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Form **990-PF**

Return of Private Foundation

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

OMB No. 1545-0052

2014Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation SALLY LANGDON BAREFOOT FOUNDATION		A Employer identification number 20-0342204
Number and street (or P O box number if mail is not delivered to street address) 2490 WALL AVE	Room/suite	B Telephone number (see instructions) 801-621-0440
City or town, state or province, country, and ZIP or foreign postal code OGDEN UT 84401		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 5,628,417	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	244	244		
4	Dividends and interest from securities	120,610	120,610		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	507,104			
b	Gross sales price for all assets on line 6a 2,301,336				
7	Capital gain net income (from Part IV, line 2)		507,159		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 2	13,621			
12	Total. Add lines 1 through 11	583,165	641,634	0	
13	Compensation of officers, directors, trustees, etc	40,000			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	3,050	3,050		
c	Other professional fees (attach schedule) STMT 4	56,552	56,552		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	5,633	5,633		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	5,980	5,980		
22	Printing and publications				
23	Other expenses (att sch) STMT 6	259	259		
24	Total operating and administrative expenses. Add lines 13 through 23	111,474	71,474	0	0
25	Contributions, gifts, grants paid	272,520			272,520
26	Total expenses and disbursements. Add lines 24 and 25	383,994	71,474	0	272,520
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	199,171			
b	Net investment income (if negative, enter -0-)		570,160		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	241,146	570,607	570,607
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 7	4,265,782	4,209,639	5,057,810
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item i)	4,506,928	4,780,246	5,628,417
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,506,928	4,780,246	
	30	Total net assets or fund balances (see instructions)	4,506,928	4,780,246	
	31	Total liabilities and net assets/fund balances (see instructions)	4,506,928	4,780,246	

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	4,506,928
2	Enter amount from Part I, line 27a	2	199,171
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	74,147
4	Add lines 1, 2, and 3	4	4,780,246
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,780,246

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 SEE WORKSHEET				
b				
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			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	507,159
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	10,762

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))
2013	243,266	5,239,515	0.046429
2012	240,200	4,852,285	0.049502
2011	132,000	4,564,383	0.028920
2010	55,000	2,506,950	0.021939
2009	51,000	1,098,409	0.046431

2 Total of line 1, column (d)	2	0.193221
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.038644
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,515,877
5 Multiply line 4 by line 3	5	213,156
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,702
7 Add lines 5 and 6	7	218,858
8 Enter qualifying distributions from Part XII, line 4	8	272,520

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	5,702
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	5,702
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	5,702
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,000
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. TAX PAID W/ O.R.	7	5,675
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	27
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> UT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13		
14	The books are in care of ► W RORY YOUNGBERG, TRUSTEE 2050 COMBE ROAD Located at ► OGDEN UT ZIP+4 ► 84403 Telephone no ► 801-479-3021			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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"/> N/A	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 2014? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 ► 20 , 20 , 20 , 20		
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 2014 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 2014) 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 2014?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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** ☐ Yes ☒ No **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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9				

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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	5,373,596
b	Average of monthly cash balances	1b	226,279
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,599,875
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	5,599,875
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	83,998
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,515,877
6	Minimum investment return. Enter 5% of line 5	6	275,794

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	275,794
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,702
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,702
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	270,092
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	270,092
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	270,092

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	272,520
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
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	272,520
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,702
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	266,818

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				270,092
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			13,098	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 272,520				
a Applied to 2013, but not more than line 2a			13,098	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2014 distributable amount				259,422
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				10,670
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a 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))
N/A

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
N/A

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
W RORY YOUNGBERG, TRUSTEE 801-479-3021
2050 COMBE ROAD OGDEN UT 84403

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 10

c Any submission deadlines
SEPTEMBER 30

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 11

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 SEE STATEMENT 12				272,520
Total			► 3a	272,520
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e)		
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	244		
4	Dividends and interest from securities		14	120,610		
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income		15	13,621		
8	Gain or (loss) from sales of assets other than inventory	-55	18	41,407	465,752	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	SEE STATEMENT 13			-58,414		
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)	-55		117,468	465,752	
13	Total Add line 12, columns (b), (d), and (e)			13	583,165	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

**Sign
Here**

Signature of officer or trustee

Date _____

TRUSTEE
Title

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

ROYCE RICHARDS

ROYCE RICHARDS

06/01/16

Firm's name ► **WOOD, RICHARDS, & ASSOCIATES, PC CPA**

PTIN P00006948

Firm's address ► 2490 WALL AVE
OGDEN, UT 84401

Firm's EIN ▶ **87-0491872**

Phone no **801-621-0440**

Form **990-PF** (2014)

Capital Gains and Losses for Tax on Investment Income

Form **990-PF****2014**

For calendar year 2014, or tax year beginning

, and ending

Name

Employer Identification Number

SALLY LANGDON BAREFOOT FOUNDATION**20-0342204**

(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.)
(1) MESA ROYALTY	P	08/16/13	04/28/14
(2) MESA ROYALTY	P	03/10/14	04/28/14
(3) MERRILL LYNCH	P	05/07/14	11/05/14
(4) MERRILL LYNCH	P	02/28/96	10/01/14
(5) MERRILL LYNCH PARTNERSHIPS	P	11/23/11	12/03/14
(6) MERRILL LYNCH			
(7) BOARDWALK PIPELINE L T CAP GA			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

(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)
(1) 139,175		111,578	27,597
(2) 139,175		125,889	13,286
(3) 329,297		359,418	-30,121
(4) 1,386,950		811,554	575,396
(5) 306,270		385,793	-79,523
(6) 522			522
(7) 2			2
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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))
(1)			27,597
(2)			13,286
(3)			-30,121
(4)			575,396
(5)			-79,523
(6)			522
(7)			2
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description				How Received		Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	
LONG-TERM GAIN/LOSS FROM PASS-THROUGH ENTITY						
			\$	-55	\$	-55
TOTAL			\$	-55	\$	-55

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MARKWEST ENERGY SEC 1231 GAIN	\$ 6	\$ 6	\$
REGENCY ENERGY PARTNERS LP	166	166	
DCP MIDSTREAM SEC 1231 GAIN	55	55	
MESA ROYALTY	12,028	12,028	
LEGACY RESERVES LP	1,321	1,321	
REGENCY ENERGY PARTNERS LP	45	45	
F STEPS	938		
LEGACY RESERVES	3,937		
DISPOSED OF BOARDWALK PIPELIN	-9,299		
DISPOSED OF ENBRIDGE ENERGY	-54,044		
DCP MIDSTREAM	54		
TOTAL	\$ -44,793	\$ 13,621	\$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION FEES	\$ 3,050	\$ 3,050	\$	\$
TOTAL	\$ 3,050	\$ 3,050	\$ 0	\$ 0

Federal Statements

20-0342204

FYE: 12/31/2014

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNT MANAGEMENT FEES	\$ 56,552	\$ 56,552	\$	\$
TOTAL	\$ 56,552	\$ 56,552	0	0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAXES PAID	\$ 5,274	\$ 5,274	\$	\$
FOREIGN TAX WITHHOLDING	359	359		
TOTAL	\$ 5,633	\$ 5,633	0	0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
BANK SERVICE CHARGES	5	5		
MISCELLANEOUS EXPENSES	117	117		
OFFICE SUPPLIES				
POSTAGE	137	137		
ROYALTY EXPENSES				
TOTAL	\$ 259	\$ 259	0	0

Federal Statements

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EQUITIES	\$ 3,667,653	\$ 3,999,984	COST	\$ 4,855,064
MUTUAL FUNDS	468,132	94,869	COST	87,960
UNRECOGNIZED PTP LOSSES	129,997	114,786	COST	114,786
TOTAL	\$ 4,265,782	\$ 4,209,639		\$ 5,057,810

Federal Statements**Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases**

<u>Description</u>	<u>Amount</u>
PARTNERSHIP DISTRIBUTIONS	\$ 43,750
NON-DIVIDEND DISTRIBUTION	1,128
ADJUSTMENT FOR UNREALIZED GAINS	29,269
TOTAL	<u>\$ 74,147</u>

20-0342204

FYE: 12/31/2014

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
RORY YOUNGBERG 2050 COMBE ROAD OGDEN UT 84403	TRUSTEE	2.00	8,000	0	0
BARBARA YOUNGBERG 2050 COMBE ROAD OGDEN UT 84403		2.00	8,000	0	0
LISHA Y RUUD 111 GOLDEN HILLS CT DANVILLE CA 94526		2.00	8,000	0	0
KRISTIAN R YOUNGBERG 196 CAZNEAU AVENUE SAUSALITO CA 94965		2.00	8,000	0	0
LANCE L YOUNGBERG 1629 EAST 33RD SOUTH SALT LAKE CITY UT 84106		2.00	8,000	0	0

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SPECIFIC APPLICATION WHICH MAY BE OBTAINED DIRECTLY FROM
THE FOUNDATION.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

SEPTEMBER 30

Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

GENERALLY FOUNDATIONS AND ORGANIZATIONS THAT FALL UNDER
THE PURPOSES OF THE FOUNDATION. THAT IS - RELIGIOUS,
EDUCATIONAL, CHARITABLE, SCIENTIFIC, AND LITERACY.

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Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
1ST PRESBYTERIAN CHURCH OGDEN UT 84401		28TH & QUINCY	PUBLIC/PRIVA	CONTRIB/GRANT			1,000
ARF		2890 MITCHELL DR	PUBLIC/PRIVA	CONTRIB/GRANT			250
WALNUT CREEK CA 94598		1200 EAST 5400 SOUTH	PUBLIC/PRIVA	CONTRIB/GRANT			5,000
BOY SCOUTS TRAPPER TRAILS OGDEN UT 84403		1724 EAST 5600 SOUTH	PUBLIC/PRIVA	CONTRIB/GRANT			3,000
CENTER FOR GRIEVING CHILDREN OGDEN UT 84405		333 SEVENTH AVE 2ND FLOOR	PUBLIC/PRIVA	CONTRIB/GRANT			5,000
DOCTORS WITHOUT BORDERS NEW YORK NY 10001		866 DEVON DRIVE	PUBLIC/PRIVA	CONTRIB/GRANT			14,500
EDUCATION FOR GENERATIONS BOUNTIFUL UT 84010		2439 WASHINGTON BLVD	PUBLIC/PRIVA	CONTRIBUTION/GRANT			5,000
EGYPTIAN THEATRE OGDEN UT 84401		ONE SANSOME STREET #3500	PUBLIC/PRIVA	CONTRIB/GRANT			12,000
GRETTA FOUNDATION SAN FRANCISCO CA 94104		7961 WARDLEIGH ROAD	PUBLIC/PRIVA	CONTRIB/GRANT			5,000
HILL AEROSPACE MUSEUM HILL AFB UT 84056		500 HUNTSMAN WAY	PUBLIC/PRIVA	CONTRIB/GRANT			5,000
HUNTSMAN CANCER SOCIETY SALT LAKE CITY UT 84108		1033 LONG PRAIRIE RD #5	PUBLIC/PRIVA	CONTRIB/GRANT			5,000
KNIGHT TEMPLER EYE FOUNDATION FLOWER MOUND TX 75022		101 WASATCH DRIVE #215	PUBLIC/PRIVA	CONTRIB/GRANT			2,000
KUED PUBLIC TELEVISION SALT LAKE CITY UT 84112		1855 MTN PINES LANE	PUBLIC/PRIVA	CONTRIB/GRANT			15,000
LANTERN HOUSE OGDEN UT 84403		650 E SOUTH TEMPLE	PUBLIC/PRIVA	CONTRIB/GRANT			50,000
MASONIC CENTER SALT LAKE CITY UT 84102		2580 JEFFERSON AVENUE	PUBLIC/PRIVA	CONTRIB/GRANT			2,000
OGDEN OPERA GUILD OGDEN UT 84401		200 NORTH WASHINGTON BLVD	PUBLIC/PRIVA	CONTRIB/GRANT			15,000
OGDEN WEBER ATC OGDEN UT 84404		105 NORTH 100 EAST	PUBLIC/PRIVA	CONTRIB/GRANT			1,000
ORCHESTRA OF SOUTHERN UTAH CEDAR CITY UT 84720							

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6/1/2016

20-0342204

FYE: 12/31/2014

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
SCANDINAVIAN SCHOOL		20 WOODSIDE AVE					
SAN FRANCISCO CA 94127	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			2,000
SCOTTISH RITE FOUNDATION		650 EAST SOUTH TEMPLE					
SALT LAKE CITY UT 84102	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			15,000
SHRINERS HOSPITAL		FAIRFAX RD AT VIRGINIA ST					
SALT LAKE CITY UT 84103	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			30,020
ST TIMOTHY EPISCOPAL CHURCH		1550 DIABLO ROAD					
DANVILLE CA 94526	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			1,750
SUMMIT OUTREACH		585 39TH					
OGDEN UT 84403	NONE	PUBLIC/PRIVA		CONTRIBUTION/GRANT			5,000
THE LITTLE SCHOOL		411 SYCAMORE AVE					
MILL VALLEY CA 94941	NONE	PUBLIC/PRIVA		CONTRIBUTION/GRANT			11,000
TWIN CITIES/CITY OF LARKSPUR		400 MAGNOLIA AVE					
LARKSPUR CA 94939	NONE	PUBLIC/PRIV		CONTRIB/GRANT			1,000
UNIVERSIT OF UTAH KINGSBURY HALL		540 ARAPEEN DRIVE SUITE 2					
SALT LAKE CITY UT 84108	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			6,000
UNIVERSITY OF UTAH SCHOOL OF BUSINE		540 ARAPEEN DRIVE SUITE 2					
SALT LAKE CITY UT 84108	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			5,000
UNIVERSITY OF UTAH SCHOOL OF COMMUN		540 ARAPEEN DRIVE SUITE 2					
SALT LAKE CITY UT 84108	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			5,000
WEBER MORGAN CHILDRENS JUSTICE		2408 VAN BUREN AVENUE					
OGDEN UT 84401	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			5,000
WEBER STATE UNIVERSITY		4018 UNIVERSITY CIRCLE					
OGDEN UT 84408	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			25,000
YMCA NORTHERN UTAH		3098 S HIGHLAND DR #440					
SALT LAKE CITY UT 84106	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			5,000
YOUTH IMPACT		2305 GRANT AVENUE					
OGDEN UT 84401	NONE	PUBLIC/PRIVA		CONTRIB/GRANT			10,000
TOTAL							272,520

Federal Statements**Statement 13 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue**

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
F STEPS		\$	14	\$ 938	\$
LEGACY RESERVES			18	3,937	
DISPOSED OF BOARDWALK PIPEL			18	-9,299	
DISPOSED OF ENBRIDGE ENERGY			18	-54,044	
DCP MIDSTREAM			16	54	
TOTAL		\$ 0		\$ -58,414	\$ 0