

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation HUFFINGTON FOUNDATION		A Employer identification number 76-6040840	
Number and street (or P O box number if mail is not delivered to street address) 5555 SAN FELIPE		Room/suite 840	B Telephone number 713-753-1001
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77056		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 183,486,724.		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))			
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
			(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	722,052.	722,052.	STATEMENT 1
4 Dividends and interest from securities	3,691,162.	3,665,534.	25,628. STATEMENT 2
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	673,757.		
b Gross sales price for all assets on line 6a 44,898,985.			
7 Capital gain net income (from Part IV, line 2)		673,757.	
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	-161,098.	-161,098.	0. STATEMENT 3
12 Total Add lines 1 through 11	4,925,873.	4,900,245.	25,628.
13 Compensation of officers, directors, trustees, etc	0.	0.	0.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees STMT 4	10,514.	0.	0. 10,514.
b Accounting fees STMT 5	42,193.	37,193.	0. 5,000.
c Other professional fees STMT 6	530,921.	530,921.	0. 0.
17 Interest			
18 Taxes STMT 7	44,359.	44,359.	0. 0.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses STMT 8	114.	14.	0. 0.
24 Total operating and administrative expenses Add lines 13 through 23	628,101.	612,487.	0. 15,514.
25 Contributions, gifts, grants paid	8,304,000.		8,304,000.
26 Total expenses and disbursements Add lines 24 and 25	8,932,101.	612,487.	0. 8,319,514.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-4,006,228.		
b Net investment income (if negative, enter -0-)		4,287,758.	
c Adjusted net income (if negative, enter -0-)			25,628.

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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	5,128,126.	1,975,977.	1,975,977.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	64,791.	85,582.	85,582.	
	10a Investments - U.S. and state government obligations STMT 9	12,926,470.	5,891,298.	5,866,030.	
	b Investments - corporate stock STMT 10	53,662,590.	52,029,853.	70,695,959.	
	c Investments - corporate bonds STMT 11	11,397,312.	13,823,447.	13,693,167.	
	Liabilities	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 12		68,213,772.	73,740,936.	83,338,130.	
14 Land, buildings, and equipment, basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 13)		8,033,113.	7,799,684.	7,831,879.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		159,426,174.	155,346,777.	183,486,724.	
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					
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 ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	159,426,174.	155,346,777.		
30 Total net assets or fund balances	159,426,174.	155,346,777.			
31 Total liabilities and net assets/fund balances	159,426,174.	155,346,777.			

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	159,426,174.
2 Enter amount from Part I, line 27a	2	-4,006,228.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	155,419,946.
5 Decreases not included in line 2 (itemize) ▶ BOOK TO TAX DIFFERENCES	5	73,169.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	155,346,777.

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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 (for example, 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 PART IV SCHEDULE			
b FEDERATED INST T/F CSH TR PRM	P	05/24/17	06/15/17
c CLASS ACTION PROCEEDS	P		
d CAPITAL GAINS DIVIDENDS			
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			460,526.
b 800,000.		800,000.	0.
c 438.			438.
d 212,793.			212,793.
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			460,526.
b			0.
c			438.
d			212,793.
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	673,757.
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	0.

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 doesn't 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))
2016	8,566,009.	166,717,318.	.051380
2015	8,874,167.	177,314,379.	.050048
2014	8,285,784.	178,580,011.	.046398
2013	7,603,217.	165,634,014.	.045904
2012	7,676,029.	159,816,112.	.048030

2 Total of line 1, column (d)	2	.241760
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048352
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	176,746,403.
5 Multiply line 4 by line 3	5	8,546,042.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,878.
7 Add lines 5 and 6	7	8,588,920.
8 Enter qualifying distributions from Part XII, line 4	8	8,319,514.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

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 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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 2018 estimated tax ☐39,827. Refunded ☐**Part VII-A Statements 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐

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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

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► PAULO CANTU Telephone no. ► 713-753-1000 Located at ► 5555 SAN FELIPE, SUITE 840, HOUSTON, TX ZIP+4 ► 77056		
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		
16 At any time during calendar year 2017, 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. If "Yes," enter the name of the foreign country ►	15	N/A
	Yes	No
	16	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	
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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

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, and 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
TERRY HUFFINGTON	TRUSTEE			
5555 SAN FELIPE SUITE 840				
HOUSTON, TX 77056	0.50	0.	0.	0.
RALPH DITTMAN	TRUSTEE			
5555 SAN FELIPE SUITE 840				
HOUSTON, TX 77056	0.50	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MORGAN STANLEY SMITH BARNEY P.O. BOX 4337, HOUSTON, TX 77210-4337	INVESTMENT ADVISORY	497,758.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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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	167,429,845.
b	Average of monthly cash balances	1b	3,966,535.
c	Fair market value of all other assets	1c	8,041,593.
d	Total (add lines 1a, b, and c)	1d	179,437,973.
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	179,437,973.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,691,570.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	176,746,403.
6	Minimum investment return Enter 5% of line 5	6	8,837,320.

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	8,837,320.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	85,755.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	85,755.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,751,565.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,751,565.
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	8,751,565.

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	8,319,514.
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	8,319,514.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on not investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	8,319,514.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				8,751,565.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			8,297,821.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 8,319,514.			8,297,821.	
a Applied to 2016, but not more than line 2a				
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 2017 distributable amount				21,693.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				8,729,872.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED	NONE	PC	GENERAL FUND	8,304,000.
Total			3a	8,304,000.
b Approved for future payment				
ASIA SOCIETY OF TEXAS 1370 SOUTHMORE BLVD HOUSTON, TX 77004	NONE	PC	GENERAL FUND	500,000.
CULVER LIBRARY 1300 ACADEMY RD CULVER, IN 46511	NONE	PC	GENERAL FUND	250,000.
ESCAPE FAMILY CENTER 2410 HAMILTON ST HOUSTON, TX 77004	NONE	PC	GENERAL FUND	60,000.
Total	SEE CONTINUATION SHEET(S)			3b 17,935,000.

Form 990-PF (2017)

HUFFINGTON FOUNDATION

76-6040840

Part XV. Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSTON ARBORETUM 4501 WOODWAY DR HOUSTON, TX 77024	NONE	PC	GENERAL FUND	300,000.
HOUSTON METHODIST HOSPITAL FOUNDATION 1707 SUNSET BLVD HOUSTON, TX 77005	NONE	PC	GENERAL FUND	125,000.
MADEIRA 8328 GEORGETOWN PIKE MCLEAN, VA 22102	NONE	PC	GENERAL FUND	2,000,000.
MOUNT SINAI ONE GUSTAVE L. LEVY PLACE NEW YORK, NY 10029	NONE	PC	GENERAL FUND	900,000.
PROJECT JOY AND HOPE 3219 BURKE RD PASADENA, TX 77504	NONE	PC	GENERAL FUND	125,000.
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK HOUSTON, TX 77027	NONE	PC	GENERAL FUND	2,000,000.
STANFORD UNIVERSITY 397 PANAMA MALL STANFORD, CA 94305	NONE	PC	GENERAL FUND	4,500,000.
STEAMBOAT ADAPTIVE RECREATIONAL SPORTS 125 ANGLERS DRIVE STEAMBOAT SPRINGS, CO 80477	NONE	PC	GENERAL FUND	500,000.
TEXAS CHILDREN'S HOSPITAL NRI 1250 MOURSUND ST HOUSTON, TX 77030	NONE	PC	GENERAL FUND	3,000,000.
THE LIGHTHOUSE OF HOUSTON 3602 W DALLAS ST HOUSTON, TX 77019	NONE	PC	GENERAL FUND	125,000.
Total from continuation sheets				17,125,000.

76-6040840

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
THE NATURE CONSERVANCY 1800 AUGUSTA DR #240 HOUSTON, TX 77057	NONE	PC	GENERAL FUND	250,000.
UNIVERSITY OF HOUSTON 4800 CALHOUN RD HOUSTON, TX 77004	NONE	PC	GENERAL FUND	500,000.
UT HEALTH 7000 FANNIN ST #1200 HOUSTON, TX 77030	NONE	PC	GENERAL FUND	2,000,000.
WESLEYAN UNIVERSITY 45 WYLLYS AVE MIDDLETOWN, CT 06459	NONE	PC	GENERAL FUND	800,000.
Total from continuation sheets				

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

- | | |
|---|-------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> |
| | 1a(1) |
| | 1a(2) |
| | 1b(1) |
| | 1b(2) |
| | 1b(3) |
| | 1b(4) |
| | 1b(5) |
| | 1b(6) |
| | 1c |

[illegible]

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

☐ Yes ☒ No

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee Terry Hullington, Trustee Date 11.9.18

OFFICER
Title

May the IRS discuss this return with the preparer shown below? See Instr

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

RYAN STAFF

11/7/2018

P01483477

Firm's name ► **RSM US LLP**

Firm's EIN ▶ 42-0714325

Firm's address ► 1330 POST OAK BLVD, SUITE 2400
HOUSTON, TX 77056

Phone no 713.625.3500

Form 990-PF (2017)

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST REPUBLIC #35512	720,764.	720,764.	0.
MORGAN STANLEY SMITH BARNEY #11174	240.	240.	0.
MORGAN STANLEY SMITH BARNEY #112861	807.	807.	0.
MORGAN STANLEY SMITH BARNEY #113077	167.	167.	0.
MORGAN STANLEY SMITH BARNEY #12307	74.	74.	0.
TOTAL TO PART I, LINE 3	722,052.	722,052.	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY SMITH BARNEY #011174	225,124.	0.	225,124.	225,124.	0.
MORGAN STANLEY SMITH BARNEY #112244	15,680.	0.	15,680.	4,848.	10,832.
MORGAN STANLEY SMITH BARNEY #112417	2,226,003.	33,466.	2,192,537.	2,188,993.	3,544.
MORGAN STANLEY SMITH BARNEY #112853	485,322.	174,716.	310,606.	310,606.	0.
MORGAN STANLEY SMITH BARNEY #112861	97,276.	0.	97,276.	97,276.	0.
MORGAN STANLEY SMITH BARNEY #113077	115,013.	0.	115,013.	113,977.	1,036.
MORGAN STANLEY SMITH BARNEY #12307	739,537.	4,611.	734,926.	724,710.	10,216.
TO PART I, LINE 4	3,903,955.	212,793.	3,691,162.	3,665,534.	25,628.

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
NET PARTNERSHIP INCOME - EQUITAS	-721.	-721.	0.	
NET PARTNERSHIP INCOME - SPEC. SITUATION	129,833.	129,833.	0.	
NET PARTNERSHIP INCOME - LAMESA PROPERTIES	17,355.	17,355.	0.	
NET PARTNERSHIP INCOME - SELECT EQT OPPORTUNITY FUND LP	-84,347.	-84,347.	0.	
NET PARTNERSHIP INCOME - SELECT EQT INFRACTURE FUND, LP	-9,421.	-9,421.	0.	
ROYALTY INCOME - VARIOUS	2,844.	2,844.	0.	
ACCRUED INTEREST PAID - FIRST REPUBLIC #35512	-216,670.	-216,670.	0.	
OTHER INCOME	29.	29.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-161,098.	-161,098.	0.	

FORM 990-PF	LEGAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,514.	0.	0.	10,514.
TO FM 990-PF, PG 1, LN 16A	10,514.	0.	0.	10,514.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	42,193.	37,193.	0.	5,000.
TO FORM 990-PF, PG 1, LN 16B	42,193.	37,193.	0.	5,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	530,921.	530,921.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	530,921.	530,921.	0.	0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	44,359.	44,359.	0.	0.
TO FORM 990-PF, PG 1, LN 18	44,359.	44,359.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROYALTY EXPENSES	100.	0.	0.	0.
MARGIN INTEREST EXPENSE	14.	14.	0.	0.
TO FORM 990-PF, PG 1, LN 23	114.	14.	0.	0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS	X		5,891,298.	5,866,030.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,891,298.	5,866,030.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,891,298.	5,866,030.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT-CORPORATE STOCK	52,029,853.	70,695,959.
TOTAL TO FORM 990-PF, PART II, LINE 10B	52,029,853.	70,695,959.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORPORATE BONDS	13,823,447.	13,693,167.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,823,447.	13,693,167.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	73,740,936.	83,338,130.
TOTAL TO FORM 990-PF, PART II, LINE 13		73,740,936.	83,338,130.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EQUITAS EVERGREEN FUND, L.P.	43,304.	42,583.	14,424.
LAMESA PROPERTIES, LP	56,314.	61,670.	61,670.
SS TECH II, LP	1,572,699.	1,702,532.	1,827,572.
ROYALTIES	5.	3.	8,531.
SELECT EQT OPPORTUNITY FUND, LP	201,030.	0.	0.
SELECT EQT INFRASTRUCTURE FUND, LP	1,159,761.	992,896.	376,700.
OMEGA OVERSEAS PARTNERS	5,000,000.	5,000,000.	5,542,982.
TO FORM 990-PF, PART II, LINE 15	8,033,113.	7,799,684.	7,831,879.

FORM 990-PF	OTHER REVENUE				STATEMENT 14
DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
NET PARTNERSHIP INCOME - EQUITAS			18	-721.	
NET PARTNERSHIP INCOME - SPEC. SITUATION			18	129,833.	
NET PARTNERSHIP INCOME - LAMESA PROPERTIES			18	17,355.	
NET PARTNERSHIP INCOME - SELECT EQT OPPORTUNITY FUND LP			18	-84,347.	
NET PARTNERSHIP INCOME - SELECT EQT INFRACTURE FUND, LP			18	-9,421.	
ROYALTY INCOME - VARIOUS			15	2,844.	
ACCRUED INTEREST PAID - FIRST REPUBLIC #35512			15	-216,670.	
OTHER INCOME			14	29.	
TOTAL TO FORM 990-PF, PG 12, LN 11				-161,098.	

HUFFINGTON FOUNDATION FORM 890-PF, PART II		76-6040840	
		12/31/2016	12/31/2017
		TAX COST	TAX COST
		MARKET VALUE	MARKET VALUE
	PREPAIDS	64,791 00	85,582 00
	RECEIVABLE - SS Tech Fund II LP		
FIRST REPUBLIC 35512	CASH	150 599 73	124 979 94
	SAVINGS & TEMP CASH		
	MUNICIPAL BONDS		
	CORPORATE BONDS	11,397 312 07	13 823 447 01
	GOVERNMENT OBLIGATIONS	12 926,470 26	5 891,298 29
		24 474 382 06	19 839 725 24
			19,684 1/6 99
MSSB 111174	CASH	134 257 02	232 857 77
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS		
	CORPORATE BONDS		
	CORPORATE STOCK	8,922,934 08	9,032,928 24
		9 057,191 10	9 265 786 01
			11,210,545 64
			11,443 803 41
MSSB 111176	CASH	32 91	32 93
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS		
	CORPORATE BONDS		
	CORPORATE STOCK	3,255 663 30	3,297,740 11
		3,255 696 21	3,297,773 04
			3,081,969 46
			3,082,002 39
MSSB 112244	CASH	4,819 68	125 042 15
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS	-	-
	MUTUAL FUNDS	-	2 210 831 87
	CORPORATE BONDS	-	2,210,831 87
	CORPORATE STOCK	-	-
		4,819 68	2,335 874 02
			2,335,874 02
MSSB 112255	CASH	5 24	5 24
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS		
	CORPORATE BONDS		
	CORPORATE STOCK		
		5 24	5 24
			5 24
MSSB 112417	CASH	3,574 227 21	35 447 18
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS		
	MUTUAL FUNDS	39,447 281 21	39 205 957 01
	CORPORATE BONDS		40 285 552 71
	CLOSED END FUNDS	10,843 308 55	13,915,981 47
		53,864,816 97	53,157,385 66
			62,328,854 87
MSSB 112853	CASH	72,084 53	72,379 09
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS		
	MUTUAL FUNDS	17 923,182 06	18 408 165 90
	CORPORATE BONDS		18 833,890 79
	CORPORATE STOCK		
		17,995 266 59	18 480 544 99
			18,906 269 88
MSSB 112861	CASH	986 263 71	851 984 64
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS		
	CORPORATE BONDS		
	CORPORATE STOCK	7,717 895 21	5 733 804 38
		8,704,158 92	6 585 789 02
			7,741,048 28
			8,593,032 92
MSSB 113077	CASH	140 373 08	390 862 24
	SAVINGS & TEMP CASH		
	GOVERNMENT OBLIGATIONS		
	CORPORATE BONDS		
	CORPORATE STOCK	7,865 509 23	7,571,594 43
		8,005 082 31	7,962,456 67
			8,943 365 27
			9 334 227 51
MSSB 12919	CASH	0 26	-
	SAVINGS & TEMP CASH		
	MUNICIPAL BONDS	-	-
	CORPORATE BONDS	-	-
	GOVERNMENT OBLIGATIONS	-	-
		0 26	-
			-
MSSB 12307	CASH	65,462 71	142,385 83
	SAVINGS & TEMP CASH		
	MUNICIPAL BONDS	-	-
	CORPORATE BONDS	-	-
	CORPORATE STOCK	25,800,588 17	26,393,785 77
		25,966 050 88	26,536,171 60
			39,718,630 29
			39,861 016 12

HUFFINGTON FOUNDATION				76-6040840	
FORM 990-PF PART II					
		12/31/2016		12/31/2017	
		TAX	MARKET	TAX	MARKET
		COST	VALUE	COST	VALUE
EQUITAS EVERGREEN Fund, L P	PARTNERSHIP INTEREST	43,303 80	8,249 00	42 582 80	14 424 00
Lamesa Properties, LP	PARTNERSHIP INTEREST	56 314 00	56,314 00	61,670 00	61 670 00
SS Tech II, LP	PARTNERSHIP INTEREST	1,572,699 00	1,806 055 65	1 702 532 00	1,827,572 00
SELECT EQT FUND, LP	PARTNERSHIP INTEREST		5,626 00	-	-
SELECT EQT OPP FUND	PARTNERSHIP INTEREST	201,030 00	141 324 00	-	-
SELECT EQT INFRACTURE	PARTNERSHIP INTEREST	1 159 761 00	579,724 00	992,896 00	376 700 00
Omega Overseas Partners	PARTNERSHIP INTEREST	5 000,000 00	4,765 042 00	5,000,000 00	5,542 982 00
ROYALTIES	ROYALTIES	5 00	7,015 47	3 00	8,530 53
TOTALS	CASH	5,128 126 08	5,128,126 08	1,975,977 01	1,975,977 01
	SAVINGS & TEMP CASH	-	-	-	-
	PREPAIDS	64,791 00	64 791 00	85,582 00	85,582 00
	RECEIVABLE	-	-	-	-
	ROYALTIES	5 00	7 015 47	3 00	8 530 53
	PARTNERSHIP INTEREST	8 033 107 80	7 462,334 65	7 799 680 80	7 823,348 00
	GOVERNMENT OBLIGATIONS	12,926 470 26	12,795,010 12	5,891 298 29	5 866,029 80
	CORPORATE BONDS	11 397 312 07	11,256,131 63	13 823 447 01	13 693 167 25
	MUNICIPAL BONDS	-	-	-	-
	MUTUAL FUNDS	68,213,771 82	70,619,311 96	73 740 936 25	83 338,130 35
	ALTERNATIVE INVESTMENTS	-	-	-	-
	CORPORATE STOCK	53,662,589 99	61,809,661 15	52 029,852 93	70,695,958 94
		159,426,174 02	169 142 382 06	155 346 777 29	183,486,723 88