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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>SALLY LANGDON BAREFOOT FOUNDATION</b>		A Employer identification number <b>20-0342204</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2490 WALL AVE</b>	Room/suite	B Telephone number (see instructions) <b>801-621-0440</b>
City or town, state or province, country, and ZIP or foreign postal code <b>OGDEN UT 84401</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>5,574,276</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	485	485	485	
	4 Dividends and interest from securities	117,488	117,488	117,488	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 <b>STMT 1</b>	277,900			
	b Gross sales price for all assets on line 6a <b>2,498,118</b>				
	7 Capital gain net income (from Part IV, line 2)		277,864		
	8 Net short-term capital gain			222,412	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) <b>STMT 2</b>	-3,331	5,538	-3,331		
12 Total. Add lines 1 through 11	392,542	401,375	337,054		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	40,000			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) <b>STMT 3</b>	3,035	3,035	3,035	
	c Other professional fees (attach schedule) <b>STMT 4</b>	53,057	53,057	53,057	
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <b>STMT 5</b>	3,774	3,774	3,774	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,786	6,786	6,786	
	22 Printing and publications				
	23 Other expenses (att sch) <b>STMT 6</b>	1,318	1,318	1,318	
	24 Total operating and administrative expenses. Add lines 13 through 23	107,970	67,970	67,970	0
	25 Contributions, gifts, grants paid	246,600			246,600
26 Total expenses and disbursements. Add lines 24 and 25	354,570	67,970	67,970	246,600	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	37,972				
b Net investment income (if negative, enter -0-)		333,405			
c Adjusted net income (if negative, enter -0-)			269,084		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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		72,671	241,146	241,146
	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 ▶	0			
	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) <b>SEE STMT 7</b>	4,666,499	4,265,782	5,333,130	
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶				
15	Other assets (describe ▶ )					
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	4,739,170	4,506,928	5,574,276		
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 ▶ <b>SEE STATEMENT 8</b> )	291,814			
	23	<b>Total liabilities</b> (add lines 17 through 22)	291,814	0		
Net Assets or Fund Balances	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, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	4,447,356	4,506,928		
	30	<b>Total net assets or fund balances</b> (see instructions)	4,447,356	4,506,928		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	4,739,170	4,506,928		

**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	4,447,356
2	Enter amount from Part I, line 27a	2	37,972
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	3	21,600
4	Add lines 1, 2, and 3	4	4,506,928
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	6	4,506,928

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SEE WORKSHEET</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss) <span style="border: 1px solid black; padding: 2px;">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>	<b>2</b>	<b>277,864</b>
<b>3</b> 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 <span style="border: 1px solid black; padding: 2px;"></span>	<b>3</b>	<b>222,412</b>

**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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	240,200	4,852,285	0.049502
2011	132,000	4,564,383	0.028920
2010	55,000	2,506,950	0.021939
2009	51,000	1,098,409	0.046431
2008		1,056,973	

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>0.146792</b>
<b>3</b> 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	<b>3</b>	<b>0.036698</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	<b>5,239,515</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>192,280</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>3,334</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>195,614</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	<b>246,600</b>

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

<b>1a</b>	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>b</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	<b>1</b>	<b>3,334</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>	<b>3,334</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	<b>3,334</b>
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	<b>2,100</b>
<b>b</b>	Exempt foreign organizations – tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	<b>1,274</b>
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	<b>3,374</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	<b>40</b>
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		<input checked="" type="checkbox"/>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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		<input checked="" type="checkbox"/>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		<input checked="" type="checkbox"/>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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		<input checked="" type="checkbox"/>
<b>3</b> 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		<input checked="" type="checkbox"/>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		<input checked="" type="checkbox"/>
<b>6</b> 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?		<input checked="" type="checkbox"/>
<b>7</b> 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	<input checked="" type="checkbox"/>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
<b>UT</b>		
<b>b</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	<input checked="" type="checkbox"/>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		<input checked="" type="checkbox"/>
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

N/A

**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		<b>X</b>
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		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	13		
14	The books are in care of ► <b>W RORY YOUNGBERG, TRUSTEE</b> <b>2050 COMBE ROAD</b> Located at ► <b>OGDEN</b> UT ZIP+4 ► <b>84403</b>	Telephone no ► <b>801-479-3021</b>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No <b>X</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
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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	<b>N/A</b>	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	<b>N/A</b>	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 )	<b>N/A</b>	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013 )	<b>N/A</b>	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</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 2013?		<b>X</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			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	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	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</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)?	N/A		<b>5b</b>
	Organizations relying on a current notice regarding disaster assistance check here	<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?	N/A		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
<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>
	If "Yes" to 6b, file Form 8870			<b>X</b>
<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?	N/A		<b>7b</b>

**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
SEE STATEMENT 10				

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

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

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶



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

<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>	5,157,620
<b>b</b>	Average of monthly cash balances	<b>1b</b>	161,685
<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>	5,319,305
<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>	5,319,305
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	79,790
<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>	5,239,515
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	261,976

**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>	261,976
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	3,334
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,334
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	258,642
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	258,642
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	258,642

**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>	246,600
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<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>	246,600
<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>	3,334
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	243,266

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				<b>258,642</b>
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			<b>1,056</b>	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <b>246,600</b>				
<b>a</b> Applied to 2012, but not more than line 2a			<b>1,056</b>	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2013 distributable amount				<b>245,544</b>
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				<b>13,098</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 address of the person to whom applications should be addressed  
**W RORY YOUNGBERG, TRUSTEE 801-479-3021**  
**2050 COMBE ROAD OGDEN UT 84403**

**b** The form in which applications should be submitted and information and materials they should include  
**SEE STATEMENT 11**

**c** Any submission deadlines  
**SEPTEMBER 30**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**SEE STATEMENT 12**

**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)				
<b>a</b> Paid during the year <b>SEE STATEMENT 13</b>				<p style="text-align: right;"><b>246,600</b></p>
<b>Total</b>			<b>▶ 3a</b>	<b>246,600</b>
<b>b</b> Approved for future payment <b>N/A</b>				
<b>Total</b>			<b>▶ 3b</b>	



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions:
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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
N/A		

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.

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

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

Title

TRUSTEE

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

ROYCE RICHARDS

ROYCE RICHARDS

05/13/14

Firm's name ► WOOD, RICHARDS, & ASSOCIATES, PC CPA

PTIN P00006948

Firm's address ► 2490 WALL AVE

Firm's EIN ▶ 87-0491872

OGDEN, UT 84401

Phone no 801-621-0440

Form <b>990-PF</b>	<b>Capital Gains and Losses for Tax on Investment Income</b>	<b>2013</b>
For calendar year 2013, or tax year beginning , and ending		

Name

Employer Identification Number

**SALLY LANGDON BAREFOOT FOUNDATION****20-0342204**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) ACCESS MIDSTREAM	P	12/18/12	07/26/13
(2) ALLIANCEBERSTEIN	P	01/03/13	08/22/13
(3) ALLIANCEBERSTEIN	P	06/30/11	08/22/13
(4) BANK OF AMERICA	P	10/24/07	01/03/13
(5) BP PLC	P	07/01/13	07/01/13
(6) CLEARBRIDGE ENERGY	P	02/15/11	08/14/13
(7) E M C COROPORATION	P	06/07/12	07/26/13
(8) E M C COROPORATION	P	04/15/10	07/26/13
(9) GOLDMAN SACHS	P	07/10/12	01/10/13
(10) GOLDMAN SACHS	P	01/11/11	01/10/13
(11) GOLDMAN SACHS	P	08/24/10	01/10/13
(12) HEWLETT PACKARD	P	01/15/13	08/14/13
(13) INTC STEPS	P	10/25/12	11/08/13
(14) MAINSTAY FLOATING	P	10/05/12	11/04/13
(15) MAINSTAY FLOATING	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 139,211		97,829	41,382
(2) 139,300		142,002	-2,702
(3) 111,041		113,768	-2,727
(4) 9,746		65,654	-55,908
(5) 41			41
(6) 54,119		42,689	11,430
(7) 52,405		49,733	2,672
(8) 78,607		58,333	20,274
(9) 136,030		95,596	40,434
(10) 40,809		51,233	-10,424
(11) 27,206		29,279	-2,073
(12) 134,995		83,465	51,530
(13) 26,563		25,000	1,563
(14) 501,517		500,015	1,502
(15) 93,080		89,698	3,382

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			41,382
(2)			-2,702
(3)			-2,727
(4)			-55,908
(5)			41
(6)			11,430
(7)			2,672
(8)			20,274
(9)			40,434
(10)			-10,424
(11)			-2,073
(12)			51,530
(13)			1,563
(14)			1,502
(15)			3,382

Form <b>990-PF</b>	<b>Capital Gains and Losses for Tax on Investment Income</b>	<b>2013</b>
For calendar year 2013, or tax year beginning _____, and ending _____		

Name

Employer Identification Number

**SALLY LANGDON BAREFOOT FOUNDATION****20-0342204**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
(1) <b>PRUDENTIAL</b>	P	10/05/12	11/04/13
(2) <b>QUESTAR</b>	P	06/07/12	02/01/13
(3) <b>QUESTAR</b>	P	10/09/01	02/01/13
(4) <b>SUMMIT MIDSTREAM</b>	P	01/15/13	05/15/13
(5) <b>TRANSOCEAN LTD</b>	P	VARIOUS	12/23/13
(6) <b>WESTERN GAS PARTNERS</b>	P	VARIOUS	04/23/13
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) <b>147,009</b>		<b>149,993</b>	<b>-2,984</b>
(2) <b>92,999</b>		<b>82,032</b>	<b>10,967</b>
(3) <b>185,999</b>		<b>87,214</b>	<b>98,785</b>
(4) <b>142,310</b>		<b>99,788</b>	<b>42,522</b>
(5) <b>93,993</b>		<b>104,033</b>	<b>-10,040</b>
(6) <b>291,102</b>		<b>252,864</b>	<b>38,238</b>
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			<b>-2,984</b>
(2)			<b>10,967</b>
(3)			<b>98,785</b>
(4)			<b>42,522</b>
(5)			<b>-10,040</b>
(6)			<b>38,238</b>
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			



**Federal Statements****Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Description			How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SHORT-TERM GAIN/LOSS FROM PASS-THROUGH ENTITY					
\$	-1	\$	\$	\$	-1
LONG-TERM GAIN/LOSS FROM PASS-THROUGH ENTITY					
	37				37
TOTAL	\$ 36	\$ 0	\$ 0	\$ 0	\$ 36

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description		Revenue per Books	Net Investment Income	Adjusted Net Income
MESA ROYALTY		\$ 5,009	\$ 5,009	\$ 5,009
LEGACY RESERVES		529	529	529
F STEPS		989		989
INTC STEPS		1,906		1,906
LEGACY RESERVES		5,065		5,065
DISPOSED OF WESTERN GAS		-9,098		-9,098
DISPOSED OF ACCESS CHESAPEAKE		-7,789		-7,789
DCP MIDSTREAM		58		58
TOTAL		\$ -3,331	\$ 5,538	\$ -3,331

**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description		Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEES		\$ 3,035	\$ 3,035	\$ 3,035	\$
TOTAL		\$ 3,035	\$ 3,035	\$ 3,035	\$ 0

**Federal Statements****Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNT MANAGEMENT FEES	\$ 53,057	\$ 53,057	\$ 53,057	\$
TOTAL	\$ 53,057	\$ 53,057	\$ 53,057	\$ 0

**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAXES PAID	\$ 3,488	\$ 3,488	\$ 3,488	\$
FOREIGN TAX WITHHOLDING	286	286	286	
TOTAL	\$ 3,774	\$ 3,774	\$ 3,774	\$ 0

**Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
BANK SERVICE CHARGES	131	131	131	
MISCELLANEOUS EXPENSES	250	250	250	
OFFICE SUPPLIES	155	155	155	
POSTAGE	308	308	308	
ROYALTY EXPENSES	474	474	474	
TOTAL	\$ 1,318	\$ 1,318	\$ 1,318	\$ 0

**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EQUITIES	\$ 3,392,455	\$ 3,667,653	COST	\$ 4,778,600

**Federal Statements****Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS	\$ 1,156,284	\$ 468,132	COST	\$ 424,533
OTHER	97,829		COST	
UNREGOGNIZED PTP LOSSES	19,931	129,997	COST	129,997
TOTAL	\$ 4,666,499	\$ 4,265,782		\$ 5,333,130

**Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities**

Description	Beginning of Year	End of Year
UNSETTLED TRADES	\$ 291,814	\$
TOTAL	\$ 291,814	\$ 0

**Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
ADJUSTMENT TO LTD PTR LOSSES	\$ 21,600
TOTAL	\$ 21,600

**Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
RORY YOUNGBERG 2050 COMBE ROAD OGDEN UT 84403	TRUSTEE	2.00	8,000	0	0
BARBARA YOUNGBERG 2050 COMBE ROAD OGDEN UT 84403		2.00	8,000	0	0

**Federal Statements****Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc. (continued)**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
LISHA Y RUDD 111 GOLDEN HILLS CT DANVILLE CA 94526		2.00	8,000	0	0
KRISTIAN R YOUNGBERG 196 CAZNEAU AVENUE SAUSALITO CA 94965		2.00	8,000	0	0
LANCE L YOUNGBERG 1629 EAST 33RD SOUTH SALT LAKE CITY UT 84106		2.00	8,000	0	0

**Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

SPECIFIC APPLICATION WHICH MAY BE OBTAINED DIRECTLY FROM  
THE FOUNDATION.

**Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description

SEPTEMBER 30

**Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description

GENERALLY FOUNDATIONS AND ORGANIZATIONS THAT FALL UNDER  
THE PURPOSES OF THE FOUNDATION. THAT IS - RELIGIOUS,  
EDUCATIONAL, CHARITABLE, SCIENTIFIC, AND LITERACY.

## Federal Statements

**Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Name		Address	Address	
Relationship	Status	Purpose	Amount	
ALEX SMITH FOUNDATION		4665 GAVIOTA COURT	BONITA CA 91902	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	2,000	
ARF				
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	250	
AVON WALK FOR BREAST CANCER				
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	3,600	
BOY SCOUTS TRAPPER TRAILS		1200 EAST 5400 SOUTH	OGDEN UT 84403	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	5,000	
CENTER FOR GRIEVING CHILDREN		1724 EAST 5600 SOUTH	OGDEN UT 84405	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	3,000	
DOCTORS WITHOUT BORDERS				
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	2,500	
EDUCATION FOR GENERATIONS		866 DEVON DRIVE	BOUNTIFUL UT 84010	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	12,000	
EL KALAH TRANSPORTATION FUND		650 EAST SOUTH TEMPLE ST	SALT LAKE CITY UT 84102	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	10,000	
FAMILY CONNECTION CENTER		875 EAST HIGHWAY 193	LAYTON UT 84041	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	5,000	
FIRST PRESBYTERIAN CHURCH		28TH AND QUINCY	OGDEN UT 84403	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	5,000	
GOLDEN SPIKE R R HIST SOC		340 EAST OAK LANE	KAYSVILLE UT 84037	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	5,000	
GRETТА FOUNDATION		ONE SANSOME STREET #3500	SAN FRANCISCO CA 94104	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	12,000	
HILL AEROSPCE MUSEUM				
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	500	
HUNTSMAN CANCER SOCIETY		500 HUNTSMAN WAY	SALT LAKE CITY UT 84108	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	5,000	
KNIGHT TEMPLER EYE FOUNDATION		1033 LONG PRAIRIE RD #5	FLOWER MOUND TX 75022	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	4,000	
KRCL FM PUBLIC RADIO		1971 WEST NORTH TEMPLE	SALT LAKE CITY UT 84116	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	2,000	
KRIS SANFORD SPINAL RIDE				
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	2,000	
KUED PUBLIC TELEVISION		101 WASATCH DRIVE #215	SALT LAKE CITY UT 84112	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	1,000	
MASONIC CENTER				
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	50,000	
OGDEN OPERA GUILD		2580 JEFFERSON AVENUE	OGDEN UT 84401	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	2,000	
OGDEN RESCUE MISSION		2775 WALL AVENUE	OGDEN UT 84401	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	5,000	
OGDEN WEBER ATC		200 NORTH WASHINGTON BLVD	OGDEN UT 84404	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	15,000	
ORCHESTRA OF SOUTHERN UTAH		105 NORTH 100 EAST	CEDAR CITY UT 84720	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	1,000	
SCANDINAVIAN SCHOOL				
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	2,000	
SCOTTISH RITE FOUNDATION		650 EAST SOUTH TEMPLE	SALT LAKE CITY UT 84102	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	10,000	
SHRINERS HOSPITAL		FAIRFAX RD AT VIRGINIA ST	SALT LAKE CITY UT 84103	
NONE	PUBLIC/PRIVA	CONTRIB/GRANT	15,000	

**Federal Statements**

FYE: 12/31/2013

**Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)**

Name	Address	Address
Relationship	Status	Purpose
Relationship	Status	Amount
SINGLE MOTHERS SOKOMPTIMIST		
NONE	PUBLIC/PRIVA CONTRIB/GRANT	1,000
ST TIMOTHY EPISCOPAL CHURCH	1550 DIABLO ROAD	DANVILLE CA 94526
NONE	PUBLIC/PRIVA CONTRIB/GRANT	1,750
UCSF FOUNDATION		
NONE	PUBLIC/PRIVA CONTRIB/GRANT	2,000
UNIVERSIT OF UTAH KINGSBURY HALL	540 ARAPEEN DRIVE SUITE 2	SALT LAKE CITY UT 84108
NONE	PUBLIC/PRIVA CONTRIB/GRANT	10,000
UNIVERSITY OF UTAH SCHOOL OF BUSINE	540 ARAPEEN DRIVE SUITE 2	SALT LAKE CITY UT 84108
NONE	PUBLIC/PRIVA CONTRIB/GRANT	5,000
UNIVERSITY OF UTAH SCHOOL OF COMMUN	540 ARAPEEN DRIVE SUITE 2	SALT LAKE CITY UT 84108
NONE	PUBLIC/PRIVA CONTRIB/GRANT	5,000
WEBER MORGAN CHILDRENS JUSTICE	2408 VAN BUREN AVENUE	OGDEN UT 84401
NONE	PUBLIC/PRIVA CONTRIB/GRANT	2,000
WEBER STATE UNIVERSITY	4018 UNIVERSITY CIRCLE	OGDEN UT 84408
NONE	PUBLIC/PRIVA CONTRIB/GRANT	20,000
YMCA NORTHERN UTAH	3098 S HIGHLAND DR #440	SALT LAKE CITY UT 84106
NONE	PUBLIC/PRIVA CONTRIB/GRANT	5,000
YOUR COMMUNITY CONNECTION	2261 ADAMS AVENUE	OGDEN UT 84401
NONE	PUBLIC/PRIVA CONTRIB/GRANT	10,000
YOUTH IMPACT	2305 GRANT AVENUE	OGDEN UT 84401
NONE	PUBLIC/PRIVA CONTRIB/GRANT	5,000
TOTAL		246,600

**Statement 14 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue**

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
F STEPS		\$	14	\$ 989	\$
INTC STEPS			14	1,906	
LEGACY RESERVES			18	5,065	
DISPOSED OF WESTERN GAS			18	-9,098	
DISPOSED OF ACCESS CHESAPEA			18	-7,789	
DCP MIDSTREAM			16	58	
TOTAL		\$ 0		\$ -8,869	\$ 0