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Return of Private Foundation

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

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue Service

Open to Public Inspection

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

For calendar year 2013 or tax year beginning

03-01, 2013, and ending

02-28, 2014

Name of foundation

HARRY S SLOANE FOUNDATION

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

PO BOX 466

Room/suite

A Employer identification number

87-0505864

B Telephone number (see instructions)

(801) 541-0606

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

FARMINGTON, UT 84025

C If exemption application is pending, check here ►

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

X Address change

Name change

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at

J Accounting method:

 Cash Accrual

end of year (from Part II, col (c), line 16) ► \$ 2,909,475

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

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	(38,354)			
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a 164,989				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain			9,362	
b	Income modifications				
b	Gross sales less returns and allowances				
c	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	(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			
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	STM109			
17	Interest				
18	Taxes (attach schedule) (see instructions)	STM110			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	STM103			
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.

Form 990-PF (2013)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	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)	1,579,258	1,384,106	1,582,718
	c Investments - corporate bonds (attach schedule)			
Liabilities	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	110,525	125,053	125,053
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,830,272	2,711,109	2,909,475
Net Assets or Fund Balances	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 ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,830,272	2,711,109	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,830,272	2,711,109	
	31 Total liabilities and net assets/fund balances (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)
1a DU PONT			P	2012-12-04	2013-06-18
b EL PASO PIPELINE PARTNERS LP			P	2012-12-04	2013-06-18
c EAGLE ROCK ENTERPARTNERS LP			P	2012-12-04	2014-01-31
d CVR PARTNERS LP			P	2012-12-04	2014-01-31
e 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)	
a 26,762		21,470		5,292	
b 41,206		37,136		4,070	
c 27,639		45,749		(18,110)	
d 25,639		39,327		(13,688)	
e 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) 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				5,292	
b				4,070	
c				(18,110)	
d				(13,688)	
e				(15,918)	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	(38,354)	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	. . .		3	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 noncharitable-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
2 Total of line 1, column (d)		2	0.272766
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.054553
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	2,670,184
5 Multiply line 4 by line 3		5	145,667
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	
7 Add lines 5 and 6		7	145,667
8 Enter qualifying distributions from Part XII, line 4		8	132,056
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).	0
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2
3	Add lines 1 and 2	3
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5
6	Credits/Payments:	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a
b	Exempt foreign organizations - tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7
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
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 ► Refunded	11

Part VII-A | Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	Yes	No
1b	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.		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
1c		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1)	On the foundation ► \$ _____	(2)	On foundation managers. ► \$ _____
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No
2	If "Yes," attach a detailed description of the activities.		
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	Yes	No
3		X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
4a		X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
4b		X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No
5	If "Yes," attach the statement required by General Instruction T.		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
6	• By language in the governing instrument, or		
6	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
6		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	Yes	No
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
8a	UT		
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	Yes	No
8b		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	Yes	No
9		X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes	No
10		X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>BRENT R ARMSTRONG</u> Telephone no ► <u>801-359-5511</u>			
Located at ► <u>257 EAST 200 SOUTH SUITE 410, Salt Lake City, UT</u> ZIP+4 ► <u>84111</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>	► <input type="checkbox"/>		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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. ► <u> </u> , <u> </u> , <u> </u> , <u> </u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	
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	

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	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)?				
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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	
3	
Total. Add lines 1 through 3 ►	

EEA

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

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

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

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

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 Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 132,056				
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 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

Part XV | Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
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
Total				120,300
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	295	
4 Dividends and interest from securities			14	55,698	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	(48,005)	
8 Gain or (loss) from sales of assets other than inventory			18	(38,354)	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				(30,366)	
13 Total Add line 12, columns (b), (d), and (e)				13	(30,366)

(See worksheet in line 13 instructions to verify calculations)

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

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

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 X No

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

Signature of officer or trustee

9/8/14

Da

DIRECTOR

Title

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Clerk's signature	Date	Check <input type="checkbox"/> if	PTIN
	MATTHEW V HESS		07-15-2014	self-employed	P00743848
	Firm's name ► ARMSTRONG LAW OFFICES PC	Firm's EIN ►			
Firm's address ► 257 EAST 200 SOUTH STE 410	Phone no				
Salt Lake City UT 84111	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>
Total	<u>100,339</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>
Total	<u>110,525</u>	<u>125,053</u>	<u>125,053</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>
Totals	<u>1,042</u>	<u>626</u>	<u>380</u>

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

HARRY S SLOANE FOUNDATION

FEIN

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 INV'T	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
EXTERRA N 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 INV'T	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

HARRY S SLOANE FOUNDATION

FEIN

87-0505864

**Form 990PF, Part III, 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	44,026	44,026	44,160
Totals	1,579,258	1,384,106	1,582,718

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

HARRY S SLOANE FOUNDATION

Your Social Security Number
87-0505864

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

Statement #103

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
Totals	420	420	0	0

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

Statement #106

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
Totals	(48,113)	(48,113)	0

Federal Supporting Statements

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Name(s) as shown on return

HARRY S SLOANE FOUNDATION

Your Social Security Number
87-0505864

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

Statement #107

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

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

Statement #109

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

PG 01

Statement #109

Federal Supporting Statements

2013 PG 01

Your Social Security Number

87-0505864

Name(s) as shown on return

HARRY S SLOANE FOUNDATION

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

Statement #110

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