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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

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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation HUTCHINS FAMILY FOUNDATION, INC.

C/O GLENN H. HUTCHINS

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

9 WEST 57TH STREET, 32ND FLOOR

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10019

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 9,778,660.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

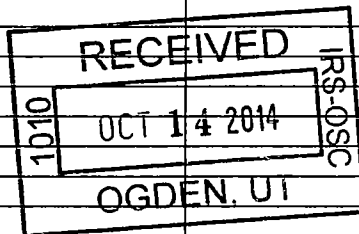
37-1501785

B Telephone number (see instructions)

() -

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	8,637,057.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	52.	52.		ATCH 1
4 Dividends and interest from securities	125,476.	125,476.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,144,400.			
b Gross sales price for all assets on line 6a	1,442,547.			
7 Capital gain net income (from Part IV, line 2)		1,144,400.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	9,906,985.	1,269,928.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	225,000.			225,000.
14 Other employee salaries and wages	92,500.			92,500.
15 Pension plans, employee benefits	57,068.			57,068.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	26,600.			26,600.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	8,185.			8,185.
24 Total operating and administrative expenses. Add lines 13 through 23	409,353.			409,353.
25 Contributions, gifts, grants paid	9,295,138.			9,295,138.
26 Total expenses and disbursements. Add lines 24 and 25	9,704,491.	0	0	9,704,491.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	202,494.			
b Net investment income (if negative, enter -0-)		1,269,928.		
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	286,277.	244,897.	244,897.	
	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				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 5	7,637,596.	6,732,270.	9,533,763.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	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)	7,923,873.	6,977,167.	9,778,660.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	7,923,873.	6,977,167.		
30	Total net assets or fund balances (see instructions)	7,923,873.	6,977,167.			
31	Total liabilities and net assets/fund balances (see instructions)	7,923,873.	6,977,167.			

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	7,923,873.
2	Enter amount from Part I, line 27a	2	202,494.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,126,367.
5	Decreases not included in line 2 (itemize) ▶ ATCH 6	5	1,149,200.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,977,167.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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))		
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	1,144,400.	
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	0	

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	6,518,092.	7,631,394.	0.854116
2011	3,779,759.	11,275,306.	0.335225
2010	3,998,833.	5,381,846.	0.743023
2009	1,540,823.	198,801.	7.750580
2008	498,048.	82,899.	6.007889
2 Total of line 1, column (d)			2 15.690833
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 3.138167
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 8,125,256.
5 Multiply line 4 by line 3			5 25,498,410.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,699.
7 Add lines 5 and 6			7 25,511,109.
8 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			8 9,704,491.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	25,399.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	25,399.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	25,399.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,948.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	35,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	52,948.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	27,549.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 27,549. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? If "No," attach explanation.	X	
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)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>NEIL SHAPIRO</u> Telephone no <u>212-275-1556</u>			
	Located at <u>C/O TAG ASSOC 75 ROCKEFELLER PLAZA NEW YORK, NY</u> ZIP+4 <u>10019</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No	
If "Yes," list the years <u></u>		
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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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)? **SEE ATTACHED REPORT** ☒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? ☐ Yes ☒ 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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		225,000.	20,955.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		52,500.	7,253.	0

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		0
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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	7,753,673.
b	Average of monthly cash balances	1b	495,318.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,248,991.
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	8,248,991.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	123,735.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,125,256.
6	Minimum investment return. Enter 5% of line 5	6	406,263.

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	406,263.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	25,399.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	25,399.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	380,864.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	380,864.
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	380,864.

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	9,704,491.
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	9,704,491.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,704,491.

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.

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Page **9****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				380,864.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008	493,903.			
b From 2009	1,531,825.			
c From 2010	3,869,978.			
d From 2011	3,216,198.			
e From 2012	6,138,884.			
f Total of lines 3a through e	15,250,788.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>9,704,491.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				380,864.
e Remaining amount distributed out of corpus	9,323,627.			
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	24,574,415.			
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				
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)	493,903.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	24,080,512.			
10 Analysis of line 9				
a Excess from 2009	1,531,825.			
b Excess from 2010	3,869,978.			
c Excess from 2011	3,216,198.			
d Excess from 2012	6,138,884.			
e Excess from 2013	9,323,627.			

Form **990-PF** (2013)

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 SCHEDULE ATTACHED				CHARITABLE	9,295,138.
Total				3a	9,295,138.
b Approved for future payment					
Total				3b	

Form 990-PF (2013)

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	52.		
4 Dividends and interest from securities			14	125,476.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	1,144,400.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				1,269,928.		
13 Total. Add line 12, columns (b), (d), and (e)						1,269,928.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		Yes	No
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	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM ZATORSKI

Preparer's signature

William A. Zatorski

Date

09/26/2014

Check ☐ if self-employed

PTIN	
------	--

P00846377

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's address ► 300 MADISON AVENUE
NEW YORK, NY

10017

Firm's EIN ▶ 13-4008324

Phone no 646-471-3000

Form **990-PF** (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**HUTCHINS FAMILY FOUNDATION, INC.
C/O GLENN H. HUTCHINS**Employer identification number**

37-1501785

Organization type (check one)**Filers of:**

Form 990 or 990-EZ

Section:☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

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

Name of organization HUTCHINS FAMILY FOUNDATION, INC.
C/O GLENN H. HUTCHINS

Employer identification number
37-1501785

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GLENN H. HUTCHINS 9 W. 57TH ST. NEW YORK, NY 10019	\$ 820,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	GLENN H. HUTCHINS 9 W. 57TH ST. NEW YORK, NY 10019	\$ 15,769.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
3	GLENN H. HUTCHINS 9 W. 57TH ST. NEW YORK, NY 10019	\$ 4,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	GLENN H. HUTCHINS 9 W. 57TH ST. NEW YORK, NY 10019	\$ 175,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	GLENN H. HUTCHINS C/O SILVER LAKE PARTNERS, 9 W 57TH ST NEW YORK, NY 10019	\$ 526,148.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
6	GLENN H. HUTCHINS C/O SILVER LAKE PARTNERS, 9 W 57TH ST NEW YORK, NY 10019	\$ 3,100,140.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization HUTCHINS FAMILY FOUNDATION, INC.
C/O GLENN H. HUTCHINS

Employer identification number
37-1501785

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	2,637 SHARES OF OREXIGEN THERAPEUTICS, INC.	\$ 15,769.	06/24/2013
5	14,315 SHARES OF SOLARCITY CORP.	\$ 526,148.	09/23/2013
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization HUTCHINS FAMILY FOUNDATION, INC.

Employer identification number

C/O GLENN H. HUTCHINS

37-1501785

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
895,884.		28,855 SHARES OF AVAGO TECHNOLOGIES, LTD PROPERTY TYPE: SECURITIES 144,275.				D	12/31/2012	01/03/2013
							751,609.	
15,620.		2,637 SHARES OF OREXIGEN THERAPEUTICS, I PROPERTY TYPE: SECURITIES 15,160.				D	06/24/2013	06/27/2013
							460.	
531,043.		14,315 SHARES OF SOLARCITY CORP. PROPERTY TYPE: SECURITIES 138,712.				D	09/23/2013	10/09/2013
							392,331.	
TOTAL GAIN (LOSS)							<u>1,144,400.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
JPMORGAN CHASE BANK	52.	52.
TOTAL	<u>52.</u>	<u>52.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NASDAQ OMX GROUP, INC.	125,476.	125,476.
TOTAL	<u>125,476.</u>	<u>125,476.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PWC	26,600.			26,600.
TOTALS	<u>26,600.</u>			<u>26,600.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
ALM MEDIA	270.	270.
PAYROLL SERVICE FEES	4,775.	4,775.
DELAWARE SECRETARY OF STATE	61.	61.
NYS DEPARTMENT OF LAW	1,000.	1,000.
INSURANCE	1,939.	1,939.
MISCELLANEOUS EXPENSES	140.	140.
TOTALS	<u>8,185.</u>	<u>8,185.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
241,300 SHARES OF NASDAQ	6,732,270.	9,533,763.
TOTALS	<u>6,732,270.</u>	<u>9,533,763.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTUNREALIZED APPRECIATION ON
CONTRIBUTED SECURITIES

1,149,200.

TOTAL

1,149,200.

HUTCHINS FAMILY FOUNDATION, INC.

37-1501785

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
GLENN H. HUTCHINS 9 WEST 57TH STREET, 32ND FLOOR NEW YORK, NY 10019	CHAIRMAN/TREASURER	0	0
DEBORAH D. HUTCHINS 9 WEST 57TH STREET, 32ND FLOOR NEW YORK, NY 10019	PRESIDENT/SECRETARY	0	0
SCOTT A. CARLSON 9 WEST 57TH STREET, 32ND FLOOR NEW YORK, NY 10019	EXECUTIVE DIRECTOR 22.00	225,000.	20,955.
GRAND TOTALS		<u>225,000.</u>	<u>20,955.</u>

HUTCHINS FAMILY FOUNDATION, INC.

37-1501785

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
STELLA LEE 9 WEST 57TH STREET, 32ND FLOOR NEW YORK, NY 10019	40.00	52,500.	7,253.
			0
	<u>TOTAL COMPENSATION</u>	<u>52,500.</u>	<u>7,253.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

GLENN H. HUTCHINS,
9 WEST 57TH STREET; NEW YORK, NY 10019

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust HUTCHINS FAMILY FOUNDATION, INC.

C/O GLENN H. HUTCHINS

Employer identification number

37-1501785

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	1,442,547.	298,147.		1,144,400.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 1,144,400.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
17	Net short-term gain or (loss)	17		
18	Net long-term gain or (loss):			
a	Total for year	18a		1,144,400.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		1,144,400.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000 20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.	

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero. 22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 23			
24	Add lines 22 and 23 24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ 25			
26	Subtract line 25 from line 24. If zero or less, enter -0- 26			
27	Subtract line 26 from line 21. If zero or less, enter -0- 27			
28	Enter the smaller of the amount on line 21 or \$2,450 28			
29	Enter the smaller of the amount on line 27 or line 28 29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ 30			
31	Enter the smaller of line 21 or line 26 31			
32	Subtract line 30 from line 26. 32			
33	Enter the smaller of line 21 or \$11,950. 33			
34	Add lines 27 and 30 34			
35	Subtract line 34 from line 33. If zero or less, enter -0- 35			
36	Enter the smaller of line 32 or line 35 36			
37	Multiply line 36 by 15%. ▶ 37			
38	Enter the amount from line 31 38			
39	Add lines 30 and 36 39			
40	Subtract line 39 from line 38. If zero or less, enter -0- 40			
41	Multiply line 40 by 20% ▶ 41			
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42			
43	Add lines 37, 41, and 42 43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44			
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶ 45			

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

HUTCHINS FAMILY FOUNDATION, INC.

Social security number or taxpayer identification number

37-1501785

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	28,855 SHARES OF AVAGO TECHNOLOGIES, LTD	12/31/2012	01/03/2013	895,884.	144,275.			751,609.
	2,637 SHARES OF OREXIGEN THERAPEUTIC	06/24/2013	06/27/2013	15,620.	15,160.			460.
	14,315 SHARES OF SOLARCITY CORP.	09/23/2013	10/09/2013	531,043.	138,712.			392,331.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				1,442,547.	298,147.			1,144,400.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

HUTCHINS FAMILY FOUNDATION INC.

EIN: 37-1501785

ATTACHMENT TO 2013 FORM 990PF, PART XV-LINE 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.

Recipient Name & Address	Relation to Substantial Contributor And Status of Recipient	Purpose of Grant Or Contribution	Amount
Boston Celtics Shamrock Foundation 226 Causeway Street Boston, MA 02114	None Public Charity	To extend the reach of the Celtics championship legacy into the community, providing education and support to children	25,000
Boys and Girls Clubs P O Box 910 Hobe Sound, FL 33475	None Public Charity	To enable young people to reach their full potential as responsible, caring and productive citizens	1,000
Brooklyn Academy of Music 30 Lafayette Ave Brooklyn, NY 11217	None Public Charity	To support the charity's mission to be the home for adventurous artists, audiences, and ideas	50,000
Brookings Institution 1775 Massachusetts Avenue Washington, DC 20036	None Public Charity	To improving the performance of American institutions and the quality of the policies they make	2,140,000
The Carnegie Hall Society 881 Seventh Avenue New York, NY 10019	None Public Charity	To collect and provide funds for the perpetuation, maintenance, and use of Carnegie Hall's activities in music performance and education	1,000
Center for American Progress 1333 H Street NW 10th Floor Washington, DC 20005	None Public Charity	To support non-partisan research and education dedicated to advancing progressive policy ideas	1,000,000
Chronic Fatigue Initiative 9 West 57th Street, 32nd Floor New York, NY 10019	None Nonoperating Private Foundation (See ER Report)	To support research to determine the cause of chronic fatigue syndrome and to discover and facilitate science-based strategies for diagnosis and treatment of the disease	2,350,000
Council on Foreign Relations 58 East 68th Street New York, NY 10065	None Public Charity	To help citizens better understand the world and the foreign policy choices facing the United States and other countries	50,000
Trustees For Harvard University 1033 Massachusetts Ave, Ste 3 Cambridge, MA 02138	None Public Charity	To facilitate Harvard University's scientific, literary, and educational activities	3,145,234
Lawrenceville School 2500 Main St Lawrenceville, NJ 08648	None Public Charity	To seek to inspire and educate young people of special promise for responsible leadership, personal fulfillment, and enthusiastic participation in an increasingly complex world with high standards of character and scholarship. we teach young people the value of honest work, respect for difference, and responsibility for the well-being of their community	250,000

HUTCHINS FAMILY FOUNDATION INC.

EIN: 37-1501785

ATTACHMENT TO 2013 FORM 990PF, PART XV-LINE 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.

Recipient Name & Address	Relation to Substantial Contributor And Status of Recipient	Purpose of Grant Or Contribution	Amount
Mane Stream P O Box 305 Oldwick, NJ 08858	None Public Chanty	To improve the quality of life for individuals with physical, developmental, emotional and medical challenges through a diverse program of equine assisted activities, equine assisted therapy and education initiatives	5,000
Mountain Valley Treatment Center P O Box 175 Haverhill, NH 03765	None Public Chanty	To provide the highest quality mental health treatment of anxiety and related disorders through a comprehensive and collaborative milieu within a structured environment	18,563
Montana Land Reliance P O Box 355 Helena, MT 59624	None Public Chanty	To partner with landowners to provide permanent protection for private lands that are significant for agricultural production, forest resources, fish and wildlife habitat, and open space	25,000
New Visions for Public Schools 320 West 13th Street New York, NY 10014	None Public Chanty	To ensure that all New York City public school students, regardless of race or economic class, have access to a high-quality education that prepares them for the rigors of college and the workforce	25,000
Points of Light (GenerationOn) 600 Means St, Suite 210 Atlanta, GA 30318	None Public Chanty	To inspire, equip, and mobilize youth to take action that changes the world and themselves through service	5,000
Playwrights Horizons 416 W 42nd Street New York, NY 10036	None Public Chanty	To support the development of contemporary American playwrights, composers and lyricists, and to the production of their new work	5,000
Rye Country Day School Cedar Street Rye, NY 10580	None Public Chanty	To support the educational objectives of the school	1,000
Rye Police Association Scholarship Fund P O Box 246 Rye, NY 10580	None Public Chanty	Scholarship fund raising	5,000
Silk Road Project 175 North Harvard Street Allston, MA 02134	None Public Chanty	To promote innovation and learning through the arts, and to bring together artists and audiences around the globe	300

HUTCHINS FAMILY FOUNDATION INC.

EIN: 37-1501785

ATTACHMENT TO 2013 FORM 990PF, PART XV-LINE 3, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR.

Recipient Name & Address	Relation to Substantial Contributor And Status of Recipient	Purpose of Grant Or Contribution	Amount
UNC at Chapel Hill P O Box 309 Chapel Hill, NC 27514-0309	None Public Charity	To support the University of North Carolina at Chapel Hill	22,041
Vassar College 124 Raymond Avenue Box 12 Poughkeepsie, NY 12604	None Public charity	To provide an undergraduate education in a coeducational, residential experience	40,000
WNET Thirteen 825 Eighth Avenue New York, NY 10019-7435	None Public Charity	To deliver media experiences of lasting significance for New York, America, and the world	125,000
Wellness in the Schools P O Box 250832 New York, NY 10025	None Public Charity	To develop and implement programs that provide healthy foods, healthy environments and opportunities for regular play to help kids learn and grow	1,000
YMCA of Martha's Vineyard, Inc 111 Edgartown-Vineyard Haven Road Vineyard Haven, MA 02568	None Public Charity	To improve the quality of life for children, individuals, families, and the Martha's Vineyard Island community by helping all people realize their potential through development of body, mind, and spirit	5,000

Total Contributions made:

9,295,138



**Chronic Fatigue
Initiative
at Hutchins Family
Foundation**

EXPENDITURE RESPONSIBILITY ANNUAL REPORT FROM GRANT RECIPIENT

July 1, 2014

Re: Expenditure Responsibility Annual Report for 2013

Hutchins Family Foundation, Inc.
9 West 57th Street, 32nd Floor
New York, New York 10019
Attention: Scott A. Carlson, Executive Director

Dear Mr. Hutchins:

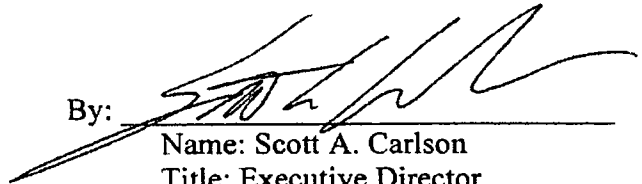
The following constitutes the Expenditure Responsibility Annual Report for Chronic Fatigue Initiative, Inc. (the "Grant Recipient") for the period of January 1, 2013 to December 31, 2013 for grant amounts of \$1,350,000.00 and \$1,000,000 paid to Grant Recipient on May 13, 2013 and December 26, 2013 respectively.

During the Grant Recipient's most recent fiscal year, the Grant Recipient expended \$ 1,764,129.79 of the Grant proceeds and income earned thereon. This amount has been used solely for the purposes described in the Grant Recipient's grant request letter, including for: Program authorizations including grant payments and consultant fees, general administrative expenses, professional fees, travel, lodging and meals, filing fees and other miscellaneous expenses.

A specific accounting of expenditures made from the Grant funds is attached to this report.

Very truly yours,

CHRONIC FATIGUE INITIATIVE, INC.

By: 

Name: Scott A. Carlson
Title: Executive Director



**Chronic Fatigue
Initiative
at Hutchins Family
Foundation**

**CHRONIC FATIGUE INITIATIVE, INC.
2013 CASH FLOW STATEMENT**

	ACTUAL 2013
REVENUE (Cash)	
Cash Contributions Received	\$ 2,350,000.00
JPM Interest	30.87
TOTAL REVENUE	\$ 2,350,030.87
EXPENSES	
<i>Program Authorizations</i>	
Grant Payments	\$ (1,428,196.92)
Consultants	(225,943.46)
Testing Costs	(24,896.20)
<i>Total Program Authorizations</i>	\$ (1,679,036.58)
<i>General Administration</i>	
Salaries, Insurance & Employer Payroll Related Expenses	\$ (61.50)
Professional Fees	(24,700.37)
Other Miscellaneous Expenses	(4,201.29)
<i>Total General Administration</i>	\$ (28,963.16)
<i>Travel/Lodging/Meals, etc.</i>	\$ (55,396.16)
<i>Miscellaneous Filing Fees</i>	\$ (708.89)
<i>Taxes</i>	\$ (25.00)
TOTAL EXPENSES	\$ (1,764,129.79)
<i>Investment Related</i>	
Sales Proceeds from Contributed Stock	0
<i>Total Investment Related</i>	\$0
NET CASH FLOW	\$ 585,901.08
BEGINNING CASH	\$ 264,754.27
Revenue (Cash)	2,350,030.87
Expenses	(1,764,129.79)
Investment Related	0
ENDING CASH	\$ 850,655.35

Non-operating Private Foundation Grantee Officer Out-of-Corpus Certification

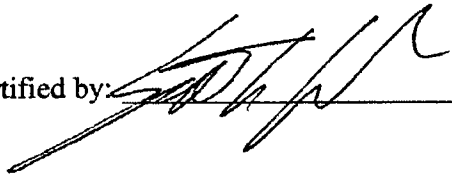
Chronic Fatigue Initiative, Inc. ("CFI") is a non-operating private foundation, which received payments of \$2,350,000 from Hutchins Family Foundation, Inc. ("HFF"), EIN: 37-1501785, during CFI's tax period beginning January 1, 2013 and ending December 31, 2013.

During CFI's tax period beginning January 1, 2013 and ending December 31, 2013, CFI spent or distributed, including elective distributions pursuant to Treas. Reg. § 53.4942(a)-3(c)(2)(iv), \$1,942,760 of the \$2,350,000 received from HFF and such expenditures or distributions were qualifying distributions under section 4942 of the Internal Revenue Code. This amount will be treated "as a distribution out of corpus" within the meaning of Treas. Reg. 53.4942(a)-3(c) on CFI's tax return (Part XIII, Lines 4e and 7 of the 990-PF) for the period ended December 31, 2013 and will not be included as part of CFI's qualifying distributions used to satisfy CFI's distributable amount requirement (Part XIII, line 4d of the 990-PF) for that tax year.

It is CFI's intent to spend or distribute the funds received above and remaining unspent at the end of CFI's fiscal year during its next fiscal year.

CFI has provided a copy of this certification to the individuals responsible for preparing its 990-PF tax return.

Certified by:



Date:

9/10/2014

Officer Title:

EXECUTIVE DIRECTOR

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions HUTCHINS FAMILY FOUNDATION, INC. C/O GLENN H. HUTCHINS	Employer identification number (EIN) or 37-1501785
	Number, street, and room or suite no. If a P O box, see instructions 9 WEST 57TH STREET, 32ND FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10019	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► NEIL SHAPIRO

Telephone No ► 212 275-1556

FAX No ► 212 275-1510

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 20 13 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	52,948.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	17,948.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	35,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	HUTCHINS FAMILY FOUNDATION, INC.		Employer identification number (EIN) or	
	C/O GLENN H. HUTCHINS		37-1501785	
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)	
File by the due date for filing your return. See instructions	9 WEST 57TH STREET, 32ND FLOOR			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions			
NEW YORK, NY 10019				

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4 ☐ 5 ☐ 6 ☐ 7 ☐ 8 ☐ 9

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **NEIL SHAPIRO, C/O TAG ASSOC 75 ROCKEFELLER PLAZA NEW YORK, NY 10019**
Telephone No **212 275-1556** Fax No. **212 275-1510**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/17, 20 14
- 5 For calendar year 2013, or other tax year beginning _____, 20____, and ending _____, 20____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension NEED MORE TIME TO FILE AN ACCURATE AND COMPLETE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	52,948.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	52,948.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Glenn H. Hutchins Title _____ Date 8-11-14