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

**2013**

Department of the Treasury  
Internal Revenue Service

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Open to Public Inspection

**For calendar year 2013 or tax year beginning** 03-01, 2013, and ending 02-28, 2014

Name of foundation <b>HARRY S SLOANE FOUNDATION</b>		A Employer identification number <b>87-0505864</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 466</b>	Room/suite	B Telephone number (see instructions) <b>(801) 541-0606</b>
City or town, state or province, country, and ZIP or foreign postal code <b>FARMINGTON, UT 84025</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" 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 type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>2,909,475</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	295	295		
4 Dividends and interest from securities	55,698	55,698		
5a Gross rents	108			
b Net rental income or (loss)			108	
6a Net gain or (loss) from sale of assets not on line 10	(38,354)			
b Gross sales price for all assets on line 6a			164,989	
Capital gain net income (from Part IV, line 2)				
Net short-term capital gain			9,362	
Income modifications				
Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STM106	(48,113)	(48,113)		
12 Total. Add lines 1 through 11	(30,366)	7,880	9,362	
13 Compensation of officers, directors, trustees, etc	24,000	15,000		9,000
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STM107	15,929	6,929	6,000	2,756
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STM109	15,205	15,205		
17 Interest				
18 Taxes (attach schedule) (see instructions) STM110	12,282	12,282		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STM103	420	420		
24 Total operating and administrative expenses. Add lines 13 through 23	68,836	59,836	6,000	11,756
25 Contributions, gifts, grants paid	120,300			120,300
26 Total expenses and disbursements. Add lines 24 and 25	189,136	59,836	6,000	132,056
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	(219,502)			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			3,362	

For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets**

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

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>			
1 Cash - non-interest-bearing	1,139,447	1,201,324	1,201,324
2 Savings and temporary cash investments			
3 Accounts receivable			
Less: allowance for doubtful accounts			
4 Pledges receivable			
Less: allowance for doubtful accounts			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule)			
Less: allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations (attach schedule)	1,042	626	380
b Investments - corporate stock (attach schedule) STM137.	1,579,258	1,384,106	1,582,718
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STM118.	110,525	125,053	125,053
14 Land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)			
15 Other assets (describe)			
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	2,830,272	2,711,109	2,909,475
<b>Liabilities</b>			
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 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
24 Unrestricted	2,830,272	2,711,109	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 <b>Total net assets or fund balances</b> (see instructions)	2,830,272	2,711,109	
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	2,830,272	2,711,109	

**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	2,830,272
2 Enter amount from Part I, line 27a	2	(219,502)
3 Other increases not included in line 2 (itemize) STM115	3	100,339
4 Add lines 1, 2, and 3	4	2,711,109
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,711,109

**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 (yr, mo, day)	(d) Date sold (yr, mo, day)
<b>1a</b>	DU PONT	P	2012-12-04	2013-06-18
<b>b</b>	EL PASO PIPELINE PARTNERS LP	P	2012-12-04	2013-06-18
<b>c</b>	EAGLE ROCK ENTERPARTNERS LP	P	2012-12-04	2014-01-31
<b>d</b>	CVR PARTNERS LP	P	2012-12-04	2014-01-31
<b>e</b>	CENTURYLINK	P	2012-12-04	2014-01-31
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 26,762		21,470	5,292	
<b>b</b> 41,206		37,136	4,070	
<b>c</b> 27,639		45,749	(18,110)	
<b>d</b> 25,639		39,327	(13,688)	
<b>e</b> 43,743		59,661	(15,918)	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>			5,292	
<b>b</b>			4,070	
<b>c</b>			(18,110)	
<b>d</b>			(13,688)	
<b>e</b>			(15,918)	
<b>2</b> 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 }		<b>2</b>	(38,354)
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ . . . }		<b>3</b>	9,362

**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 nonchantable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	121,501	2,850,707	0.042621
2011	133,194	2,698,628	0.049356
2010	172,128	2,801,604	0.061439
2009	155,828	2,833,149	0.055002
2008	202,681	3,149,803	0.064347
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.272766
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.054553
<b>4</b> Enter the net value of nonchantable-use assets for 2013 from Part X, line 5			<b>4</b> 2,670,184
<b>5</b> Multiply line 4 by line 3			<b>5</b> 145,667
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b> 145,667
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 132,056

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Tax due'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation file Form 1120-POL for this year?'.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of BRENT R ARMSTRONG Telephone no 801-359-5511
Located at 257 EAST 200 SOUTH SUITE 410, Salt Lake City, UT ZIP+4 84111
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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)? 1b
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? 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? Yes No X
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 ) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
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 X
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 ) 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

**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)? . . . . .  Yes  No  
 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
BRENT R ARMSTRONG PO BOX 466, FARMINGTON, UT 84025	DIRECTOR 2	12,500	0	408
LYNN M CARLSON PO BOX 466, FARMINGTON, UT 84025	DIRECTOR 1	11,500	0	0

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

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

**Total number of other employees paid over \$50,000** . . . . .  0

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

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

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

**Part IX-A** Summary of Direct Charitable Activities

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

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

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



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,496,042
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,089,752
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	125,053
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,710,847
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,710,847
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	40,663
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,670,184
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	133,509

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	133,509
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	133,509
<b>4</b>	Recovery of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	133,509
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	133,509

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	132,056
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	132,056
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	132,056

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

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				133,509
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			120,203	
b Total for prior years: _____, _____, _____				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .				
b From 2009 . . . . .				
c From 2010 . . . . .				
d From 2011 . . . . .				
e From 2012 . . . . .				
f <b>Total</b> of lines 3a through e . . . . .				
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ <u>132,056</u>				
a Applied to 2012, but not more than line 2a . . . . .			120,203	
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 . . . . .				11,853
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 <b>Enter the net total of each column as indicated below:</b>				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				121,656
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9:				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .				
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE,

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

NONE,

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

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

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

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

**c** Any submission deadlines.

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNIV OF UTAH COLLEGE OF SCIENCE 1430 E PRESIDENTS CIRCLE RM 2 Salt Lake City, UT 84112	NONE	PC	SCHOLARSHIPS FOR UPPER-DIVISION SCIENCE STUDENTS	12,000
WEBER STATE UNIVERSITY 2501 UNIVERSITY CIRCLE Ogden, UT 84408	NONE	PC	SCHOLARSHIPS FOR UPPER-DIVISIONS SCIENCE STUDENTS	10,000
SO UTAH UNIV COLLEGE OF SCIENCE 351 WEST UNIVERSITY BLVD Cedar City, UT 84720	NONE	PC	SCHOLARSHIPS FOR UPPER-DIVISION SCIENCE STUDENTS	10,000
UTAH STATE UNIV COLLEGE OF SCIENCE 305 OLD MAIN HILL Logan, UT 84322	NONE	PC	SCHOLARSHIPS FOR UPPER-DIVISION SCIENCE STUDENTS	12,000
UTAH VALLEY UNIV COLLEGE OF SCIENCE 800 WEST UNIVERSITY PARKWAY Orem, UT 84058	NONE	PC	SCHOLARSHIPS FOR UPPER-DIVISION SCIENCE STUDENTS	12,000
SOUTHERN VIRGINIA UNIVERSITY 1 UNIVERSITY HILL DRIVE Buena Vista, VA 24416	NONE	PC	SCHOLARSHIPS FOR FULL-TIME UPPER-DIVISION	10,000
HUNTSMAN CANCER FOUNDATION 500 HUNTSMAN WAY Salt Lake City, UT 84108	NONE	PC	CANCER RESEARCH	11,000
SALT LAKE JEWISH COMMUNITY CENTER 2 NORTH MEDICAL DRIVE Salt Lake City, UT 84113	NONE	PC	SUPPORT FOR THE 'SILVERS' PROGRAM	6,000
<b>Total</b>				<b>3a</b>
b Approved for future payment				
<b>Total</b>				<b>3b</b>

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year MORAN EYE CENTER 65 MARIO CAPECCHI DRIVE Salt Lake City, UT 84132	NONE	PC	RESEARCH	5,300
FRIENDS OF SALT LAKE CITY LIBRARY 210 EAST 400 SOUTH Salt Lake City, UT 84111	NONE	PC	UNRESTRICTED	5,000
SENIOR SVCS COUNCIL OF SAN JUAN CTY P.O. BOX 18 Eastsound, WA 98245	NONE	PC	UNRESTRICTED	21,000
KUER FM 100 WASATCH DRIVE Salt Lake City, UT 84112	NONE	PC	CLASSICAL MUSIC PROGRAMMING	3,000
KBYU FM 2000 IRONTON BLVD Provo, UT 84606	NONE	PC	CLASSICAL MUSIC PROGRAMMING	3,000
<b>Total</b> .....				<b>120,300</b>
<b>b</b> Approved for future payment				
<b>Total</b> .....				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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.

Table with 3 columns: (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: [Signature] Date: 9/8/14 Title: DIRECTOR

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

Paid Preparer Use Only Print/Type preparer's name: MATTHEW V HESS Preparer's signature: [Signature] Date: 07-15-2014 Check self-employed if PTIN: P00743848 Firm's name: ARMSTRONG LAW OFFICES PC Firm's address: 257 EAST 200 SOUTH STE 410 Salt Lake City UT 84111 Firm's EIN: Firm's phone no: 801-359-5511

**Federal Supporting Statements**

**2013 PG 01**

Name(s) as shown on return

FEIN

**HARRY S SLOANE FOUNDATION**

**87-0505864**

**Form 990PF, Part III, Line 3  
Other Increases Schedule**

Statement #115

BOOK/CASH DIFF FROM PARTNERSHIPS	<u>100,339</u>
<b>Total</b>	<u><u>100,339</u></u>

**Form 990PF, Part II, Line 13  
Investments: Other Schedule**

**PG 01**  
Statement #118

Category	Book value (BOY)	Book value (EOY)	FMV (EOY)
GS PROPERTY INVESTMENTS LLC	<u>110,525</u>	<u>125,053</u>	<u>125,053</u>
<b>Total</b>	<u><u>110,525</u></u>	<u><u>125,053</u></u>	<u><u>125,053</u></u>

**Form 990PF, Part II, Line 10(a)  
Investments: U.S. Government Obligation Schedule**

**PG 01**  
Statement #136

Category	Book Value (BOY)	Book Value (EOY)	FMV (EOY)
FNMA 7% 2015	100	49	12
FNMA 7% 2015	564	278	60
FNMA 6.5% 2029	140	90	71
FNMA 6.5% 2029	126	122	163
FNMA 6.5% 2029	<u>112</u>	<u>87</u>	<u>74</u>
<b>Totals</b>	<u><u>1,042</u></u>	<u><u>626</u></u>	<u><u>380</u></u>



## Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

FEIN

HARRY S SLOANE FOUNDATION

87-0505864

Form 990PF, Part II, Line 10(b)  
Investments: Corporate Stock Schedule

Statement #137

Category	BOY	Book Value	EOY FMV
AT&T	33,868	33,868	31,930
ALTRIA	17,359	17,359	18,130
AIG		270	316
APPLE	58,807	58,807	52,624
BP	20,699	20,699	25,305
BERKSHIRE HATHAWAY	44,059	44,059	57,890
BUCKEYE PARTNERS LP	76,898	76,898	109,845
CSX	9,904	9,904	13,855
CVR PARTNERS	39,327		
CA INC	6,670	6,670	10,050
CENTURYLINK	59,661		
CONOCOPHILLIPS	40,229		
CRESTWOOD MIDSTREAM PTNRS	32,772	32,772	31,144
CREXUS INVT	19,544		
CUMMINS	29,984	29,984	43,776
DU PONT	21,740		
EAGLE ROCK ENERGY	45,749		
EL PASO PIPELINE	37,136		
ENBRIDGE ENERGY PTNRS	40,922	40,922	38,528
ENERGY TRANSFER PTNRS	45,019	45,019	55,530
ENTERPRISE PRODUCTS	20,895	54,783	65,231
EXTERRAN PTNRS	29,491	29,491	39,000
FNMA	45,784	45,784	3,149
GENESIS ENERGY LP	17,885	17,885	27,500
GILEAD SCIENCES	30,005	30,005	66,232
ILLINOIS TOOL WORKS	18,453	18,453	24,750
KINDER MORGAN ENERGY PTNRS	24,565	24,565	22,281
LINN ENERGY LLC	33,967	33,967	28,683
MFA FINANCIAL	42,595	42,595	39,300
MID-AMERICA APARTMENTS REIT	31,116	31,116	33,820
NATIONAL RETAIL PROPERTIES REI	16,655	16,655	17,945
PLAINS ALL-AM NAT GAS STORAGE	35,447	35,447	43,390
PENNANTPARK INVT	43,779	43,779	45,760
QEP RESOURCES	14,130	14,130	14,465
QUALCOMM	36,169	70,166	83,798
QUESTAR	19,577	19,577	23,750
REALTY INCOME REIT	23,590	23,590	26,652
REGENCY ENERGY PTNRS LP	46,468	46,468	52,500
UNION PACIFIC	61,437	61,437	90,190
VERIZON	65,917	65,917	71,370
WMI HOLDINGS CORP		79	79
WALMART	35,278	35,278	37,350
SHIP FINANCE LTD	66,856	66,856	75,280
GARMIN LTD	19,412	19,412	26,830
NAVIOS MARITIME PTNRS	54,907	54,907	68,400

Federal Supporting Statements

2013 PG 02

Name(s) as shown on return

FEIN

HARRY S SLOANE FOUNDATION

87-0505864

Form 990PF, Part II, Line 10(b)  
Investments: Corporate Stock Schedule

Statement #137

Category	BOY	Book Value	EOY FMV
KAYNE ANDERSON MLP	20,507	20,507	21,930
PROPECT CAPITAL	<u>44,026</u>	<u>44,026</u>	<u>44,160</u>
Totals	<u>1,579,258</u>	<u>1,384,106</u>	<u>1,582,718</u>

# Federal Supporting Statements

2013 PG 01

Your Social Security Number

87-0505864

Name(s) as shown on return

HARRY S SLOANE FOUNDATION

Statement #103

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
WIRE TRANSFER FEES	12	12	0	0
DIRECTOR EXPENSE REIMBURSEMENT	408	408	0	0
<b>Totals</b>	<u>420</u>	<u>420</u>	<u>0</u>	<u>0</u>

PG 01

Statement #106

Form 990PF, Part I, Line 11 - Other Income Schedule

Description	Revenue and expenses	Net investment	Adjusted net income
ORDINARY LOSS FR PARTNERSHIPS	(46,569)	(46,569)	0
CAPITAL GAIN FROM PARTNERSHIPS	(1,564)	(1,564)	0
ROYALTIES FROM PARTNERSHIPS	20	20	0
<b>Totals</b>	<u>(48,113)</u>	<u>(48,113)</u>	<u>0</u>

# Federal Supporting Statements

2013 PG 01

Your Social Security Number

87-0505864

Name(s) as shown on return

HARRY S SLOANE FOUNDATION

Statement #107

## Form 990PF, Part I, Line 16(a) - Legal Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FEES RELATED TO TAX COMPLIANCE	8,756	8,756	6,000	2,756
FEES RELATED TO TRANSACTIONS	8,173	8,173	0	0
<b>Totals</b>	<u>16,929</u>	<u>16,929</u>	<u>6,000</u>	<u>2,756</u>

PG 01

Statement #109

## Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
BROKERAGE AND CONSULTING FEES	15,205	15,205	0	0
<b>Totals</b>	<u>15,205</u>	<u>15,205</u>	<u>0</u>	<u>0</u>

# Federal Supporting Statements

**2013** PG 01

Your Social Security Number  
87-0505864

Name(s) as shown on return

HARRY S SLOANE FOUNDATION

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
EXCISE TAX ON NET INV INCOME	12,282	12,282	0	0
Totals	<u>12,282</u>	<u>12,282</u>	<u>0</u>	<u>0</u>