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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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

OMB No 1545-0052




2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation HUGOTON FOUNDATION		A Employer identification number 34-1351062	
Number and street (or P O box number if mail is not delivered to street address) 900 PARK AVENUE ROOM/SUITE 17E		B Telephone number (see instructions) (212) 734-5447	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10075		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <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 (<i>from Part II, col. (c), line 16</i>) \$ 45,001,788		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	851	851		
	4 Dividends and interest from securities.	1,183,712	1,183,712		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	16,255			
	b Gross sales price for all assets on line 6a 1,747,766				
	7 Capital gain net income (from Part IV , line 2)		49,188		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,200,818	1,233,751		
	13 Compensation of officers, directors, trustees, etc	195,000	16,500		178,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	18,479	1,848		16,631
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) 	25,900	1,890		24,010
	c Other professional fees (attach schedule) 	1,137			1,137
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	15,548	1,796		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	15,206			15,206
	22 Printing and publications				
	23 Other expenses (attach schedule) 	8,673	900		7,773
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	279,943	22,934		243,257
	25 Contributions, gifts, grants paid	1,846,500			1,846,500
	26 Total expenses and disbursements. Add lines 24 and 25	2,126,443	22,934		2,089,757
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-925,625			
	b Net investment income (if negative, enter -0-)		1,210,817		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,175,623	574,380	574,380
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	15,306	16,554	
	10a	Investments—U S and state government obligations (attach schedule)	504,705	 504,705	515,570
	b	Investments—corporate stock (attach schedule)	16,323,237	 17,060,452	35,282,803
	c	Investments—corporate bonds (attach schedule).	8,079,675	 8,016,830	8,629,035
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,098,546	26,172,921	45,001,788
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	27,098,546	26,172,921	
	30	Total net assets or fund balances (see page 17 of the instructions)	27,098,546	26,172,921	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	27,098,546	26,172,921	

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	27,098,546
2	Enter amount from Part I, line 27a	2	-925,625
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	26,172,921
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	26,172,921

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)
1a				
(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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	49,188
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	1,946,580	39,731,407	0 048993
2011	1,693,826	38,890,406	0 043554
2010	1,714,832	36,719,551	0 046701
2009	1,675,741	33,487,893	0 050040
2008	1,947,430	39,390,770	0 049439
2 Total of line 1, column (d). 2 0 238727			
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 047745			
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. 4 43,479,180			
5 Multiply line 4 by line 3. 5 2,075,913			
6 Enter 1% of net investment income (1% of Part I, line 27b). 6 12,108			
7 Add lines 5 and 6. 7 2,088,021			
8 Enter qualifying distributions from Part XII, line 4. 8 2,089,757			

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	12,108
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	12,108
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	12,108
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	28,554	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.		7	28,554
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 <input type="checkbox"/>		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		10	16,446
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 16,446 Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
	1a		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>			No
	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		
d 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"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input checked="" type="checkbox"/> DE, NY _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶JOAN K STOUT Telephone no ▶(212) 734-5447			
	Located at ▶900 PARK AVE NEW YORK NY ZIP +4 ▶10075			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	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?	16	Yes	No
	See 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
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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?.	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?. <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).	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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	44,077,095
b	Average of monthly cash balances.	1b	64,204
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	44,141,299
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	44,141,299
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	662,119
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,479,180
6	Minimum investment return. Enter 5% of line 5.	6	2,173,959

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	2,173,959
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,108
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,108
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,161,851
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,161,851
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	2,161,851

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,089,757
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,089,757
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	12,108
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,077,649
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
1 Distributable amount for 2013 from Part XI, line 7				2,161,851
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			173,827	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,089,757				
a Applied to 2012, but not more than line 2a			173,827	
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 2013 distributable amount.				1,915,930
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				245,921
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 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

WALLACE GILROY 1981-1983 DECEASED

b

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

2

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

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

a

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

JOAN K STOUT
900 PARK AVE
NEW YORK, NY 10075
(212) 734-5447

b

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

WRITTEN REQUEST MUST INCLUDE ORGANIZATION DESCRIPT , TAX-EXEMPT CERTIF , DETAILED COST AND SPECIFIC NEED

c

Any submission deadlines

REQUESTS ARE RECEIVED AND REVIEWED WITHIN THE CALENDAR YEAR

d

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

GRANTS TO TAX-EXEMPT ENTITIES, PRIMARILY IN NY,NY AND MIAMI, FL,PRIMARILY TO AUGMENT HEALTH CARE

Part XV

Supplementary Information (continued)

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







Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,846,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
JOAN K STOUT  440 EAST 20TH STREET NEW YORK, NY 10009	PRESIDENT 35 00	165,000	9,037	0
RAY E STOUT  526 EAST 20TH STREET NEW YORK, NY 10009	V PRES/ DIR 2 00	6,000	0	0
JOAN M STOUT  440 EAST 20TH STREE NEW YORK, NY 10009	SECRET /DIR 2 00	6,000	0	0
JEAN C STOUT  440 EAST 20TH STREE NEW YORK, NY 10009	TREAS /DIR 2 00	6,000	0	0
JOHN K STOUT  541 NE 106TH STREET MIAMI SHORES, FL 33138	DIRECTOR 2 00	6,000	0	0
FRANK S FEJES  23780 CREEK BRANCH LA BONITA SPRINGS, FL 34135	DIRECTOR 2 00	6,000	0	0


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH NEWYORK,NY 10025	N/A	170(B)(1)(A)	SUPPORT SCIENTIFIC RESEARCH	50,000
ARCHBISHOP CURLEY NOTRE DAME HS 4949 NE SECOND AVENUE MIAMI,FL 33137	N/A	170(B)(1)(A)	SCIENCE PROGRAM	10,000
ARCHDIOCESE FOR THE MILITARY SERVIC PO BOX 4469 WASHINGTON,DC 20017	N/A	170(B)(1)(A)	CHAPLIANCY SUPPORT	25,000
ARCHDIOCESE OF MIAMI 9401 BISCAYNE BLVD MIAMI SHORES,FL 33138	N/A	170(B)(1)(A)	SUPPORT ECUMENICAL HEALTHCARE	50,000
ASPCA 4424 EAST 92ND STREET NEWYORK,NY 101286804	N/A	170(B)(1)(A)	CARE OF ANIMALS	5,000
BAPTIST HEALTH SOUTH FLORIDA FOUND 8900 N KENDALL DRIVE MIAMI,FL 33176	N/A	501(C)(3)	CENTER FOR EXCELLENCE IN NURSING	10,000
BARRY UNIVERSITY 11300 NE 2ND AVENUE MIAMI SHORES,FL 331616696	N/A	170(B)(1)(A)	FUND THE PURCHASE OF MEDICAL EQUIPME	30,000
BOY SCOUTS OF AMERICA GRTR NY 350 FIFTH AVE SUITE 7820 NEWYORK,NY 10118	N/A	170(B)(1)(A)	SUPPORT OF MANHATTAN SCOUTING	5,000
CALVARY HOSPITAL 1740 EASTCHESTER ROAD BRONX,NY 10461	N/A	509(A)	NURSING HOME HOSPICE PROGRAM	10,000
CAMILLUS HOUSE 1603 NW 7TH STREET MIAMI,FL 33136	N/A	501(C)(3)	MEDICAL PROGRAM	25,000
CATHOLIC BIG SISTERS AND BIG BROT 137 EAST 2ND STREET NEWYORK,NY 10009	N/A	170(B)(1)(A)	HEALTH AND NUTRITION PROGRAM	20,000
CATHOLIC GUARDIAN SOCIETY AND HOME 1011 FIRST AVENUE NEWYORK,NY 10022	N/A	170(B)(1)(A)	NEW CRIBS FOR NEWBORNS	5,000
CATHOLIC HEALTH CARE FOUNDATION 205 LEXINGTON AVENUE NEWYORK,NY 10016	N/A	170(B)(1)(A)	ASSISTANCE TO NURSING HOME RESIDENTS	10,000
CENTER FOR HEARING AND COMMUNICATIO 50 BROADWAY AVE NEWYORK,NY 10004	N/A	501(C)(3)	UPGRADE OF COMPUTER EQUIP / SOFTWARE	5,000
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEWYORK,NY 10022	N/A	501(C)(3)	TREE CARE PROGRAM	10,000
Total  3a				1,846,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHRISTIAN BROTHERS 33 PRYER TERRACE NEW ROCHELLE, NY 108044418	N/A	170(B)(1)(A)	SUPPORT EDUCATIONAL WORK	5,000
CHURCH OF OUR LADY OF VICTORY 60 WILLIAM STREET NEW YORK, NY 10005	N/A	170(B)(I)(A)	SUPPORT OF PARISH WORK	10,000
CHURCH OF ST AGNES 143 EAST 43RD STREET NEW YORK, NY 10017	N/A	170(B)(1)(A)	PARISH SUPPORT	5,000
CHURCH OF ST MARTHA 9301 BISCAYNE BOULEVARD MIAMI SHORES, FL 33138	N/A	170(B)(1)(A)	SUPPORT OF PARISH WORK	10,000
CHURCH OF THE EPIPHANY 239 EAST 21ST STREET NEW YORK, NY 10010	N/A	170(B)(1)(A)	MINISTRY OF HOSPITALITY	10,000
CHURCH ST FRANCIS OF ASSISI FRIARY 135 WEST 31ST STREET NEW YORK, NY 10001	N/A	170(B)(1)(A)	REPLACEMENT OF ROOF	25,000
CHURCH OF THE GUARDIAN ANGEL 193 TENTH AVENUE NEW YORK, NY 10011	N/A	170(B)(1)(A)	RELIGIOUS SUPPORT	10,000
CHURCH OF THE HOLY FAMILY 315 EAST 47TH STREET NEW YORK, NY 100172313	N/A	170(B)(1)(A)	NEW CARPETING IN PARISH RECTORY	9,000
CHURCH OF ST MONICA 413 EAST 79TH STREET NEW YORK, NY 10075	N/A	170(B)(1)(A)	PARISH RELIGIOUS SUPPORT	10,000
CHURCH OF ST JOHN THE BAPTIST 210 WEST 31ST STREET NEW YORK, NY 10001	N/A	170(B)(1)(A)	SUPPORT OF THE FOOD PANTRY	10,000
COLUMBIA UNIVERSITY SCL OF NURSIN 630 WEST 168TH ST NEW YORK, NY 10032	N/A	170(B)(1)(A)	MAINTENANCE OF STIMULATION LAB EQUIP	50,000
DOMINICAN COLLEGE 470 WESTERN HIGHWAY ORANGEBURG, NY 10962	N/A	170(B)(1)(A)	CLINICAL LAB EQUIPMENT	10,000
DOMINICAN FRIARS 141 EAST 65TH STREET NEW YORK, NY 10065	N/A	170(B)(1)(A)	CARE OF AGED FRIARS	25,000
DENTAL LIFELINE NETWORK 281 PARK AVENUE SOUTH NEW YORK, NY 10010	N/A	501(C)(3)	NYC DDS PROGRAM	10,000
EPIPHANY SCHOOL 234 EAST 22ND STREET NEW YORK, NY 10010	N/A	170(B)(1)(A)	EDUCATIONAL SUPPORT	5,000
Total  3a				1,846,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ETERNAL WORD TELEVISION NETWORK 5817 OLD LEEDS ROAD IRONDALE,AL 35210	N/A	501(C)(3)	RELIGIOUS TELEVISION PROGRAMING	10,000
FLORIDA HEART RESEARCH INSTITUTE 4770 BISCAYNE BOULEVARD MIAMI,FL 33137	N/A	501(C)(3)	REGENERATIVE FOCUS OF CURES OF HEART	25,000
FLORIDA INTERNATIONAL UNIVERSITY 11200 SW 8TH STREET MIAMI,FL 33199	N/A	170(B)(1)(A)	NURSING RESEARCH FUND	150,000
FRIENDS OF HUDSON RIVER PARK 311 WEST 43RD STREET 300 NEW YORK,NY 11036	N/A	501(C)(3)	HORTICULTURAL MAINTENANCE OF PARK	10,000
FRIENDS OF NEW LIFE FAMILY COMM 3620 NW FIRST AVENUE MIAMI,FL 33127	N/A	501(C)(3)	SUPPORT OF CHARITABLE PURPOSE	10,000
FUND FOR PARK AVENUE 445 PARK AVENUE STE 1000 NEW YORK,NY 10022	N/A	501(C)(3)	MEMORIAL TREE LIGHTING PROGRAM	5,000
HARTFORD INSTITUTE FOR GERIATRIC NU 726 BROADWAY 10TH FLOOR NEW YORK,NY 10003	N/A	170(B)(1)(A)	TECHNOLOGY UPGRADE OF PRACTICE INFO	50,000
HELENE FULD COLLEGE OF NURSING 24 EAST 120TH STREET NEW YORK,NY 10035	N/A	170(B)(1)(A)	NURSING TEACHING SIMULATOR WITH ACCE	10,000
JOHN CARROLL UNIVERSITY 20700 NORTH PARK BOULEVAR UNIVERSITY HEIGHTS,OH 44118	N/A	170(B)(1)(A)	SUPPORT OF THE SCHOOL OF BUSINESS	10,000
LADIES OF CHARITY OF ARCHDIOCESE NY 1011 FIRST AVENUE NEW YORK,NY 10022	N/A	170(B)(1)(A)	LAYETTE PROGRAM	5,000
LEARNING ALLY INC 20 ROSZEL ROAD PRINCETON,NJ 08540	N/A	501(C)(3)	ADOPT A TEXT PROGRAM	14,500
LENOX HILL HOSPITAL 100 EAST 77TH STREET NEW YORK,NY 10075	N/A	501(C)(3)	PLASTIC SURGERY FELLOWSHIP	65,000
LENOX HILL HOSPITAL 130 EAST 77TH STREET NEW YORK,NY 10075	N/A	501(C)(3)	AMBULATORY SURGICAL UNIT FUND	35,000
LENOX HILL HOSPITAL 130 EAST 77TH STREET NEW YORK,NY 10075	N/A	501(C)(3)	NURSING RESOURCE OFFICE RENOVATION	50,000
LENOX HILL NEIGHBORHOOD HOUSE 231 EAST 70TH STREET NEW YORK,NY 10021	N/A	501(C)(3)	FURNISHING AND EQUIP FOR RENOVATION	20,000
Total  3a				1,846,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LIGHTHOUSE INTERNATIONAL 111 EAST 59TH STREET NEW YORK, NY 100221264	N/A	501(C)(3)	LOW VISION CENTER EQUIPMENT	11,000
LYME DISEASE ASSOCIATION INC P O BOX 1438 JACKSON, NJ 08527	N/A	501(C)(3)	DISSEMINATION OF INFORMATION OF DISE	25,000
MARIAN CENTER SCHOOL SERVICES 15701 NW 37TH AVENUE MIAMI GARDENS, FL 330546397	N/A	170(B)(1)(A)	SUPPORT OF EDUCATIONAL WORK	25,000
MARY MANNING WALSH HOME 1339 YORK AVENUE NEW YORK, NY 10021	N/A	501(C)(3)	SUPPORT CARE OF THE AGED AND SICK	10,000
MARYMOUNT SCHOOL OF NY 1026 FIFTH AVENUE NEW YORK, NY 10028	N/A	501(C)(3)	GENERAL BENEFACTOR SUPPORT	25,000
MIAMI DADE COLLEGE 950 NW 20TH STREET MIAMI, FL 331274692	N/A	170(B)(1)(A)	CARDIOPULMONARY PATIENT SIMULAT	65,000
MODEST NEEDS FOUNDATION 115 EAST 30TH STREET FLR NEW YORK, NY 10016	N/A	501(C)(3)	HOME COMING HEROES GRANT	10,000
MONSIGNOR EDWARD PACE HS 15600 NORTHWEST 32ND AVEN MIAMI, FL 33054	N/A	170(B)(1)(A)	EDUCATIONAL SUPPORT	10,000
NATIONAL ALLIANCE ON MENTAL HLTH 1520 10TH AVENUE NORTH LAKE WORTH, FL 33460	N/A	501(C)(3)	NAMI CONNECTION SUPPORT GROUPS	15,000
NATIONAL APHASIA ASSOCIATION 350 SEVENTH AVENUE STE NEW YORK, NY 10001	N/A	501(C)(3)	SUPPLIES AND EQUIPMENT FOR RESPONDER	11,000
NATIONAL HYPERTENSION ASSOCIATION I 324 EAST 30TH STREET NEW YORK, NY 10016	N/A	501(C)(3)	HYPERTENSION PREVENTION STUDY	5,000
NAVY LEAGUE OF THE U S USCG BATTERY PARK BUILDING 1 SOUTH STREET 318 NEW YORK, NY 10004	N/A	170(B)(1)(A)	SUPPORT OF CHARITABLE WORK	5,000
NEW YORK BLOOD CENTER 310 E 67TH STREET NEW YORK, NY 10065	N/A	501(C)(3)	TRANSFUSION COMPLICATIONS STUDY	25,000
NEW YORK COLLEGE OF PODIATRIC MEDIC 55 EAST 124TH STREET NEW YORK, NY 10035	N/A	501(C)(3)	PURCHASE WOUND CARE EQUIPMENT	25,000
NEW YORK FOUNDLING 590 AVENUE OF THE AMERICAS NEW YORK, NY 10011	N/A	170(B)(1)(A)	MEDICAL SERVICES PROGRAM	10,000
Total  3a				1,846,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW YORK PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET NEW YORK, NY 10021	N/A	501(C)(3)	WEILL CORNELL CENTER,RHINOLOGY LABOR	150,000
NEW YORK PUBLIC LIBRARY FIFTH AVE AND 42ND ST NEW YORK, NY 10018	N/A	501(C)(3)	PRESERVATION OF RARE BOOKS	10,000
NEW YORK TRANSIT MUSEUM 130 LIVINGSTON STREET BROOKLYN, NY 11201	N/A	501(C)(3)	SUPPORT OF EXHIBITS	5,000
NOTRE DAME ELEMENTARY SCHOOL 13000 AUBURN ROAD CHARDON, OH 44024	N/A	501(C)(3)	EDUCATIONAL SUPPORT	5,000
OPTOMETRIC CENTER OF NEW YORK 33 WEST 42ND STREET NEW YORK, NY 10036	N/A	501(C)(3)	BINOCULAR INDIRECT OPHTHALMOSCOPE	5,000
PHILLIPS BETH ISRAEL SCH OF NURSIN 776 SIXTH AVENUE NEW YORK, NY 100016354	N/A	501(C)(3)	NURSING SIMULATION LAB	15,000
PETER STYVESANT LITTLE LEAGUE P O BOX 2622 NEW YORK, NY 10009	N/A	501(C)(3)	SUPPORT OF ACTIVITIES	2,000
RONALD MCDONALD HOUSE OF NY 405 EAST 73RD STREET NEW YORK, NY 10021	N/A	170(B)(1)(A)	SUPPORT OF CHAPLAINCY PROGRAM	10,000
SIENA COLLEGE 515 LOUDON ROAD LOUDONVILLE, NY 122111462	N/A	170(B)(1)(A)	PRESIDENT'S CIRCLE	10,000
SIGMA THETA TAU INTERNATIONAL 550 WEST NORTH STREET INDIANAPOLIS, IN 46202	N/A	501(C)(3)	SIMULATION AND TECHNOLOGY RESEARCH	25,000
ST COLEMAN CATHOLIC SCHOOL 2250 SE 12TH STREET POMPAN0 BEACH, FL 33062	N/A	170(B)(1)(A)	EDUCATIONAL SUPPORT	5,000
ST JEAN BAPTISTE CATHOLIC CHURCH 184 EAST 76TH STREET NEW YORK, NY 10021	N/A	170(B)(1)(A)	REPAIRS AND RESTORATION OF TOWERS	50,000
ST JOSEPH APACHE MISSION P O BOX 187 MESCALERO, NM 883401511	N/A	501(C)(30	RESTORATION OF MISSION	10,000
ST JOSEPH CHURCH IN GREENWICH 371 AVENUE OF THE AMERICA NEW YORK, NY 10014	N/A	170(B)(1)(A)	REPLACE AIR CONDITIONER	10,000
ST LEO THE GREAT 28290 BEAUMONT ROAD BONITA SPRINGS, FL 34134	N/A	170(B)(1)(A)	PARISH EXPANSION	10,000
Total  3a				1,846,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST MATTHEW CATHOLIC CHURCH 542 BLUE HERON DRIVE HALLANDALE BEACH,FL 33009	N/A	170(B)(1)(A)	PURCHASE OF LITURGICAL AND PARISH NE	10,000
ST PATRICK CATHEDRAL 460 MADISON AVENUE NEWYORK,NY 10022	N/A	170(B)(1)(A)	REPLACE ALTAR RUG	39,000
ST ROSE OF LIMA SCHOOL 425 NE 105TH STREET MIAMI SHORES,FL 33138	N/A	170(B)(1)(A)	SCIENCE LABORATORY	10,000
ST THOMAS UNIVERSITY SCH OF THEOL 16401 N W 37TH AVENUE MIAMI GARDENS,FL 33054	N/A	170(B)(1)(A)	SUPPORT COMMUNITY BASED EDUCATION	25,000
UNIVERSITY OF MIAMI P O BOX 016960 D-41 MIAMI,FL 33101	N/A	710(B)(1)(A)	IMPROVING SIMULATION METHODS	100,000
U S COAST GUARD ALUMNI ASSN 47 MOHEGAN AVENUE NEWLONDON,CT 063208111	N/A	501(C)(3)	SUPPORT THE ALUMNI SOCIETY	10,000
UNIVERSITY OF MIAMISCH OF NURSING P O BOX 248153 CORAL GABLES,FL 33124	N/A	170(B)(1)(A)	SIMULATOR EQUIPMENT	50,000
USO WORLD HEADQUARTERS 2111 WILSON BOULEVARD ARLINGTON,VA 22201	N/A	170(B)(1)(A)	SUPPORT WARRIOR AND FAMILY CENTER	25,000
VISITING NURSE SERVICE OF NEW YORK 1250 BROADWAY 4TH FLR NEWYORK,NY 10001	N/A	170(B)(1)(A)	SUPPORT HOSPICE CARE AT HOME	30,000
XAVIER SOCIETY FOR THE BLIND TWO PENN PLAZA STE 1102 NEWYORK,NY 10001	N/A	501(C)(3)	SUPPORT MISSION FOR BLIND	5,000
Total			3a	1,846,500

TY 2013 Accounting Fees Schedule**Name:** HUGOTON FOUNDATION**EIN:** 34-1351062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	18,900	1,890		17,010
AUDITING FEES	7,000			7,000

TY 2013 Compensation Explanation**Name:** HUGOTON FOUNDATION**EIN:** 34-1351062

Person Name	Explanation
JOAN K STOUT	
RAY E STOUT	
JOAN M STOUT	
JEAN C STOUT	
JOHN K STOUT	
FRANK S FEJES	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: HUGOTON FOUNDATION

EIN: 34-1351062

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CARNIVAL CORPORATION	2012-01	PURCHASE	2013-04		268,201	248,023			20,178	
KINDER MORGAN MANAGEMENT	2001-06	PURCHASE	2013-01		33				33	
AMERICAN INTL WTS	2011-01	PURCHASE	2013-04		4,328	4,279			49	
KINDER MORGAN MANAGEMENT	2001-06	PURCHASE	2013-04		73				73	
KINDER MORGAN MANAGEMENT	2001-06	PURCHASE	2013-07		32				32	
BANK OF AMERICA	1995-09	PURCHASE	2013-10		244,460	256,700			-12,240	
FRONTIER COMMUNICATIONS	2009-04	PURCHASE	2013-10		16,810	28,938			-12,128	
KINDER MORGAN MANAGEMENT	2001-06	PURCHASE	2013-10		4				4	
NEWMONT MINING CORPORATION	2009-12	PURCHASE	2013-10		276,404	517,278			-240,874	
GS SHORT DURATION GOVT FUND	2009-12	PURCHASE	2013-12		600,000	619,445			-19,445	
KINDER MORGAN MANAGEMENT	2001-06	PURCHASE	2013-12		288,233	56,848			231,385	

TY 2013 Investments Corporate Bonds Schedule

Name: HUGOTON FOUNDATION

EIN: 34-1351062

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PROVINCE OF QUEBEC DEB 7.125% 2/9/24	994,850	1,248,460
GOLDMAN SACHS GROUP, INC. 6.25% 9/1/	1,020,160	1,144,860
SCHERING-PLOUGH CORP 6% 9/15/17	497,555	578,015
GS HIGH YIELD FLOATING RATE FD	1,623,710	1,636,236
GS HIGH YIELD INSTL	1,500,000	1,715,637
GS SHORT DURATION GOVT MUTUAL	2,380,555	2,305,827

TY 2013 Investments Corporate
Stock Schedule

Name: HUGOTON FOUNDATION
EIN: 34-1351062

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CSX CORP	7,937	111,858
GENERAL DYNAMICS CORP	125,485	2,866,500
MICROSOFT CORPORATION	332,734	2,618,700
ELI LILLY & CO	370,142	1,020,000
BANKAMERICA CORP		
GENERAL ELECTRIC CO	274,998	504,540
BANK NEW YORK MELLON CORP	332,500	659,248
AMERICAN INTERNATIONAL GROUP INC	407,626	25,117
GOLDMAN SACHS GROUP	238,500	797,670
ALTRIA GROUP INC	85,889	460,680
PHILIP MORRIS INC	195,713	1,045,560
KINDER MORGAN MANAGEMENT LLC	627,304	3,339,557
CLOROX CO	388,233	927,600
US BANCORP	481,247	808,000
PEPSICO INC	700,245	1,119,690
CONOCO PHILLIPS	456,654	1,201,050
PHILLIPS 66	135,711	655,605
CHEVRON CORPORATION	842,491	2,198,416
FREEDIE MAC	602,450	26,767
PRAXAIR INC	531,850	1,430,330
BAKER HUGHES INC	839,134	889,686
SCHLUMBERGER LTD	502,655	1,099,342
UNITED TECHNOLOGIES CORP	605,500	1,138,000
THERMO FISHER SCIENTIFIC INC	804,958	1,670,250
VERIZON COMMUNICATIONS INC	482,260	786,240
FRONTIER COMMUNICATIONS CORP		
PFIZER INC	578,712	1,225,200
VODAFONE GROUP PLC	705,852	
NEWMONT MINING CORPORATION		
BOEING COMPANY	498,282	1,091,920

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN INTL-WARR		
GENERAL ELECTRIC CO	511,840	784,840
BAXTER INTERNATIONAL INC	502,775	625,950
BLACKROCK INC	244,362	411,411
CARNIVAL CORPORATION		
COCA-COLA COMPANY	500,996	611,388
SPDR S&P BANK ETF	1,009,802	1,223,509
CISCO SYSTEMS INC	575,790	560,750
GS EMERGING MKTS EQUITY	714,544	626,425
GS INTL REAL ESTATE SECS	345,281	240,154
GOLDMAN SACHS GRP LNKD TO GLOBAL BAS	500,000	480,850

TY 2013 Investments Government Obligations Schedule

Name: HUGOTON FOUNDATION

EIN: 34-1351062

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

504,705

**State & Local Government
Securities - End of Year Fair
Market Value:**

515,570

TY 2013 Other Expenses Schedule**Name:** HUGOTON FOUNDATION**EIN:** 34-1351062

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
TELEPHONE	3,314			3,314
UTILITIES	1,967			1,967
DIRECTORS LIABILITY INSURANCE	2,298			2,298
OFFICE SUPPLIES AND EXPENSE	144			144
BANK SERVICE CHARGES	950	900		50

TY 2013 Other Professional Fees Schedule**Name:** HUGOTON FOUNDATION**EIN:** 34-1351062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSING & REGISTRATION	750			750
STATUTORY AGENT	387			387

TY 2013 Taxes Schedule**Name:** HUGOTON FOUNDATION**EIN:** 34-1351062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX WITHHELD	1,796	1,796		
TAX ON INVESTMENTS	13,752			