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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning SEP 1, 2008, and ending AUG 31, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS  
label  
Otherwise,  
print  
or type  
See Specific  
Instructions.

Name of foundation

BARNES FAMILY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

5192 SOUTH QUINTERO STREET

Room/suite

City or town, state, and ZIP code

AURORA, CO 80015-2450

A Employer identification number

74-2422306

B Telephone number

303-290-9001

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,  
check here and attach computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year  
(from Part II, col (c), line 16)J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

▶ \$ 783,656. (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<br>expenses per books | (b) Net investment<br>income | (c) Adjusted net<br>income | (d) Disbursements<br>for charitable purposes<br>(cash basis only) |
|-----------------------------------------------------------------------------------------------|---------------------------------------|------------------------------|----------------------------|-------------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                | 0.                                    |                              |                            |                                                                   |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                       |                              |                            |                                                                   |
| 3 Interest on savings and temporary<br>cash investments                                       | 7,149.                                | 7,149.                       | 7,149.                     | STATEMENT 2                                                       |
| 4 Dividends and interest from securities                                                      | 9,466.                                | 9,466.                       | 9,466.                     | STATEMENT 3                                                       |
| 5a Gross rents                                                                                |                                       |                              |                            |                                                                   |
| b Net rental income or (loss)                                                                 |                                       |                              |                            |                                                                   |
| 6a Net gain or (loss) from sale of assets not on line 10                                      |                                       |                              |                            | STATEMENT 1                                                       |
| b Gross sales price for all<br>assets on line 6a                                              | 154,665.                              |                              |                            |                                                                   |
| 7 Capital gain net income (from Part IV, line 2)                                              |                                       | 0.                           |                            |                                                                   |
| 8 Net short-term capital gain                                                                 |                                       |                              | N/A                        |                                                                   |
| 9 Income modifications                                                                        |                                       |                              |                            |                                                                   |
| 10a Gross sales less returns<br>and allowances                                                |                                       |                              |                            |                                                                   |
| b Less Cost of goods sold                                                                     |                                       |                              |                            |                                                                   |
| c Gross profit or (loss)                                                                      |                                       |                              |                            |                                                                   |
| 11 Other income                                                                               |                                       |                              |                            |                                                                   |
| 12 Total. Add lines 1 through 11                                                              | -2,037.                               | 16,615.                      | 16,615.                    |                                                                   |
| 13 Compensation of officers, directors, trustees, etc                                         | 0.                                    | 0.                           | 0.                         | 0.                                                                |
| 14 Other employee salaries and wages                                                          |                                       |                              |                            |                                                                   |
| 15 Pension plans, employee benefits                                                           |                                       |                              |                            |                                                                   |
| 16a Legal fees STMT 4                                                                         | 15,000.                               | 0.                           | 15,000.                    | 0.                                                                |
| b Accounting fees STMT 5                                                                      | 325.                                  | 0.                           | 325.                       | 0.                                                                |
| c Other professional fees STMT 6                                                              | 4,098.                                | 4,098.                       | 0.                         | 0.                                                                |
| 17 Interest                                                                                   |                                       |                              |                            |                                                                   |
| 18 Taxes STMT 7                                                                               | 565.                                  | 0.                           | 565.                       | 0.                                                                |
| 19 Depreciation and depletion                                                                 |                                       |                              |                            |                                                                   |
| 20 Occupancy                                                                                  |                                       |                              |                            |                                                                   |
| 21 Travel, conferences, and meetings                                                          |                                       |                              |                            |                                                                   |
| 22 Printing and publications                                                                  |                                       |                              |                            |                                                                   |
| 23 Other expenses STMT 8                                                                      | 484.                                  | 0.                           | 484.                       | 0.                                                                |
| 24 Total operating and administrative<br>expenses. Add lines 13 through 23                    | 20,472.                               | 4,098.                       | 16,374.                    | 0.                                                                |
| 25 Contributions, gifts, grants paid                                                          | 41,155.                               |                              |                            | 41,155.                                                           |
| 26 Total expenses and disbursements<br>Add lines 24 and 25                                    | 61,627.                               | 4,098.                       | 16,374.                    | 41,155.                                                           |
| 27 Subtract line 26 from line 12                                                              | -63,664.                              |                              |                            |                                                                   |
| a Excess of revenue over expenses and disbursements                                           |                                       | 12,517.                      |                            |                                                                   |
| b Net investment income (if negative, enter -0-)                                              |                                       |                              |                            |                                                                   |
| c Adjusted net income (if negative, enter -0-)                                                |                                       |                              | 241.                       |                                                                   |

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Form 990-PF (2008)

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| Part II Balance Sheets      |                                                                                           | Attached schedules and amounts in the description column should be for end-of-year amounts only |                | Beginning of year     | End of year |          |
|-----------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|-------------|----------|
|                             |                                                                                           | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |             |          |
| Assets                      | 1                                                                                         | Cash - non-interest-bearing                                                                     |                | -270.                 | 285.        | 285.     |
|                             | 2                                                                                         | Savings and temporary cash investments                                                          |                | 358,038.              | 318,352.    | 318,352. |
|                             | 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                                                                   |                |                       |             |          |
|                             | c                                                                                         | Investments - corporate bonds                                                                   |                |                       |             |          |
| Liabilities                 | 11                                                                                        | Investments - land, buildings, and equipment basis ▶                                            |                |                       |             |          |
|                             |                                                                                           | Less accumulated depreciation ▶                                                                 |                |                       |             |          |
|                             | 12                                                                                        | Investments - mortgage loans                                                                    |                |                       |             |          |
|                             | 13                                                                                        | Investments - other STMT 9                                                                      | 479,822.       | 455,289.              | 465,019.    |          |
|                             | 14                                                                                        | Land, buildings, and equipment basis ▶                                                          |                |                       |             |          |
|                             |                                                                                           | Less accumulated depreciation ▶                                                                 |                |                       |             |          |
|                             | 15                                                                                        | Other assets (describe ▶)                                                                       |                |                       |             |          |
|                             | 16                                                                                        | Total assets (to be completed by all filers)                                                    | 837,590.       | 773,926.              | 783,656.    |          |
|                             | 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 ▶ <input type="checkbox"/>                   |                                                                                                 |                |                       |             |          |
|                             | and complete lines 24 through 26 and lines 30 and 31                                      |                                                                                                 |                |                       |             |          |
|                             | 24                                                                                        | Unrestricted                                                                                    |                |                       |             |          |
|                             | 25                                                                                        | Temporarily restricted                                                                          |                |                       |             |          |
|                             | 26                                                                                        | Permanently restricted                                                                          |                |                       |             |          |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                                                                                                 |                |                       |             |          |
|                             | and complete lines 27 through 31.                                                         |                                                                                                 |                |                       |             |          |
|                             | 27                                                                                        | Capital stock, trust principal, or current funds                                                | 7,051.         | 7,051.                |             |          |
| 28                          | Paid-in or capital surplus, or land, bldg, and equipment fund                             | 0.                                                                                              | 0.             |                       |             |          |
| 29                          | Retained earnings, accumulated income, endowment, or other funds                          | 830,539.                                                                                        | 766,875.       |                       |             |          |
| 30                          | Total net assets or fund balances                                                         | 837,590.                                                                                        | 773,926.       |                       |             |          |
| 31                          | Total liabilities and net assets/fund balances                                            | 837,590.                                                                                        | 773,926.       |                       |             |          |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 837,590. |
| 2 | Enter amount from Part I, line 27a                                                                                                                            | 2 | -63,664. |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.       |
| 4 | Add lines 1, 2, and 3                                                                                                                                         | 4 | 773,926. |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.       |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 773,926. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                | MERRILL LYNCH REALIZED L/T | P                                                | VARIOUS                              | VARIOUS                          |
| b                                                                                                                                 | MERRILL LYNCH REALIZED S/T | P                                                | VARIOUS                              | VARIOUS                          |
| c                                                                                                                                 |                            |                                                  |                                      |                                  |
| d                                                                                                                                 |                            |                                                  |                                      |                                  |
| e                                                                                                                                 |                            |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 107,426.            |                                            | 108,711.                                        | -1,285.                                      |
| b 47,239.             |                                            | 64,606.                                         | -17,367.                                     |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69                                                                      | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| a                                                                                           |                                      |                                               | -1,285.                                                                                      |
| b                                                                                           |                                      |                                               | -17,367.                                                                                     |
| c                                                                                           |                                      |                                               |                                                                                              |
| d                                                                                           |                                      |                                               |                                                                                              |
| e                                                                                           |                                      |                                               |                                                                                              |

|                                                                                                                                                                               |                                                                                   |   |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---|----------|
| 2 Capital gain net income or (net capital loss)                                                                                                                               | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | -18,652. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter -0- in Part I, line 8 |                                                                                   | 3 | -17,367. |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|--------------------------------------------------------|
| 2007                                                              | 27,532.                               | 783,075.                                  | .035159                                                |
| 2006                                                              | 52,170.                               | 750,570.                                  | .069507                                                |
| 2005                                                              | 25,837.                               | 768,300.                                  | .033629                                                |
| 2004                                                              | 79,009.                               | 351,645.                                  | .224684                                                |
| 2003                                                              | 22,898.                               | 233,445.                                  | .098087                                                |

|                                                                                                                                                                                |   |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | .461066  |
| 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 | .092213  |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5                                                                                                 | 4 | 689,500. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 63,581.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 125.     |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 63,706.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 41,155.  |

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

|    |                                                                                                                                                 |    |      |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                     |    |      |
|    | Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)                                                        |    |      |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1  | 250. |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                          |    |      |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                       | 2  | 0.   |
| 3  | Add lines 1 and 2                                                                                                                               | 3  | 250. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                     | 4  | 0.   |
| 5  | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                         | 5  | 250. |
| 6  | Credits/Payments                                                                                                                                |    |      |
| a  | 2008 estimated tax payments and 2007 overpayment credited to 2008                                                                               | 6a |      |
| b  | Exempt foreign organizations - tax withheld at source                                                                                           | 6b |      |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                             | 6c |      |
| d  | Backup withholding erroneously withheld                                                                                                         | 6d |      |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                             | 7  | 0.   |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                               | 8  |      |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                   | 9  | 250. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                       | 10 |      |
| 11 | Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                     | 11 |      |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                         | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                 |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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  |
| 1c 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<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.                                                                                                                   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?     |     | X  |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                      | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CO                                                                                                                                                                                                       |     |    |
| 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 2008 or the taxable year beginning in 2008 (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   |    |

N/A

STMT 10

**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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                   | 12 |   | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                     | 13 | X |   |

Website address ► N/A

14 The books are in care of ► DOUGLAS A. BARNES Telephone no ► 303-290-9001  
 Located at ► 5192 S QUINTERO STREET, AURORA, CO ZIP+4 ► 80015

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

**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 page 20 of the 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 2008?                                                                                                                                                                                                                                                                                                         |                                                                     | 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |      |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)                                                                                                                                                                                       | N/A                                                                 | 2b   |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here                                                                                                                                                                                                                                                                                                                                                                                 |                                                                     |      |
| 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 2008 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 2008.) | 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 2008?                                                                                                                                                                                                                                                               |                                                                     | 4b X |

Form 990-PF (2008)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870.

X

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

☐ Yes ☒ No

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

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 |
|---------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| DOUGLAS A. BARNES               | PRES./DIR                                                 |                                           |                                                                       |                                       |
| 5192 SOUTH QUINTERO, AURORA, CO | 0.00                                                      | 0.                                        | 0.                                                                    | 0.                                    |
| KARLA A. BARNES                 | V.P./DIR                                                  |                                           |                                                                       |                                       |
| SAME                            | 0.00                                                      | 0.                                        | 0.                                                                    | 0.                                    |
| VIOLA BARNES                    | SEC/TREAS/DIR                                             |                                           |                                                                       |                                       |
| SAME                            | 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



**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 | 1a | 370,000. |
| a | Average monthly fair market value of securities                                                            | 1b | 330,000. |
| b | Average of monthly cash balances                                                                           | 1c |          |
| c | Fair market value of all other assets                                                                      | 1d | 700,000. |
| d | Total (add lines 1a, b, and c)                                                                             |    |          |
| 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  | 700,000. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 10,500.  |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 689,500. |
| 6 | Minimum investment return. Enter 5% of line 5                                                              | 6  | 34,475.  |

**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  | 34,475. |
| 2a | Tax on investment income for 2008 from Part VI, line 5                                             | 2a | 250.    |
| b  | Income tax for 2008 (This does not include the tax from Part VI)                                   | 2b |         |
| c  | Add lines 2a and 2b                                                                                | 2c | 250.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 34,225. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.      |
| 5  | Add lines 3 and 4                                                                                  | 5  | 34,225. |
| 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  | 34,225. |

**Part XII** Qualifying Distributions (see instructions)

|   |                                                                                                                                   |    |         |
|---|-----------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                         | 1a | 41,155. |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | 1b | 0.      |
| b | Program-related investments - total from Part IX-B                                                                                | 2  |         |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         |    |         |
| 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  | 41,155. |
| 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  | 0.      |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 41,155. |

**Note** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2007 | (c)<br>2007 | (d)<br>2008 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7                                                                                                                       |               |                            |             | 34,225.     |
| 2 Undistributed income, if any, as of the end of 2007                                                                                                                      |               |                            |             |             |
| a Enter amount for 2007 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years                                                                                                                                                    |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2008                                                                                                                          |               |                            |             |             |
| a From 2003                                                                                                                                                                | 10,287.       |                            |             |             |
| b From 2004                                                                                                                                                                | 61,656.       |                            |             |             |
| c From 2005                                                                                                                                                                |               |                            |             |             |
| d From 2006                                                                                                                                                                | 15,310.       |                            |             |             |
| e From 2007                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 87,253.       |                            |             |             |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$                                                                                                             | 41,155.       |                            |             |             |
| a Applied to 2007, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| 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 2008 distributable amount                                                                                                                                     |               |                            |             | 34,225.     |
| e Remaining amount distributed out of corpus                                                                                                                               | 6,930.        |                            |             |             |
| 5 Excess distributions carryover applied to 2008 (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                                                                                                                          | 94,183.       |                            |             |             |
| 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 2007 Subtract line 4a from line 2a Taxable amount - see instr                                                                                   |               |                            | 0.          |             |
| f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009                                                                |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7                                                                                                 | 10,287.       |                            |             |             |
| 9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a                                                                                               | 83,896.       |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| a Excess from 2004                                                                                                                                                         | 61,656.       |                            |             |             |
| b Excess from 2005                                                                                                                                                         |               |                            |             |             |
| c Excess from 2006                                                                                                                                                         | 15,310.       |                            |             |             |
| d Excess from 2007                                                                                                                                                         |               |                            |             |             |
| e Excess from 2008                                                                                                                                                         | 6,930.        |                            |             |             |

**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 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

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

Tax year

Prior 3 years

(a) 2008

(b) 2007

(c) 2006

(d) 2005

(e) Total

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

3 Subtract line 2d from line 2c  
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(i)(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(i)(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 the 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 of the person to whom applications should be addressed

DOUGLAS A. BARNES, 303-290-9001  
5192 Q QUINTERO ST, AURORA CO 80015

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

WRITTEN, NO TELEPHONE APPLICATIONS

c Any submission deadlines

JUNE 30

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

AWARD RESTRICTED ONLY FOR PROGRAMS FOR THE ELIMINATION OF DEATH FROM MALNUTRITION AND HUNGER AND CHILD ABUSE PREVENTION PROGRAMS.

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

| Recipient<br>Name and address (home or business)                         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                   | Amount       |
|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------|--------------|
| <b>a Paid during the year</b><br><br>SEE ATTACHED SUPPORTING<br>SCHEDULE | NO RELATIONS                                                                                                       | PUBLIC                               | CONTRIB-UNRESTR<br>ICTED TO<br>SUPPORT ORG<br>PURPOSE | 41,155.      |
| <b>Total</b>                                                             |                                                                                                                    |                                      |                                                       | ▶ 3a 41,155. |
| <b>b Approved for future payment</b><br><br>NONE                         |                                                                                                                    |                                      |                                                       |              |
| <b>Total</b>                                                             |                                                                                                                    |                                      |                                                       | ▶ 3b 0.      |

**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)<br>Related or exempt<br>function income |
|---------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|---------------------------------------------|
|                                                               | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |                                             |
| 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<br>investments       |                           |               |                                      |               | 7,149.                                      |
| 4 Dividends and interest from securities                      |                           |               |                                      |               | 9,466.                                      |
| 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<br>property       |                           |               |                                      |               |                                             |
| 7 Other investment income                                     |                           |               |                                      |               |                                             |
| 8 Gain or (loss) from sales of assets other<br>than inventory |                           |               |                                      |               | -18,652.                                    |
| 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.            |                                      | 0.            | -2,037.                                     |
| 13 Total. Add line 12, columns (b), (d), and (e)              |                           |               |                                      |               | -2,037.                                     |

(See worksheet in line 13 instructions to verify calculations )

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



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

Employer identification number

BARNES FAMILY FOUNDATION

74-2422306

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

☐ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

BARNES FAMILY FOUNDATION

74-2422306

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                     | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|-----------------------------------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | DOUGLAS A. BARNES<br>5192 SOUTH QUINTERO STREET<br>AURORA, CO 80015   | \$ 0.                          | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
| 2          | LAND SERVICES, INC.<br>5192 SOUTH QUINTERO STREET<br>AURORA, CO 80015 | \$ 0.                          | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                       | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                       | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                       | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                       | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                                       | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |

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

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED              | DATE<br>ACQUIRED          | DATE SOLD      |
|--------------------------------|---------------------------------|---------------------------|----------------|
| MERRILL LYNCH REALIZED L/T     | PURCHASED                       | VARIOUS                   | VARIOUS        |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. |
| (F)<br>GAIN OR LOSS            |                                 |                           |                |
| 107,426.                       | 108,711.                        | 0.                        | 0.             |
| -1,285.                        |                                 |                           |                |

| (A)<br>DESCRIPTION OF PROPERTY | MANNER<br>ACQUIRED              | DATE<br>ACQUIRED          | DATE SOLD      |
|--------------------------------|---------------------------------|---------------------------|----------------|
| MERRILL LYNCH REALIZED S/T     | PURCHASED                       | VARIOUS                   | VARIOUS        |
| (B)<br>GROSS<br>SALES PRICE    | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. |
| (F)<br>GAIN OR LOSS            |                                 |                           |                |
| 47,239.                        | 64,606.                         | 0.                        | 0.             |
| -17,367.                       |                                 |                           |                |

|                                       |          |
|---------------------------------------|----------|
| CAPITAL GAINS DIVIDENDS FROM PART IV  | 0.       |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | -18,652. |

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

| SOURCE                                         | AMOUNT |
|------------------------------------------------|--------|
| INTEREST INCOME ON SAVINGS ACCOUNT             | 7,149. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 7,149. |

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|             |                                        |           |   |
|-------------|----------------------------------------|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 3 |
|-------------|----------------------------------------|-----------|---|

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| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| MERRILL LYNCH-MM & BONDS-DIV     | 0.           | 0.                         | 0.                   |
| MERRILL LYNCH-MM & BONDS-INT     | 9,466.       | 0.                         | 9,466.               |
| TOTAL TO FM 990-PF, PART I, LN 4 | 9,466.       | 0.                         | 9,466.               |

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|             |            |           |   |
|-------------|------------|-----------|---|
| FORM 990-PF | LEGAL FEES | STATEMENT | 4 |
|-------------|------------|-----------|---|

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| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 15,000.                      | 0.                                | 15,000.                       | 0.                            |
| TO FM 990-PF, PG 1, LN 16A | 15,000.                      | 0.                                | 15,000.                       | 0.                            |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 5 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 325.                         | 0.                                | 325.                          | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B | 325.                         | 0.                                | 325.                          | 0.                            |

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|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 6 |
|-------------|-------------------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY FEES     | 4,098.                       | 4,098.                            | 0.                            | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 4,098.                       | 4,098.                            | 0.                            | 0.                            |

## FORM 990-PF

## TAXES

## STATEMENT

7

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL TAX - FORM 990PF    | 565.                         | 0.                                | 565.                          | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 565.                         | 0.                                | 565.                          | 0.                            |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT

8

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| GENERAL OFFICE EXPENSES     | 0.                           | 0.                                | 0.                            | 0.                            |
| BANK CHARGES                | 31.                          | 0.                                | 31.                           | 0.                            |
| FUND RAISING COSTS          | 0.                           | 0.                                | 0.                            | 0.                            |
| TRAVEL                      | 453.                         | 0.                                | 453.                          | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 484.                         | 0.                                | 484.                          | 0.                            |

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT

9

| DESCRIPTION                            | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------------|---------------------|------------|----------------------|
| MERRILL LYNCH INVESTMENTS              | COST                | 388,179.   | 465,019.             |
| MERRILL LYNCH INV-FMV ADJ              | COST                | 67,110.    | 0.                   |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                     | 455,289.   | 465,019.             |

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTORADDRESS

DOUGLAS A. BARNES

5192 SOUTH QUINTERO ST., AURORA, CO 80015

| Part IV Supplementary Information                                                          |                                                                                                            |                                |                                              |             |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------------------|-------------|
| Recipient                                                                                  | If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contribution | Foundation Status of Recipient | Purpose of Grant or Contribution             | Amount      |
| Name and Address (home or business)                                                        |                                                                                                            |                                |                                              |             |
| Americas Second Harvest<br>PO Box 8928<br>Topeka, KS 66608-8929                            | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$100.00    |
| Avon Foundation<br>1345 Avenue of the Americas<br>New York, NY 10105-0196                  | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$100.00    |
| Children's Inc.<br>4205 Dover Road<br>Richmond, VA 23220                                   | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$616.00    |
| Fellowship Community Church<br>6263 S. Parker Road<br>Aurora, CO 80016                     | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$2,900.00  |
| Focus on the Family<br>725 W. Duarte Road, Ste 302<br>Arcadia, CA 91006                    | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$100.00    |
| Judical Watch<br>501 School Street, SW, STE 700<br>Washington, DC 20024                    | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$25.00     |
| Marilyn Hickey Ministries<br>8081 E. Orchard Road<br>Greenwood Village, CO 80111           | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$300.00    |
| National Legal and Policy Cent<br>107 Park Washington Court<br>Fall Church, Virginia 22046 | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$25.00     |
| The Navigators<br>P.O. Box 6000<br>Colorado Springs, CO 80934                              | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$600.00    |
| Orchard Road<br>8081 E. Orchard Road<br>Greenwood Village, CO 80111                        | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$2,750.00  |
| Rocky Mountain PBS<br>1089 Bannock Street,<br>Denver, CO 80204                             | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$95.00     |
| St. Jude Hospital<br>332 N. Lauderdale<br>Memphis, TN 38105                                | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$100.00    |
| The Vision Charitable Trust<br>1100 Town Country Road<br>Orange, CA 92868                  | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support Org. Purpose | \$20,000.00 |
| World Vision<br>P.O. Box 1131                                                              | N/A                                                                                                        | Public                         | Cont. - Unrestricted to Support              | \$744.00    |

| Part IV Supplementary Information                              |                                                                                         |                     |                                              |                    |
|----------------------------------------------------------------|-----------------------------------------------------------------------------------------|---------------------|----------------------------------------------|--------------------|
| Recipient                                                      | If recipient is an                                                                      | Foundation          | Purpose of Grant                             | Amount             |
| Name and Address (home or business)                            | Individual, show any Relationship to any Foundation manager or Substantial Contribution | Status of Recipient | or Contribution                              |                    |
| Pasadena, CA 91131                                             |                                                                                         |                     | Org. Purpose                                 |                    |
| Youth for Christ<br>P.O. Box 4478<br>Englewood, CO 80155       | N/A                                                                                     | Public              | Cont. - Unrestricted to Support Org. Purpose | \$4,883.35         |
| Youth for Christ Int'l<br>P.O. Box 4555<br>Englewood, CO 80156 | N/A                                                                                     | Public              | Cont. - Unrestricted to Support Org. Purpose | \$7,816.69         |
| <b>TOTAL</b>                                                   |                                                                                         |                     |                                              | <b>\$41,155.04</b> |