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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE HUGHES FAMILY FOUNDATION C/O MLP HOLDINGS LLC		A Employer identification number 26-3095564	
Number and street (or P O box number if mail is not delivered to street address) 2000 SHAWNEE MISSION PKWY ROOM/SUITE 310		B Telephone number (see instructions) (913) 258-2204	
City or town, state or province, country, and ZIP or foreign postal code MISSION WOODS, KS 662053605		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <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)▶\$ 4,779,462		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (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				
	4 Dividends and interest from securities.	115,708	115,708		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	163,955			
	b Gross sales price for all assets on line 6a 545,286				
	7 Capital gain net income (from Part IV, line 2) . . .		163,955		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	279,663	279,663		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	16,774			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,300			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	133			
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	21,207	0		0
	25 Contributions, gifts, grants paid	240,000			240,000
	26 Total expenses and disbursements. Add lines 24 and 25	261,207	0		240,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	18,456			
	b Net investment income (if negative, enter -0-)		279,663		
	c Adjusted net income (if negative, enter -0-)				

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	85,855	127,166	127,166
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	880	3,600	3,600
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	428,763	<input checked="" type="checkbox"/> 445,640	601,667
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,487,017	<input checked="" type="checkbox"/> 3,446,167	4,047,029
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,002,515	4,022,573	4,779,462	
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	
	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			
28		Paid-in or capital surplus, or land, bldg , and equipment fund			
29		Retained earnings, accumulated income, endowment, or other funds	4,002,515	4,022,573	
30		Total net assets or fund balances (see instructions)	4,002,515	4,022,573	
31		Total liabilities and net assets/fund balances (see instructions) . . .	4,002,515	4,022,573	

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 4,002,515
2	Enter amount from Part I, line 27a	2 18,456
3	Other increases not included in line 2 (itemize) ▶ <input checked="" type="checkbox"/> _____	3 1,602
4	Add lines 1, 2, and 3	4 4,022,573
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 4,022,573

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

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	163,955
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	915

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 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	220,000	4,417,954	0 049797
2012	140,000	2,804,435	0 049921
2011	150,000	2,727,679	0 054992
2010	50,000	902,471	0 055403
2009	35,000	284,467	0 123037

2	Total of line 1, column (d).	2	0 333150
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 066630
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,763,218
5	Multiply line 4 by line 3.	5	317,373
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,797
7	Add lines 5 and 6.	7	320,170
8	Enter qualifying distributions from Part XII, line 4.	8	240,000

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		15,593	
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	
3		Add lines 1 and 2.		35,593	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		55,593	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	3,600
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7	3,600
8		Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	36
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,029
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-AStatements Regarding Activities

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of CARL A HUGHES Telephone no (913) 258-2204 Located at 2000 SHAWNEE MISSION PKWY STE 310 MISSION WOODS KS ZIP +4 662053605			
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?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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?	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 Yes 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).	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? Yes 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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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
CARL A HUGHES 6106 NW TIFFANY SPRINGS PKWY KANSAS CITY, MO 64154	PRESIDENT/TR 8 00	0	0	0
CHERYL L HUGHES 6106 NW TIFFANY SPRINGS PKWY KANSAS CITY, MO 64154	VICE PRESIDE 2 00	0	0	0
MELISSA L HUGHES 6106 NW TIFFANY SPRINGS PKWY KANSAS CITY, MO 64154	SECRETARY 0 25	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	4,773,004
b	Average of monthly cash balances.	1b	59,150
c	Fair market value of all other assets (see instructions).	1c	3,600
d	Total (add lines 1a, b, and c).	1d	4,835,754
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	4,835,754
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,536
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,763,218
6	Minimum investment return. Enter 5% of line 5.	6	238,161

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	238,161
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	5,593
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,593
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	232,568
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	232,568
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	232,568

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	240,000
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	240,000
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 (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	240,000

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				232,568
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.	20,924			
b From 2010.	5,150			
c From 2011.	15,734			
d From 2012.	1,523			
e From 2013.	2,639			
f Total of lines 3a through e.	45,970			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 240,000				
a Applied to 2013, but not more than line 2a				
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.				232,568
e Remaining amount distributed out of corpus	7,432			
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	53,402			
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				0
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) . . .	20,924			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	32,478			
10 Analysis of line 9				
a Excess from 2010. . . .	5,150			
b Excess from 2011. . . .	15,734			
c Excess from 2012. . . .	1,523			
d Excess from 2013. . . .	2,639			
e Excess from 2014. . . .	7,432			

Part XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary Information (Complete this part only if the organization 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))

CARL A AND CHERYL L HUGHES

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

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

CARL HUGHES
C/O MLP HOLDINGS LLC
2000 SHAWNEE MISSION PKWY STE 310
MISSION WOODS,KS 662053605
(913) 258-2204
CHUGHES@MLPHOLDINGS.COM

b

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

ORAL OR WRITTEN COMMUNICATION, INCLUDING ACTIVITIES AND PURPOSES FOR WHICH THE APPLIED-FOR GRANT WILL BE USED

c

Any submission deadlines

N/A

d

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

THE ONLY RESTRICTIONS ARE TO ENSURE THAT EACH RECIPIENT (1) HAS A FEDERAL TAX-EXEMPT STATUS, AND (2) WILL USE GRANTED FUNDS FOR THE SPECIFIED ACTIVITIES AND PURPOSES

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

Form **990-PF** (2014)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ISHARES LATIN AMERICA 40 ETF	P	2011-01-04	2014-01-13
INTERNATIONAL BUSINESS MACHINES	P	2013-01-04	2014-11-10
ISHARES LATIN AMERICA 40 ETF	P	2010-11-01	2014-01-13
US BANCORP	P	2013-01-04	2014-11-10
BAXTER INTERNATIONAL INC	P	2013-06-25	2014-01-15
CALIFORNIA RESOURCES CORPORATION	P	2013-01-04	2014-12-05
DIAMOND HILL SMALL CAP FUND	P	2011-01-04	2014-02-11
COMMERCE GRWTH INSTITUIONAL FD 337	P	2012-12-18	2014-12-05
AMERIPRISE FINANCIAL INC	P	2013-01-04	2014-03-06
OCCIDENTAL PETROLEUM CORP	P	2013-01-04	2014-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,551		16,296	-5,745
4,105		4,864	-759
3,517		5,267	-1,750
9,628		7,324	2,304
4,166		4,174	-8
226		251	-25
34,627		28,183	6,444
14,942		15,000	-58
12,206		7,272	4,934
7,369		6,950	419

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-5,745
			-759
			-1,750
			2,304
			-8
			-25
			6,444
			-58
			4,934
			419

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BARD CR INC	P	2013-01-04	2014-03-06
ARTISAN MID CAP VALUE FUND-INS	P	2011-01-31	2014-12-05
KNOWLES CORPORATION	P	2013-10-22	2014-03-14
COMMERCE GROWTH FUND 337	P	2011-01-31	2014-12-05
OMNICOM GROUP INC	P	2013-01-04	2014-04-15
COMMERCE MIDCAP GRWTH 339	P	2011-01-04	2014-12-05
DISNEY WALT CO	P	2013-01-04	2014-05-06
NATIXIS LOOMIS SAYLES VALUE FD Y	P	2011-01-31	2014-12-05
KINDER MORGAN INC	P	2013-01-04	2014-05-06
DOVER CORP	P	2013-10-22	2014-12-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,072		7,097	2,975
20,000		16,184	3,816
464		445	19
37,371		33,454	3,917
9,654		7,238	2,416
46,121		44,844	1,277
3,235		2,095	1,140
25,000		14,615	10,385
4,207		4,790	-583
2,059		2,259	-200

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,975
			3,816
			19
			3,917
			2,416
			1,277
			1,140
			10,385
			-583
			-200

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FRANKLIN LOW DURATION TOTAL RTN FD A	P	2009-01-01	2014-05-06
TEMPLETON GLOBAL BOND FD-A	P	2009-01-01	2014-05-06
HERTZ GLOBAL HOLDINGS INC	P	2013-10-07	2014-06-11
KRAFT FOODS GROUP INC	P	2013-01-04	2014-09-23
AT&T INC	P	2013-01-04	2014-11-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
77,054		75,000	2,054
65,530		57,483	8,047
6,640		5,736	904
9,006		7,273	1,733
7,189		7,237	-48

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,054
			8,047
			904
			1,733
			-48

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE HUGHES FAMILY FOUNDATION
C/O MLP HOLDINGS LLC
EIN: 26-3095564

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADOBE SYSTEM INC	9,951	11,632
ADVANCED AUTO PARTS	2,922	3,982
AMERICAN EXPRESS CO	7,153	11,165
AMERICAN INTERNATIONAL GROUP INC	6,430	7,001
AMERIPRISE FINANCIAL INC.		
APPLE, INC.	7,974	11,590
ARISTA NETWORKS INC	6,448	6,076
AT&T, INC.		
BARD C R INC.		
BAXTER INTERNATIONAL, INC.		
BB&T CORP.	5,705	6,222
CHURCH & DWIGHT CO. INC.	7,216	10,245
CME GROUP, INC.	7,914	11,081
COOPER COS INC	5,189	6,484
CROWN HOLDINGS INC.	7,302	9,671
D R HORTON, INC.	3,887	5,058
DANAHER CORP	7,299	10,714
DISNEY WALT CO	5,238	9,419
DOVER CORP		
ECOLAB INC.	7,086	9,929
EOG RESOURCES INC.	7,571	11,048
EXPRESS SCRIPTS HOLDING CO	7,178	11,007
EXXON MOBIL CORP	7,135	7,396
FIDELITY NATIONAL INFORMATION	8,907	9,952
GENERAL ELECTRIC CO.	11,160	12,382
GOLDMAN SACHS GROUP INC.	7,381	10,661
GOOGLE INC CL C	3,705	5,264
GOOGLE INC. CL A	3,714	5,307
HAIN CELESTIAL GROUP INC	10,878	11,658
HERTZ GLOBAL HOLDINGS INC.		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTEL CORP	7,228	12,339
INTERNATIONAL BUSINESS MACHINES		
INVESCO LTD	7,317	10,473
ISHARES NASDAQ BIOTECH INDEX FUND	13,945	22,751
ISHARES US BASIC MATERIALS ETF	7,170	8,247
JARDEN CORP	7,218	14,508
JOHNSON & JOHNSON	7,181	10,457
JP MORGAN CHASE & CO.	7,255	10,013
KINDER MORGAN INC,		
KRAFT FOOD GROUP INC.		
LOCKHEED MARTIN CORP	7,048	14,443
LOWES COMPANIES INC.	7,137	13,760
MCDONALDS CORP	7,209	7,496
MCKESSON CORP	7,514	15,569
MERCK & CO INC.	7,165	9,654
MICROSOFT CORP	7,144	12,309
MOHAWK INDS INC.	7,031	11,652
MONDELEZ INTERNATIONAL INC.	7,244	9,808
NEWELL RUBBERMAID INC.	5,323	7,618
NORTHEAST UTILITIES	8,877	10,704
OCCIDENTAL PETROLEUM CORP		
OMNICOM GROUP, INC.		
ORACLE CORPORATION	7,308	9,444
PARTNERRE HLDGS LTD	7,062	9,701
PEPSICO INC.	7,318	9,929
PERRIGO COMPANY PLC	7,784	8,358
PFIZER INC.	6,394	7,663
PRICELINE GROUP INC	5,905	5,701
PROCTER & GAMBLE CO	7,263	9,564
QUALCOMM INC.	7,022	8,176

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RANGE RESOURCES CORPORATION	4,070	2,405
SCHLUMBERGER LTD	7,223	8,541
STARWOOD PROPERTY TRUST INC	9,155	9,296
TUPPERWARE BRANDS CORP.	7,146	6,930
UNION PACIFIC CORP	7,215	13,104
UNITED TECHNOLOGIES CORP	9,849	12,650
US BANCORP		
VALERO ENERGY CORP	3,523	3,713
VANTIV INC - CL A	9,861	13,568
VERIZON COMMUNICATIONS	15,254	14,034
VISA INC. CLASS A SHARES	5,506	9,177
WELLS FARGO & COMPANY	7,189	11,238
WESTAR ENERGY INC.	8,377	10,310
ZOETIS INC	867	1,420

TY 2014 Investments - Other Schedule

Name: THE HUGHES FAMILY FOUNDATION
C/O MLP HOLDINGS LLC
EIN: 26-3095564

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ABSOLUTE STRATEGIES FUND - I	AT COST	107,842	108,750
AQR MANAGED FUTURES STRAT FUND I	AT COST	86,000	90,551
ARTISAN MIDCAP VALUE FUND - INV	AT COST	51,316	59,459
BAIRD AGGREGATE BOND FUND-IS	AT COST	89,677	89,264
BLACKROCK HIGH YIELD BOND PORTFOLIO	AT COST	25,000	25,035
CLEARBRIDGE SMALLCAP GR FD	AT COST	37,839	62,038
COLUMBIA ACORN INTERNATIONAL FUND -Z	AT COST	77,500	76,759
COMMERCE BOND FUND 333	AT COST	620,416	623,978
COMMERCE GROWTH - INSTITUTIONAL FUND	AT COST		
COMMERCE MIDCAP GROWTH FUND 339	AT COST		
DIAMOND HILL SMALLCAP FUND-I	AT COST		
DODGE & COX INCOME FUND	AT COST	130,300	133,215
FIDELITY ADVISOR EMERGING MARKETS-I	AT COST	40,000	37,863
FRANKLIN LOW DURATION TOTAL RETURN-A	AT COST		
FRANKLIN STRATEGIC INCOME FUND - A	AT COST	75,000	86,009
HARTFORD FLOATING RATE FUND-Y	AT COST	40,000	38,811
INVESCO DEVELOPING MARKETS FUND - I	AT COST	71,930	66,678
IPATH BLOOMBERG COMMODITY INDEX	AT COST	22,364	17,946
ISHARES MSCI ALL COUNTRY ASIA INDEX	AT COST	25,621	24,372
ISHARES RUSSELL 1000 GROWTH INDEX FD	AT COST	132,930	205,562
ISHARES RUSSELL 1000 VALUE INDEX FD	AT COST	367,659	584,640
ISHARES RUSSELL MIDCAP GRWTH ET	AT COST	35,476	37,292
ISHARES RUSSELL MIDCAP VALUE INDEXFD	AT COST	134,561	217,592
ISHARES S&P LATIN AMERICA 40 INDEXFD	AT COST		
ISHARES S&P US PREFERRED STOCK INDEX	AT COST	55,136	55,216
MFS RESEARCH INTERNATIONAL FUND - I	AT COST	114,000	123,477
MORGAN STANLEY INSTITUTIONAL FUND TR	AT COST	97,000	103,329
NATIXIS LOOMIS SAYLES VALUE FUND Y	AT COST	103,271	141,136
PIMCO EMERGING LOCAL BOND FUND IS	AT COST	25,000	19,148
PRUDENTIAL GLOBAL R E FDZ	AT COST	95,000	106,100

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ROBECO BOSTON PARTNERS LONG/SHORT	AT COST	110,000	123,357
T ROWE PRICE NEW HORIZONS FDS	AT COST	34,000	43,114
TARGET SMALL CAPITALIZATION VALUE FD	AT COST	164,000	180,258
TEMPLETON GLOBAL BOND FUND - A	AT COST		
VANGUARD FTSE DEVELOPED MARKETS	AT COST	22,014	22,728
VANGUARD INTERMEDIATE TERM FUND 71	AT COST	125,000	122,987
VANGUARD MORGAN GROWTH FUND - IV	AT COST	230,315	292,391
WELLS FARGO ADVANATAGE PREMIER	AT COST	100,000	127,974

TY 2014 Other Expenses Schedule**Name:** THE HUGHES FAMILY FOUNDATION

C/O MLP HOLDINGS LLC

EIN: 26-3095564

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INTEREST EXPENSE	40			
PENALTIES	93			

TY 2014 Other Increases Schedule

Name: THE HUGHES FAMILY FOUNDATION
C/O MLP HOLDINGS LLC
EIN: 26-3095564

Description	Amount
POST YEAR-END COST BASIS ADJUSTMENTS	1,602

TY 2014 Other Professional Fees Schedule

Name: THE HUGHES FAMILY FOUNDATION

C/O MLP HOLDINGS LLC

EIN: 26-3095564

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - COMMERCE TRUST	16,774			

TY 2014 Taxes Schedule**Name:** THE HUGHES FAMILY FOUNDATION

C/O MLP HOLDINGS LLC

EIN: 26-3095564

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	3,537			
FOREIGN TAX WITHHELD - DIV (COMM	763			