0. | 0.000000 |
| 2007 | 0. | | |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | 0.000000 |
| 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 | 0.000000 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 0. |
| 5 Multiply line 4 by line 3 | 5 | 0. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 Add lines 5 and 6 | 7 | 0. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

| | | | |
|-----|---|-----|----|
| 1 a | 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 instrs) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 0. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 0. |
| 6 | Credits/Payments | | |
| a | 2012 estimated tax pmts and 2011 overpayment credited to 2012 | 6 a | |
| b | Exempt foreign organizations – tax withheld at source | 6 b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6 c | 0. |
| d | Backup withholding erroneously withheld | 6 d | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 0. |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input 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 | 0. |
| 10 | Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 0. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|-----|-----|----|
| 1 a | | X |
| 1 b | | X |
| 1 c | | X |
| 2 | | X |
| 3 | | X |
| 4 a | | X |
| 4 b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8 a | | |
| 8 b | X | |
| 9 | X | |
| 10 | | X |

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 | | X |
| 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 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A | 13 | X | |
| 14 | The books are in care of ▶ <u>GLORIA HUTTON</u> Telephone no ▶ <u>(817) 220-5643</u> Located at ▶ <u>569 CR 3581</u> <u>PARADISE, TX</u> ZIP + 4 ▶ <u>76073</u> | | | |
| 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 2012, 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 | | X |
| See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ▶ | | | | |

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

| | | Yes | No |
|-----|--|-----|----|
| 1 a | 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1 b | |
| 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 2012? | 1 c | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | 2 b | X |
| 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 __ | | |
| 3 a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If 'Yes,' did it have excess business holdings in 2012 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 2012) | 3 b | X |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4 b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5 b

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)

6 a 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? 6 b Yes No X

If 'Yes' to 6b, file Form 8870

7 a 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? 7 b Yes No

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 |
|--|---|---|---|---------------------------------------|
| TIM HUTTON 569 CR 3581, PARADISE TX 76073 | DIRECTOR 10.00 | 0. | 0. | 0. |
| GLORIA HUTTON 569 CR 3581, PARADISE TX 76073 | DIRECTOR 15.00 | 0. | 0. | 0. |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

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

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

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

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

Total number of others receiving over \$50,000 for professional services None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

| | Expenses |
|-------------------------------------|----------|
| 1 SEE ATTACHED SCHEDULE FOR PART XV | |
| ----- | 70,380. |
| 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 ▶

BAA

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 | 1 a | |
| b | Average of monthly cash balances | 1 b | |
| c | Fair market value of all other assets (see instructions) | 1 c | |
| d | Total (add lines 1a, b, and c) | 1 d | |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 0. |
| 4 | Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 0. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 0. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 0. |

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 | |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2 a | |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2 b | |
| c | Add lines 2a and 2b | 2 c | |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | |

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 | 1 a | |
| b | Program-related investments – total from Part IX-B | 1 b | |
| 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) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 0. |

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 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years 20 __, 20 __, 20 __ | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | 0. | | | |
| b From 2008 | 0. | | | |
| c From 2009 | 0. | | | |
| d From 2010 | 0. | | | |
| e From 2011 | 0. | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____ | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required – see instructions) | | | | |
| c Treated as distributions out of corpus (Election required – see instructions) | | | | |
| d Applied to 2012 distributable amount | | | | |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount – see instructions | | 0. | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions | | | 0. | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 0. | | | |
| b Excess from 2009 | 0. | | | |
| c Excess from 2010 | 0. | | | |
| d Excess from 2011 | 0. | | | |
| e Excess from 2012 | 0. | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 0. | 0. | 0. | 0. | N/A |
| b 85% of line 2a | 0. | 0. | 0. | 0. | N/A |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | 0. | 0. | 0. |
| 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 | 0. | 0. | 0. | 0. | N/A |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a 'Assets' alternative test – enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c 'Support' alternative test – enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation 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))

N/A

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

N/A

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

TIMOTHY HUTTON
 3980 BOAT CLUB RD, STE 207
 FORT WORTH TX 76135 (817) 238-6995

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

STANDARD LETTER OF REQUEST

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|---------------|
| <p><i>a</i> Paid during the year</p> <p>SEE ATTACHED LIST SEE ATTACHED LIST PARADISE TX 76073</p> | NONE | PAID | CHARITABLE GIFTS | 70,380. |
| Total | | | | ▶ 3 a 70,380. |
| <i>b</i> Approved for future payment | | | | |
| Total | | | | ▶ 3 b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues, etc.

12 Subtotal Add columns (b), (d), and (e)
13 Total. Add line 12, columns (b), (d), and (e)
(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions).

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545 0047

2012

Name of the organization

THE HUTTON FOUNDATION, INC.

Employer identification number

90-0122801

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

501(c)(____) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year. ▶ \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

or 990-PF.

Name of organization

Employer identification number

THE HUTTON FOUNDATION, INC.

90-0122801

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) Number | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---------------|---|-------------------------------|---|
| 1 | HUTTON FINANCIAL ADVISORS ----- 3918 TELEPHONE POLE ROAD, #100 ----- FORT WORTH TX 76135 ----- | \$ 77,108. ----- | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| ----- | ----- | \$ ----- ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| ----- | ----- | \$ ----- ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| ----- | ----- | \$ ----- ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| ----- | ----- | \$ ----- ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| ----- | ----- | \$ ----- ----- | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

| Other expenses | Rev/Exp Book | Net Inv Inc | Adj Net Inc | Charity Disb |
|------------------------|---------------|-------------|-------------|--------------|
| SUPPLIES | 184. | | | |
| TRAVEL | 1,178. | | | |
| POSTAGE & SHIPPING | 15. | | | |
| MISCELLEANOUS EXPENSES | 883. | | | |
| Total | <u>2,260.</u> | | | |

12:44 PM
06/24/13
Cash Basis

The Hutton Foundation
Transaction Detail By Account
January through December 2012

A Hachment
XU, 3, a

| Type | Date | Num | Name | Paid Amount | Balance |
|---------------------------------------|-----------|------|---------------------------------|-------------|-----------|
| 700 - Charitable Contributions | | | | | |
| Check | 1/2/2012 | 1303 | Pastor Joseph Canfield | 500 00 | 500 00 |
| Check | 1/10/2012 | 1305 | Lavonne Hira | 1,000 00 | 1,500 00 |
| Check | 1/10/2012 | 1306 | Forestpark Community Church | 100 00 | 1,600 00 |
| Check | 1/13/2012 | 1307 | Sarah Jorgensen | 500 00 | 2,100 00 |
| Check | 1/19/2012 | 1308 | Laura Brown | 500 00 | 2,600 00 |
| Check | 1/19/2012 | 1309 | Mount Up Ministries | 500 00 | 3,100 00 |
| Check | 1/19/2012 | 1310 | Northwestern Colorado Youth for | 300 00 | 3,400 00 |
| Check | 1/19/2012 | 1311 | Mission India | 500 00 | 3,900 00 |
| Check | 1/19/2012 | 1312 | Love Link | 500 00 | 4,400 00 |
| Check | 1/19/2012 | 1313 | BUILD Int'l Ministries | 300 00 | 4,700 00 |
| Check | 1/19/2012 | 1314 | Fellowship Of The Sword | 300 00 | 5,000 00 |
| Check | 1/19/2012 | 1316 | Terrie Nelson | 1,300 00 | 6,300 00 |
| Check | 1/27/2012 | 1318 | Texas Pythian Home, Inc | 50 00 | 6,350 00 |
| Check | 1/27/2012 | 1319 | Pastor Joseph Canfield | 500 00 | 6,850 00 |
| Check | 2/13/2012 | 1320 | Lavonne Hira | 1,000 00 | 7,850 00 |
| Check | 2/13/2012 | 1321 | Laura Brown | 500 00 | 8,350 00 |
| Check | 2/13/2012 | 1322 | Mount Up Ministries | 500 00 | 8,850 00 |
| Check | 2/13/2012 | 1324 | Northwestern Colorado Youth for | 0 00 | 8,850 00 |
| Check | 2/13/2012 | 1325 | Mission India | 500 00 | 9,350 00 |
| Check | 2/13/2012 | 1323 | Northwestern Colorado Youth for | 300 00 | 9,650 00 |
| Check | 2/13/2012 | 1326 | Love Link | 500 00 | 10,150 00 |
| Check | 2/14/2012 | 1320 | Pastor Joseph Canfield | 0 00 | 10,150 00 |
| Check | 2/14/2012 | 1328 | Terrie Nelson | 1,300 00 | 11,450 00 |
| Check | 3/5/2012 | 1329 | Pastor Joseph Canfield | 500 00 | 11,950 00 |
| Check | 3/9/2012 | 1330 | BUILD Int'l Ministries | 300 00 | 12,250 00 |
| Check | 3/20/2012 | 1331 | Laura Brown | 500 00 | 12,750 00 |
| Check | 3/20/2012 | 1332 | Mount Up Ministries | 500 00 | 13,250 00 |
| Check | 3/20/2012 | 1333 | Northwestern Colorado Youth for | 300 00 | 13,550 00 |
| Check | 3/20/2012 | 1334 | Mission India | 400 00 | 13,950 00 |
| Check | 3/20/2012 | 1335 | Love Link | 300 00 | 14,250 00 |
| Check | 3/27/2012 | 1336 | Terrie Nelson | 1,300 00 | 15,550 00 |
| Check | 3/27/2012 | 1337 | Lavonne Hira | 1,000 00 | 16,550 00 |
| Check | 4/2/2012 | 1338 | Pastor Joseph Canfield | 500 00 | 17,050 00 |
| Check | 4/20/2012 | 1339 | Pastor Joseph Canfield | 1,000 00 | 18,050 00 |
| Check | 4/20/2012 | 1341 | Yvonne Arstingstall | 100 00 | 18,150 00 |
| Check | 4/20/2012 | 1342 | Adam Jordan | 100 00 | 18,250 00 |
| Check | 4/20/2012 | 1344 | Ashley Sudduth | 100 00 | 18,350 00 |
| Check | 4/20/2012 | 1345 | Casey Brooks | 100 00 | 18,450 00 |
| Check | 4/20/2012 | 1346 | Lavonne Hira | 1,000 00 | 19,450 00 |
| Check | 4/20/2012 | 1347 | Terrie Nelson | 1,300 00 | 20,750 00 |
| Check | 4/20/2012 | 1348 | Laura Brown | 500 00 | 21,250 00 |
| Check | 4/20/2012 | 1349 | Northwestern Colorado Youth for | 300 00 | 21,550 00 |
| Check | 4/20/2012 | 1350 | Mount Up Ministries | 500 00 | 22,050 00 |
| Check | 4/20/2012 | 1351 | Mission India | 400 00 | 22,450 00 |
| Check | 4/20/2012 | 1352 | Love Link | 300 00 | 22,750 00 |
| Check | 4/20/2012 | 1353 | BUILD Int'l Ministries | 300 00 | 23,050 00 |
| Check | 4/20/2012 | 1354 | Fellowship Of The Sword | 300 00 | 23,350 00 |
| Check | 4/20/2012 | 1355 | Alyssa Higgins | 50 00 | 23,400 00 |
| Check | 4/20/2012 | 1356 | Missions 4 Jesus | 100 00 | 23,500 00 |
| Check | 5/16/2012 | 1357 | BUILD Int'l Ministries | 800 00 | 24,300 00 |
| Check | 5/16/2012 | 1358 | Laura Brown | 500 00 | 24,800 00 |
| Check | 5/16/2012 | 1359 | Mount Up Ministries | 500 00 | 25,300 00 |
| Check | 5/16/2012 | 1360 | Northwestern Colorado Youth for | 300 00 | 25,600 00 |
| Check | 5/16/2012 | 1361 | Mission India | 400 00 | 26,000 00 |
| Check | 5/16/2012 | 1362 | Love Link | 300 00 | 26,300 00 |
| Check | 5/16/2012 | 1363 | Lavonne Hira | 1,000 00 | 27,300 00 |
| Check | 5/28/2012 | 1364 | Terrie Nelson | 1,300 00 | 28,600 00 |
| Check | 6/1/2012 | 1365 | Sarah Jorgensen | 500 00 | 29,100 00 |
| Check | 6/4/2012 | 1366 | Pastor Joseph Canfield | 500 00 | 29,600 00 |
| Check | 6/4/2012 | 1367 | A Neighborhood Church | 200 00 | 29,800 00 |
| Check | 6/5/2012 | 1368 | Lavonne Hira | 1,000 00 | 30,800 00 |
| Check | 6/6/2012 | 1369 | BUILD Int'l Ministries | 300 00 | 31,100 00 |
| Check | 6/6/2012 | 1370 | Laura Brown | 500 00 | 31,600 00 |
| Check | 6/6/2012 | 1371 | Northwestern Colorado Youth for | 300 00 | 31,900 00 |
| Check | 6/6/2012 | 1372 | Mount Up Ministries | 500 00 | 32,400 00 |
| Check | 6/6/2012 | 1373 | Love Link | 300 00 | 32,700 00 |
| Check | 6/6/2012 | 1374 | Mission India | 400 00 | 33,100 00 |

12:44 PM
06/24/13
Cash Basis

The Hutton Foundation
Transaction Detail By Account
January through December 2012

Attachment
XU, 3, a

| Type | Date | Num | Name | Paid Amount | Balance |
|-------|------------|------|---------------------------------|-------------|-----------|
| Check | 6/25/2012 | 1375 | Terrie Nelson | 1,300 00 | 34,400 00 |
| Check | 7/2/2012 | 1376 | Pastor Joseph Canfield | 500 00 | 34,900 00 |
| Check | 7/3/2012 | 1377 | Jim Zischke | 1,000 00 | 35,900 00 |
| Check | 7/17/2012 | 1378 | Lavonne Hira | 1,000 00 | 36,900 00 |
| Check | 7/17/2012 | 1379 | Laura Brown | 500 00 | 37,400 00 |
| Check | 7/17/2012 | 1380 | Northwestern Colorado Youth for | 300 00 | 37,700 00 |
| Check | 7/17/2012 | 1381 | Mount Up Ministries | 500 00 | 38,200 00 |
| Check | 7/17/2012 | 1382 | Love Link | 300 00 | 38,500 00 |
| Check | 7/17/2012 | 1383 | Mission India | 400 00 | 38,900 00 |
| Check | 7/17/2012 | 1384 | BUILD Int'l Ministries | 300 00 | 39,200 00 |
| Check | 7/17/2012 | 1385 | Fellowship Of The Sword | 300 00 | 39,500 00 |
| Check | 7/17/2012 | 1386 | Terrie Nelson | 1,300 00 | 40,800 00 |
| Check | 7/17/2012 | 1387 | Pastor Joseph Canfield | 500 00 | 41,300 00 |
| Check | 7/17/2012 | 1388 | Texas Pythian Home, Inc | 50 00 | 41,350 00 |
| Check | 8/13/2012 | 1389 | Terrie Nelson | 1,300 00 | 42,650 00 |
| Check | 8/14/2012 | 1390 | Dan or Stacie Martindale | 500 00 | 43,150 00 |
| Check | 8/18/2012 | 1392 | Lavonne Hira | 1,000 00 | 44,150 00 |
| Check | 8/18/2012 | 1393 | Laura Brown | 500 00 | 44,650 00 |
| Check | 8/18/2012 | 1394 | Northwestern Colorado Youth for | 300 00 | 44,950 00 |
| Check | 8/18/2012 | 1395 | Mount Up Ministries | 500 00 | 45,450 00 |
| Check | 8/18/2012 | 1396 | Love Link | 300 00 | 45,750 00 |
| Check | 8/18/2012 | 1397 | Mission India | 400 00 | 46,150 00 |
| Check | 8/18/2012 | 1398 | BUILD Int'l Ministries | 300 00 | 46,450 00 |
| Check | 9/2/2012 | 1400 | Pam Anderson | 500 00 | 46,950 00 |
| Check | 9/3/2012 | 1401 | Pastor Joseph Canfield | 500 00 | 47,450 00 |
| Check | 9/20/2012 | 1402 | Lavonne Hira | 1,000 00 | 48,450 00 |
| Check | 9/20/2012 | 1403 | BUILD Int'l Ministries | 600 00 | 49,050 00 |
| Check | 9/20/2012 | 1404 | Laura Brown | 500 00 | 49,550 00 |
| Check | 9/20/2012 | 1405 | Mount Up Ministries | 500 00 | 50,050 00 |
| Check | 9/20/2012 | 1406 | Northwestern Colorado Youth for | 300 00 | 50,350 00 |
| Check | 9/20/2012 | 1407 | Love Link | 300 00 | 50,650 00 |
| Check | 9/20/2012 | 1408 | Mission India | 400 00 | 51,050 00 |
| Check | 9/20/2012 | 1410 | Pastor Joseph Canfield | 500 00 | 51,550 00 |
| Check | 10/9/2012 | 1412 | Terrie Nelson | 1,500 00 | 53,050 00 |
| Check | 10/11/2012 | 1413 | Lavonne Hira | 1,000 00 | 54,050 00 |
| Check | 10/16/2012 | 1414 | Laura Brown | 500 00 | 54,550 00 |
| Check | 10/16/2012 | 1415 | Mount Up Ministries | 500 00 | 55,050 00 |
| Check | 10/16/2012 | 1416 | Northwestern Colorado Youth for | 300 00 | 55,350 00 |
| Check | 10/16/2012 | 1417 | BUILD Int'l Ministries | 300 00 | 55,650 00 |
| Check | 10/16/2012 | 1418 | Mission India | 400 00 | 56,050 00 |
| Check | 10/16/2012 | 1419 | Love Link | 300 00 | 56,350 00 |
| Check | 10/16/2012 | 1420 | Fellowship Of The Sword | 300 00 | 56,650 00 |
| Check | 10/17/2012 | 1421 | Sarah Jorgensen | 300 00 | 56,950 00 |
| Check | 10/26/2012 | 1423 | Terrie Nelson | 1,300 00 | 58,250 00 |
| Check | 10/26/2012 | 1424 | Pastor Joseph Canfield | 500 00 | 58,750 00 |
| Check | 11/15/2012 | 1426 | Lavonne Hira | 1,000 00 | 59,750 00 |
| Check | 11/15/2012 | 1427 | Laura Brown | 500 00 | 60,250 00 |
| Check | 11/15/2012 | 1428 | Mount Up Ministries | 500 00 | 60,750 00 |
| Check | 11/15/2012 | 1429 | Northwestern Colorado Youth for | 300 00 | 61,050 00 |
| Check | 11/15/2012 | 1430 | BUILD Int'l Ministries | 600 00 | 61,650 00 |
| Check | 11/15/2012 | 1431 | Mission India | 400 00 | 62,050 00 |
| Check | 11/15/2012 | 1432 | Love Link | 300 00 | 62,350 00 |
| Check | 11/27/2012 | 1433 | Terrie Nelson | 1,300 00 | 63,650 00 |
| Check | 12/3/2012 | 1434 | Pastor Joseph Canfield | 700 00 | 64,350 00 |
| Check | 12/7/2012 | 1435 | Adam Jordan | 200 00 | 64,550 00 |
| Check | 12/7/2012 | 1436 | Ashley Sudduth | 200 00 | 64,750 00 |
| Check | 12/7/2012 | 1437 | Yvonne Arstingstall | 200 00 | 64,950 00 |
| Check | 12/7/2012 | 1438 | Casey Brooks | 200 00 | 65,150 00 |
| Check | 12/7/2012 | 1439 | Lavonne Hira | 1,000 00 | 66,150 00 |
| Check | 12/7/2012 | 1440 | Laura Brown | 500 00 | 66,650 00 |
| Check | 12/7/2012 | 1441 | Mount Up Ministries | 500 00 | 67,150 00 |
| Check | 12/7/2012 | 1442 | Northwestern Colorado Youth for | 300 00 | 67,450 00 |
| Check | 12/7/2012 | 1443 | BUILD Int'l Ministries | 300 00 | 67,750 00 |
| Check | 12/7/2012 | 1444 | Mission India | 400 00 | 68,150 00 |
| Check | 12/7/2012 | 1445 | Love Link | 300 00 | 68,450 00 |
| Check | 12/9/2012 | 1446 | Jim or Nancy Steinhauer | 1,000 00 | 69,450 00 |

12:44 PM
06/24/13
Cash Basis

The Hutton Foundation
Transaction Detail By Account
January through December 2012

ATTACHMENT
XU, 3, a

| Type | Date | Num | Name | Paid Amount | Balance |
|------------------------------------|------------|------|------------------------|------------------|------------------|
| Check | 12/9/2012 | 1447 | Pastor Joseph Canfield | 500 00 | 69,950 00 |
| Check | 12/14/2012 | 1448 | Terrie Nelson | 1,300 00 | 71,250 00 |
| Total 700 Charitable Contributions | | | | 71,250 00 | 71,250 00 |
| TOTAL | | | | 71,250.00 | 71,250.00 |

12:44 PM
06/24/13
Cash Basis

The Hutton Foundation
Transaction Detail By Account
January through December 2012

Attachment
Sch B, Part I, a

| Type | Date | Name | Memo | Original Amount | Balance |
|---------------------------------|------------|---------------------------|--------------------------------|-----------------|-----------|
| 400 - Donations Received | | | | | |
| Deposit | 1/6/2012 | Hutton Financial Advisors | Tithes from the Company | 222 43 | 222 43 |
| Deposit | 1/8/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 200 00 | 422 43 |
| Deposit | 1/13/2012 | Hutton Financial Advisors | Tithes from the Company | 9,641 18 | 10,063 61 |
| Deposit | 1/20/2012 | Hutton Financial Advisors | Tithes from the Company | 427 78 | 10,491 39 |
| Deposit | 1/27/2012 | Hutton Financial Advisors | Tithes from the Company | 212 00 | 10,703 39 |
| Deposit | 2/3/2012 | Hutton Financial Advisors | Tithes from the Company | 348 10 | 11,051 49 |
| Deposit | 2/10/2012 | Hutton Financial Advisors | Tithes from the Company | 869 67 | 11,921 16 |
| Deposit | 2/14/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 180 00 | 12,101 16 |
| Deposit | 2/17/2012 | Hutton Financial Advisors | Tithes from the Company | 331 03 | 12,432 19 |
| Deposit | 2/17/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 170 00 | 12,602 19 |
| Deposit | 2/24/2012 | Hutton Financial Advisors | Tithes from the Company | 497 37 | 13,099 56 |
| Deposit | 3/2/2012 | Hutton Financial Advisors | Tithes from the Company | 150 14 | 13,249 70 |
| Deposit | 3/7/2012 | Sheril Miller | Contribution to the Foundation | 0 00 | 13,249 70 |
| Deposit | 3/7/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 0 00 | 13,249 70 |
| Deposit | 3/7/2012 | Sheril Miller | Contribution to the Foundation | 300 00 | 13,549 70 |
| Deposit | 3/7/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 180 00 | 13,729 70 |
| Deposit | 3/12/2012 | Hutton Financial Advisors | Tithes from the Company | 2,601 42 | 16,331 12 |
| Deposit | 3/16/2012 | Hutton Financial Advisors | Tithes from the Company | 240 97 | 16,572 09 |
| Deposit | 3/20/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 130 00 | 16,702 09 |
| Deposit | 3/21/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 170 00 | 16,872 09 |
| Deposit | 3/23/2012 | Hutton Financial Advisors | Tithes from the Company | 571 97 | 17,444 06 |
| Deposit | 3/30/2012 | Hutton Financial Advisors | Tithes from the Company | 2,780 75 | 20,224 81 |
| Deposit | 4/6/2012 | Hutton Financial Advisors | Tithes from the Company | 245 86 | 20,470 67 |
| Deposit | 4/13/2012 | Hutton Financial Advisors | Tithes from the Company | 10,670 30 | 31,140 97 |
| Deposit | 4/20/2012 | Sheril Miller | Contribution to the Foundation | 300 00 | 31,440 97 |
| Deposit | 4/20/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 150 00 | 31,590 97 |
| Deposit | 4/20/2012 | Hutton Financial Advisors | Tithes from the Company | 439 11 | 32,030 08 |
| Deposit | 4/30/2012 | Hutton Financial Advisors | Tithes from the Company | 319 31 | 32,349 39 |
| Deposit | 5/4/2012 | Hutton Financial Advisors | Tithes from the Company | 376 20 | 32,725 59 |
| Deposit | 5/11/2012 | Hutton Financial Advisors | Tithes from the Company | 376 20 | 33,101 79 |
| Deposit | 5/11/2012 | Sheril Miller | Contribution to the Foundation | 150 00 | 33,251 79 |
| Deposit | 5/11/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 180 00 | 33,431 79 |
| Deposit | 5/15/2012 | Hutton Financial Advisors | Tithes from the Company | 1,258 76 | 34,690 55 |
| Deposit | 5/18/2012 | Hutton Financial Advisors | Tithes from the Company | 2,146 21 | 36,836 76 |
| Deposit | 5/25/2012 | Hutton Financial Advisors | Tithes from the Company | 280 00 | 37,116 76 |
| Deposit | 6/1/2012 | Timothy and Gloria Hutton | Tithes from the Company | 1,219 06 | 38,335 82 |
| Deposit | 6/5/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 200 00 | 38,535 82 |
| Deposit | 6/8/2012 | Hutton Financial Advisors | Tithes from the Company | 2,568 83 | 41,104 65 |
| Deposit | 6/15/2012 | Hutton Financial Advisors | Tithes from the Company | 528 77 | 41,633 42 |
| Deposit | 6/22/2012 | Hutton Financial Advisors | Tithes from the Company | 554 28 | 42,187 70 |
| Deposit | 6/29/2012 | Hutton Financial Advisors | Tithes from the Company | 184 54 | 42,372 24 |
| Deposit | 7/6/2012 | Hutton Financial Advisors | Tithes from the Company | 272 33 | 42,644 57 |
| Deposit | 7/13/2012 | Hutton Financial Advisors | Tithes from the Company | 11,407 92 | 54,052 49 |
| Deposit | 7/18/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 300 00 | 54,352 49 |
| Deposit | 7/23/2012 | Hutton Financial Advisors | Tithes from the Company | 318 91 | 54,671 40 |
| Deposit | 7/27/2012 | Hutton Financial Advisors | Tithes from the Company | 337 41 | 55,008 81 |
| Deposit | 8/3/2012 | Hutton Financial Advisors | Tithes from the Company | 406 66 | 55,415 47 |
| Deposit | 8/10/2012 | Hutton Financial Advisors | Tithes from the Company | 1,038 84 | 56,454 31 |
| Deposit | 8/17/2012 | Hutton Financial Advisors | Tithes from the Company | 378 13 | 56,832 44 |
| Deposit | 8/20/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 230 00 | 57,062 44 |
| Deposit | 8/20/2012 | Sheril Miller | Contribution to the Foundation | 150 00 | 57,212 44 |
| Deposit | 8/24/2012 | Hutton Financial Advisors | Tithes from the Company | 345 67 | 57,558 11 |
| Deposit | 8/31/2012 | Hutton Financial Advisors | Tithes from the Company | 132 50 | 57,690 61 |
| Deposit | 9/10/2012 | Hutton Financial Advisors | Tithes from the Company | 826 77 | 58,517 38 |
| Deposit | 9/14/2012 | Hutton Financial Advisors | Tithes from the Company | 421 69 | 58,939 07 |
| Deposit | 9/20/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 300 00 | 59,239 07 |
| Deposit | 9/20/2012 | Sheril Miller | Contribution to the Foundation | 150 00 | 59,389 07 |
| Deposit | 9/24/2012 | Hutton Financial Advisors | Tithes from the Company | 486 49 | 59,875 56 |
| Deposit | 9/28/2012 | Hutton Financial Advisors | Tithes from the Company | 185 04 | 60,060 60 |
| Deposit | 10/5/2012 | Hutton Financial Advisors | Tithes from the Company | 280 33 | 60,340 93 |
| Deposit | 10/9/2012 | Sheril Miller | Contribution to the Foundation | 150 00 | 60,490 93 |
| Deposit | 10/12/2012 | Hutton Financial Advisors | Tithes from the Company | 11,837 33 | 72,328 26 |
| Deposit | 10/19/2012 | Hutton Financial Advisors | Tithes from the Company | 376 32 | 72,704 58 |
| Deposit | 10/25/2012 | Hutton Financial Advisors | Tithes from the Company | 317 15 | 73,021 73 |
| Deposit | 11/2/2012 | Hutton Financial Advisors | Tithes from the Company | 179 76 | 73,201 49 |
| Deposit | 11/9/2012 | Sheril Miller | Contribution to the Foundation | 150 00 | 73,351 49 |
| Deposit | 11/9/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 180 00 | 73,531 49 |

12:44 PM
06/24/13
Cash Basis

The Hutton Foundation
Transaction Detail By Account
January through December 2012

ATTACHMENT
Sch B, Part I, @

| Type | Date | Name | Memo | Original Amount | Balance |
|------------------------------|------------|---------------------------|--------------------------------|-----------------|------------------|
| Deposit | 11/9/2012 | Hutton Financial Advisors | Tithes from the Company | 1,048 80 | 74,580 29 |
| Deposit | 11/16/2012 | Hutton Financial Advisors | Tithes from the Company | 841 40 | 75,421 69 |
| Deposit | 11/21/2012 | Hutton Financial Advisors | Tithes from the Company | 308 12 | 75,729 81 |
| Deposit | 11/30/2012 | Hutton Financial Advisors | Tithes from the Company | 158 16 | 75,887 97 |
| Deposit | 12/5/2012 | Sheril Miller | Contribution to the Foundation | 150 00 | 76,037 97 |
| Deposit | 12/5/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 120 00 | 76,157 97 |
| Deposit | 12/7/2012 | Hutton Financial Advisors | Tithes from the Company | 910 81 | 77,068 78 |
| Deposit | 12/11/2012 | Timothy and Gloria Hutton | Contribution to the Foundation | 180 00 | 77,248 78 |
| Deposit | 12/14/2012 | Hutton Financial Advisors | Tithes from the Company | 187 73 | 77,436 51 |
| Deposit | 12/21/2012 | Hutton Financial Advisors | Tithes from the Company | 540 90 | 77,977 41 |
| Total 400 Donations Received | | | | | 77,977 41 |
| TOTAL | | | | | 77,977.41 |