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Return of Private Foundation

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

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OMB No. 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning NOV 1, 2013, and ending OCT 31, 2014

Name of foundation: **HADLEY & MARION STUART FOUNDATION**

Employer identification number: **94-6607854**

Number and street (or P.O. box number if mail is not delivered to street address): **11732 CRYSTAL VIEW LANE**

Room/suite: _____

Telephone number: **303-652-2869**

City or town, state or province, country, and ZIP or foreign postal code: **LONGMONT, CO 80504-8453**

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 153,906,546.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,085.	570.		STATEMENT 1
4 Dividends and interest from securities		2,321,903.	2,318,335.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		13,721,250.			
b Gross sales price for all assets on line 6a 155,647,168.					
7 Capital gain net income (from Part IV, line 2)			13,721,250.		
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		201,062.	201,043.		STATEMENT 3
12 Total. Add lines 1 through 11		16,246,300.	16,241,198.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		23,006.	23,006.		0.
c Other professional fees STMT 5		522,010.	522,010.		0.
17 Interest					
18 Taxes STMT 6		159,086.	2,178.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		3,252.	3,251.		0.
24 Total operating and administrative expenses Add lines 13 through 23		707,354.	550,445.		0.
25 Contributions, gifts, grants paid		7,758,000.			7,758,000.
26 Total expenses and disbursements. Add lines 24 and 25		8,465,354.	550,445.		7,758,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		7,780,946.			
b Net investment income (if negative, enter -0-)			15,690,753.		
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		42,266,422.	130,762,847.	130,762,847.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		64,786.	65,860.	65,860.
	10a	Investments - U.S. and state government obligations STMT 8		586,039.	586,039.	587,258.
	b	Investments - corporate stock STMT 9		65,277,385.	21,865.	28,570.
	c	Investments - corporate bonds STMT 10		31,701,717.	0.	0.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		5,675,000.	11,792,867.	12,212,650.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 12)		116,946.	10,249,361.	10,249,361.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		145,688,295.	153,478,839.	153,906,546.	
Liabilities	17	Accounts payable and accrued expenses		112,845.	17,443.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ ACCRUED TAXES)		0.	105,000.	
23	Total liabilities (add lines 17 through 22)		112,845.	122,443.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		145,575,450.	153,356,396.		
30	Total net assets or fund balances		145,575,450.	153,356,396.		
31	Total liabilities and net assets/fund balances		145,688,295.	153,478,839.		

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	145,575,450.
2	Enter amount from Part I, line 27a	2	7,780,946.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	153,356,396.
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	153,356,396.

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				
b. SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	155,647,168.	143,230,377.	13,721,250.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
b				
c				
d				
e			13,721,250.	
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	13,721,250.
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	7,280,776.	153,331,404.	.047484
2011	7,346,106.	149,744,379.	.049058
2010	3,280,000.	151,431,947.	.021660
2009	5,582,500.	140,160,563.	.039829
2008	2,565,664.	38,283,061.	.067018
2 Total of line 1, column (d)			2 .225049
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 .045010
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 154,291,791.
5 Multiply line 4 by line 3			5 6,944,674.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 156,908.
7 Add lines 5 and 6			7 7,101,582.
8 Enter qualifying distributions from Part XII, line 4			8 7,758,000.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	156,908.
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	156,908.
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	156,908.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	58,102.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	105,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	163,102.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.
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	6,193.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>303-652-2869</u> Located at ► <u>11732 CRYSTAL VIEW LANE, LONGMONT, CO</u> ZIP+4 ► <u>80504-8453</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> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> <u>N/A</u>	1b	
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? <input type="checkbox"/>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 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
BRETT FULLERTON STUART 11732 CRYSTAL VIEW LANE LONGMONT, CO 80504-8453	TRUSTEE 5.00	0.	0.	0.
NAN M. STUART 11732 CRYSTAL VIEW LANE LONGMONT, CO 80504-8453	TRUSTEE 7.50	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
NONE		

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

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	113,192,865.
b	Average of monthly cash balances	1b	43,448,547.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	156,641,412.
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	156,641,412.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,349,621.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	154,291,791.
6	Minimum investment return Enter 5% of line 5	6	7,714,590.

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	7,714,590.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	156,908.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	156,908.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,557,682.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,557,682.
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	7,557,682.

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	7,758,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,758,000.
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	156,908.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	7,601,092.

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				7,557,682.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			5,715,942.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 7,758,000.				
a Applied to 2012, but not more than line 2a			5,715,942.	
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				2,042,058.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				5,515,624.
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	0.			
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) 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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	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				
BESSIE'S HOPE PO BOX 12675 DENVER, CO 80212	NONE	PUBLIC	GENERAL CHARITABLE	10,000.
CAMP KOREY 28901 NORTHEAST CARNATION FARM ROAD CARNATION, WA 98014	NONE	PUBLIC	GENERAL CHARITABLE	50,000.
CANINE COMPANIONS FOR INDEPENDENCE P.O. BOX 446 SANTA ROSA, CA 95402-0446	NONE	PUBLIC	GENERAL CHARITABLE	200,000.
CODE 3 ASSOCIATES INC 1530 SKYWAY DRIVE LONGMONT, CO 80504	NONE	PUBLIC	GENERAL CHARITABLE	50,000.
COLORADO STATE UNIVERSITY FOUNDATION 410 UNIVERSITY SERVICES CENTER FORT COLLINS, CO 80523	NONE	PUBLIC	GENERAL CHARITABLE	1,050,000.
Total			SEE CONTINUATION SHEET(S)	7,758,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 2,085.), 4 Dividends and interest from securities (14, 2,321,903.), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (01, 19.), 8 Gain or (loss) from sales of assets other than inventory (18, 13,721,250.), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a OTHER INCOME, 01, 201,043.), 12 Subtotal (0., 16,246,300., 0.), 13 Total (13, 16,246,300.).

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

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

Table with 2 columns: Line No. (with a downward arrow), 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). The table contains multiple empty rows for text entry.

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 CAPITAL GAIN DISTRIBUTIONS FROM VANGUARD			
b CAPITAL GAIN DISTRIBUTIONS FROM WELLS FARGO #6400			
c CAPITAL GAIN DISTRIBUTIONS FROM WELLS FARGO #2000			
d CLASS ACTION SETTLEMENT - MOTOROLA INC. LIT PROCE			
e CLASS ACTION SETTLEMENT - WYETH LIT PROCEEDS			
f CLASS ACTION SETTLEMENT - BROADCOM CORP. LIT PROC			
g CLASS ACTION SETTLEMENT - CITIGROUP INC. LIT PROC			
h CLASS ACTION SETTLEMENT - MOTOROLA INC. LIT PROCE			
i CLASS ACTION SETTLEMENT - DELL INC. LIT PROCEEDS			
j 58,188.917 SHS INTERNATIONAL GROWTH ADM FUND		VARIOUS	09/25/14
k 73,598.497 SHS INTERNATIONAL GROWTH ADM FUND		VARIOUS	09/25/14
l 17,990.41 SHS ENERGY FUND ADMIRAL		VARIOUS	10/27/14
m 49,898.056 SHS REIT INDEX FUND ADM		VARIOUS	10/10/14
n 45,064.461 SHS 500 INDEX FUND ADM		VARIOUS	10/10/14
o 166,600.015 SHS HARBOR HIGH-TIELD BOND INSTL		VARIOUS	12/18/13

(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			20,569.
b			1,281,791.
c			1.
d 197.			197.
e 49.			49.
f 41.			41.
g 168.			168.
h 50.			50.
i 47.			47.
j 4,232,080.		3,956,433.	275,647.
k 5,352,819.		5,004,174.	348,645.
l 2,120,710.		2,285,354.	-164,644.
m 5,195,386.		4,918,717.	276,669.
n 7,931,345.		6,066,072.	1,865,273.
o 1,794,282.		1,800,000.	-5,718.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			20,569.
b			1,281,791.
c			1.
d			197.
e			49.
f			41.
g			168.
h			50.
i			47.
j			275,647.
k			348,645.
l			-164,644.
m			276,669.
n			1,865,273.
o			-5,718.

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
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

HADLEY & MARION STUART FOUNDATION

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.)
ia 835,654.596 SHS PIMCO TOTAL RET FD-INST #35		12/14/09	12/18/13
b 195,131.69 SHS CHAMPLAIN MID CAP FUND #1354		VARIOUS	05/27/14
c 1,915,193.364 SHS PIMCO TOTAL RET FD-INST #35		12/14/09	06/03/14
d 141,065.831 SHS ABERDEEN EMERG MARKETS-INST #5840		02/20/13	10/21/14
e 11,340 SHS AMEX ENERGY SELECT SPDR		04/25/11	10/31/14
f 37,091.988 SHS ASTON RIVER ROAD DIVIDEND ALL CAP-		12/14/09	10/10/14
g 666,537.575 SHS ASTON RIVER ROAD DIVIDEND ALL CAP		12/14/09	10/30/14
h 1,392,649.903 SHS BLACKROCK STRAT INC OPP-INS #44		VARIOUS	10/30/14
i 191,861.997 SHS CHAMPLAIN MID CAP FUND #1354		06/02/14	10/30/14
j 47,938.639 SHS DELAWARE POOLED TR SELECT 20 #161		03/22/13	10/14/14
k 22,672.310 SHS HARBOR INTERNATIONAL FD INST #2011		01/29/13	10/10/14
l 39,893.996 SHS HARBOR INTERNATIONAL FD INST #2011		VARIOUS	10/29/14
m 1,325,834.804 SHS HARTFORD TOTAL RETURN BOND-Y #2		VARIOUS	10/30/14
n 7,240 SHS ISHARES SILVER TRUST		04/25/11	10/31/14
o 252,595.601 SHS IVA INTERNATIONAL FUND CLASS I#35		VARIOUS	10/29/14

(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 9,000,000.		9,083,565.	-83,565.
b 2,862,582.		2,000,000.	862,582.
c 20,933,063.		20,818,152.	114,911.
d 2,051,097.		2,250,000.	-198,903.
e 973,427.		891,527.	81,900.
f 500,000.		343,472.	156,528.
g 9,278,203.		6,172,138.	3,106,065.
h 14,274,662.		14,400,000.	-125,338.
i 2,971,942.		2,862,581.	109,361.
j 500,000.		412,272.	87,728.
k 1,500,000.		1,459,190.	40,810.
l 2,678,483.		2,540,810.	137,673.
m 14,425,083.		14,400,000.	25,083.
n 119,479.		336,595.	-217,116.
o 4,435,579.		3,875,000.	560,579.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-83,565.
b			862,582.
c			114,911.
d			-198,903.
e			81,900.
f			156,528.
g			3,106,065.
h			-125,338.
i			109,361.
j			87,728.
k			40,810.
l			137,673.
m			25,083.
n			-217,116.
o			560,579.

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
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

HADLEY & MARION STUART FOUNDATION

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.)
fa 54,525.627 SHS JOHCM INTERNATIONAL SEL-I #180		03/21/13	10/10/14
b 223,179.748 SHS JOHCM INTERNATIONAL SEL-I #180		VARIOUS	10/29/14
c. 118,670.3 SHS LAZARD EMERGING MKTS PTFL #638		VARIOUS	10/30/14
d 7,970 SHS MARKET VECTORS AGRIBUSINESS		04/25/11	10/31/14
e 4,539 SHS SPDR METALS & MINING		04/25/11	10/31/14
f 382,182.181 SHS TEMPELTON GLOBAL BOND FD-ADV #616		VARIOUS	10/29/14
g 19,164.431 SHS WASATCH INTERNATIONAL GROWTH		12/17/13	10/10/14
h 80,592.74 SHS WASATCH INTERNATIONAL GROWTH		VARIOUS	10/21/14
i 15,715.234 SHS WASATCH INTERNATIONAL GROWTH		12/17/13	10/21/14
j 882,293.919 SHS DELAWARE POOLED TR SELECT 20 #161		03/22/13	10/28/14
k 123 SHS APPLE		04/09/13	12/13/13
l 3,019 SHS CME GROUP INC.		04/09/13	12/13/13
m 7,802 SHS HEARTLAND PMT SYS INC		04/09/13	12/13/13
n 2,700 SHS PARKER HANNIFIN CORP		04/09/13	12/13/13
o 1,703 SH UNITED TECHNOLOGIES CORP		04/09/13	12/13/13

(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 1,000,000.		802,072.	197,928.
b 4,198,011.		3,197,928.	1,000,083.
c 2,268,976.		2,239,294.	29,682.
d 421,058.		445,741.	-24,683.
e 160,077.		334,978.	-174,901.
f 5,044,805.		5,000,000.	44,805.
g 500,000.		549,444.	-49,444.
h 2,097,829.		2,000,000.	97,829.
i 409,068.		450,556.	-41,488.
j 9,572,889.		7,587,728.	1,985,161.
k 69,362.		52,020.	17,342.
l 240,838.		180,562.	60,276.
m 345,589.		249,376.	96,213.
n 323,870.		242,352.	81,518.
o 188,294.		159,722.	28,572.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			197,928.
b			1,000,083.
c			29,682.
d			-24,683.
e			-174,901.
f			44,805.
g			-49,444.
h			97,829.
i			-41,488.
j			1,985,161.
k			17,342.
l			60,276.
m			96,213.
n			81,518.
o			28,572.

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
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

HADLEY & MARION STUART FOUNDATION

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 5,323 SHS PERKINELMER, INC		VARIOUS	01/30/14
b 1,960 SHS UNIVERSAL TECHNICAL INST INC		04/09/13	01/21/14
c 12,340 SHS UNIVERSAL TECHNICAL INST INC		04/09/13	01/21/14
d 615 SHS CHEMED CORP NEW		06/14/13	02/21/14
e 199 SHS CHEMED CORP NEW		06/14/13	02/24/14
f 367 SHS CHEMED CORP NEW		06/14/13	02/25/14
g 447 SHS CHEMED CORP NEW		06/14/13	02/26/14
h 5,000 SHS CHECK POINT SOFTWARE TECH COM		04/09/13	03/21/14
i 769 SHS COCA COLA CO		04/09/13	03/21/14
j 458 SHS KNOWLES CORP		04/09/13	03/11/14
k 0.5 SHS KNOWLES CORP		04/09/13	03/17/14
l 1,102 SHS KNOWLES CORP		04/09/13	03/18/14
m 792 SHS MARRIOTT INTERNATIONAL INC CLASS A		12/10/13	03/21/14
n 7,071 SHS BANK NEW YORK MELLON CORP COM		04/09/13	04/25/14
o 509 SHS CHEMED CORP NEW		VARIOUS	04/17/14

(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 217,188.		172,911.	44,277.
b 27,886.		22,176.	5,710.
c 174,935.		139,621.	35,314.
d 52,233.		44,372.	7,861.
e 16,538.		14,358.	2,180.
f 30,288.		26,479.	3,809.
g 36,923.		32,251.	4,672.
h 344,359.		237,725.	106,634.
i 29,502.		31,406.	-1,904.
j 13,898.		10,938.	2,960.
k 16.		12.	4.
l 33,569.		26,317.	7,252.
m 42,994.		36,923.	6,071.
n 238,246.		195,160.	43,086.
o 45,324.		35,762.	9,562.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			44,277.
b			5,710.
c			35,314.
d			7,861.
e			2,180.
f			3,809.
g			4,672.
h			106,634.
i			-1,904.
j			2,960.
k			4.
l			7,252.
m			6,071.
n			43,086.
o			9,562.

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	
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	

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.)
ia 759 SHS CHEMED CORP NEW		VARIOUS	04/22/14
b 5,131 SHS COCA COLA CO		04/09/13	04/25/14
c. 694 SHS LINDSAY CORPORATION		12/10/13	04/17/14
d 193 SHS LINDSAY CORPORATION		12/10/13	04/21/14
e 76 SHS LINDSAY CORPORATION		12/10/13	04/22/14
f 80 SHS LINDSAY CORPORATION		12/10/13	04/23/14
g 146 SHS LINDSAY CORPORATION		VARIOUS	04/25/14
h 141 SHS LINDSAY CORPORATION		12/11/13	04/28/14
i 143 SHS LINDSAY CORPORATION		12/11/13	04/29/14
j 358 SHS NEUSTAR		01/02/14	04/25/14
k 1,512 ORACLE CORPORATION		04/09/13	04/16/14
l 2,946 QUALCOMM INC		VARIOUS	04/25/14
m 14,000 SHS TESCO PLC 5P		04/09/13	04/25/14
n 50,000 SHS TESCO PLC 5P		07/16/13	04/25/14
o 434 SHS APPLE INC		04/09/13	05/02/14

(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 67,200.		52,736.	14,464.
b 208,544.		209,550.	-1,006.
c 61,763.		54,559.	7,204.
d 17,081.		15,173.	1,908.
e 6,726.		5,975.	751.
f 7,084.		6,289.	795.
g 12,961.		11,409.	1,552.
h 12,527.		10,831.	1,696.
i 12,706.		10,984.	1,722.
j 10,552.		17,792.	-7,240.
k 60,016.		49,548.	10,468.
l 238,265.		194,270.	43,995.
m 68,488.		81,851.	-13,363.
n 244,599.		270,893.	-26,294.
o 257,394.		183,552.	73,842.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			14,464.
b			-1,006.
c			7,204.
d			1,908.
e			751.
f			795.
g			1,552.
h			1,696.
i			1,722.
j			-7,240.
k			10,468.
l			43,995.
m			-13,363.
n			-26,294.
o			73,842.

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
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

HADLEY & MARION STUART FOUNDATION

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 766 SHS DOVER CORP COM		04/09/13	05/27/14
b 530 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	05/27/14
c 2,272 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	05/28/14
d 1,886 SHS MARRIOTT INTERNATIONAL INC CLASS A		12/10/13	05/02/14
e 363 SHS NEUSTAR		01/02/14	05/02/14
f 382 SHS NEUSTAR		VARIOUS	05/05/14
g 2,387 SHS NEUSTAR		VARIOUS	05/07/14
h 2,518 ORACLE CORPORATION		04/09/13	05/02/14
i 0.25 SHS TIME INC		04/09/13	06/19/14
j 256 SHS TIME INC		04/09/13	06/24/14
k 48 SHS CHEMED CORP NEW		09/04/13	07/25/14
l 327 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/17/14
m 532 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/18/14
n 258 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/21/14
o 227 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/22/14

(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 65,888.		46,388.	19,500.
b 19,836.		15,593.	4,243.
c 85,056.		66,844.	18,212.
d 105,927.		87,924.	18,003.
e 9,404.		18,041.	-8,637.
f 9,776.		18,889.	-9,113.
g 61,962.		115,696.	-53,734.
h 101,345.		82,515.	18,830.
i 6.		5.	1.
j 5,889.		4,845.	1,044.
k 4,665.		3,331.	1,334.
l 13,799.		10,422.	3,377.
m 22,469.		16,956.	5,513.
n 10,867.		8,223.	2,644.
o 9,561.		7,235.	2,326.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19,500.
b			4,243.
c			18,212.
d			18,003.
e			-8,637.
f			-9,113.
g			-53,734.
h			18,830.
i			1.
j			1,044.
k			1,334.
l			3,377.
m			5,513.
n			2,644.
o			2,326.

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
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

HADLEY & MARION STUART FOUNDATION

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.)
a	227 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/23/14
b	239 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/25/14
c	157 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/28/14
d	0.764 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	07/28/14
e	2,202 SHS NASDAQ OMX GRP INC		04/24/14	07/25/14
f	1,481 SHS APPLE INC		04/09/13	08/06/14
g	2,039 SHS BANK NEW YORK MELLON CORP COM		04/09/13	08/12/14
h	276 SHS CHEMED CORP NEW		09/04/13	08/06/14
i	217 SHS CHEMED CORP NEW		09/04/13	08/08/14
j	275 SHS CHEMED CORP NEW		09/04/13	08/11/14
k	266 SHS CHEMED CORP NEW		07/19/13	08/11/14
l	879 SHS CHEMED CORP NEW		07/19/13	08/14/14
m	134 SHS CHEMED CORP NEW		07/19/13	08/15/14
n	101 SHS CHEMED CORP NEW		09/06/13	08/15/14
o	3,442 SHS CISCO SYSTEMS INC		04/09/13	08/06/14

	(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	9,561.		7,235.	2,326.
b	10,069.		7,618.	2,451.
c	6,613.		5,004.	1,609.
d	32.		24.	8.
e	91,219.		78,875.	12,344.
f	140,909.		89,480.	51,429.
g	79,970.		56,276.	23,694.
h	27,890.		19,153.	8,737.
i	21,918.		15,059.	6,859.
j	27,647.		19,083.	8,564.
k	26,742.		18,404.	8,338.
l	88,135.		60,816.	27,319.
m	13,545.		9,271.	4,274.
n	10,210.		6,985.	3,225.
o	85,935.		71,215.	14,720.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,326.
b			2,451.
c			1,609.
d			8.
e			12,344.
f			51,429.
g			23,694.
h			8,737.
i			6,859.
j			8,564.
k			8,338.
l			27,319.
m			4,274.
n			3,225.
o			14,720.

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
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

HADLEY & MARION STUART FOUNDATION

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 2,317 SHS DISCOVERY COMMUNICATIONS-C		VARIOUS	08/06/14
b 429 SHS DISCOVERY COMMUNICATIONS-C		04/09/13	08/06/14
c 1,155 DOVER CORP COM		04/09/13	08/06/14
d 711 SHS EBAY INC		12/10/13	08/11/14
e 67 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	08/06/14
f 221 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	08/07/14
g 1,946 MARRIOTT INTERNATIONAL INC CLASS A		12/10/13	08/06/14
h 1,020 STARWOOD HOTELS & RESORTS WORLDWIDE		06/10/13	08/06/14
i 1,596 SHS WALT DISNEY CO		04/09/13	08/06/14
j 979 SHS WELLPOINT INC		03/18/14	08/11/14
k 452 SHS WELLPOINT INC		VARIOUS	08/12/14
l 18,983 SHS ASHMORE GR ORD GBP0.01		VARIOUS	09/10/14
m 9,959 SHS CONVERSANT INC		04/09/13	09/17/14
n 2,283 SHS CONVERSANT INC		VARIOUS	09/18/14
o 1,875 SHS CONVERSANT INC		05/08/13	09/19/14

(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 192,246.		168,319.	23,927.
b 35,595.		30,154.	5,441.
c 98,099.		69,946.	28,153.
d 38,010.		37,025.	985.
e 2,690.		2,135.	555.
f 8,839.		7,044.	1,795.
g 125,955.		90,721.	35,234.
h 80,614.		70,295.	10,319.
i 136,640.		93,473.	43,167.
j 109,185.		94,467.	14,718.
k 49,734.		43,474.	6,260.
l 109,473.		121,131.	-11,658.
m 346,617.		281,454.	65,163.
n 79,232.		62,995.	16,237.
o 64,845.		49,593.	15,252.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			23,927.
b			5,441.
c			28,153.
d			985.
e			555.
f			1,795.
g			35,234.
h			10,319.
i			43,167.
j			14,718.
k			6,260.
l			-11,658.
m			65,163.
n			16,237.
o			15,252.

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
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

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	873 SHS CONVERSANT INC		VARIOUS	09/19/14
b	690 SHS CONVERSANT INC		08/01/14	09/22/14
c	1,432 SHS CONVERSANT INC		08/02/14	09/22/14
d	5,157 SHS CONVERSANT INC		08/02/14	09/23/14
e	166 SHS CONVERSANT INC		08/02/14	09/24/14
f	3,109 SHS CONVERSANT INC		11/06/13	09/24/14
g	540 SHS DOVER CORP COM		04/09/13	09/12/14
h	301 SHS DOVER CORP COM		04/09/13	09/16/14
i	1,528 SHS STARWOOD HOTELS & RESORTS WORLDWIDE		VARIOUS	09/11/14
j	45,371 SHS ABERDEEN A ORD		VARIOUS	10/30/14
k	10,281 SHS ACI WORLDWIDE INC		VARIOUS	10/31/14
l	11,886 SHS ACI WORLDWIDE INC		VARIOUS	10/31/14
m	3,230 SHS APPLE INC		04/09/13	10/31/14
n	22,520 SHS ASHMORE GR ORD GBP0.01		10/08/13	10/30/14
o	29,023 SHS ASHMORE GR ORD GBP0.02		VARIOUS	10/30/14

	(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	30,192.		20,941.	9,251.
b	23,738.		16,428.	7,310.
c	49,266.		30,119.	19,147.
d	177,399.		108,466.	68,933.
e	5,688.		3,491.	2,197.
f	106,528.		60,692.	45,836.
g	47,002.		32,702.	14,300.
h	26,187.		18,228.	7,959.
i	129,226.		105,262.	23,964.
j	301,797.		300,552.	1,245.
k	194,082.		154,844.	39,238.
l	224,381.		234,288.	-9,907.
m	342,890.		195,152.	147,738.
n	110,451.		141,145.	-30,694.
o	142,345.		174,660.	-32,315.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				9,251.
b				7,310.
c				19,147.
d				68,933.
e				2,197.
f				45,836.
g				14,300.
h				7,959.
i				23,964.
j				1,245.
k				39,238.
l				-9,907.
m				147,738.
n				-30,694.
o				-32,315.

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
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

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 3,890 SHS BANK NEW YORK MELLON CORP COM		04/09/13	10/31/14
b 829 SHS BOEING CO		09/18/14	10/31/14
c 2,700 SHS CHUBB CORP		04/09/13	10/31/14
d 561 SHS CHUBB CORP		03/04/14	10/31/14
e 8,158 SHS CISCO SYSTEMS INC		04/09/13	10/31/14
f 3,742 SHS DISCOVERY COMMUNICATIONS-C		04/09/13	10/31/14
g 3,600 SHS DISCOVERY COMMUNICATIONS-C		05/06/14	10/31/14
h 13,924 EATON VANCE CORP COM NON VTG		VARIOUS	10/31/14
i 7,659 SHS EBAY INC		VARIOUS	10/31/14
j 2,985 SHS ENERSYS		VARIOUS	10/31/14
k 2,211 SHS EVEREST RE GROUP LTD		04/09/13	10/31/14
l 5,367 SHS FRANKLIN RESOURCES INC		04/09/13	10/31/14
m 2,727 SHS INTERCONTINENTAL HOTELS-ADR		04/09/13	10/31/14
n 3,997 SHS LINDSAY CORPORATION		VARIOUS	10/31/14
o 1,590 MARRIOTT INTERNATIONAL INC CLASS A		12/01/13	10/31/14

(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 146,514.		107,364.	39,150.
b 101,767.		106,496.	-4,729.
c 263,812.		238,472.	25,340.
d 54,814.		49,370.	5,444.
e 195,200.		168,789.	26,411.
f 136,428.		131,512.	4,916.
g 131,251.		124,320.	6,931.
h 501,291.		517,716.	-16,425.
i 391,686.		396,643.	-4,957.
j 178,291.		199,967.	-21,676.
k 367,950.		282,217.	85,733.
l 288,983.		269,388.	19,595.
m 99,870.		86,916.	12,954.
n 340,694.		303,145.	37,549.
o 111,909.		74,125.	37,784.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			39,150.
b			-4,729.
c			25,340.
d			5,444.
e			26,411.
f			4,916.
g			6,931.
h			-16,425.
i			-4,957.
j			-21,676.
k			85,733.
l			19,595.
m			12,954.
n			37,549.
o			37,784.

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
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

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.)
ia 4,500 SHS MASTERCARD INC		04/09/13	10/31/14
b 1,052 SHS MASTERCARD INC		08/01/14	10/31/14
c 2,288 SHS MSCI INC		VARIOUS	10/31/14
d 7,000 SHS NASDAQ OMX GRP INC		04/09/13	10/31/14
e 656 SHS NASDAQ OMX GRP INC		04/24/14	10/31/14
f 6,771 SHS NAVIGATORS GROUP INC		08/01/14	10/31/14
g 11,872 SHS NU SKIN ENTERPRISES CL A STOCK		VARIOUS	10/31/14
h 12,297 SHS ORACLE CORPORATION		VARIOUS	10/31/14
i 3,369 SHS ORACLE CORPORATION		07/17/14	10/31/14
j 2,725 SHS PARKER HANNIFIN CORP		VARIOUS	10/31/14
k 708 SHS QUALCOMM INC		05/21/13	10/15/14
l 1,082 SHS QUALCOMM INC		05/21/13	10/24/14
m 128 SHS QUALCOMM INC		05/21/13	10/27/14
n 1,787 SHS QUALCOMM INC		05/21/13	10/28/14
o 9,085 SHS ROVI CORPORATION		VARIOUS	10/31/14

(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 335,830.		236,026.	99,804.
b 78,510.		78,567.	-57.
c 107,214.		109,578.	-2,364.
d 291,588.		199,499.	92,089.
e 27,326.		23,498.	3,828.
f 441,869.		415,763.	26,106.
g 574,851.		710,932.	-136,081.
h 473,880.		390,698.	83,182.
i 129,829.		135,899.	-6,070.
j 334,331.		320,019.	14,312.
k 53,221.		46,644.	6,577.
l 81,133.		71,284.	9,849.
m 9,598.		8,433.	1,165.
n 133,977.		117,730.	16,247.
o 185,784.		199,845.	-14,061.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			99,804.
b			-57.
c			-2,364.
d			92,089.
e			3,828.
f			26,106.
g			-136,081.
h			83,182.
i			-6,070.
j			14,312.
k			6,577.
l			9,849.
m			1,165.
n			16,247.
o			-14,061.

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	
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	

HADLEY & MARION STUART FOUNDATION

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.)
10,230 SHS SABRE CORP		09/18/14	10/31/14
2,490 SHS STARWOOD HOTELS & RESORTS WORLDWIDE		VARIOUS	10/31/14
2,050 SHS TIME WARNER INC		04/09/13	10/31/14
1,764 SHS TUPPERWARE BRANDS CORPORATION		VARIOUS	10/30/14
3,185 SHS TUPPERWARE BRANDS CORPORATION		VARIOUS	10/31/14
4,166 SHS VERIZON COMMUNICATIONS		04/22/14	10/31/14
1,200 SHS VISA INC-CLASS A SHRS		04/09/13	10/31/14
757 SHS VISA INC-CLASS A SHRS		VARIOUS	10/31/14
2,397 SHS WALT DISNEY CO		04/09/13	10/31/14
2,290 SHS WELLPOINT INC		VARIOUS	10/31/14
SKY HARBOR SHORT DURATION HIGH YIELD FUND	P		

(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)
173,157.		189,675.	-16,518.
194,390.		168,492.	25,898.
163,394.		114,891.	48,503.
112,659.		130,209.	-17,550.
203,807.		232,653.	-28,846.
207,778.		200,427.	7,351.
257,964.		197,496.	60,468.
162,732.		160,245.	2,487.
213,740.		140,385.	73,355.
271,110.		218,800.	52,310.
			2,098.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
			-16,518.
			25,898.
			48,503.
			-17,550.
			-28,846.
			7,351.
			60,468.
			2,487.
			73,355.
			52,310.
			2,098.

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	13,721,250.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
DENVER DUMB FRIENDS LEAGUE 2080 SOUTH QUEBEC STREET DENVER, CO 80231	NONE	PUBLIC	GENERAL CHARITABLE	50,000.
EMERGENCY EQUINE RESPONSE UNIT 10516 REEDER STREET OVERLAND PARK, KS 66214	NONE	PUBLIC	GENERAL CHARITABLE	40,000.
EXCEL CHRISTIAN SCHOOL 850 BARING BOULEVARD SPARKS, NV 89434	NONE	PUBLIC	GENERAL CHARITABLE	550,000.
EXCELSIOR YOUTH CENTER 15001 EAST OXFORD AVENUE AURORA, CO 80014	NONE	PUBLIC	GENERAL CHARITABLE	20,000.
FORT MORGAN HUMANE SOCIETY 900 E RAILROAD FT. MORGAN, CO 80701	NONE	PUBLIC	GENERAL CHARITABLE	3,000.
FOXROFT SCHOOL 22407 FOXROFT ROAD MIDDLEBURG, VA 20118	NONE	PUBLIC	GENERAL CHARITABLE	2,800,000.
GREENWOOD WILDLIFE REHABILITATION CENTER P.O. BOX 18987 BOULDER, CO 80308	NONE	PUBLIC	GENERAL CHARITABLE	20,000.
HEART OF THE MOUNTAINS HOSPICE INC P.O. BOX 140, 613 FIRST STREET HOT SULPHUR SPRINGS, CO 80451	NONE	PUBLIC	GENERAL CHARITABLE	20,000.
IDAHO YOUTH RANCH 5465 W. IRVING STREET BOISE, ID 83706	NONE	PUBLIC	GENERAL CHARITABLE	350,000.
PET PARTNERS 875 124TH AVENUE NE #101 BELLEVUE, WA 98005	NONE	PUBLIC	GENERAL CHARITABLE	150,000.
Total from continuation sheets				6,398,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PETAID COLORADO 191 YUMA STREET DENVER, CO 80223	NONE	PUBLIC	GENERAL CHARITABLE	50,000.
RESCUE RANCH (FKA RYAN NEWMAN FOUNDATION) PO BOX 5998 STATESVILLE, NC 28687	NONE	PUBLIC	PO BOX 5998	250,000.
RONALD MCDONALD HOUSE CHARITIES OF DENVER INC 1300 E 21ST AVENUE DENVER, CO 80205	NONE	PUBLIC	GENERAL CHARITABLE	525,000.
ST ALOYSIUS SCHOOL 223 WEST 132ND STREET NEW YORK, NY 10027	NONE	PUBLIC	GENERAL CHARITABLE	500,000.
THE PETS FOR THE ELDERLY FOUNDATION 530 E. HUNT HWY, STE 103, PMB 472 SAN TAN VALLEY, AZ 85143	NONE	PUBLIC	GENERAL CHARITABLE	10,000.
TONY STEWART FOUNDATION 5644 W 74TH STREET INDIANAPOLIS, IN 46278	NONE	PUBLIC	GENERAL CHARITABLE	250,000.
TRU COMMUNITY CARE (FKA HOSPICE CARE OF BOULDER AND BROOMFIELD COUNTIES) 2594 TRAILRIDGE DRIVE EAST LAFAYETTE, CO 80026	NONE	PUBLIC	GENERAL CHARITABLE	800,000.
WISH OF A LIFETIME 1821 BLAKE STREET SUITE 200 DENVER, CO 80202	NONE	PUBLIC	GENERAL CHARITABLE	10,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO BANK	570.	570.	
WELLS FARGO INVESTMENTS TAX-EXEMPT INTEREST (#2000)	1,481.	0.	
WELLS FARGO INVESTMENTS TAX-EXEMPT INTEREST (#6400)	34.	0.	
TOTAL TO PART I, LINE 3	2,085.	570.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIEZED OPPORTUNITY CAYMAN LP	65,318.	0.	65,318.	65,318.	
SKY HARBOR K-1	53,567.	0.	53,567.	53,567.	
VANGUARD	509,116.	0.	509,116.	509,116.	
WELLS FARGO INVESTMENTS (#2000)	169,619.	0.	169,619.	169,619.	
WELLS FARGO INVESTMENTS (#6400)	1,520,715.	0.	1,520,715.	1,520,715.	
WELLS FARGO INVESTMENTS TAX-EXEMPT	3,568.	0.	3,568.	0.	
TO PART I, LINE 4	2,321,903.	0.	2,321,903.	2,318,335.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER NONTAXABLE INCOME	19.	0.		
OTHER INCOME	201,043.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	201,062.	0.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	23,006.	23,006.		0.
TO FORM 990-PF, PG 1, LN 16B	23,006.	23,006.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	522,010.	522,010.		0.
TO FORM 990-PF, PG 1, LN 16C	522,010.	522,010.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX ON NET INVESTMENT INCOME	156,908.	0.		0.
FOREIGN TAXES	2,178.	2,178.		0.
TO FORM 990-PF, PG 1, LN 18	159,086.	2,178.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	136.	136.		0.
PORTFOLIO DEDUCTION FROM SKY HARBOR SHOR DURATION HIGH YIELD PARTN. 2013 K-1	3,115.	3,115.		0.
ESTIMATED TAX PENALTY	1.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,252.	3,251.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS		X	586,039.	587,258.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			586,039.	587,258.
TOTAL TO FORM 990-PF, PART II, LINE 10A			586,039.	587,258.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	21,865.	28,570.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,865.	28,570.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BRIGADE CREDIT OFFSHORE FUND II LTD	COST	5,375,000.	5,666,817.
SKY HARBOR SHORT DURATION HIGH YIELD PARTNERS LLP	COST	3,352,549.	3,420,685.
SECURITIEZED OPPORTUNITIES CAYMAN LP	COST	3,065,318.	3,125,148.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,792,867.	12,212,650.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SALE PROCEEDS RECEIVABLE	116,946.	9,572,889.	9,572,889.
CAPITALIZED LEGAL & ACCOUNTING FEES	0.	676,472.	676,472.
TO FORM 990-PF, PART II, LINE 15	116,946.	10,249,361.	10,249,361.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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.

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions HADLEY & MARION STUART FOUNDATION	Enter filer's identifying number Employer identification number (EIN) or 94-6607854
	Number, street, and room or suite no. If a P.O. box, see instructions 11732 CRYSTAL VIEW LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LONGMONT, CO 80504-8453	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	0	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE FOUNDATION

- The books are in the care of ▶ **11732 CRYSTAL VIEW LANE - LONGMONT, CO 80504-8453**
Telephone No. ▶ **303-652-2869** 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 **JUNE 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **NOV 1, 2013**, and ending **OCT 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	\$	163,102.
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	\$	58,102.
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	\$	105,000.

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