



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE CECIL & IRENE HYLTON FOUNDATION, INC.		A Employer identification number 52-1633658
Number and street (or P.O. box number if mail is not delivered to street address) 5593 MAPLEDALE PLAZA		B Telephone number 703-590-1111
City or town, state or province, country, and ZIP or foreign postal code DALE CITY, VA 22193-4527		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 97,076,534.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	1,045,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,914.	41,430.		STATEMENT 2
	4 Dividends and interest from securities	1,254,918.	1,292,130.		STATEMENT 3
	5a Gross rents	11,550.	11,550.		STATEMENT 4
	b Net rental income or (loss) 7,389.				STATEMENT 5
	6a Net gain or (loss) from sale of assets not on line 10	1,056,503.			STATEMENT 1
	b Gross sales price for all assets on line 6a 15,727,871.				
	7 Capital gain net income (from Part IV, line 2)		1,052,069.		
	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)					
11 Other income	703,822.	703,822.		STATEMENT 6	
12 Total. Add lines 1 through 11	4,111,707.	3,101,001.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	235,256.	117,628.		117,628.
	14 Other employee salaries and wages	36,923.	18,462.		18,461.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 7	19,541.	0.		19,541.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 8	125,466.	8,067.		43,353.
	19 Depreciation and depletion	3,491.	2,389.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	177,450.	134,020.		43,430.
	24 Total operating and administrative expenses. Add lines 13 through 23	598,127.	280,566.		242,413.
	25 Contributions, gifts, grants paid	3,986,308.			3,986,308.
26 Total expenses and disbursements. Add lines 24 and 25	4,584,435.	280,566.		4,228,721.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-472,728.				
b Net investment income (if negative, enter -0-)		2,820,435.			
c Adjusted net income (if negative, enter -0-)			N/A		

**THE CECIL & IRENE HYLTON
FOUNDATION, INC.**

Form 990-PF (2013)

52-1633658 Page 2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	139,078.	85,984.	85,984.
	2 Savings and temporary cash investments	28,713,984.	24,491,293.	24,493,309.
	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 STMT 10	2,764,608.	3,497,230.	3,497,230.
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 11	15,525,106.	18,485,236.	18,737,048.
	b Investments - corporate stock STMT 12	9,618,762.	10,907,355.	14,036,142.
	c Investments - corporate bonds STMT 13	7,518,210.	6,250,340.	6,564,471.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	78,512.	141,350.	141,350.
	14 Land, buildings, and equipment: basis ▶ 12,427,595.			
	Less accumulated depreciation ▶ 22,790.	12,386,260.	12,404,805.	12,521,000.
	15 Other assets (describe ▶ STATEMENT 15)	15,391,951.	15,391,951.	17,000,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	92,136,471.	91,655,544.	97,076,534.
	17 Accounts payable and accrued expenses	26,491.	18,292.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	26,491.	18,292.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	92,109,980.	91,637,252.	
	30 Total net assets or fund balances	92,109,980.	91,637,252.	
	31 Total liabilities and net assets/fund balances	92,136,471.	91,655,544.	

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	92,109,980.
2 Enter amount from Part I, line 27a	2	-472,728.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	91,637,252.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	91,637,252.

Form 990-PF (2013)

**THE CECIL & IRENE HYLTON
FOUNDATION, INC.**

52-1633658

Page 3

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 FIDELITY INVESTMENTS	P	VARIOUS	VARIOUS
b EDWARD JONES	P	VARIOUS	VARIOUS
c PNC	P	VARIOUS	VARIOUS
d UBS	P	VARIOUS	VARIOUS
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 2,228,989.		2,282,783.	-53,794.
b 4,286,000.		4,286,005.	-5.
c 5,811,903.		5,135,838.	676,065.
d 3,400,979.		2,971,176.	429,803.
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			-53,794.
b			-5.
c			676,065.
d			429,803.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,052,069.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	4,917,644.	80,045,563.	.061436
2011	4,713,233.	82,622,662.	.057045
2010	4,155,773.	69,659,221.	.059659
2009	21,145,804.	68,384,167.	.309221
2008	4,546,777.	81,079,211.	.056078

2 Total of line 1, column (d)	2	.543439
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	.108688
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	79,364,032.
5 Multiply line 4 by line 3	5	8,625,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,204.
7 Add lines 5 and 6	7	8,654,122.
8 Enter qualifying distributions from Part XII, line 4	8	4,228,721.

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.

**THE CECIL & IRENE HYLTON
FOUNDATION, INC.**

52-1633658 Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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)		1	56,409.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	56,409.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	56,409.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	53,201.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,152.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	56,353.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	56.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4a 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA</u>		
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

N/A

Form 990-PF (2013)

**THE CECIL & IRENE HYLTON
FOUNDATION, INC.**

52-1633658

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► KENDALL B. LEWIS Telephone no. ► 703-590-1111 Located at ► 5593 MAPLEDALE PLAZA, DALE CITY, VA ZIP+4 ► 22193-4527			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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? <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
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.) N/A	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. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

Form 990-PF (2013)

**THE CECIL & IRENE HYLTON
FOUNDATION, INC.**

52-1633658

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)? ☐ 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)?

N/A

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?

N/A

☐ 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

6b

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

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

7b

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

N/A

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.

(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
CONRAD C. HYLTON	PRESIDENT			
5593 MAPLEDALE PLAZA				
DALE CITY, VA 22193	1.00	40,000.	0.	0.
CECILIA M. HYLTON	DIRECTOR			
5593 MAPLEDALE PLAZA				
DALE CITY, VA 22193	1.00	40,000.	0.	0.
C. D. HYLTON, III	DIRECTOR			
5593 MAPLEDALE PLAZA				
DALE CITY, VA 22193	1.00	10,000.	0.	0.
KENDALL B. LEWIS	TREASURER			
5593 MAPLEDALE PLAZA				
DALE CITY, VA 22193	45.00	125,385.	19,871.	0.

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

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

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

0

Form 990-PF (2013)

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

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

[illegible]

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.

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

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

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

Form **990-PF** (2013)

**THE CECIL & IRENE HYLTON
FOUNDATION, INC.**

52-1633658

Page 8

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	45,217,243.
b	Average of monthly cash balances	1b	19,860,052.
c	Fair market value of all other assets	1c	15,495,326.
d	Total (add lines 1a, b, and c)	1d	80,572,621.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	80,572,621.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,208,589.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	79,364,032.
6	Minimum investment return. Enter 5% of line 5	6	3,968,202.

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	3,968,202.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	56,409.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56,409.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,911,793.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,911,793.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,911,793.

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	4,228,721.
b	Program-related investments - total from Part IX-B	1b	0.
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	4,228,721.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,228,721.

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.

Form 990-PF (2013)

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				3,911,793.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	533,796.			
b From 2009	17,752,931.			
c From 2010	704,468.			
d From 2011	608,820.			
e From 2012	945,897.			
f Total of lines 3a through e	20,545,912.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 4,228,721.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				3,911,793.
e Remaining amount distributed out of corpus	316,928.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,862,840.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	533,796.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	20,329,044.			
10 Analysis of line 9:				
a Excess from 2009	17,752,931.			
b Excess from 2010	704,468.			
c Excess from 2011	608,820.			
d Excess from 2012	945,897.			
e Excess from 2013	316,928.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

Analysis of Income-Producing Activities

Relationship of Activities to the Accomplishment of Exempt Purposes

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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
N/A		

**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.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date 11/17/14

► Treasurer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

MELISSA LAFFERTY

Melissa Gafferty CPA
NALLEN LLP

11	17	14
----	----	----

P01222987

Firm's name ► CLIFTONLARSONALLEN LLP

Firm's EIN ► 41-0746749

Firm's address ► 4250 N. FAIRFAX DRIVE, SUITE 1020
ARLINGTON, VA 22203

Phone no. 571-227-9500

Form **990-PF** (2013)

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE CECIL & IRENE HYLTON
FOUNDATION, INC.

Employer identification number

52-1633658

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE CECIL & IRENE HYLTON
FOUNDATION, INC.

Employer identification number

52-1633658

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	FIRST GRANDCHILDREN'S CHARITABLE TRUST 5593 MAPLEDALE PLAZA DALE CITY, VA 22193-4527	\$ 45,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	SECOND HYLTON GRANDCHILDREN'S CHARITABLE TRUST 5593 MAPLEDALE PLAZA DALE CITY, VA 22193-4527	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE CECIL & IRENE HYLTON FOUNDATION, INC.	Employer identification number 52-1633658
--	---

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

**THE CECIL & IRENE HYLTON
FOUNDATION, INC.**

Employer identification number

52-1633658

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) ► \$ _____

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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
FIDELITY INVESTMENTS	2,228,989.	2,282,783.	0.	0.		-53,794.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
EDWARD JONES	4,286,000.	4,286,005.	0.	0.		-5.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
PNC	5,811,903.	5,131,404.	0.	0.		680,499.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,400,979.	2,971,176.	0.	0.	429,803.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,056,503.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	39,914.	41,430.	
TOTAL TO PART I, LINE 3	39,914.	41,430.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	1,254,918.	0.	1,254,918.	1,292,130.	
TO PART I, LINE 4	1,254,918.	0.	1,254,918.	1,292,130.	

FORM 990-PF	RENTAL INCOME	STATEMENT	4
-------------	---------------	-----------	---

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RESIDENTIAL RENTAL	1	11,550.
TOTAL TO FORM 990-PF, PART I, LINE 5A		11,550.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
ASSOCIATION DUES		675.	
DEPRECIATION EXPENSE		1,287.	
TAXES		2,199.	
- SUBTOTAL -	1		4,161.
TOTAL RENTAL EXPENSES			4,161.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			7,389.

FORM 990-PF	OTHER INCOME	STATEMENT	6
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST INCOME	703,822.	703,822.	
TOTAL TO FORM 990-PF, PART I, LINE 11	703,822.	703,822.	

FORM 990-PF	LEGAL FEES	STATEMENT	7
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARNOLD PORTER	18,817.	0.		18,817.
JOHN CONNOR	562.	0.		562.
JOHN CONNOR - AMINWARTIME	162.	0.		162.
TO FM 990-PF, PG 1, LN 16A	19,541.	0.		19,541.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	74,046.	0.		0.	
FOREIGN TAXES - UBS	519.	519.		0.	
PAYROLL TAXES	10,698.	5,349.		5,349.	
REAL ESTATE ON LAND	3,279.	0.		3,279.	
REAL ESTATE ON LAND - AMINWARTIME	34,725.	0.		34,725.	
TAXES	2,199.	2,199.		0.	
TO FORM 990-PF, PG 1, LN 18	125,466.	8,067.		43,353.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE	19,610.	0.		19,610.	
ADP PAYROLL PROCESSING FEE	1,384.	692.		692.	
CR EXPENSES	14,000.	0.		14,000.	
INSURANCE	9,128.	0.		9,128.	
MANAGED FUNDS FEES	132,638.	132,638.		0.	
OTHER FEES - UBS	15.	15.		0.	
ASSOCIATION DUES	675.	675.		0.	
TO FORM 990-PF, PG 1, LN 23	177,450.	134,020.		43,430.	

FORM 990-PF RECEIVABLES DUE FROM OFFICERS, DIRECTORS, ETC. STATEMENT 10

BORROWER'S NAME AND TITLE

C.D. HYLTON MEMORIAL CHAPEL FOUNDATION

DATE OF NOTE	MATURITY DATE	TERMS OF REPAYMENT	INTEREST RATE	ORIGINAL LOAN AMOUNT
12/31/09			6.00%	0.

SECURITY PROVIDED BY BORROWER

PURPOSE OF LOAN

RENOVATIONS

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE	FMV OF LOAN
	0.	3,497,230.	3,497,230.

TOTAL TO FORM 990-PF, PART II, LINE 6

3,497,230.

3,497,230.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE OBLIGATIONS		X	5,729,214.	5,951,290.
U.S. GOVERNMENT OBLIGATIONS	X		12,756,022.	12,785,758.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,756,022.	12,785,758.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,729,214.	5,951,290.
TOTAL TO FORM 990-PF, PART II, LINE 10A			18,485,236.	18,737,048.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS - SEE STMT 15B	10,907,355.	14,036,142.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,907,355.	14,036,142.

FORM 990-PF	CORPORATE BONDS	STATEMENT	13
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STMT 15C	6,250,340.	6,564,471.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,250,340.	6,564,471.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ENGINEERING CALCARA (DEVELOPMENT COSTS)	COST	50,241.	50,241.
AMERICAN IN WARTIME (DEVELOPMENT COSTS)	COST	91,109.	91,109.
TOTAL TO FORM 990-PF, PART II, LINE 13		141,350.	141,350.

FORM 990-PF	OTHER ASSETS	STATEMENT	15
-------------	--------------	-----------	----

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FARMLAND HELD FOR CONSERVATION AND ECOLOGICAL SUPPORT	15,391,951.	15,391,951.	17,000,000.
TO FORM 990-PF, PART II, LINE 15	15,391,951.	15,391,951.	17,000,000.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KENDALL B. LEWIS, TREASURER
5593 MAPLEDALE PLAZA
DALE CITY, PA 22193

TELEPHONE NUMBER

703-590-1111

FORM AND CONTENT OF APPLICATIONS

NONE SPECIFIED

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOLLOWING GUIDELINES WERE ADOPTED BY THE BOARD OF DIRECTORS FOR
ISSUANCE OF GRANTS, AWARDS, AND CONTRIBUTIONS.

ONLY CHARITABLE ORGANIZATIONS THAT ARE QUALIFIED UNDER IRS 501(C)(3) WILL
BE CONSIDERED AND SUCH ORGANIZATIONS MUST SUBMIT A COPY OF THEIR IRS
EXEMPTION CERTIFICATE WITH THEIR PROPOSAL REQUEST. PRIMARY CONSIDERATION
WILL BE GIVEN TO ORGANIZATIONS INVOLVED IN GENERAL PUBLIC SUPPORT
PARTICULARY IN PRICE WILLIAM COUNTY WITH NORTHERN VIRGINIA AS A REGIONAL
AREA; TO LAND CONSERVATION AND ECOLOGICAL SUPPORT WITHOUT LIMITATION TO
GEOGRAPHICAL AREA; AND TO RELIGIOUS SUPPORT OF ORGANIZATIONS PARTICULARY IN
PRINCE WILLIAM COUNTY WITH METROPOLITAN WASHINGTON AS THE REGIONAL AREA.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation

The Cecil & Irene Hylton Foundation
 5593 Mapledale Plaza
 Dale City, Va. 22193-4527
 EID # 52-1633658

Statement 15A - 2013 TAX RETURN

<u>NAME AND ADDRESS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CECIL D. HYLTON MEMORIAL CHAPEL FDN. 14640 POTOMAC MILLS ROAD WOODBIDGE, VA. 22192	Operational grants for the upkeep of facility so that it can provide a center for religious activities.	\$626,518
GREATER PRINCE WILLIAM AREA COM CENTER 4379 RIDGEWOOD CENTER DRIVE WOODBIDGE, VA 22192	GRANT FOR THE DEVELOPMENT OF HEALTH CENTER IN PRINCE WILLIAM COUNTY	\$425,000
KEEP PRINCE WILLIAM BEAUTIFUL 4391 RIDGEWOOD CENTER DRIVE, STE F WOODBIDGE, VA. 22193	GRANT TO PROVIDE ENVIRONMENTAL AWARENESS IN PRINCE WILLIAM COUNTY	\$8,858
CONCERNS OF POLICE SURVIVORS VA CHAPTER P.O. BOX 1845 MANASSAS, VA. 20108	CONTRIBUTION TO THE POLICE IN PRINCE WILLIAM COUNTY SURVIVORS, FAMILY ASSISTANCE	\$1,500
PWC YOUTH SALURE COUNCIL 13743 CORONADO COURT MANASSAS, VA. 20112	CONTRIBUTION TO ASSIST YOUTH IN BEING COMMUNITY LEADERS	\$2,000
PWC ALUMNAE CHAPTER OF DELTA SIGMA THETA P.O. BOX 1099 WOODBIDGE, VA. 22193	GRANT TO PROVIDE FOR EDUCATIONAL DEVELOPMENT	\$15,000
C.D. HYLTON HIGH SCHOOL 14051 SPRIGGS ROAD WOODBIDGE, VA 22193	GRANT TO PAY FOR TECHNICAL IMPROVEMENTS, EDUCATION OF I.T. STUDENT DEPARTMENT, BY PURCHASING COMPUTERS & TO IMPROVE HIGH SCHOOL FOOTBALL FIELD	\$131,178
PWC BOYS AND GIRLS CLUB 5070 DALE BLVD. WOODBIDGE, VA 22192	GRANT TO HELP BOYS AND GIRLS IN THE PRINCE WILLIAM COUNTY	\$58,951
PRINCE WILLIAM HOSPITAL FOUNDATION 8609 SUDLEY ROAD MANASSAS, VA. 20110	GRANT FOR THE DEVELOPMENT OF PRINCE WILLIAM HOSPITAL MATERNITY WING.	
PRINCE WILLIAM MINISTERIAL ASSOCIATION P.O. BOX 1456 WOODBIDGE, VA. 22195	ANNUAL GRANT FOR RENT AT HYLTON MEMORIAL CHAPEL FOR SPECIAL EVENT.	
PRINCE WILLIAM COUNTY EDUCATION FDN P.O. BOX 389 MANASSAS, VA 20108	GRANT TO ASSIST PRINCE WILLIAM COUNTY FOR EDUCATIONAL NEEDS	\$20,803
THE HOUSE 14001 CROWN COURT WOODBIDGE, VA 22193	GRANT TO SPONSOR EVENT AT THE CINDERELLA BALL, A CHARITY EVENT.	\$1,500
SERVE 10056 DEAN DRIVE MANASSAS, VA 20110	ANNUAL GRANT TO HELP PRINCE WILLIAM COUNTY CITIZENS WITH FOOD AND SHELTER	\$15,000

SALVATION ARMY P W C. CORPS DONEE
PWC GIFT PROCESSING CNTR
DEPT 6006
WASHINGTON, DC 20042

ANNUAL GRANT TO HELP NEEDY FAMILIES IN PRINCE WILLIAM
COUNTY FOR FOOD AND SHELTER

\$15,000

ACTS
3900 ACTS LANE
DUMFRIES, VA 22026

ANNUAL GRANT TO PROVIDE FOOD AND SHELTER FOR NEEDY
FAMILIES IN CRISIS

\$15,000

THE HYLTON PERFORMING ARTS CENTER - GMU
GEORGE MASON CIRCLE
MANASSAS, VA 20109

GRANTS FOR THE DEVELOPMENT OF FACILITY TO HOST
EDUCATIONAL ART EVENTS

\$2,650,000

TOTAL

\$3,986,308

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

	<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
PRIN PROTECTED NOTES OF PREF TERM SEC IX	116,253	116,253	81,377
PRIN PROTECTED NOTES OF PREF TERM SEC VIII	512,893	512,893	353,896
CIT GROUP INC COM NEW	273	7,914	14,231
BEST BUY	730	28,503	29,112
BEST BUY	680	26,551	27,118
CBS CORP	570	28,750	36,332
CBS CORP	610	30,768	38,881
COMCAST	940	22,264	48,847
COMCAST	870	20,606	45,210
DISNEY	470	20,957	35,908
DISNEY	470	20,957	35,908
FORD	2,940	49,192	45,364
FORD	2,750	46,013	42,433
HOME DEPOT	470	20,800	38,700
HOME DEPOT	440	19,456	36,230
LAS VEGAS SANDS	380	27,584	29,971
LAS VEGAS SANDS	410	29,761	32,337
NIKE INC	480	26,230	37,747
NIKE INC	60	25,137	36,174
PVH CORP	260	25,468	35,365
PVH CORP	280	27,426	38,086
POLARIS	300	24,747	43,692
POLARIS	280	23,097	40,779
WYNDHAM WORLDWIDE CORP	510	31,889	37,582
WYNDHAM WORLDWIDE CORP	490	30,639	36,108
ALTRIA GROUP INC	1,060	39,200	40,693
ALTRIA GROUP INC	1,120	41,419	42,997
CVS	690	35,774	49,383
CVS	730	37,848	52,246
COCA COLA	1,040	31,511	42,962
COCA COLA	1,010	30,564	41,723
THE HERSHEY COMPANY	505	24,230	49,101
THE HERSHEY COMPANY	545	26,161	52,990
NU SKIN	220	29,347	30,408
NU SKIN	230	30,683	31,791
PROCTER & GAMBLE	1,019	66,376	82,957
PROCTER & GAMBLE	937	61,022	76,281
CHEVRON	345	27,610	43,094
CHEVRON	320	25,495	39,971
CONOCPhillips	500	33,142	35,325
CONOCPhillips	530	35,130	37,445
EOG RES INC	220	32,294	36,925
EOG RES INC	200	29,358	33,568
EXXON	364	18,931	36,837
EXXON	374	19,838	37,849
HALLIBURTON CO	690	29,044	35,018

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

HALLIBURTON CO	660	27,781	33,495
HELMERICH & PAYNE	450	28,963	37,836
HELMERICH & PAYNE	480	30,891	40,358
SCHLUMBERGER LTD	540	46,724	48,659
SCHLUMBERGER LTD	570	49,315	51,363
INVESCO LTD	950	31,321	34,580
INVESCO LTD	1,000	32,969	36,400
AMERICAN EXPRESS CO	503	22,212	45,637
AMERICAN EXPRESS CO	468	20,672	42,462
CHUBB	477	25,329	46,093
CHUBB	451	24,018	43,580
CITIGROUP	919	37,956	47,889
CITIGROUP	973	40,254	50,703
DISCOVER	650	23,075	36,368
DISCOVER	610	21,655	34,130
FIFTH THIRD	2,000	28,829	42,060
FIFTH THIRD	1,970	28,393	41,429
FRANKLIN RESOURCES	660	33,908	38,102
FRANKLIN RESOURCES	720	36,991	41,566
GOLDMAN SACHS	230	33,829	40,770
GOLDMAN SACHS	210	30,857	37,225
JP MORGAN CHASE	1,059	40,317	61,930
JP MORGAN CHASE	1,127	42,481	65,907
LINCOLN NATIONAL CORP	720	35,211	37,166
LINCOLN NATIONAL CORP	690	33,752	35,618
REGIONS FINANCIAL CORP	2,590	25,399	25,615
REGIONS FINANCIAL CORP	2,760	27,066	27,296
VISA INC	150	23,634	33,402
VISA INC	140	22,059	31,175
WELLS FARGO & COMPANY	1,449	40,083	65,785
WELLS FARGO & COMPANY	1,550	42,868	70,370
JAZZ PHARMACEUTICALS	310	27,207	39,234
JAZZ PHARMACEUTICALS	290	25,452	36,702
AETNA	720	44,669	49,385
AETNA	770	47,770	52,814
ALLERGAN INC	323	13,146	35,879
ALLERGAN INC	306	12,478	33,990
BAXTER INTERNATIONAL INC	440	32,287	30,602
BAXTER INTERNATIONAL INC	470	34,493	32,689
BECTON DICKINSON & CO	300	27,215	33,147
BECTON DICKINSON & CO	280	25,401	30,937
CELGENE CORP	180	25,631	30,414
CELGENE CORP	190	27,055	32,104
JOHNSON & JOHNSON	661	39,858	60,541
JOHNSON & JOHNSON	706	43,636	64,663
MCKESSON CORP	290	44,809	46,806
MCKESSON CORP	280	43,279	45,192

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

OMNICARE INC	530	31,301	31,991
OMNICARE INC	560	33,070	33,802
SHIRE PLC	395	32,999	55,810
SHIRE PLC	410	34,141	57,929
B/E AEROSPACE	430	27,160	37,423
B/E AEROSPACE	460	29,054	40,034
BOEING CO	350	25,619	47,772
BOEING CO	330	24,153	45,042
CANADIAN PACIFIC RAILWAY LTD	180	26,207	27,238
CANADIAN PACIFIC RAILWAY LTD	190	27,663	28,751
DELTA AIR	1,580	33,911	43,403
DELTA AIR	1,480	31,764	40,656
GENERAL ELECTRIC	2,873	56,225	80,530
GENERAL ELECTRIC	3,117	60,815	87,370
LOCKHEED MARTIN CORP	230	32,525	34,192
LOCKHEED MARTIN CORP	220	31,107	32,705
MANPOWER GROUP INC	400	32,249	34,344
MANPOWER GROUP INC	420	33,845	36,061
UNION PACIFIC CORP	175	13,021	29,400
UNION PACIFIC CORP	190	14,136	31,920
UNITED TECHNOLOGIES CORP	395	16,257	44,951
UNITED TECHNOLOGIES CORP	369	15,116	41,992
NXP SEMICONDUCTORS	740	31,452	33,988
NXP SEMICONDUCTORS	700	29,751	32,151
APPLE INC	196	55,090	109,960
APPLE INC	224	67,255	125,668
CISCO SYSTEMS	1,400	26,760	31,402
CISCO SYSTEMS	1,320	25,231	29,608
EBAY	630	22,534	34,565
EBAY	590	21,070	32,370
GOOGLE	60	38,102	67,243
GOOGLE	65	40,463	72,846
MICROSOFT CORP	733	20,312	27,422
MICROSOFT CORP	694	20,120	25,963
ORACLE CORP	1,445	39,791	55,286
ORACLE CORP	1,521	41,500	58,193
QUALCOMM	610	34,153	45,293
QUALCOMM	580	32,530	43,065
YAHOO	910	25,477	36,800
YAHOO	970	27,157	39,227
MEHANEX CORP	440	28,321	26,066
MEHANEX CORP	470	30,257	27,843
PPG INDUSTRIES	260	47,462	49,312
PPG INDUSTRIES	270	49,303	51,208
VERIZON COMMUNICATIONS	870	46,523	42,752
VERIZON COMMUNICATIONS	820	43,849	40,295
WISCONSIN ENERGY CORP	1,124	23,303	46,466

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

WISCONSIN ENERGY CORP	1,126	23,211	46,549
ARTISAN SMALL CAP	4,093	70,009	77,149
ARTISAN SMALL CAP	4,482	76,659	84,478
CALAMOS GROWTH FUND	4,213	205,473	226,769
CALAMOS GROWTH FUND	4,669	227,198	251,311
EAGLE SMALL CAP GROWTH	1,520	76,037	88,384
EAGLE SMALL CAP GROWTH	1,459	72,995	84,849
T ROWE PRICE MID CAP	7,634	152,867	229,409
T ROWE PRICE MID CAP	8,403	168,212	252,512
BOND FUND OF AMERICA	23,487	200,000	291,239
CAPITAL INCOME BUILDER FUND	7,674	200,000	449,308
INCOME FUND OF AMERICA FUND	22,111	200,000	456,587
INVESTMENT COMPANY OF AMERICA	24,791	400,000	909,845
WASHINGTON MUTUAL INVESTORS	22,841	400,000	900,640
Accrued Interest		943,323	
ACTAVIS PLC	163	23,472	27,384
ADOBE SYSTEMS INC	558	29,994	33,412
AFFILIATED MANAGERS GROUP	125	21,986	27,110
ALEXION PHARMACEUTICALS INC	261	32,969	34,683
ALLIANCE DATA SYSTEMS	188	34,660	49,431
AMAZON COM INC	160	40,473	63,806
AON PLC	385	30,474	32,298
APPLE INC	113	39,575	63,395
ARM HOLDINGS PLC SPON ADR	593	27,436	32,455
ASML HLDG NV GDR EUR	306	28,506	28,672
BAIDU INC ADS REPSNTG CL A ORD	109	17,529	19,389
BEST BUY CO INC	687	23,701	27,398
BIOGEN IDEC INC	127	28,520	35,506
BOSTON SCIENTIFIC CORP	2,349	27,595	28,235
CELGENE CORP	224	31,588	37,849
CONSTELLATION BRANDS INC CLA	776	38,217	54,615
DELPHI AUTOMOTIVE PLC	466	25,942	28,021
DELTA AIR LINES INC	1,236	26,791	33,953
DISCOVERY COMMUNICATIONS INC	391	30,722	35,354
EATON CORP PLC	386	23,170	29,382
FACEBOOK INC CL A	821	30,836	44,867
GILEAD SCIENCES INC	527	15,123	39,578
GOOGLE INC CLA	66	44,166	73,967
HOME DEPOT INC	342	21,340	28,160
INTERCONTINENT ALEXCHANGE GROUP	237	35,642	53,306
KANSAS CITY STHN NEW	269	33,088	33,310
LIBERTY GLOBAL PLC SER C	506	34,277	42,666
LINKEDIN CORP CL A	123	16,748	26,670
MICHAEL KORS HLDGS LTD	336	26,603	27,280
MONSANTO CO NEW	223	17,002	25,991
NETFLIX COM INC	79	27,304	29,085
PIONEER NAT RES CO	170	17,052	31,292

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

PRECISION CASTPARTS CORP	150	23,974	40,395
SALESFORCE COM INC	496	19,624	27,374
SBA COMMUNICATIONS CORP	207	18,022	18,597
SERVICENOW INC	438	20,375	24,532
STARBUCKS CORP	446	22,437	34,962
TJX COS INC NEW	558	20,376	35,561
VANTIV INC CL A	898	24,745	29,284
VISA INC CL A	218	43,554	48,544
AKAMAI TECHNOLOGIES	69	3,011	3,255
ARMSTRONG WORLD INDUSTRIES	51	2,720	2,938
AXIAL CORP	104	5,033	4,934
CADENCE DESIGN SYSTEM	290	3,822	4,066
CAMERON INTL CORP	78	4,103	4,643
CARLISLE COS INC	68	4,646	5,399
CBRE GROUP INC	210	4,748	5,523
CENTENE CORP	61	3,076	3,596
CHART INDUSTRIES	41	3,161	3,921
CINEMARK HOLDINGS INC	82	2,251	2,733
CIT GROUP INC	61	2,595	3,180
CONCHO RESOURCE INC	29	2,754	3,132
CONN'S INC	36	2,699	2,833
CONS ENERGY INC	73	2,783	2,777
DRESSER RAND GROUP INC	75	4,151	4,472
EQUINIX INC	13	2,065	2,307
EXEUS INC	204	2,259	3,888
FINISAR CORP COM NEW	194	3,884	4,640
FORTINET INC	211	4,372	4,036
FREESCALE SEMICONDUCTOR LTD	181	2,026	2,905
GANNETT CO	125	3,191	3,698
GNC HOLDINGS INC	55	2,600	3,215
GOGO INC	57	1,525	1,415
GULFPORT ENERGY CORP	73	3,936	4,608
HARTFORD FINCL SERVICES GROUP	115	2,671	4,166
HELIX ENERGY SOLUTIONS GROUP	93	2,448	2,156
HERTZ GLOBAL HOLDINGS INC	83	2,056	2,375
HUNTINGTON BANCSHARES	462	3,889	4,458
HUNTSMAN CORP	218	4,099	5,363
ILLUMINA INC	39	1,879	4,313
INTERCONTINENTALEXCHANGE GROUP	18	3,130	4,049
JDS UNIPHASE CORP NEW 2006	262	3,277	3,402
JOY GLOBAL INC	50	2,711	2,925
KBR INC	89	2,668	2,838
KIRBY CORPORATION	22	1,253	2,184
KODIAK OIL & GAS CORP	276	2,547	3,094
LIONS GATE ENTERTAINMENT CORP	119	3,449	3,768
LPL FINL HLDGS INC COM	85	3,379	3,999
MASCO CORP	180	3,550	4,099

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

MEDIVATION INC	60	3,297	3,829
MEDNAX INC	66	2,863	3,523
METHANEX CORP CAD	70	3,145	4,147
MGM RESORS INTL	213	2,669	5,010
MYLAN INC	97	2,863	4,210
NEXSTAR BRADCASTING GROUP INC	101	3,338	5,629
NPS PHARMACEUTICALS DEL	84	2,107	2,550
OASIS PETROLEUM INC	68	3,034	3,194
ORIENT EXPRESS HOTELS LTD CL A	309	3,763	4,669
OSHKOSH CORP	57	2,787	2,872
PENSKE AUTOMOTIVE GROUP INC	62	1,859	2,924
PIER 1 IMPORTS INC	157	3,389	3,624
POPULAR INC	142	4,294	4,080
PVH CORP COM	20	2,408	2,720
QLIK TECHNOLOGIES INC COM	119	2,628	3,169
QUANTA SERVICES INC	143	3,017	4,513
QUINTILES TRANSNATIONAL HLDGS	76	3,301	3,522
REALOGY HLDGS CORP	96	3,660	4,749
RITE AID CORP	270	1,331	1,366
RYLAND GROUP INC	98	3,722	4,254
SBA COMMUNICATIONS CORP CL A	45	3,108	4,043
SCORPIO TANKERS INC	279	3,332	3,289
SINCLAIR BROADCAST GROUP INC	219	5,715	7,825
SMITH A O CORP	52	1,535	2,805
SPIRIT AIRLINES INC	85	2,755	3,860
SUPERIOR ENERY SERVICES	151	4,114	4,018
TERADYNE INC	268	4,416	4,722
TEREX CORP DELA NEW	107	2,901	4,493
TRIBUNE CO NEW CL A	51	3,265	3,947
TRIUMPH GROUP INC	52	3,191	3,956
TRW AUTOMOTIVE HOLDINGS CORP	50	2,774	3,720
UNIVERSAL HEALTH SVCS	49	1,762	3,982
USG CORP NEW	137	2,944	3,888
WEATHERFORD INTL LTD CHF	234	3,134	3,625
WYNN RESORTS LTD	17	1,822	3,302
XILINX INC	76	2,550	3,490
ZIONS BANXORP	140	2,966	4,194
EXTENDED STAY AMER INC UNITS 1	165	4,042	4,333
ACADIA HEALTHCARE CO INC	88	3,761	4,175
BEACON ROOFING SUPPLY INC	69	2,292	2,779
BURLINGTON STORES INC	71	1,776	2,272
CAMBREX CORP	173	3,165	3,085
CAPITAL BK FINL CORP	146	2,670	3,322
CAVIUM COM	81	2,661	2,795
CENTENE CORP	66	2,937	3,891
CHART INDUSTRIES INC	34	2,729	3,252
COGENT COMMUNICATIONS GROUP	73	1,965	2,950

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

CUMULUS MEDIA INC CL A	478	2,696	3,695
DANA HOLDING CORP	65	1,232	1,275
DEALERTRACK TECHNOLOGIES INC	84	3,160	4,039
EAGLE MATERIALS INC	39	1,804	3,020
EVERBANK FINL CORP	198	3,173	3,631
EVERCORE PARTNERS INC CL A	58	2,168	3,467
EVERTEC INC	128	2,931	3,156
EW SCRIPPS CO CL A	183	2,980	3,975
EXELIS INC	209	2,383	3,984
FELCOR LODGING TRUST INC	474	1,990	3,868
FINISAR CORP COM	160	2,425	3,827
FIRSTMERIT CORPORATION	164	2,571	3,646
FLEETMATICS GROUP PLC	56	1,809	2,422
FOSTER WHEELER AG	65	1,367	2,145
FXCM INC	193	3,095	3,443
GENERAC HLDGS INC	64	2,616	3,625
GOGO INC	61	1,943	1,514
HAIN CELESTIAL GROUP INC	15	854	1,362
HELIX ENERGY SOLUTIONS GROUP	152	3,600	3,523
HERCULES OFFSHORE INC	643	2,975	4,193
HFF INC CL A	129	2,449	3,464
ICON PLC SPON ADR	57	1,243	2,304
IMAX CORP CAD	91	1,957	2,683
IMPAX LABORATORIES INC	103	2,481	2,589
INTELSAT SA	112	2,214	2,524
JDS UNIPHASE CORP NEW 2006	272	3,505	3,532
KAISER ALUMINUM CORP NEW 2006	35	1,810	2,458
KCG HLDS INC	245	2,832	2,930
KEY ENERGY SERVICES INC	391	3,121	3,089
KODIAK OIL & GAS CORP	260	2,388	2,915
KRISPY KREME DOUGHNUTS INC	201	4,043	3,877
LIFE TIME FITNESS INC	74	3,909	3,478
LITHIA MOTORS INC CL	52	2,099	3,610
MAGNUM HUNTER RES CORP DEL COM	461	2,117	3,370
MANITOWOC CO	165	2,649	3,848
MASTEC INC	130	3,747	4,254
NAVISTAR INTL CORP	73	2,489	2,788
NEXSTAR BROADCAST GROUP INC	112	1,874	6,242
NPS PHARMACEUTICALS DEL	123	3,515	3,734
ORIENT EXPRESS HOTELS LTD CL	271	2,968	4,095
PDC ENERGY INC COM	65	4,015	3,459
PEBBLEBROOK HOTEL TR	103	2,442	3,168
PIER 1 IMPORTS INC	160	3,466	3,693
PINNACLE ENTERTAINMENT GROUP	164	1,822	4,262
PIONEER ENERGY SVCS CORP COM	110	2,678	3,889
PRIVATEBANCORP INC	65	1,843	1,880
QLIK TECHNOLOGIES INC COM	90	2,119	2,397

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

RADWARE LTD ILS	262	4,311	4,711
RALLY SOFTWARE DEV CORP	115	3,240	2,237
RF MICRO DEVICES INC	397	1,696	2,049
RIVERBED TECHNOLOGY INC	75	3,171	3,256
SAGENT PHARMACEUTICALS INC	107	2,493	2,716
SCIENTIFIC GAMES CORP CLA	189	3,307	3,200
SCORPIO TANKERS INC	295	2,911	3,478
SERVICE SOURCE INTL	227	2,603	1,902
SINCLAIR BROADCAST GROUP INC	191	2,181	6,824
SPIRIT AIRLINES INC	88	2,400	3,996
STIFEL FINANCIAL CORP	63	2,241	3,019
SYNOVUS FINANCIAL CORP	1,028	2,795	3,701
TEAM HEALTH HOLDINGS INC	33	1,127	1,503
TERADYNE INC	262	3,684	4,616
TRIUMPH GROUP INC	23	1,232	1,750
TUTOR PERINE CORP	144	2,670	3,787
TYLER TECHNOLOGIES INC	15	638	1,532
USG CORP NEW	135	2,938	3,831
VERIFONE SYSTEMS INC	139	3,015	3,728
WESTERN ALLIANCE BANCORP	149	970	3,555
WISDOMTREE INVESTMENTS INC	240	2,794	4,250
ACE LTD CHF	141	12,751	14,598
ALLSTATE CORP	618	29,292	33,706
AMAZON COM	78	21,578	31,106
AMER EXPRESS CO	298	14,725	27,038
AMERICAN INTL GROUP INC COM	415	16,678	21,186
AMERICAN TOWER CORP	183	8,431	14,607
APPLE INC	38	19,921	21,319
BANK OF AMER CORP	1,651	20,297	25,706
BIOGEN IDEC INC	92	17,187	25,721
BOEING COMPANY	514	47,542	70,156
BRISTOL MYERS SQUIBB CO	208	10,782	11,055
CANADIAN PAC RAILWAY LTD CAD	241	30,443	36,468
CELGENE CORP	275	30,384	46,466
CHEVRON CORP	164	18,559	20,485
CITIGROUP INC	1,031	39,787	53,725
CME GROUP	157	11,964	12,318
COMCAST CORP NEW CL A	540	18,431	28,061
CVS CAREMARK CORP	437	20,013	31,276
EBAY INC	256	10,643	14,045
EXPRESS SCRIPTS HLDG CO	220	11,430	15,453
GENERAL MOTORS CO	942	26,615	38,500
GENL ELECTRIC CO	1,009	19,777	28,282
GILEAD SCIENCES INC	531	13,456	39,878
GOLDMAN SACHS GROUP	150	20,828	26,589
GOOGLE INC	58	37,098	65,001
HALLIBURTON CO	742	28,576	37,657

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15B

HOME DEPOT	360	12,988	29,642
HONEYWELL INTL INC	280	23,991	25,584
JOHNSON & JOHNSON	292	23,784	26,744
JP MORGAN CHASE & CO	759	31,052	44,386
LAS VEGAS SANDS CORP	366	21,132	28,866
LIBERTY GLOBAL PLC	171	11,748	15,219
LINKEDIN CORP CL A	28	6,377	6,071
LOWES COMPANIES INC	302	11,592	14,964
MARSH MCLENNAN COS INC	297	10,010	14,363
MASTERCARD INC CL A	38	12,909	31,747
NEWS CORP INC DELA CL A	818	10,622	14,740
PFIZER INC	1,062	23,241	32,529
PRECISION CASTPARTS CORP	111	18,180	29,892
REGENERON PHARMACEUTICALS INC	24	7,046	6,606
SALESFORCE.COM INC	123	6,319	6,788
SCHLUMBERGER LTD NETHERLANDS	307	24,996	27,664
SCHWAB CHARLES CORP NEW	724	10,007	18,824
STARWOOD HOTELS & RESORT	231	17,678	18,353
TE CONNECTIVITY LTD CHF	375	19,519	20,666
TEXAS INSTRUMENTS	316	12,478	13,876
TWENTY-FIRST CENTY FOX INC	1,107	17,795	38,933
UNION PACIFIC CORP	130	7,208	21,840
UNITED TECHNOLOGIES CORP	348	28,375	39,602
VERIZON COMMUNICATIONS INC	394	20,134	19,361
WALT DISNEY CO HOLDING CO	525	21,765	40,110
YAHOO INC	356	13,338	14,397
TOTAL CORPORATE STOCK		10,907,355	14,036,142

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15C

	<u>QUANTITY</u>	<u>COST</u>	<u>FMV</u>
Res.Ass. Ser 2003-SL1 CL A1 3/25/16	150	152	154
Sequoia Mortgage SER 4 CL A 11/22/24	40,847	37,441	40,497
MLCC Mortgage INVESTOR 2003-E .785% 10/25/2028	79,249	78,472	76,649
MLCC Mortgage ser 2004-c cl a1 07/25/29	38,839	35,453	38,329
Sequoia Mortgage 2003-4 07/20/33	25,445	22,467	25,093
THORNBURG MTG SEC SER 2003-6 CL A1 12/25/33 .910%	123,957	114,207	122,853
Sequoia Mortgage ser 2003-8 0% 01/20/34	126,944	120,137	123,612
Bear Stearns Ser 2003-8 CL 5A 4.409% 01/25/2034	15,694	15,462	15,154
JP MORGAN ACCEPT 2004-A2 2.360% DUE 05/25/2034	46,768	47,021	46,136
HOMESTAR MTG ACCP 2004-2 .595% 06/25/2034	207,359	193,899	199,745
Mortgageit Trist Ser 2004-1 CL A1 01/01/80 11/25/34	84,287	75,348	79,881
IMPAC CMB Trust SER 2004-10CL 03/25/35	37,425	33,830	37,027
BANK OF AMERICA MTG SEC SER 2005-E-CL 3A1 06/25/35	31,532	24,207	30,177
WMALT Mort Ser 2005-5 CL CB5 5.50% 07/25/2035	2,354	2,346	191
St Adj Rate Mtg Ln ser2005-18 5.748% 09/25/35	29,649	29,938	25,114
PHHMC Mortgages Pass SR 2008-C1M1 4.85% 05/25/38	46,568	45,476	42,708
TOYOTA MTR 2% 09/15/16	100,000	100,011	102,861
Wells Fargo Company Bond 5.625% 12/11/17	75,000	78,814	85,965
Ameritech Cap Fund Corp 6.45% 1/15/18	50,000	50,456	56,657
Lehman Bros MtnBE 4% 4/16/19	25,000	25,000	5,063
JP MORGAN CHASE 4.25% 01/26/2026	50,000	52,512	52,130
LLOYDS TSB BANK PLC 4.25% 06/08/27	125,000	127,511	123,555
Belvoir LD LLC SER A-1 144A CL 5.27000% 12/15/2047	50,000	39,321	43,138
Accrued Interest			107,997
ALABAMA POWER	60,000	58,105	65,105
ALABAMA POWER	60,000	58,105	65,105
BNP PARIBAS	20,000	20,242	20,375
BNP PARIBAS	20,000	20,242	20,375
BANK OF AMERICA	35,000	34,875	39,995
BANK OF AMERICA	35,000	34,875	39,995
BANK OF MONTREAL	30,000	29,954	29,535
BANK OF MONTREAL	30,000	29,954	29,535
BANK OF NEW YORK MELLON	30,000	29,991	30,950
BANK OF NEW YORK MELLON	25,000	24,993	25,792
BERKSHIRE HATHAWAY, INC	20,000	21,629	20,621
BERKSHIRE HATHAWAY, INC	20,000	21,629	20,621
CATERPILLAR FIN SERV CORP	30,000	29,508	31,688
CATERPILLAR FIN SERV CORP	70,000	69,915	70,491
CITIGROUP INC	35,000	38,857	36,856
CITIGROUP INC	35,000	38,857	36,856
RABOBANK NEDERLAND UTREC	15,000	14,987	15,793
RABOBANK NEDERLAND UTREC	15,000	14,987	15,793
EL DUPONT DE NEMOURS	35,000	34,900	36,706
EBAY	15,000	14,189	13,796
EBAY	10,000	9,460	9,197
EXPORT DEVELOPMENT CANADA	35,000	34,932	35,944
EXPORT DEVELOPMENT CANADA	30,000	29,942	30,809
GENERAL ELEC CAP CORP	60,000	58,349	66,775
GOLDMAN SACHS GROUP	40,000	41,329	41,652

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15C

GOLDMAN SACHS GROUP	35,000	36,163	36,445
HSBC HOLDINGS PLC	20,000	19,957	22,229
HSBC HOLDINGS PLC	20,000	19,957	22,229
JP MORGAN	35,000	36,330	36,345
JP MORGAN	35,000	36,330	36,345
JOHNSON & JOHNSON	40,000	47,426	45,657
JOHNSON & JOHNSON	50,000	49,998	56,895
JOHNSON & JOHNSON	50,000	49,998	56,895
MONSANTO CO.	10,000	9,979	10,425
MONSANTO CO.	10,000	9,979	10,425
MORGAN STANLEY	35,000	33,137	35,453
MORGAN STANLEY	35,000	33,137	35,453
PRIVATE EXPORT FUNDING	40,000	39,900	41,195
PRIVATE EXPORT FUNDING	35,000	34,913	36,045
PROCTER & GAMBLE	35,000	34,714	35,809
PROCTER & GAMBLE	40,000	39,673	40,924
ROYAL BANK OF CANADA	20,000	19,998	19,817
ROYAL BANK OF CANADA	20,000	19,998	19,817
SANOFI - AVENTIS	15,000	14,923	15,598
SANOFI - AVENTIS	15,000	14,923	15,598
SHELL INTERNATIONAL FIN	35,000	34,835	38,369
SHELL INTERNATIONAL FIN	35,000	34,835	38,369
TOYOTA MOTOR CREDIT	20,000	19,967	20,440
TOYOTA MOTOR CREDIT	20,000	19,967	20,440
UPS	50,000	49,526	57,195
WAL-MART STORES	60,000	59,591	63,667
WAL-MART STORES	60,000	59,591	63,667
WELLS FARGO COMPANY	35,000	39,521	40,117
WELLS FARGO COMPANY	30,000	33,875	34,386
WESTPAC BANKING CORP	80,000	81,203	88,771
WESTPAC BANKING CORP	35,000	35,572	38,837
XTO ENERGY INC.	25,000	28,577	28,747
XTO ENERGY INC.	25,000	28,577	28,747
CREDIT SUISSE FB USA INC	24,000	24,017	24,040
CONOCOPHILLIPS NTS B/E	11,000	11,013	11,037
PFIZER INC NTS	45,000	45,060	45,214
UNITED PARCEL SERVICE	105,000	105,436	105,868
BELLSOUTH CORP	75,000	75,165	77,446
AMGEN INC MW	90,000	91,645	93,345
HSBC FIN CORP	80,000	81,965	84,256
UNTD TECHNOLOGIES CORP	105,000	107,963	110,964
GE CAPITAL INTERNOTES NTS	150,000	150,000	160,410
BANK OF AMERICA CORP	25,000	26,152	26,133
JP MORGAN CHASE & CO	105,000	106,755	112,224
LOWES COMPANIES INC	40,000	40,861	43,077
ORIX CORP NTS B/E	40,000	41,737	42,563
VERIZON COMMUNICATIONS	45,000	45,558	49,213
VERIZON COMMUNICATIONS	65,000	67,031	67,782
METLIFE INC NTS B/E	50,000	50,658	56,852
GOLDMAN SACH GROUP NTS	150,000	150,000	154,782

THE CECIL AND IRENE HYLTON FOUNDATION
2013 BALANCE SHEET

52-1633658
Statement 15C

AMERICAN INTL GROUP INC	45,000	49,405	49,425
M&I MARSHALL	80,000	83,471	86,314
AFLAC INC	35,000	35,503	36,117
UBS AG JERSEY BRANCH NTS	15,000	153,244	153,366
STATOIL ASA ADR B/E	25,000	24,944	26,243
ASTRAZENECA PLC FOREIGN SECURITY	3,000	37,089	34,304
SIMON PARTY GROUP	3,000	31,005	30,414
DIAGEO CAPITAL FOREIGN SECURITY	45,000	47,409	51,355
AMERICA MOVIL SAB DE CV	40,000	47,180	45,057
GENL ELEC CO	27,000	29,147	30,562
JP MORGAN CHASE & CO	37,000	43,354	42,605
WELLPOINT INC	50,000	50,881	49,441
AT&T INC	37,000	43,406	41,650
WACHOVIA CORP	39,000	45,924	44,970
UNITEDHEALTH GROUP INC	38,000	45,443	43,902
AVON PRODUCTS INC NTS	25,000	27,330	26,892
GOLDMAN SACHS GROUP INC	104,000	111,820	119,255
DELL INC	25,000	27,264	25,531
BOEING CPTL CORP NTS B/E	60,000	62,221	62,419
WESTERN UNION CO	40,000	42,676	40,776
BROADCOM CORP B/E	58,000	60,263	58,692
ANHEUSER BUSCH COS NTS	75,000	79,232	83,654
ALLSTATE CORP NTS B/E	20,000	25,155	24,869
VALE OVERSEAS LTD B/E	50,000	57,299	54,245
SHELL INTL FIN B/E FOREIGN SECURITY	25,000	25,974	27,403
THOMSON REUTERS CORP NTS FOR.SEC.	75,000	80,488	81,157
KELLOGG CO NTS B/E	25,000	25,390	26,763
WISCONSIN ELECTRIC PWR CO	25,000	25,797	27,352
GOLDMAN SACH GROUP INC	20,000	21,730	22,243
FLORIDA POWER CORP	20,000	22,818	21,746
DIAGEO CPTL PLC B/E	20,000	23,777	22,147
DUKE ENERGY INDIANA INC	20,000	22,061	20,732
HSBC INC B/E	100,000	106,509	106,907
GOLDMAN SACHS GROUP INC	10,000	11,328	10,980
SIMON PARTY GROUP	20,000	22,231	20,690
RIO TINTO FIN USA LTD	40,000	42,644	39,253
NUCOR CORP B/E	5,000	5,583	5,021
JP MORGAN CHASE & CO	40,000	40,976	38,333
Accrued Interest			44,087
TOTAL CORPORATE BONDS		6,250,340	6,564,471