Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning APR 1, 2013 , and ending MAR 31, 2014

Name of foundation: The Hop & Mae Adams Foundation

A Employer identification number: 27-1393341

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 9500 | Room/suite

B Telephone number: 208/639-7799

City or town, state or province, country, and ZIP or foreign postal code: Boise, ID 83707-9500

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 ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 32,833,415.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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 ▶ ☐

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	5,242,347.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,752.	12,752.		Statement 2
	4 Dividends and interest from securities	234,967.	234,967.		Statement 3
	5a Gross rents	589,661.	589,661.		Statement 4
	b Net rental income or (loss) 417,568.				Statement 5
	6a Net gain or (loss) from sale of assets not on line 10	<98,476.>			Statement 1
	b Gross sales price for all assets on line 6a 6,623,265.				
	7 Capital gain net income (from Part IV, line 2)		413,050.		
	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	15,812.	15,812.		Statement 6
	12 Total Add lines 1 through 11	5,997,063.	1,266,242.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 7	171,085.	86,117.		84,968.
	b Accounting fees				
	c Other professional fees Stmt 8	380,656.	252,114.		128,542.
	17 Interest	4,055.	4,055.		0.
	18 Taxes Stmt 9	109,000.	27,165.		21,835.
	19 Depreciation and depletion	72,266.	72,266.		
	20 Occupancy	610.	500.		110.
	21 Travel, conferences, and meetings	22,318.	13,763.		8,555.
	22 Printing and publications				
	23 Other expenses Stmt 10	61,803.	23,388.		38,415.
	24 Total operating and administrative expenses Add lines 13 through 23	821,793.	479,368.		282,425.
	25 Contributions, gifts, grants paid	160,637.			160,637.
	26 Total expenses and disbursements. Add lines 24 and 25	982,430.	479,368.		443,062.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,014,633.			
	b Net investment income (if negative, enter -0-)		786,874.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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				
2 Savings and temporary cash investments		11,398,642.	13,107,973.	13,107,973.
3 Accounts receivable ▶	139,779.			
Less: allowance for doubtful accounts ▶			139,779.	139,779.
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶	1,195,154.			
Less: allowance for doubtful accounts ▶	0.	224,673.	1,195,154.	1,195,154.
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments - U.S. and state government obligations				
b Investments - corporate stock	Stmt 11	5,868,260.	5,526,565.	5,790,038.
c Investments - corporate bonds				
11 Investments - land, buildings, and equipment basis ▶	13,054,120.			
Less accumulated depreciation ▶	108,920.	11,828,621.	12,945,200.	8,417,876.
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶	4,158,899.			
Less accumulated depreciation ▶		2,818,142.	4,158,899.	4,132,595.
15 Other assets (describe ▶ Statement 12)		50,000.	50,000.	50,000.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)		32,188,338.	37,123,570.	32,833,415.
Liabilities 17 Accounts payable and accrued expenses		2,096.		
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable		77,305.		
22 Other liabilities (describe ▶)				
23 **Total liabilities** (add lines 17 through 22)		79,401.	0.	
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31				
27 Capital stock, trust principal, or current funds		32,108,937.	37,123,570.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30 **Total net assets or fund balances**		32,108,937.	37,123,570.	
31 **Total liabilities and net assets/fund balances**		32,188,338.	37,123,570.	

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	32,108,937.
2 Enter amount from Part I, line 27a	2	5,014,633.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	37,123,570.
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	37,123,570.

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	16 Residential Lots located in Ada County,			
b	Idaho (Adams Charter)	D	07/30/13	Various
c	216.78 Acres in Canyon County, ID (Adams			
d	Family Farms LLC)	D	03/01/12	Various
e	Sale of Publicly Traded Securities	P	Various	Various

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b	471,000.		263,259.	207,741.
c				
d	1,324,967.		1,031,839.	293,128.
e	4,827,298.		4,915,117.	<87,819.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				207,741.
c				
d				293,128.
e				<87,819.>

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	413,050.
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	3,314,600.	21,843,608.	.151742
2011	181,142.	1,729,850.	.104715
2010	24,174.	464,476.	.052046
2009	5,393.	578,570.	.009321
2008			

2	**Total** of line 1, column (d)	2	.317824
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	.079456
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28,851,240.
5	Multiply line 4 by line 3	5	2,292,404.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,869.
7	Add lines 5 and 6	7	2,300,273.
8	Enter qualifying distributions from Part XII, line 4	8	1,492,829.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	15,737.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	15,737.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	15,737.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,000.		
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	17,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,263.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,263. **Refunded** ▶			11	0.

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*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.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ID			
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*	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ www.hopandmaeadamsfoundation.org

14 The books are in care of ▶ Strategic & Operational Solutions Telephone no. ▶ 208/562-4100

Located at ▶ 701 S. Allen St., Ste 101, Meridian, ID ZIP+4 ▶ 83642

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

			Yes	No
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		X
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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			
	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* 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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
Andrew MacKenzie P.O. Box 646 Carson City, NV 89702	Co-Trustee 1.00	0.	0.	0.
Steven G. Neighbors 701 South Allen Street, Suite 101 Meridian, ID 83642	Co-Trustee 2.00	0.	0.	0.
Edward D. Ahrens P.O. Box 9500 Boise, ID 83707-9500	Co-Trustee 2.00	0.	0.	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

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."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Strategic & Operational Solutions, Inc. - 701 South Allen Street, Suite 101, Meridian, ID	Administrative and Professional Service	212,215.
Ahrens DeAngeli Law Group LLP P.O. Box 9500, Boise, ID 83707-9500	Legal Services	75,750.
First Foundation Advisors - 18101 Von Karman Avenue, Suite 700, Irvine, CA 92612	Brokerage Fees	53,723.

Total number of others receiving over $50,000 for professional services ▶ 0

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 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.	Amount
1 See Statement 13	436,610.
2 See Statement 14	557,319.
All other program-related investments. See instructions.	
3 See Statement 15	55,838.
Total. Add lines 1 through 3 ▶	1,049,767.

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	5,659,270.
b	Average of monthly cash balances		1b	12,630,329.
c	Fair market value of all other assets		1c	11,001,000.
d	**Total** (add lines 1a, b, and c)		1d	29,290,599.
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	29,290,599.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	439,359.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	28,851,240.
6	**Minimum investment return** Enter 5% of line 5		6	1,442,562.

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	1,442,562.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 15,737.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	15,737.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,426,825.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,426,825.
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	1,426,825.

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	443,062.
b	Program-related investments - total from Part IX-B	1b	1,049,767.
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	1,492,829.
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	1,492,829.

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				1,426,825.
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				
b From 2009				
c From 2010 874.				
d From 2011 98,500.				
e From 2012 2,271,884.				
f Total of lines 3a through e	2,371,258.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,492,829.				
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				1,426,825.
e Remaining amount distributed out of corpus	66,004.			
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	2,437,262.			
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	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	2,437,262.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 874.				
c Excess from 2011 98,500.				
d Excess from 2012 2,271,884.				
e Excess from 2013 66,004.				

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

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

Part XV Supplementary Information (Complete this part only if the 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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				
Boys and Girls Club of Western Nevada 1870 Russell Way Carson City, NV 89706	N/A	Public Charity	General Fund	10,200.
Carson High School 1111 N. Saliman Rd. Carson City, NV 89702	N/A	Public School	Scoreboard	3,000.
Harvest Hub 1038 Baily Court Carson City, NV 89703	N/A	Public Charity	Food Program	9,837.
Nevada State EB-5 Regional Center, Inc. 704 W. Nye Ln., #201 Carson City, NV 89703	N/A	Public Charity	Carson City Neighborhood Development	137,600.
Total			▶ 3a	160,637.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	12,752.	
4 Dividends and interest from securities			14	234,967.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	417,568.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	15,812.	
8 Gain or (loss) from sales of assets other than inventory			18	<98,476.>	
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)		0.		582,623.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 582,623.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	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).
	None

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Edward W. Ahrens | 12-17-15 | Co-Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Darin DeAngeli, P.C.	Darin DeAngeli	2/17/15		P00193310
Firm's name ▶ Ahrens DeAngeli Law Group LLP			Firm's EIN ▶ 27-2895129	
Firm's address ▶ P.O. Box 9500 Boise, ID 83707-9500			Phone no. (208) 639-7799	

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 Hop & Mae Adams Foundation

Employer identification number: 27-1393341

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
The Hop & Mae Adams Foundation	27-1393341

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	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83707	$ 1,328,680.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83707	$ 1,798,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
3	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83642	$ 98,543.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
4	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83642	$ 650,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
5	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83642	$ 320,550.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
6	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83642	$ 90,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
The Hop & Mae Adams Foundation	27-1393341

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
7	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83642	$ 18,500.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
8	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83642	$ 312,243.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
9	The Mae B. Adams Trust c/o Steven G. Neighbors, Trustee, 701 S. Allen Street, Ste. 101 Meridian, ID 83642	$ 225,831.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
10	Estate of Betsy Jean Adams C/o Gary W. Gunther, Personal Representative, P.O. Box 7634 Boise, ID 83707	$ 400,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization: The Hop & Mae Adams Foundation

Employer identification number: 27-1393341

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	62 residential Lots located in Ada County, Idaho (Adams Charter, LLC)	$ 1,798,000.	07/30/13
4	Restaurant property located in Ada County, Idaho (Adams Fairview, LLC)	$ 650,000.	07/30/13
6	Valley County, Idaho property (Adams Jordan, LLC)	$ 90,000.	07/30/13
7	Boise County, Idaho property (Adams Jordan, LLC)	$ 18,500.	07/30/13
8	Note Receivable from Robert and Angela Brinkman (Adams Jordan, LLC)	$ 312,243.	07/30/13
9	Building improvements (Adams Carson, LLC)	$ 225,831.	03/31/14

Name of organization	Employer identification number
The Hop & Mae Adams Foundation	27-1393341

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
16 Residential Lots located in Ada County, Idaho (Adams Charter)	Donated	07/30/13	Various

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
471,000.	464,000.	0.	0.	7,000.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
216.78 Acres in Canyon County, ID (Adams Family Farms LLC)	Donated	03/01/12	Various

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,324,967.	1,289,296.	53,328.	0.	<17,657.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Sale of Publicly Traded Securities	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,827,298.	4,915,087.	30.	0.	<87,819.>

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	<98,476.>

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	12,752.	12,752.	
Total to Part I, line 3	12,752.	12,752.	

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Dividends	234,967.	0.	234,967.	234,967.	
To Part I, line 4	234,967.	0.	234,967.	234,967.	

Form 990-PF Rental Income Statement 4

Kind and Location of Property	Activity Number	Gross Rental Income
Farm property located in Canyon and Owyhee Co ID (Adams Family Farms LLC)	1	94,668.
Restaurant Property (Adams Fairview)	2	38,800.
Nugget Casino Property (Adams Carson LLC)	3	392,250.
302 N Carson LLC	4	48,293.
Urban Renewal Property Located in Carson City, NV (Carson Incubator)	5	15,650.
Total to Form 990-PF, Part I, line 5a		589,661.

Form 990-PF Rental Expenses Statement 5

Description	Activity Number	Amount	Total
Management Expenses (Adams Family Farms, LLC)		6,994.	
Property Taxes (Adams Family Farms, LLC)		10,111.	
Insurance Expense (Adams Family Farms, LLC)		2,548.	
Irrigation Expenses (Adams Family Farms, LLC)		11,072.	
Rent (Adams Family Farms, LLC)		500.	
Professional Fees (Adams Family Farms, LLC)		19,494.	
Legal Fees (Adams Family Farms,LLC)		16,680.	
Banking Fees (Adams Family Farms, LLC)		33.	
Dues, Licenses, and Subscriptions (Adams Family Farms, LLC)		47.	
Interest Expense (Adams Family Farms, LLC)		3.	
Travel (Adams Family Farms, LLC)		237.	
Office Expense (Adams Family Farms, LLC)		47.	
- SubTotal -	1		67,766.
Depreciation and Amortization (Adams Fairview LLC)		1,842.	
Banking Fees (Adams Fairview LLC)		34.	
Repairs and Maintenance (Adams Fairview LLC)		1,957.	
Administrative Fees (Adams Fairview LLC)		526.	
- SubTotal -	2		4,359.
Depreciation and Amortization (Adams Carson LLC)		70,424.	
Property Taxes (Adams Carson LLC)		6,627.	
Repairs and Maintenance (Adams Carson LLC)		1,505.	
Interest Expense (Adams Carson LLC)		4,052.	
Dues, Licenses, and Subscriptions (Adams Carson LLC)		350.	
Office Expense (Adams Carson LLC)		3.	
Banking Fees (Adams Carson LLC)		108.	
Administrative Fees (Adams Carson LLC)		1,240.	
Legal Fees (Adams Carson LLC)		14,159.	
Professional Fees (Adams Carson LLC)		1,500.	
- SubTotal -	3		99,968.
Total rental expenses			172,093.
Net rental Income to Form 990-PF, Part I, line 5b			417,568.

Form 990-PF Other Income Statement 6

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Income	15,812.	15,812.	
Total to Form 990-PF, Part I, line 11	15,812.	15,812.	

Form 990-PF Legal Fees Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	140,246.	55,278.		84,968.
Legal Fees (Adams Family Farms,LLC)	16,680.	16,680.		0.
Legal Fees (Adams Carson LLC)	14,159.	14,159.		0.
To Fm 990-PF, Pg 1, ln 16a	171,085.	86,117.		84,968.

Form 990-PF Other Professional Fees Statement 8

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative Expenses	192,992.	147,559.		45,433.
Professional Fees	104,187.	21,078.		83,109.
Professional Fees - Investments	53,723.	53,723.		0.
Management Expenses (Adams Family Farms, LLC)	6,994.	6,994.		0.
Professional Fees (Adams Family Farms, LLC)	19,494.	19,494.		0.
Administrative Fees (Adams Fairview LLC)	526.	526.		0.
Administrative Fees (Adams Carson LLC)	1,240.	1,240.		0.
Professional Fees (Adams Carson LLC)	1,500.	1,500.		0.
To Form 990-PF, Pg 1, ln 16c	380,656.	252,114.		128,542.

Form 990-PF | Taxes | Statement 9

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Taxes Paid to IRS	60,000.	0.		0.
Property Taxes	31,458.	9,623.		21,835.
Foreign Taxes Paid	804.	804.		0.
Property Taxes (Adams Family Farms, LLC)	10,111.	10,111.		0.
Property Taxes (Adams Carson LLC)	6,627.	6,627.		0.
To Form 990-PF, Pg 1, ln 18	109,000.	27,165.		21,835.

Form 990-PF | Other Expenses | Statement 10

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	430.	205.		225.
Dues, Licenses and Subscriptions	3,338.	371.		2,967.
Insurance	21,144.	349.		20,795.
Maintenance and Repairs	2,853.	0.		2,853.
Marketing Expenses	760.	0.		760.
Meals	6,780.	4,551.		2,229.
Office Expenses	1,089.	158.		931.
Utilities	7,705.	50.		7,655.
Insurance Expense (Adams Family Farms, LLC)	2,548.	2,548.		0.
Irrigation Expenses (Adams Family Farms, LLC)	11,072.	11,072.		0.
Banking Fees (Adams Family Farms, LLC)	33.	33.		0.
Dues, Licenses, and Subscriptions (Adams Family Farms, LLC)	47.	47.		0.
Office Expense (Adams Family Farms, LLC)	47.	47.		0.
Banking Fees (Adams Fairview LLC)	34.	34.		0.
Repairs and Maintenance (Adams Fairview LLC)	1,957.	1,957.		0.
Repairs and Maintenance (Adams Carson LLC)	1,505.	1,505.		0.
Dues, Licenses, and Subscriptions (Adams Carson LLC)	350.	350.		0.

Office Expense (Adams Carson LLC)	3.	3.		0.
Banking Fees (Adams Carson LLC)	108.	108.		0.
To Form 990-PF, Pg 1, ln 23	61,803.	23,388.		38,415.

Form 990-PF Corporate Stock Statement 11

Description	Book Value	Fair Market Value
Mutual Funds -- See Attached Statement 16	3,323,308.	3,389,118.
Stocks -- See Attached Statement 16	2,203,257.	2,400,920.
Total to Form 990-PF, Part II, line 10b	5,526,565.	5,790,038.

Form 990-PF Other Assets Statement 12

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Ownership Interest in SnapTicks Media	50,000.	50,000.	50,000.
To Form 990-PF, Part II, line 15	50,000.	50,000.	50,000.

Form 990-PF Summary of Program-Related Investments Statement 13

Description

Carson Incubator 1, LLC. Renovation expenses paid for the building located at 111 W. Proctor Street in downtown Carson City, NV to provide space for multiple start-up companies at a reduced rate. This will be the home of the start-up business and entreprenurial support center known as the Adams Hub for Innovation and includes Carson Careers. Any net return on investment from this entity will be used to fund charitable activites of the Foundation.

	Amount
To Form 990-PF, Part IX-B, line 1	436,610.

Form 990-PF	Summary of Program-Related Investments	Statement 14

Description	Amount
Adams 308 N. Curry, LLC. Renovation expenses paid for the building located at 308 N. Curry in downtown Carson City, NV that was vacant for a decade and slated to be demolished. The Foundation will completely refurbish the building and offer units for lease to bring start-up and other successful businesses to rejuvenate and stabilize Carson City's downtown core.	
To Form 990-PF, Part IX-B, line 2	557,319.

Form 990-PF Other Program-Related Investments Statement 15

Description	Amount
Adams HUB. Purchase of computers, furniture and furnishings for Adams HUB, a series under Carson Careers LLC which was formed to be an entrepreneurial support center in connection with start-up companies working with Carson Incubator I LLC.	48,838.

Description	Amount
Adams 302 N. Carson, LLC. Renovation expenses paid for the building located at 302 N. Carson in downtown Carson City, NV. The Foundation will refurbish the building to attract start-up and successful businesses to help rejuvenate and stabilize Carson City's downtown core.	7,000.

Total to Form 990-PF, Part IX-B, line 3	55,838.

STATEMENT 16
THE HOP & MAE ADAMS FOUNDATION
FORM 990-PF
FYE MARCH 31, 2014

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis
ABERDEEN EMERGING MARKETS INSTL	ABEMX	8/7/13	17,102 473	$14 63	$250,209 18	$242 024 00
DOUBLELINE TOTAL RETURN BOND I	DBLTX	3/6/13	35,464 227	10 90	386,560 07	402,525 88
DOUBLELINE EMRGING MKTS FXD INCM I	DBLEX	3/6/13	9,867 156	10 48	103,407 79	109,337 29
DOUBLELINE LOW DURATION BOND FUND I	DBLSX	3/6/13	8 974 727	10 19	91,452 47	91,726 11
FPA INTERNATIONAL VALUE FUND	FPIVX	8/7/13	27,983 7	14 60	408,562 02	396,366 91
GOLDMAN SACHS STRATEGIC INCOME I	GSZIX	12/4/13	4,406 567	10 64	46,885 87	46,601 41
JOHCM INTERNATIONAL SELECT I	JOHIX	8/7/13	11,342 735	18 40	208,706 32	185,024 00
LOOMIS SAYLES BD FD INSTL	LSBDX	3/6/13	9,773 505	15 46	151,098 39	148,955 37
NUVEEN HIGH YIELD MUNI BD I	NHMRX	2/7/14	4,975 442	16 24	80,801 18	79,282 79
OAKMARK FDS OAKMARK INTL SMALL CAP FD	OAKEX	8/7/13	14,294 404	17 67	252,582 12	235,000 00

MUTUAL FUNDS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis
PIMCO FDS INCOME INSTL	PIMIX	3/6/13	20,296 36	12 47	253,095 61	254,727 47
TCW FUNDS TOTAL RETURN BD FD I	TGLMX	3/6/13	35,121 863	10 10	354 730 82	357,589 78
THIRD AVENUE TR FOCUSED CREDIT INSTL	TFCIX	3/6/13	6,778 331	11 63	78,831 99	74,099 01
WELLS FARGO ADVANTAGE ABSOLUTE RETURN INSTL	WABIX	8/7/13	63,910 958	11 30	722,193 83	700,048 00
TOTAL MUTUAL FUNDS					**$3,389,117.66**	**$3,323,308 02**

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis
ALTRIA GROUP INC COM	MO	8/7/13	1,209	$37 43	$45,252 87	$42,722 80
AMERICAN EXPRESS CO CM	AXP	8/7/13	439	90 03	39,523 17	33,003 75
AMERICAN REALTY CAPITAL PROPTY COM	ARCP	8/29/13	14,582	14 02	204,439 64	186,370 69
ANHEUSER BUSCH INBEV ADR	BUD	8/7/13	688	105 30	72,446 40	68,148 06
AON PLC CLASS A ORD B5BT0K0	AON	8/7/13	513	84 28	43,235 64	35,298 94
BANK OF NEW YORK MELLON CORP COM	BK	8/7/13	1,867	35 29	65,886 43	58,147 14
BERKSHIRE HATHAWAY INC DEL CL B	BRK B	8/7/13	655	124 97	81,855 35	76,787 40

HOLDINGS DETAIL *(continued)*

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis
BLACKROCK INC COM	BLK	3/25/13	180	314 48	56,606 40	46,601 01
BOEING CO COM	BA	8/7/13	472	125 49	59,231 28	50,035 76
BRITISH AMERICAN TOBACCO PLC SP ADR	BTI	8/7/13	318	111 43	35,434 74	34,089 44
COMCAST CORP SPECIAL CL A	CMCSK	9/13/13	830	48 77	40,479 10	35 471 70
CORPORATE OFFICE PROPERTIES PREFERRED 7 375%	OFC PRL	3/25/13	1,084	25 44	27,576 96	28,963 80
DEVON ENERGY CORPORATION COMMON	DVN	8/7/13	829	66 93	55,484 97	49,448 79
DIAGEO PLC SPONSORED ADR	DEO	8/7/13	516	124 59	64,288 44	67,450 10
GENERAL MOTORS COMPANY COM	GM	3/6/14	1,130	34 42	38,894 60	42,771 09
GLAXO SMITHKLINE PLC ADR	GSK	4/18/13	1,021	53 43	54,552 03	52,280 12
GOLDMAN SACHS GROUP INC COM	GS	8/7/13	343	163 85	56,200 55	56,178 48
HEINEKEN HOLDING COM NV ISIN NL0000008977	HKHHF	3/25/13	614	64 79	39,781 06	39,480 30
INTL BUSINESS MACHINES COM	IBM	8/7/13	370	192 49	71,221 30	69,731 71
JOHNSON & JOHNSON COM	JNJ	3/25/13	957	98 23	94,006 11	81,253 53
MICROSOFT CORP COM	MSFT	3/25/13	1,713	40 99	70,215 87	50,872 29
MONDELEZ INTL INC COM	MDLZ	8/7/13	1,380	34 55	47,679 00	43,284 37

HOLDINGS DETAIL *(continued)*

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis
NESTLE S A SPON ADR REPSTG REG SH	NSRGY	8/7/13	897	75 22	67,472 34	63,163 13
NOVARTIS AG ADR	NVS	8/7/13	965	85 02	82,044 30	71,253 94
OCCIDENTAL PETROLEUM CORP COM	OXY	8/7/13	479	95 29	45,643 91	42,039 77
ORACLE CORP COM	ORCL	8/7/13	1,781	40 91	72,860 71	59,565 83
PHILIP MORRIS INTL COM	PM	3/25/13	830	81 87	67,952 10	75,411 87
REPUBLIC SERVICES INC COM	RSG	3/25/13	1,985	34 16	67,807 60	66,279 16
REXFORD INDUSTRIAL REALITY INC COM	REXR	8/7/13	8,244	14 18	116,899 92	114,145 92
SABMILLER PLC ADR	SBMRY	8/7/13	1,286	50 40	64,814 40	63,202 99
SAFRAN SA ADR	SAFRY	8/7/13	2,184	17 24	37,652 16	31,466 74
SCHLUMBERGER LTD COM	SLB	8/14/13	434	97 50	42,315 00	35,723 98
SIMON PROPERTY GROUP COM	SPG	12/11/13	210	164 00	34,440 00	31,810 05
SYSCO CORP COM	SYY	1/15/14	1,163	36 13	42,019 19	42,874 46
TJX COMPANIES INC CM	TJX	8/7/13	807	60 65	48,944 55	42,691 10
UNION PAC CORP COM	UNP	1/15/14	246	187 66	46,164 36	41,866 81
UNITED PARCEL SERVICE CL B	UPS	3/25/13	811	97 38	78,975 18	69,898 70

HOLDINGS DETAIL *(continued)*

STOCKS

Investment Description	Symbol/ CUSIP	Purchase Date	Quantity	Closing Price	Market Value	Cost Basis
WALT DISNEY CO COM	DIS	8/7/13	620	80 07	49,643 40	40,916 49
WELLS FARGO & CO COM	WFC	8/7/13	1 427	49 74	70 978 98	62 554 31
TOTAL STOCKS					**$2,400,920.01**	**$2,203,256.52**

Form **8868** (Rev January 2014) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions The Hop & Mae Adams Foundation	Employer identification number (EIN) or 27-1393341
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P.O. Box 9500	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Boise, ID 83707-9500	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

RECEIVED AUG 1 3 2014 OGDEN, UT IRS-OSC

- The books are in the care of ▶ Strategic & Operational Solutions 701 S. Allen St., Ste 101 - Meridian, ID 83642

 Telephone No ▶ 208/562-4100 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until November 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ______ or

▶ [X] tax year beginning APR 1, 2013 , and ending MAR 31, 2014

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions The Hop & Mae Adams Foundation	Employer identification number (EIN) or 27-1393341
	Number, street, and room or suite no If a P O box, see instructions P.O. Box 9500	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Boise, ID 83707-9500	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ Strategic & Operational Solutions 701 S. Allen St., Ste 101 - Meridian, ID 83642

  Telephone No ▶ 208/562-4100 Fax No ▶

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

4 I request an additional 3-month extension of time until February 15, 2015

5 For calendar year ____ , or other tax year beginning APR 1, 2013 , and ending MAR 31, 2014

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Additional time is required to gather the information necessary to file a complete and accurate tax return.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Attorney Date ▶ 11/7/14

323842
12-31-13

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions The Hop & Mae Adams Foundation	Employer identification number (EIN) or 27-1393341
	Number, street, and room or suite no If a P O. box, see instructions P.O. Box 9500	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Boise, ID 83707-9500	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
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Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ Strategic & Operational Solutions 701 S. Allen St., Ste 101 - Meridian, ID 83642

Telephone No ▶ 208/562-4100 Fax No. ▶

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

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5 For calendar year ______ , or other tax year beginning APR 1, 2013 , and ending MAR 31, 2014

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

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Additional time is required to gather the information necessary to file a complete and accurate tax return.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ Attorney Date ▶

323842
12-31-13