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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE JAMES HUNTINGTON FOUNDATION C/O MR. SAMUEL H. ELLIS		A Employer identification number 36-3553345
Number and street (or P.O. box number if mail is not delivered to street address) 10 S. WACKER DRIVE, SUITE 2675	Room/suite	B Telephone number 312-855-4460
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60606		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 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) \$ 17,900,414.	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).)		(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			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	908.	908.		STATEMENT 2	
	4 Dividends and interest from securities	269,609.	269,609.		STATEMENT 3	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	1,337,187.			STATEMENT 1	
	b Gross sales price for all assets on line 6a	13,696,421.				
	7 Capital gain net income (from Part IV, line 2)		1,337,175.			
	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	-900,283.	176,464.		STATEMENT 4		
12 Total. Add lines 1 through 11	707,421.	1,784,156.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 5	5,532.	5,532.		0.
	c Other professional fees	STMT 6	813,991.	813,991.		0.
	17 Interest					
	18 Taxes	STMT 7	66,590.	38,090.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
23 Other expenses	STMT 8	3,207.	3,207.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23		889,320.	860,820.		0.	
25 Contributions, gifts, grants paid		925,000.			925,000.	
26 Total expenses and disbursements. Add lines 24 and 25		1,814,320.	860,820.		925,000.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-1,106,899.				
b Net investment income (if negative, enter -0-)			923,336.			
c Adjusted net income (if negative, enter -0-)				N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		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	9,200,241.	10,138,196.	10,138,196.	
	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				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 9	8,735,786.	7,213,786.	7,213,786.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 10		1,048,247.	534,072.	534,072.	
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 11)		23,039.	14,360.	14,360.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		19,007,313.	17,900,414.	17,900,414.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	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	19,007,313.	17,900,414.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	19,007,313.	17,900,414.			
31 Total liabilities and net assets/fund balances	19,007,313.	17,900,414.			

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)	19,007,313.
2 Enter amount from Part I, line 27a	-1,106,899.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	17,900,414.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	17,900,414.

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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 ATTACHMENT A	P	VARIOUS	VARIOUS
b DISPOSITION OF GS WLR OPPS FUND LP OS	P	VARIOUS	VARIOUS
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 13,696,421.		12,359,234.	1,337,187.
b		12.	-12.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,337,187.
b			-12.
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,337,175.
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))
2013	887,651.	17,779,622.	.049925
2012	748,330.	15,402,391.	.048585
2011	736,500.	15,453,376.	.047659
2010	666,000.	15,078,009.	.044170
2009	733,851.	13,395,059.	.054785

2 Total of line 1, column (d)	2	.245124
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	.049025
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	18,419,653.
5 Multiply line 4 by line 3	5	903,023.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,233.
7 Add lines 5 and 6	7	912,256.
8 Enter qualifying distributions from Part XII, line 4 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.	8	925,000.

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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)		1	9,233.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	9,233.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	9,233.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 14,613.	7	14,613.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	5,380.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	5,380. Refunded		

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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) IL		
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

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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	X	
14	The books are in care of ► SAMUEL H. ELLIS Telephone no. ► 312-855-4462 Located at ► 10 SOUTH WACKER DRIVE STE 2675, CHICAGO, IL ZIP+4 ► 60606-7453			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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 ► 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?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► 2013 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	X
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

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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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SAMUEL H. ELLIS	TRUSTEE			
10 SOUTH WACKER DRIVE STE 2675				
CHICAGO, IL 606067453	0.00	0.	0.	0.

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

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

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

0

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	18,700,155.
b Average of monthly cash balances	1b	
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	18,700,155.
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	18,700,155.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	280,502.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,419,653.
6 Minimum investment return. Enter 5% of line 5	6	920,983.

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	920,983.
2a Tax on investment income for 2014 from Part VI, line 5	2a	9,233.	
b Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	9,233.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	911,750.	
4 Recoveries of amounts treated as qualifying distributions	4	0.	
5 Add lines 3 and 4	5	911,750.	
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	911,750.	

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	925,000.
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	925,000.
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	9,233.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	915,767.

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

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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				911,750.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			710,899.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 925,000.				
a Applied to 2013, but not more than line 2a			710,899.	
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 2014 distributable amount				214,101.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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:	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				697,649.
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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
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				

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11-24-14

Form 990-PF (2014)

THE JAMES HUNTINGTON FOUNDATION

Form 990-PF (2014)

C/O MR. SAMUEL H. ELLIS

36-3553345

Page **10**

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 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	
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:

THE JAMES HUNTINGTON FOUNDATION

Form 990-PF (2014)

C/O MR. SAMUEL H. ELLIS

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Part XV Supplementary Information (continued)

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

Grants and Contributions Received During the Year		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
Recipient	Name and address (home or business)				
a Paid during the year					
SEE ATTACHMENT B					925,000.
Total		▶ 3a			925,000.
b Approved for future payment					
NONE					
Total		▶ 3b			0.

Form 990-PF (2014)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	908.	
4	Dividends and interest from securities			14	269,609.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			14	-900,283.	
8	Gain or (loss) from sales of assets other than inventory			18	1,337,187.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0.		707,421.	0.
13	Total. Add line 12, columns (b), (d), and (e)					707,421.

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

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

[illegible]

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS

From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-16-2012	04-01-2014	300	MICROSOFT CORP	7,940 34	12,417 86		4,477 52
03-10-2011	04-01-2014	1,200	MICROSOFT CORP	30,660 00	49,671 46		19,011 46
	04-01-2014		Japanese Yen	28 03	30 74	2 70@	
	04-11-2014		European Euros	104 79	96 76	-8 03@	
	04-29-2014		Australian Dollars	18 93	16 82	-2 11@	
	04-29-2014		Canadian Dollars	1,892 90	1,905 98	13 08@	
	04-29-2014		European Euros	9,772 22	9,714 57	-57 65@	
	04-29-2014		Japanese Yen	2,433 02	2,447 23	14 21@	
07-28-2011	05-22-2014	400	GROUPE BRUXELLES LAMBERT SA	33,760 48	40,933 60		7,173 12
07-03-2008	05-22-2014	600	GROUPE BRUXELLES LAMBERT SA	50,233 12	61,400 40		11,167 28
07-03-2008	05-23-2014	700	GROUPE BRUXELLES LAMBERT SA	58,605 31	71,247 66		12,642 35
	05-28-2014		Canadian Dollars	1,908 49	1,921 50	13 01@	
	05-28-2014		European Euros	51,141 87	50,180 27	-961 60@	
	05-28-2014		British Pound	11,802 37	11,673 66	-128 71@	
	06-02-2014		Swiss Francs	5,011 91	4,961 80	-50 11@	
	06-04-2014		Japanese Yen	310,000 00	307,940 02	-2,059 98@	
	06-06-2014		Japanese Yen	2,561 98	2,568 23	6 24@	
	06-10-2014		Canadian Dollars	1,928 73	1,915 22	-13 51@	
	06-12-2014		Japanese Yen	184,529 28	184,491 76	-37 52@	
08-13-2007	06-17-2014	1,200	PRONEXUS INC	8,730 38	9,728 96		998 58
08-13-2007	06-18-2014	600	PRONEXUS INC	4,365 19	4,918 91		553 72
08-13-2007	06-19-2014	1,200	PRONEXUS INC	8,730 38	9,834 81		1,104 43
08-13-2007	06-20-2014	250	PRONEXUS INC	1,818 83	2,048 87		230 04
	06-20-2014		European Euros	2 04	2 09	0 05@	
08-13-2007	06-23-2014	500	PRONEXUS INC	3,637 66	3,983 37		345 71
	06-24-2014		European Euros	3,025,640 13	3,099,998 40	74,358 27@	
	06-24-2014		Swiss Francs	116,931 47	120,000 00	3,068 53@	
08-13-2007	06-25-2014	500	PRONEXUS INC	3,637 66	3,893 71		256 05
	06-30-2014		British Pound	4,687 31	4,706 97	19 66@	
08-13-2007	07-01-2014	700	PRONEXUS INC	5,092 72	5,537 38		444 66
	07-01-2014		European Euros	2 04	2 05	0 02@	
08-13-2007	07-02-2014	500	PRONEXUS INC	3,637 66	3,965 74		328 08
08-13-2007	07-03-2014	600	PRONEXUS INC	4,365 19	4,749 35		384 16
08-13-2007	07-07-2014	550	PRONEXUS INC	4,001 42	4,468 75		467 33
08-13-2007	07-08-2014	600	PRONEXUS INC	4,365 19	4,831 15		465 96
08-13-2007	07-10-2014	1,100	PRONEXUS INC	8,002 85	8,820 26		817 41
08-13-2007	07-11-2014	500	PRONEXUS INC	3,637 66	3,983 65		345 99
03-10-2011	07-16-2014	1,000	MICROSOFT CORP	25,550 00	43,935 13		18,385 13
04-25-2011	07-16-2014	2,250	MICROSOFT CORP	57,194 55	98,854 04		41,659 49
08-13-2007	07-16-2014	1,400	PRONEXUS INC	10,185 44	11,303 87		1,118 43
04-26-2013	07-22-2014	500	GLOBAL PAYMENTS INC	22,880 10	36,912 68		14,032 58
04-08-2013	07-22-2014	700	GLOBAL PAYMENTS INC	31,471 72	51,677 76		20,206 04
04-25-2011	07-23-2014	2,950	MICROSOFT CORP	74,988 41	133,328 20		58,339 79
03-16-2011	07-23-2014	1,250	MICROSOFT CORP	31,305 75	56,495 00		25,189 25
08-13-2007	07-23-2014	1,400	PRONEXUS INC	10,185 44	11,439 53		1,254 09
08-13-2007	07-29-2014	1,200	PRONEXUS INC	8,730 38	9,557 55		827 17

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
	08-06-2014		Australian Dollars	18,509.79	18,262.69	-247.10	
	08-06-2014		Swiss Francs	7.87	8.06	0.19	
	08-06-2014		European Euros	10,810.91	10,532.76	-278.15	
	08-06-2014		Japanese Yen	23.70	23.89	0.19	
08-13-2007	08-14-2014	1,200	PRONEXUS INC	8,730.38	9,139.14		+408.76
08-13-2007	08-22-2014	1,300	PRONEXUS INC	9,457.91	9,667.66		209.75
08-21-2014	09-03-2014	350	NOS SGPS	1,978.11	2,076.29	98.18	
08-19-2014	09-03-2014	1,100	NOS SGPS	6,087.93	6,521.50	433.57	
	09-08-2014		Canadian Dollars	9,987.58	9,910.74	-76.84	
	09-08-2014		Australian Dollars	24.67	26.19	1.52	
	09-08-2014		Japanese Yen	0.26	0.26	0.00	
03-16-2011	09-09-2014	750	MICROSOFT CORP	18,783.43	33,034.82		16,301.37
05-16-2011	09-09-2014	800	MICROSOFT CORP	19,711.92	37,423.81		17,711.89
06-03-2011	09-09-2014	675	MICROSOFT CORP	16,267.50	31,576.34		15,308.84
	09-12-2014		Japanese Yen	32,682.10	85,211.87	2,529.76	
	09-12-2014		Japanese Yen	100,000.00	99,783.12	-211.88	
08-13-2007	09-12-2014	1,700	PRONEXUS INC	11,368.03	12,253.56		-114.47
08-13-2007	09-17-2014	100	PRONEXUS INC	727.53	718.74		-8.79
06-03-2011	09-23-2014	1,975	MICROSOFT CORP	47,597.50	93,061.52		45,464.02
	09-24-2014		Swiss Francs	114,135.33	120,000.00	5,864.67	
	09-24-2014		European Euros	1,578,712.76	1,050,000.00	171,287.24	
	09-24-2014		British Pound	34,607.84	34,483.88	-478.04	
06-05-2013	09-26-2014	300	PRONEXUS INC	1,869.93	2,131.85		261.87
06-07-2013	09-26-2014	1,100	PRONEXUS INC	6,319.36	7,816.80		1,497.44
04-08-2013	10-06-2014	500	GLOBAL PAYMENTS INC	22,479.80	35,774.74		16,294.94
06-07-2013	10-07-2014	300	PRONEXUS INC	1,723.46	2,048.89		325.43
11-22-2010	10-07-2014	1,600	PRONEXUS INC	7,573.63	10,927.41		3,353.78
04-08-2013	10-21-2014	1,225	GLOBAL PAYMENTS INC	55,075.51	95,562.83		40,487.32
11-22-2010	10-29-2014	1,400	PRONEXUS INC	6,626.97	9,335.95		2,708.98
	10-30-2014		European Euros	72.73	72.83	0.10	
11-22-2010	11-04-2014	1,000	PRONEXUS INC	4,753.55	6,500.60		1,747.05
05-19-2011	11-04-2014	300	PRONEXUS INC	1,400.03	1,950.18		550.15
06-03-2011	11-04-2014	100	PRONEXUS INC	465.66	650.06		184.40
04-08-2013	11-07-2014	1,300	GLOBAL PAYMENTS INC	55,447.43	107,692.60		49,245.17
06-03-2011	11-13-2014	1,100	PRONEXUS INC	5,122.23	6,827.15		1,704.92
05-31-2011	11-11-2014	400	PRONEXUS INC	1,851.02	2,482.60		631.58

Huntington Management LLC
REALIZED GAINS AND LOSSES
JAMES HUNTINGTON FOUNDATION
CONSOLIDATED ACCOUNTS
From 01-01-14 Through 12-31-14

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-03-2011	11-13-2014	450	MICROSOFT CORP	10,845 00	22,266 18		11,421 18
08-25-2010	11-13-2014	350	MICROSOFT CORP	8,387 33	17,318 14		8,930 81
05-31-2011	11-13-2014	300	PRONEXUS INC	1,388 27	1,853 35		465 08
05-26-2011	11-13-2014	200	PRONEXUS INC	923 24	1,235 57		312 33
03-15-2011	11-13-2014	3,000	PRONEXUS INC	13,829 32	18,533 53		4,704 21
	11-21-2014		British Pound	0 28	0 29	0 01@	
	11-26-2014		Canadian Dollars	3,725 76	3,719 89	-5 87@	
	11-26-2014		Australian Dollars	44 23	43 04	-1 19@	
	11-28-2014		Swiss Francs	3 16	3 17	0 01@	
	11-28-2014		European Euros	5,171 97	5,122 76	-49 21@	
	11-28-2014		British Pound	2,495 76	2,513 18	17 42@	
	11-28-2014		Japanese Yen	0 58	0 61	0 03@	
	12-05-2014		Japanese Yen	0 87	0 89	0 02@	
	12-30-2014		Australian Dollars	20,337 03	20,459 69	122 66@	
	12-30-2014		Canadian Dollars	1,833 21	1,802 01	-31 20@	
	12-30-2014		Japanese Yen	696 00	707 86	11 86@	
TOTAL REALIZED GAIN/LOSS				12,359,234.32	13,696,421.05	256,214.62	1,080,972.10

An '@' denotes a currency transaction

The James Huntington Foundation
12/31/2014
Part XV, Line 3 List of Grants and Contributions Paid During the Year

Receipt of Donation	City	State	Relationship to		Amount
			Donor	Foundation status of	
Advocate Good Shepherd Hospital	DOWNERS GROVE	ILLINOIS	None	PC	General Purpose
American Cancer Society	ATLANTA	GEORGIA	None	PC	General Purpose
Amerind Foundation	DRAGON	ARIZONA	None	PC	General Purpose
Antiquarian Society	CHICAGO	ILLINOIS	None	PC	General Purpose
Arizona-Sonora Desert Museum	TUCSON	ARIZONA	None	PC	General Purpose
Art Institute of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose
Association House of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose
Barrington Area Community Foundation	BARRINGTON	ILLINOIS	None	PC	General Purpose
Barrington Area Conservation Trust	BARRINGTON	ILLINOIS	None	PC	General Purpose
Barrington Children's Charities	BARRINGTON	ILLINOIS	None	PC	General Purpose
Barrington Giving Day	BARRINGTON	ILLINOIS	None	PC	General Purpose
Barrington Youth Services	BARRINGTON	ILLINOIS	None	PC	General Purpose
Bergens PTA	EVERGREEN	COLORADO	None	PC	General Purpose
Chicago Botanic Garden	GLENCOE	ILLINOIS	None	PC	General Purpose
Chicago Foundation for Education	CHICAGO	ILLINOIS	None	PC	Memorial Gift
Chicago Foundation for Education	CHICAGO	ILLINOIS	None	PC	General Purpose
Chicago History Museum	CHICAGO	ILLINOIS	None	PC	General Purpose
Chicago Public Radio	CHICAGO	ILLINOIS	None	PC	General Purpose
Chicago Shakespeare Theater	CHICAGO	ILLINOIS	None	PC	General Purpose
Chicago Symphony Orchestral Association	CHICAGO	ILLINOIS	None	PC	General Purpose
Chicago Zoological Society	BROOKFIELD	ILLINOIS	None	PC	General Purpose
Children's Health Guild	LAFAYETTE	CALIFORNIA	None	PC	General Purpose
Citizens For Conservation	BARRINGTON	ILLINOIS	None	PC	General Purpose
Colorado Criminal Justice Reform Coalition	DENVER	COLORADO	None	PC	General Purpose
Cuba Cares Fund	BARRINGTON	ILLINOIS	None	PC	General Purpose
District 220 Educational Foundation	BARRINGTON	ILLINOIS	None	PC	General Purpose
Doctors Without Borders	NEW YORK	NEW YORK	None	PC	General Purpose
Ducks Unlimited, Inc	MEMPHIS	TENNESSEE	None	PC	General Purpose
Earned Assets Resource Network	SAN FRANCISCO	CALIFORNIA	None	PC	General Purpose
EHS Education Foundation	EVERGREEN	COLORADO	None	PC	General Purpose
Evergreen Recreation & Park Foundation	EVERGREEN	COLORADO	None	PC	General Purpose
Field Museum of Natural History	CHICAGO	ILLINOIS	None	PC	General Purpose
First-Plymouth Church	LINCOLN	NEBRASKA	None	PC	Memorial Gift
Foundation For Homan Square	CHICAGO	ILLINOIS	None	PC	General Purpose
Foundation for Lincoln Public Schools (Bill Pfeiff Award)	LINCOLN	NEBRASKA	None	PC	Bill Pfeiff Award
Fresh Air Fund	NEW YORK	NEW YORK	None	PC	General Purpose
Glorietta Parents Fund	ORINDA	CALIFORNIA	None	PC	General Purpose
Hadley School for the Blind	WINNETKA	ILLINOIS	None	PC	General Purpose
Heritage Foundation	WASHINGTON	DC	None	PC	General Purpose
Home of the Sparrow	MCHENRY	ILLINOIS	None	PC	General Purpose
Homeless Prenatal Program	SAN FRANCISCO	CALIFORNIA	None	PC	General Purpose
Jeffco Open Space Foundation	ARVADA	COLORADO	None	PC	General Purpose
JourneyCare Foundation	BARRINGTON	ILLINOIS	None	PC	General Purpose
Juvenile Diabetes Foundation	LINCOLN	NEBRASKA	None	PC	General Purpose
Link Unlimited	CHICAGO	ILLINOIS	None	PC	General Purpose
Lurie Children's Hospital of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose
Lyric Opera of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose
Max McGraw Wildlife Foundation	DUNDEE	ILLINOIS	None	PC	General Purpose
Mayo Clinic	ROCHESTER	MINNESOTA	None	PC	General Purpose
Ment School of Music	CHICAGO	ILLINOIS	None	PC	General Purpose
Merit School of Music	CHICAGO	ILLINOIS	None	PC	General Purpose
Midwest Care Center	GLENVIEW	ILLINOIS	None	PC	Memorial Gift
			None	PC	General Purpose

Nature Conservancy of Illinois	ARLINGTON	VIRGINIA	None	PC	General Purpose	\$5,000
Nebraska Game and Parks Foundation	WAVERLY	NEBRASKA	None	PC	General Purpose	\$2,000
Nebraska Game and Parks Foundation (for Nebraska Environmental Trust)	WAVERLY	NEBRASKA	None	PC	General Purpose	\$2,000
Northwestern University	EVANSTON	ILLINOIS	None	PC	General Purpose	\$5,000
Old Town School of Folk Music	CHICAGO	ILLINOIS	None	PC	General Purpose	\$8,000
Openlands	CHICAGO	ILLINOIS	None	PC	General Purpose	\$3,000
Opportunity International	OAK BROOK	ILLINOIS	None	PC	General Purpose	\$25,000
Optimist Scholarship Foundation of Delphos Ohio Inc	DELPHOS	OHIO	None	PC	General Purpose	\$2,000
Presbyterian Church of Barrington	BARRINGTON	ILLINOIS	None	PC	General Purpose	\$15,000
Rehabilitation Institute of Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	\$5,000
Rice County Community Foundation - Class of 1961 Scholarship Fund	LYONS	KANSAS	None	PC	Class of 1961 Scholarship	\$500
Ride 2 Recovery	CALABASAS	CALIFORNIA	None	PC	General Purpose	\$500
Rush University Medical Center	CHICAGO	ILLINOIS	None	PC	General Purpose	\$10,000
Salvation Army - Chicago	CHICAGO	ILLINOIS	None	PC	General Purpose	\$200,000
Salvation Army - Tucson	TUCSON	ARIZONA	None	PC	General Purpose	\$57,000
Shedd Aquarium	CHICAGO	ILLINOIS	None	PC	General Purpose	\$5,000
Sonoran Institute	TUCSON	ARIZONA	None	PC	General Purpose	\$3,000
Special Olympics Illinois	NORMAL	ILLINOIS	None	PC	General Purpose	\$2,000
St. Luke's Home	TUCSON	ARIZONA	None	PC	General Purpose	\$1,000
The Brain Research Foundation	CHICAGO	ILLINOIS	None	PC	General Purpose	\$3,000
The Chicago Council on Global Affairs	CHICAGO	ILLINOIS	None	PC	General Purpose	\$15,000
The Delphos Stadium Club, Inc	DELPHOS	OHIO	None	PC	General Purpose	\$4,000
The Wetlands Initiative	CHICAGO	ILLINOIS	None	PC	General Purpose	\$2,000
The Woman's Board of Northwestern Memorial Hospital	CHICAGO	ILLINOIS	None	PC	General Purpose	\$8,000
Trout Unlimited	ARLINGTON	VIRGINIA	None	PC	General Purpose	\$4,000
Trustees of Deerfield Academy	DEERFIELD	MASSACHUSETTS	None	PC	General Purpose	\$8,000
Trustees of Phillips Academy - Ellis Family Fund	ANDOVER	MASSACHUSETTS	None	PC	General Purpose	\$12,000
Tucson Museum of Art	TUCSON	ARIZONA	None	PC	General Purpose	\$5,000
Tucson Symphony Orchestra	TUCSON	ARIZONA	None	PC	General Purpose	\$5,000
University of Arizona Foundation	TUCSON	ARIZONA	None	PC	General Purpose	\$35,000
University of Michigan Parents Pledge Program	ANN ARBOR	MICHIGAN	None	PC	General Purpose	\$5,000
University of Nebraska Foundation	LINCOLN	NEBRASKA	None	PC	General Purpose	\$25,000
Wild Salmon Center	PORTLAND	OREGON	None	PC	General Purpose	\$1,500
WTTW Channel 11	CHICAGO	ILLINOIS	None	PC	General Purpose	\$10,000
Young Naperville Singers	NAPERVILLE	ILLINOIS	None	PC	General Purpose	\$9,500
						\$925,000

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SEE ATTACHMENT A						
	13,696,421.	12,359,234.	0.	0.		1,337,187.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
DISPOSITION OF GS WLR OPFS FUND LP OS						
	0.	0.	0.	0.		0.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 1,337,187.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS	908.	908.	
TOTAL TO PART I, LINE 3	908.	908.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	269,609.	0.	269,609.	269,609.	
TO PART I, LINE 4	269,609.	0.	269,609.	269,609.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DISTRIBUTIONS FROM PARTNERSHIPS	327,653.	0.	
UNREALIZED LOSS FROM SECURITIES	-1,388,356.	0.	
TAXABLE INCOME FROM PFIC	0.	175,525.	
UNREALIZED LOSS FROM FOREIGN CURRENCY	159,481.	0.	
SECURITIES LITIGATION	939.	939.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-900,283.	176,464.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND LEGAL FEES	5,532.	5,532.		0.
TO FORM 990-PF, PG 1, LN 16B	5,532.	5,532.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER AND BANK FEES	813,991.	813,991.		0.
TO FORM 990-PF, PG 1, LN 16C	813,991.	813,991.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND WITHHOLDING	38,075.	38,075.		0.
PERMITS	15.	15.		0.
FEDERAL	28,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	66,590.	38,090.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	3,207.	3,207.		0.
TO FORM 990-PF, PG 1, LN 23	3,207.	3,207.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	7,213,786.	7,213,786.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,213,786.	7,213,786.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN GS MEZZANINE PARTNERS III OFFSHORE, L.P.	FMV	0.	0.
INVESTMENT IN GS MEZZANINE PARTNERS 2006 OFFSHORE, L.P.	FMV	172,712.	172,712.
INVESTMENT IN GOLDMAN SACHS WLR OPPORTUNITIES FUND OFFSHORE, L.P.	FMV	361,360.	361,360.
TOTAL TO FORM 990-PF, PART II, LINE 13		534,072.	534,072.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FORWARD CONTRACT JAPANESE YEN	17,572.	12,552.	12,552.
CANADIAN DOLLARS	3,656.	0.	0.
INTEREST RECEIVABLE	1,811.	1,799.	1,799.
	0.	9.	9.
TO FORM 990-PF, PART II, LINE 15	23,039.	14,360.	14,360.

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

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

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions THE JAMES HUNTINGTON FOUNDATION C/O MR. SAMUEL H. ELLIS	Employer identification number (EIN) or 36-3553345
	Number, street, and room or suite no. If a P.O. box, see instructions 10 S. WACKER DRIVE, SUITE 2675	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60606	

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

SAMUEL H. ELLIS

- The books are in the care of ► **10 SOUTH WACKER DRIVE STE 2675 - CHICAGO, IL 60606-7453**
Telephone No ► **312-855-4462** Fax No ► **312-855-9283**

- 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.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2014** or
► ☐ tax year beginning _____, and ending _____.

- 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	\$	9,775.
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	\$	14,613.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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