

See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF Department of the Treasury Internal Revenue Service

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

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

2011

For calendar year 2011 or tax year beginning and ending Name of foundation A Employer identification number THE BARNETT FAMILY FOUNDATION, 73-6295453 Number and street (or P O box number if mail is not delivered to street address) Room/suite **B** Telephone number 6742 SOUTH EVANSTON (918) 492-6317City or town, state, and ZIP code C If exemption application is pending, check here 74136 TULSA, OK Initial return of a former public charity G Check all that apply: Initial return D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method: Accrual If the foundation is in a 60-month termination Other (specify) (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 7,227,571. (Part I, column (d) must be on cash basis) ▶\$ (d) Disbursements or charitable purposes Analysis of Revenue and Expenses Part I (c) Adjusted net (a) Revenue and (b) Net investment (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income ıncome (cash basis only) N/A Contributions, gifts, grants, etc., received Check X If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 42,066. 42,066. STATEMENT 342,767. 342,767. 4 Dividends and interest from securities STATEMENT 5a Gross rents b Net rental income or (loss) N -115,817 STATEMENT SCANNED NOV 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a 3,237,260. 0. 7 Capital gain net income (from Part IV, line 2) Net short-term capital gain Income modifications Gross sales less returns and allowances D Less Cost bigoods sold Gposs profit or (loss) OSC 11 Other Income 1 0 2012 -22.981-41,069 STATEMENT 246,035 343,764 Compensation of officers, directors, trustee 13 0. 0. Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 12,050. 6,025. 6,025. **b** Accounting fees STMT 6 70,810 70,810. c Other professional fees 68. 68. 17 Interest 18,225 STMT 7 8,536 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 95,339. 91,020 0. 23 Other expenses STMT 8 24 Total operating and administrative 196,492 176,459 6,025. expenses. Add lines 13 through 23 357,543 357,543. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 363,568. Add lines 24 and 25 554,035 176,459 Subtract line 26 from line 12: -308,000 · 2 Excess of revenue over expenses and disbursements 167,305. b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

123501 12-02-11 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2011)

<u>Forn</u>	n 990-PF (2011) THE BARNETT FAMILY FOUNT			6295453 Page 2
Pa	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End o	
\neg		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	110 252	25 025	25 025
ł	2 Savings and temporary cash investments	118,253.	25,035.	25,035.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			<u> </u>
	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			
ر س	8 Inventories for sale or use			·
Assets	9 Prepaid expenses and deferred charges	18,096.	13,503.	13,503.
¥∫.	10a Investments - U.S. and state government obligations STMT 9	528,302.	0.	15,505.
	b Investments - corporate stock STMT 10	4,047,207.	4,525,201.	4,455,828.
	c Investments - corporate bonds	2702772070	1/025/2011	1/133/0200
-	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation			
- -	12 Investments - mortgage loans			-
- -	13 Investments - other STMT 11	2,875,706.	2,716,763.	2,732,682.
- -	14 Land, buildings, and equipment: basis			
	Less accumulated depreciation			
-	15 Other assets (describe ► PURCHASED INTEREST)	1,461.	523.	523.
:	16 Total assets (to be completed by all filers)	7,589,025.	7,281,025.	7,227,571.
-	17 Accounts payable and accrued expenses			
	18 Grants payable			
es .	19 Deferred revenue			
Liabilities	Loans from officers, directors, trustees, and other disqualified persons			
ia 5	21 Mortgages and other notes payable			
ءً ا '	22 Other liabilities (describe ►)			
		_	_	
-	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here			
စ္က	and complete lines 24 through 26 and lines 30 and 31.			
2 3	24 Unrestricted			
<u>a</u>	25 Temporarily restricted		· · · · · · · · · · · · · · · · · · ·	
[[26 Permanently restricted Foundations that do not follow SFAS 117, check here			
Net Assets or Fund Balances	·			
ե ,	and complete lines 27 through 31. 27 Capital stock, trust principal, or current funds	7,589,025.	7,281,025.	
ets	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Ass .	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
<u> </u>	30 Total net assets or fund balances	7,589,025.	7,281,025.	
` ا ک	Total not assess of famous	1,303,023	7,201,025.	
3	31 Total liabilities and net assets/fund balances	7,589,025.	7,281,025.	
	nt III Analysis of Changes in Net Assets or Fund Ba		,,202,023	-
1 T	otal net assets or fund balances at beginning of year - Part II, column (a), line 3	<u> </u>		
	must agree with end-of-year figure reported on prior year's return)		1	7,589,025.
	nter amount from Part I, line 27a		2	-308,000.
	Other increases not included in line 2 (itemize)		3	-308,000.
	dd lines 1, 2, and 3		4	7,281,025.
	ecreases not included in line 2 (itemize)		5	0.
	otal net assets or fund balances at end of year (line 4 minus line 5) - Part II, col	umn (b), line 30	——— -	7.281.025.

Form **990-PF** (2011)

		ETT FAMILY ses for Tax on In			C.			7	<u>3-629</u>	5453	Page 3
(a) List and desc	cribe the kind((s) of property sold (e.g. common stock, 200 shs	., real estate,	. mcome	(b) i	low acqu - Purcha - Donatio	ured (c) Date a	acquired ay, yr.)	(d) Dat (mo., da	e sold ay, yr.)
1a				-	ا	Donaii	"	<u> </u>			
b SEE ATTACHED	STATE	EMENTS									
С											
<u>d</u>					<u> </u>						
<u>e</u>					<u> </u>						
(e) Gross sales price		oreciation allowed or allowable)		t or other basis xpense of sale					ain or (loss s (f) minus		
<u>a</u>											-
<u>b</u>	·								 -		
<u>c</u> <u>d</u>											
e 3,237,260.				3,225,55	1.					-121	,125.
Complete only for assets show		umn (h) and owned by				 -	(1)	Gains (C	ol. (h) gaın	minus	
(i) F.M.V. as of 12/31/69		Adjusted basis of 12/31/69		cess of col. (ı) col. (ı), ıf any			còl.	k), but r Losses	not less tha (from col. (n -0-) or (h))	
<u>a</u>											
<u>b</u>											
<u>C</u>			ļ		\dashv						
<u>d</u>			ļ , <u>-</u>							101	105
<u>e</u>	<u> </u>		J		$\overline{}$					-121	<u>,125.</u>
2 Capital gain net income or (net c	apıtal loss)	If gain, also enter If (loss), enter -0	r in Part I, line - in Part I, line	7 7	}	2				-121	,125.
3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8	, column (c).	d in sections 1222(5) ar	nd (6):		}				N/A		
If (loss), enter -0- in Part I, line 8 Part V Qualification U		ction 4940(e) for	Reduced	Tax on Net	Inv	estme	ent Inco	me	N/A	·	
(For optional use by domestic private											
•		•	10 10(a) tax 011	not invostment ii	100111	··,					
If section 4940(d)(2) applies, leave t	this part blank	(.									
Was the foundation liable for the sec If "Yes," the foundation does not qua	alify under sec	ction 4940(e). Do not co	mplete this pa	rt.		-				Yes	X No
1 Enter the appropriate amount in	each column	for each year; see instr	uctions before	making any entri	es.					(1)	
(a) Base period years Calendar year (or tax year beginn	ing in)	(b) Adjusted qualifying dis		Net value of no		ritable-us			Dıstrıl (col. (b) dı	(d) bution ratio vided by col.	(c))
2010			1,346.				,075				<u>52718</u>
2009			3,588.				,011				61238
2008			6,258.				,776 ,659				56219
2007 2006			6,735. 2,296.				, 659 , 974				<u>45094</u> 45248
			2,2900		10	,410	<u>, 3 / 4</u>	•			47440
2 Total of line 1, column (d)3 Average distribution ratio for the	5-voor base	pariod - divide the total i	on line 2 by 5	or by the number	of vo	aro		2		. 2	<u>60517</u>
the foundation has been in existe			on mie 2 by 5,	or by the number	UI ye	idi S		3		.0	<u>52103</u>
4 Enter the net value of noncharita	ıble-use asset	s for 2011 from Part X,	line 5					4		7,712	,610.
5 Multiply line 4 by line 3								5		401	,850.
6 Enter 1% of net investment inco	me (1% of Pa	ırt I, line 27b)						6		1	,673.
7 Add lines 5 and 6								7		403	,523 <u>.</u>
8 Enter qualifying distributions fro	m Part XII, lin	e 4						8		363	,568.
If line 8 is equal to or greater tha	ın lıne 7, chec	k the box in Part VI, line	tb, and comp	olete that part usin	ng a 1	% tax rat	te.				
See the Part VI instructions.										orm 990- l	DE (0044)
123521 12-02-11									ı	01111 230-1	· • (2011)

123521 12-02-11

	יוד VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4		6295			Page 4
_		370	300 11	13114	Ctioi	
12	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.					
_	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				າ າ	16
D	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1_			<u>,,,</u>	<u>46.</u>
_	of Part I, line 27b					
	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	_				Λ
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2_			3,3	16
3	Add lines 1 and 2 Subtitle A (neares) to (deposite section 4047(s)/1) trusts and to (able foundations only. Others again. 0.)	3			3,3	40.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			3,3	16
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5			<u>, , , , , , , , , , , , , , , , , , , </u>	40.
6	Credits/Payments: 2011 estimated tax payments and 2010 overpayment credited to 2011 6a 8,503.					
	2011 estimated tax payments and 2010 overpayment credited to 2011 Exempt foreign organizations - tax withheld at source 6a 8,503.		}			
	Tax paid with application for extension of time to file (Form 8868) 6c					
	Backup withholding erroneously withheld 6d					
	Total credits and payments. Add lines 6a through 6d	7			Ω 5	03.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			0,5	<u>05.</u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9				
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			5 1	57.
	Enter the amount of line 10 to be: Credited to 2012 estimated tax	11			<u>, , , , , , , , , , , , , , , , , , , </u>	0.
	art VII-A Statements Regarding Activities		L			<u> </u>
_	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın			Yes	No
	any political campaign?			1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b		X
_	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	d or				
	distributed by the foundation in connection with the activities.					
c	Did the foundation file Form 1120-POL for this year?			1c		х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:					
	(1) On the foundation. \blacktriangleright \$ 0. (2) On foundation managers. \blacktriangleright \$ 0.					
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					
	managers. > \$ 0 .					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		<u>X</u> _
	If "Yes," attach a detailed description of the activities					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	ır				
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			_3_		_X_
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a	X	
t	If "Yes," has it filed a tax return on Form 990-T for this year?			4b_	_X	<u> </u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5_		X_
	If "Yes," attach the statement required by General Instruction T.					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					
	By language in the governing instrument, or					
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	law				<u> </u>
	remain in the governing instrument?			6	<u>X</u>	<u> </u>
7	Did the foundation have at least \$5,000 in assets at any time during the year?			7_	X	
_	If "Yes," complete Part II, col. (c), and Part XV.					
88	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	OK					
t	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			۵.	17	
_	of each state as required by General Instruction G? If "No," attach explanation	بلبند		8b	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 cale	noar				_v
40	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		X
10_	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			10	<u> </u>	

	1990-PF (2011) THE BARNETT FAMILY FOUNDATION, INC. 73-6295	<u> 453</u>		Page <u>5</u>
Pa	art VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		_X_
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		_X_
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13_	_X_	
	Website address ► N/A			
14	The books are in care of ► HOGANTAYLOR, LLP Telephone no. ►918-74	<u> 15-2</u>	<u> 333</u>	
	Located at ► 2200 S UTICA PL, STE 400, TULSA, OK ZIP+4 ►74	<u> 1114</u>	<u>-70</u>	00_
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	N	/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16_		_X_
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
	country			
Pa	art 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1	.	
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	_1b_		
	Organizations relying on a current notice regarding disaster assistance check here		i	
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 2011?	1c		<u>X</u>
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2011? Yes X No			
	If "Yes," list the years \blacktriangleright ,,,,,,,,,,		i	
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	<u>2b</u> _		
C	: If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	>		ĺ	
За	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1	\	
	during the year?			
b	olf "Yes," did it have excess business holdings in 2011 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 2011.) N/A	3b_		
	3 Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a_	<u> </u>	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 2011?	4b	<u> </u>	<u> </u>
	Fo	rm 990)-PF	(2011)

Part VII-B Statements Regarding Activities for Which	Form 4720 May Re	Required (contin	13-62954	:33	Page 6
5a During the year did the foundation pay or incur any amount to:	. J.m. 1720 May De l	quii ou (co/itii)	ueu)		·
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	on 4945(e))?	Ye	es X No		
(2) Influence the outcome of any specific public election (see section 4955);	• • • •				
any voter registration drive?	•		es X No		
(3) Provide a grant to an individual for travel, study, or other similar purpose:	_S ?		es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es X 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?		Ye	es 🗶 No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify ur	nder the exceptions described	in Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instr	uctions)?			5b	X
Organizations relying on a current notice regarding disaster assistance check					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption					
expenditure responsibility for the grant?		1/A ∐ Y∈	es L No		
If "Yes," attach the statement required by Regulations section 53 494	· •			İ	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on				
a personal benefit contract?		Ye	es X No	_	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?		_	6b	<u> </u>
If "Yes" to 6b, file Form 8870.					
7a At any time during the tax year, was the foundation a party to a prohibited tax		Ye	es X No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attrib		annana Hiabb		7b	
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	lees, Foundation Ma	anagers, nigni	y		
1 List all officers, directors, trustees, foundation managers and their	compensation.				
(-) Name and address	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e)	Expense unt, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	allo	wances
HOWARD G. BARNETT, JR	TRUSTEE				
6742 S EVANSTON					
TULSA, OK 74136	1.00	0.	0.	3,	476.
BILLIE BARNETT	TRUSTEE				
6742 S EVANSTON					
<u>TULSA, OK 74136</u>	1.00	0.	0.	3,	476.
	4				
	4				
	-				
	-				
2 Compensation of five highest-paid employees (other than those in	cluded on line 1). If none,	, enter "NONE."		<u> </u>	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) l	Expense unt, other
NONE	devoted to position		compensation	2110	wances
HOND	-				
	1		:		
			-		
	7				
			L.		
Total number of other employees paid over \$50,000					0

P	art X Minimum Investment Return (All domestic foundations must complete this part. For	eign foundations	s, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	_7,644,824.
	Average of monthly cash balances	1b	170,203.
	Fair market value of all other assets	1c	15,034.
d	Total (add lines 1a, b, and c)	1d	7,830,061.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)	0.	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,830,061.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,451.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,712,610.
6	Minimum investment return. Enter 5% of line 5	6	385,631.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foun foreign organizations check here and do not complete this part.)	dations and certain	1
1	Minimum investment return from Part X, line 6	1	385,631.
2a	Tax on investment income for 2011 from Part VI, line 5	346.	
b	Income tax for 2011. (This does not include the tax from Part VI.)	242.	
C	Add lines 2a and 2b	2c	3,588.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	382,043.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	382,043.
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	382,043.
P	art XII Qualifying Distributions (see instructions)	_	-
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	363,568.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
а		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	<u> </u>
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	363,568.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the fo	undation qualifies	for the section

Form **990-PF** (2011)

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

				
	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,		Tours prior to 2010	2010	
line 7				382,043.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			338,488.	
b Total for prior years:				
		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	_			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from				
Part XII, line 4: ► \$ 363,568.				
a Applied to 2010, but not more than line 2a			338,488.	
b Applied to undistributed income of prior		2		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus	•			
(Election required - see instructions)	0.			05 000
d Applied to 2011 distributable amount				25,080.
e Remaining amount distributed out of corpus	0.			
Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years'				
undistributed income for which a notice of				
deficiency has been issued, or on which the section 4942(a) tax has been previously				
assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2010. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract				
lines 4d and 5 from line 1. This amount must				256 262
be distributed in 2012				<u>356,963.</u>
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	0			
section 170(b)(1)(F) or 4942(g)(3)	0.		<u> </u>	
8 Excess distributions carryover from 2006	^			
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012.	0.			
Subtract lines 7 and 8 from line 6a	U .			
10 Analysis of line 9: a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				
C LAGGOO HOIII ZO I I			·	5 OOO DE (0044)

FORM 990-PF (2011) THE BARNETT FAMILY FOUNDATION, INC.		<u>/3-629:</u>	9453 Page /
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	n Managers, Hi	ghly	
3 Five highest-paid independent contractors for professional services. If none, enter "NC	ONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type o	f service	(c) Compensation
UBS FINANCIAL SERVICES INC.	· ·	_	
1000 MAIN STREET, 26TH FLOOR, HOUSTON, TX 7002 B	ROKERAGE S	ERVICES_	70,810.
			
	 -		
Total number of others receiving over \$50,000 for professional services			0
Part IX-A Summary of Direct Charitable Activities			
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical in	information such as th	e	
number of organizations and other beneficiaries served, conferences convened, research papers produced			Expenses
1 N/A			
2			
3			
4			
Part IX-B Summary of Program-Related Investments			
Describe the two largest program-related investments made by the foundation during the tax year on lines	1 and 2.		Amount
1 <u>N/A</u>			
2			
All other program-related investments. See instructions.			
3			
·		· -	
Total Add lines 1 through 3		D	Ö.

Form **990-PF** (2011)

	NETT FAMILY				295453 Page 10
Part XIV Private Operating F		-	I-A, question 9)	N/A	
1 a If the foundation has received a ruling of			_		
foundation, and the ruling is effective fo	•	-	▶ └	74040()(0)	10.10/1/51
b Check box to indicate whether the found		ig toundation described i		4942(j)(3) or4	1942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2011	(b) 2010	Prior 3 years (c) 2009	(d) 2008	(e) Total
income from Part I or the minimum	(a) 2011	(0) 2010	(6) 2003	(4) 2000	(6) 10(8)
investment return from Part X for					
each year listed					-
b 85% of line 2a					
 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.			1		
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:				j	
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross		}			
investment income (interest,]			
dividends, rents, payments on securities loans (section					
512(a)(5)), or royalties)			L		
(2) Support from general public					
and 5 or more exempt organizations as provided in					
section 4942(j)(3)(B)(III)					
(3) Largest amount of support from					
an exempt organization	<u></u>				
(4) Gross investment income	<u> </u>				
Part XV Supplementary Info			if the foundation	on had \$5,000 or m	nore in assets
at any time during		Tuctions.)			
1 Information Regarding Foundation	_				
a List any managers of the foundation where year (but only if they have contributed in the contributed in			tributions received by ti	ne foundation before the cl	ose of any tax
• • •	11010 than \$0,000). (Occ o	0011011 007 (4)(2).)			
NONE b List any managers of the foundation when the foundation wh	no own 10% or more of th	an etank of a normaration	(or on aqually lorge nor	rhan of the outrarchin of a	partnership or
other entity) of which the foundation ha			tor an equally large por	aon of the ownership of a	partitionally Of
NONE	3				
2 Information Regarding Contribut	tion Grant Gift Loan	Scholarship etc. Pr	rograms.		
			-	s not accept unsolicited rei	nuests for funds. If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	nber of the person to who	m applications should be	addressed;		
HOWARD G. BARNETT, J		••			
6742 S. EVANSTON, TU	JLSA, OK 741	.36			_
b The form in which applications should	be submitted and informa	ition and materials they s	hould include:		
ANY FORM IS ACCEPTAN	3LE				
c Any submission deadlines: NONE					
d Any restrictions or limitations on award	ls, such as by geographic	al areas, charitable fields	, kınds of ınstıtutıons, o	or other factors:	
NONE					

Part XVI-A **Analysis of Income-Producing Activities**

Inter gross amounts unless otherwise indicated.	Unrelated but	Unrelated business income		oy section 512, 513, or 514	(e)		
•	(a) Business	(b)	(C) Exclu- sion	(d)	Related or exempt		
1 Program service revenue:	code	Amount	code	Amount	function income		
a			 				
b		 -					
<u> </u>	1 1		┼				
d			 				
e			1	- +	 		
g Fees and contracts from government agencies			 				
2 Membership dues and assessments							
3 Interest on savings and temporary cash							
investments			14	42,066.			
4 Dividends and interest from securities			14	342,767.			
5 Net rental income or (loss) from real estate:			 				
a Debt-financed property							
b Not debt-financed property	 			-			
6 Net rental income or (loss) from personal]				
property 7 Other investment income	523000	18,088.	14	-41,069.			
8 Gain or (loss) from sales of assets other	523000	10,000.	14	-41,009.			
than inventory	523000	5,308.	18	-121,125.			
9 Net income or (loss) from special events	52300			222/2201			
10 Gross profit or (loss) from sales of inventory							
1 Other revenue:							
a	_						
b	_						
C			 				
d	_		 - -				
6		22 206	+	222 620			
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e)	<u> </u>	23,396.	<u> </u>	222,639.	<u>0.</u> 246,035.		
(See worksheet in line 13 instructions to verify calculation	ıs)			10	240,055		
Part XVI-B Relationship of Activiti		lichment of E	vemnt D				
Helauonship of Activity	es to the Accomp		xempt P	urposes 			
Line No. Explain below how each activity for which			A contributed	d importantly to the accomp	olishment of		
▼ the foundation's exempt purposes (other	than by providing funds f	or such purposes).					
		 -					
		 					
					_ _		
							

	· -PF (2011) THE I	BARNETT 1	FAMILY F	OUNDATION,	INC.	73-6	295453	Page 13
Part >			ansfers To a	and Transactions	and Relationsh	nips With Nond	haritable	
	Exempt Orgai		,_	_ _	 -		T 154	
	the organization directly or ind					on 501(c) of	Ye	s No
	Code (other than section 501(-		nizations?			
	nsfers from the reporting found	dation to a noncha	ritable exempt or	ganization of:				
	Cash						1a(1)	<u> </u>
(2)	Other assets						1a(2)	X
b Oth	er transactions:						i l	
٠,	Sales of assets to a noncharit				•		1b(1)	<u>_X</u> _
(2)	Purchases of assets from a ne	oncharitable exem	pt organization				1b(2)	X
(3)	Rental of facilities, equipment	, or other assets					1b(3)	_ X
(4)	Reimbursement arrangement	S					1b(4)	X_
(5)	Loans or loan guarantees						1b(5)	X
(6)	Performance of services or m	iembership or fund	draising solicitation	ons			1b(6)	X_
	ring of facilities, equipment, m	• .					1c	<u> </u>
	e answer to any of the above is		-	· ·	•			
	ervices given by the reporting			ed less than fair market val	ue in any transaction	or sharing arrangemi	ent, show in	
	ımn (d) the value of the goods							
(a) Line no	(b) Amount involved	(c) Nam		e exempt organization	(d) Description	of transfers, transactions	, and sharing arrang	ements
	 	 	N/A					
	 	<u> </u>				<u>-</u> -		
	ļ -	 						
		 						
	<u> </u>							
		 						
						 -		
								_
	<u> </u>			_ _				
	 							
	<u> </u>							
								
	<u></u>							
	ne foundation directly or indire	,,		or more tare onempt or gar	izations described			
	ection 501(c) of the Code (oth		1(c)(3)) or in sec	tion 527?			Yes	X No
b_lf"\	es," complete the following sc							
	(a) Name of or	rganization		(b) Type of organization		c) Description of rela	tionship	
	N/A			ļ	 			
								
								
								
				<u> </u>				
0 :	Under penalties of perjury, I declar and belief, it is true, correct, and co	e mat i nave examine opiotegi Declaration	of preparer (other that	ng accompanying schedules an in taxpayer) is based on all infor	o statements, and to the mation of which preparer	pest of my knowledge has any knowledge	May the IRS disci	
Sign	1// 10/10/	1/10 11/		11/12/12	Roman	is A	shown below (see	instr)?
Here	Tu ou	7 way	<u> </u>	14/10/12	- Iver	<i>NIV</i>	X Yes	L No
	Signature of officer or truste		Drangerate	Date	Title	Check [] if In	TIN	
	Print/Type preparer's r	idiffe	Preparer's s	orginature 	Date 11/2	Check if P	TIN	
שיים	1 011 3331 21	TDG027	10.0	(.OM	178/4	اناسا	D004050	_
Paid	LOU ANN G		<u>uuu</u>	un wat	W (L		P0040588	
Prepa Use (JANTAYLO.	K TTL			Firm's EIN ► 73	-141397	/

Firm's address > 2200 S. UTICA PL., SUITE 400 TULSA, OK 74114-7000

(918) 745-2333 Form **990-PF** (2011)

Phone no.

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	<u>2011</u> <u>Amount</u>
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	Public Charity	Promote and Support Organization's Exempt Purposes	None	14,372
Light Opera of Oklahoma 2210 S. Main St. Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	9,000
Girl Scouts of Magic Empire Council, Inc. 2432 East 51st St. Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,000
All Souls Unitarian Church 2952 S. Peoria Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	50,000
The Salvation Army P.O. Box 397 Oklahoma City, OK 73119-4410	Public Charity	Promote and Support Organization's Exempt Purposes	None	36,348
Arts & Humanities Council of Tulsa, Inc 2210 S. Main Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	50,816
Tulsa Ballet Theatre, Inc. 4512 S Peoria Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	26,850
Tulsa Community College Foundation, Inc. 6111 East Skelly Drive, Suite 600 Tulsa, OK 74135-6198	Public Charity	Promote and Support Organization's Exempt Purposes	None	13,760
Price Tower Arts Center, Inc. P.O. Box 2464 Bartlesville, OK 74005	Public Charity	Promote and Support Organization's Exempt Purposes	None	9,950
Tulsa Historical Society 2445 South Peoria Avenue Tulsa, OK 74114-1326	Public Charity	Promote and Support Organization's Exempt Purposes	None	800
Friends of the Fairgrounds Foundation, Inc. P.O. Box 4735 Tulsa, OK 74159-0735	Public Charity	Promote and Support Organization's Exempt Purposes	None	750
Tulsa Area United Way 1430 South Boulder P.O. Box 1859 Tulsa, OK 74011-1859	Public Charity	Promote and Support Organization's Exempt Purposes	None	15,000

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	<u>2011</u> <u>Amount</u>
Mid-America Arts Alliance 2018 Baltimore Kansas City, MO 64108	Public Charity	Promote and Support Organization's Exempt Purposes	None	8,250
The Oklahoma Academy 120 East Sheridan, Suite 200 Oklahoma City, OK 73104-2427	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500
March of Dimes Eastern Oklahoma Division 3105 East Skelly Drive, Suite 501 Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
Crosstown Learning Center 2501 East Archer Street Tulsa, OK 74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,090
Tulsa Project Woman, Inc. Post Office Box 470764 Tulsa, OK 74147	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,120
American Diabetes Association 6600 south Yale, Suite 1310 Tulsa, OK 74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,600
Association of Fundraising Professionals Eastern Oklahoma Chapter P.O. Box 2974 Tulsa, OK 74101	Public Charity	Promote and Support Organization's Exempt Purposes	None	300
Oklahoma State University Foundation 400 South Monroe P.O. Box 1749 Stillwater, OK 74076	Public Charity	Promote and Support Organization's Exempt Purposes	None	51,000
Alzheimer's Association 6465 S. Yale Avenue, Suite 312 Tulsa, OK 74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
Association of Small Foundations 1720 N. Street, NW Washington, DC 20036	Public Charity	Promote and Support Organization's Exempt Purposes	None	695
Oklahoma Aquarium Foundation 300 Aquarium Drive Jenks, OK 74037	Public Charity	Promote and Support Organization's Exempt Purposes	None	250

RECIPIENT NAME AND ADDRESS YWCA Tulsa 1910 S. Lewis Avenue, Suite 200 Tulsa, OK 74104-5708	RECIPIENT STATUS Public Charity	PURPOSE OF GRANT Promote and Support Organization's Exempt Purposes	RECIPIENT RELATIONSHIP None	2011 Amount 9,200
Life Senior Services 5950 E. 31st St Tulsa, OK 74135-5114	Public Charity	Promote and Support Organization's Exempt Purposes	None	500
American Heart Association 2227 E. Skelly Drive Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,150
American Red Cross 10151 East 11th Street Tulsa, OK 74128	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
The University of Tulsa Gilcrease Museum 1400 North Gilcrease Museum Road Tulsa, OK 74127-2100	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
Oklahoma Conference for Community and Justice 100 West 5th Street, Suite LL1030 Tulsa, OK 74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
Oklahoma Arts Institute 2600 Van Buren, Sutie 2606 Norman, OK 73072	Public Charity	Promote and Support Organization's Exempt Purposes	None	500
Oklahoma Center for NonProfits 1145 S.Utica Avenue, Suite 1100 Tulsa, OK 74104	Public Charity	Promote and Support Organization's Exempt Purposes	None	25,642
Oklahoma Heritage Association 1400 Classen Drive Oklahoma City, OK 73106	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,600
Oklahoma Mozart 415 South Dewey, Suite 100 Bartlesville, OK 74003	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
The Parent Child Center of Tulsa 1421 South Boston Avenue Tulsa, OK 74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000
Tulsa Air and Space Museum & Planetarium 3624 North 74th East Avenue Tulsa, OK 74115	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000

RECIPIENT NAME AND ADDRESS Tulsa Opera 1610 South boulder Avenue Tulsa, OK 74119	RECIPIENT STATUS Public Charity	PURPOSE OF GRANT Promote and Support Organization's Exempt Purposes	RECIPIENT RELATIONSHIP None	2011 Amount 5,000
Tulsa Symphony 111 E. 1st Street Tulsa, OK 74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500
TOTAL				357,543

THE BARNETT FAMILY FOUNDATION, INC.

Part IV Capital Gains and Lo	osses for Tax on Investment Income							
			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)			
1a UBS M2 FUND -	UBTI		P					
b UBS M2 FUND -	LONG TERM							
c UBS M2 FUND -	SHORT TERM							
e UBS M2 FUND -		G TERM						
			P	ļ				
				ļ				
	S EVENT FUND - SECTION 1256 SHORT TERM S EVENT FUND - SECTION 1231 S REAL ESTATE FUND - UBTI S REAL ESTATE FUND - LONG TERM S REAL ESTATE FUND - SECTION 1231 EKAY LNG PARTNERS LP - SECTION 1231 (f) Depreciation allowed (g) Cost or other basis (h)							
		LONG TERM		 				
				 				
		DM	<u> </u>	 				
								
				-				
(e) Gross sales price	(f) Depreciation allowed	(g) Cost or other basis						
6 439	 ` ` ` 			(g)	0.			
	<u> </u>	0,430.			16,447.			
<u>b</u>	 				13,847.			
<u>d</u>	 				356.			
					534.			
f					0.			
g					-15,267.			
h					-7,077.			
1					1,776.			
<u></u>	<u> </u>				2,664.			
<u>k</u>					<u>4,223.</u>			
521.		521.			0.			
<u>m</u>				_	168,649.			
2-stery brok warehouse; or common stock, 200 shis, MLCCo. 0. Donation 0. Donatio		18,258.						
Complete only for accets about	ing goin is column (b) and owned by	the foundation on 12/21/60			<u>54.</u>			
Complete only for assets shown	,							
(i) F.M.V. as of 12/31/69			but r	not less than "-0-")				
<u>a</u>	 				0.			
<u>b</u>	 		_ _		16,447.			
<u>C</u>	 	-			13,847. 356.			
	 	 			534.			
	2-story brok warehouse; or common stock, 200 shs. MLC Co. 3S M2 FUND - UBTI 3S M2 FUND - LONG TERM 3S M2 FUND - SHORT TERM 3S M2 FUND - SECTION 1256 SHORT TERM 3S M2 FUND - SECTION 1256 LONG TERM 3S EVENT FUND - UBTI 3S EVENT FUND - LONG TERM 3S EVENT FUND - SHORT TERM 3S EVENT FUND - SECTION 1256 SHORT TERM 3S EVENT FUND - SECTION 1256 LONG TERM 3S EVENT FUND - SECTION 1256 LONG TERM 3S EVENT FUND - SECTION 1231 3S REAL ESTATE FUND - UBTI 3S REAL ESTATE FUND - LONG TERM 3S REAL ESTATE FUND - SECTION 1231 4 (a) Gross sales price (f) Depreciation allowed (or allowable) (q) Cost or other base plus expense of sale (or allowable) (q) Cost or other base plus expense of sale (or allowable) (q) Cost or other base plus expense of sale (or allowable) (r) Depreciation allowed (or allowable) (r) Depreciation allowed (r) Depreciat				0.			
<u>g</u>					-15,267.			
h					-7,077.			
1	(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. M2 FUND — UBTI M2 FUND — SHORT TERM M2 FUND — SECTION 1256 SHORT TERM M2 FUND — SECTION 1256 LONG TERM SEVENT FUND — UBTI SEVENT FUND — LONG TERM SEVENT FUND — SHORT TERM SEVENT FUND — SHORT TERM SEVENT FUND — SHORT TERM SEVENT FUND — SECTION 1256 SHORT TERM SEVENT FUND — SECTION 1256 LONG TERM SEVENT FUND — SECTION 1231 SEVENT FUND — SECTION 1231 SEVENT FUND — SECTION 1231 SEAL ESTATE FUND — LONG TERM SEAL ESTATE FUND — LONG TERM SEAL ESTATE FUND — SECTION 1231 Gross sales price (i) Depreciation allowed (or allowable) (g) Cost or other by plus expense of six of 12/31/69				1,776.			
<u> </u>					2,664.			
k					4,223.			
<u> </u>					0.			
<u>m</u>	 	<u> </u>			168,649.			
<u>n</u>	(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. S M2 FUND — UBTI S M2 FUND — LONG TERM S M2 FUND — SHORT TERM S M2 FUND — SECTION 1256 SHORT TERM S M2 FUND — SECTION 1256 LONG TERM S EVENT FUND — UBTI S EVENT FUND — LONG TERM S EVENT FUND — SHORT TERM S EVENT FUND — SECTION 1256 SHORT TERM S EVENT FUND — SECTION 1256 SHORT TERM S EVENT FUND — SECTION 1256 LONG TERM S EVENT FUND — SECTION 1256 LONG TERM S EVENT FUND — SECTION 1231 S REAL ESTATE FUND — UBTI S REAL ESTATE FUND — UBTI S REAL ESTATE FUND — SECTION 1231 EKAY LING PARTNERS LP — SECTION 1231 EKAY LING PARTNERS LP — SECTION 1231 e) Gross sales price (f) Depreciation allowed (a) Cost or other basis plus expense of sale of 12/31/69 6 , 438. 6 , 438. 521. 521. 521 splete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 F.M.V. as of 12/31/69 (ii) Adjusted basis (k) Excess of co.(1) over col.(1), if any o				18,258. 54.			
0	(g) Let and describe the kinds; of property sold, ag, real estate, 2-story brock wardhoese; or common stock, 200 sits. M.C.Co. UBS M2 FUND — UBTT UBS M2 FUND — LONG TERM UBS M2 FUND — SECTION 1256 SHORT TERM UBS M2 FUND — SECTION 1256 LONG TERM UBS M2 FUND — SECTION 1256 LONG TERM UBS WENT FUND — UBTT UBS WENT FUND — UBTT UBS WENT FUND — SHORT TERM UBS EVENT FUND — SHORT TERM UBS EVENT FUND — SHORT TERM UBS EVENT FUND — SECTION 1256 LONG TERM UBS EVENT FUND — SECTION 1251 UBS REAL ESTATE FUND — LONG TERM UBS REAL ESTATE FUND — LONG TERM UBS REAL ESTATE FUND — SECTION 1231 TEEKAY LNG PARTNERS LP — SECTION 1231							
2 Capital gain net income or (net c	capital loss) { If gain, also enter	r in Part I, line 7 0-" in Part I, line 7	2					
If gain, also enter in Part I, line 8	oss) as defined in sections 1222(5) ar 3, column (c).		3					

THE BARNETT FAMILY FOUNDATION, INC.

Part | V | Capital Gains and Losses for Tax on Investment Income

(a) List and 2-story bri	describe the kind(s) of property solo ick warehouse; or common stock, 20	l, e.g., real estate, 10 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a BROKERAGE ACCOU	JNTS			P		
b BROKERAGE ACCOU				P		
c _						
d						
e						
f						
g						
h						
1						
<u> </u>						
k						
<u> </u>						
m						
n						
0						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) (e) p	Gain or (loss) lus (f) minus (g)	
a 1,342,106.		1,360,761.				-18,655.
b 1,888,195.		1,857,831.				$\frac{-18,655.}{30,364.}$
С						
d						
e						
f						
g						
h						
1						
k						
Ι						
m						
n						
0						
Complete only for assets showin	g gain in column (h) and owned by t	he foundation on 12/31/69		(I) Los	ses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (1) over col. (j), if any		Gains (excess of but n	of col. (h) gain òver ot less than "-0-")	col. (k),
a						-18,655.
b						30,364.
c						
d						
e					·	
f						
g						
h						
1						
<u>k</u>						
1						
m						
n						
0	··					
	If any also sates	in Part I, line 7				
2 Capital gain net income or (net ca	pital loss) { If gain, also enter "-0	· In Part I, line 7	_2_			<u>121,125.</u>
3 Net short-term capital gain or (los	s) as defined in sections 1222(5) an	_	l			
If gain, also enter in Part I, line 8,	column (c).)				
If (loss), enter "-0-" in Part I, line 8	<u></u>	J	3	L	<u> N/A</u>	

FORM 99	00-PF G	AIN OR (LOSS) F	ROM SALE	OF A	SSETS		STA	TEMENT	1
DESCRIE	(A) PTION OF PROPERTY				IANNER CQUIRED	DA ACQU	TE IRED	DATE S	OLE
UBS M2	FUND - UBTI	_		PUF	RCHASED				
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)	~		(F)	_
	SALES PRICE 6,438.	OTHER BASIS 0.	SALE	0.	DEPRE	0.	GAIN	OR LOS	
DESCRIE	(A) PTION OF PROPERTY				IANNER CQUIRED	DA ACQU	TE IRED	DATE S	OLE
UBS M2	FUND - LONG TERM			PUF	RCHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)	S
	0.	0.		0.		0.		16,4	47.
DESCRIE	(A) TION OF PROPERTY				IANNER QUIRED	DA ACQU	TE IRED	DATE S	OLD
UBS M2	FUND - SHORT TER	<u>—</u> М		PUF	CHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	:		(F)	s
	0.	0.		0.		0.		13,8	

DESCRIE	(A) PTION OF PROPERTY				ANNER QUIRED			DATE	SOLD
UBS M2	FUND - SECTION 1	256 SHORT TERM		PUR	CHASED				
	(B) GROSS SALES PRICE		(D) EXPENSE SALE	OF	(E) DEPRE	~ _	GATN	(F)	oss
	0.	0.		0.		0.			356.
DESCRIE	(A) PTION OF PROPERTY				ANNER QUIRED			DATE	SOLD
UBS M2	FUND - SECTION 1	256 LONG TERM		PUR	CHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)	oss
	0.	0.		0.		0.			534.
DESCRI	(A) PTION OF PROPERTY	_			ANNER QUIRED		TE VIRED	DATE	SOLD
UBS EVE	ENT FUND - UBTI			PUF	CHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE		GATN	(F)	೧೯೯
	0.	1,651.		0.		0.			,651.
DESCRIE	(A) PTION OF PROPERTY				ANNER QUIRED		TE VIRED	DATE	SOLD
UBS EVE	ENT FUND - LONG T	ERM		PUF	CHASED				_
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) I OR L	oss
	0.	0.		0.		0.		1 5	,267.

(A) DESCRIPTION OF PROPERTY	?			IANNER CQUIRED		TE JIRED	DATE SOLD
UBS EVENT FUND - SHORT	TERM		PUR	CHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)
0.	0.		0.		0.		-7,077.
(A) DESCRIPTION OF PROPERTY	<u> </u>			IANNER QUIRED		TE JIRED	DATE SOLD
UBS EVENT FUND - SECTIO	ON 1256 SHORT TE	ERM	PUR	RCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) I OR LOSS
0.	0.		0.		0.		1,776.
(A) DESCRIPTION OF PROPERTY UBS EVENT FUND - SECTION	_	? M	AC	IANNER CQUIRED		ATE JIRED	DATE SOLD
(B)	(C)	(D)		(E)			(F)
GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	С.	GAIN	OR LOSS
0.	0.		0.		0.		2,664.
(A) DESCRIPTION OF PROPERTY	?			IANNER CQUIRED		TE JIRED	DATE SOLD
UBS EVENT FUND - SECTIO	ON 1231		PUR	RCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) I OR LOSS
0.	0.		0.		0.		4,223.

(A) DESCRIPTION OF PROPERTY				ANNER QUIRED		TE IRED	DATE	SOLD
UBS REAL ESTATE FUND -	UBTI		PUR	CHASED				
(B) GROSS SALES PRICE	(C) COST OR	(D) EXPENSE SALE	OF	(E)	~	CATN	(F)	1 99
521.	0.		0.		0.			521.
(A) DESCRIPTION OF PROPERTY				IANNER QUIRED			DATE	SOLD
UBS REAL ESTATE FUND -	LONG TERM		PUR	CHASED			_	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E)	c.	GAIN	(F) NORL	oss
0.	0.		0.		0.		-168	,649.
(A) DESCRIPTION OF PROPERTY UBS REAL ESTATE FUND -				IANNER CQUIRED		TE VIRED	DATE	SOLD
(B) GROSS	(C) COST OR	(D) EXPENSE		(E)			(F)	
SALES PRICE	OTHER BASIS	SALE		DEPRE	c.	GAIN	OR L	oss ———
0.	0.		0.		0.		18	,258.
(A) DESCRIPTION OF PROPERTY				IANNER CQUIRED	DA ACQU		DATE	SOLD
TEEKAY LNG PARTNERS LP	- SECTION 1231		PUF	CHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE			(F) NORL	oss
0.	0.		0.		0.			54.

(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DA' ACQU	TE IRED	DATE S	OLD
BROKERAGE ACCOUNTS	_		PUF	RCHASED			-	
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
SALES PRICE	OTHER BASIS	SALE		DEPRE	C.	GAIN	OR LOS	S
1,342,106.	1,360,761.		0.		0.		-18,6	55.
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DA ⁴ ACQU	TE IRED	DATE S	OLD
BROKERAGE ACCOUNTS			PUF	RCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C	CATA	(F)	G
						GAIN	·	
1,888,195.	1,857,831.	<u> </u>	0.	<u> </u>	0.		30,3	64.
CAPITAL GAINS DIVIDENDS	FROM PART IV							0.
TOTAL TO FORM 990-PF, P	ART I, LINE 6A				=		-115,8	17.
FORM 990-PF INTEREST O	N SAVINGS AND T	TEMPORARY	CASI	H INVEST	MENTS	STA	TEMENT	2
SOURCE							AMOUNT	
BROKERAGE ACCOUNTS							13,7	
BROKERAGE ACCOUNTS TEEKAY LNG PARTNERS LP	K−1						3,8	67. 00.
UBS EVENT FUND LLC K-1							14,1	95.
UBS M2 FUND K-1 UBS REAL ESTATE OPPORTU	NITY FUND LLC F	₹–1					6,0 4 ,0	
TOTAL TO FORM 990-PF, P	ART I, LINE 3,	COLUMN A					42,0	66.

FORM 990-PF DIVIDENT	OS AND I	NTERE	ST FROM	SECU	RITIES	STATEMENT	
SOURCE	O	GROSS	TNUOMA		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT	.)
BROKERAGE ACCOUNTS-UBS		3	16,438.	_	0.	316,4	38.
TEEKAY LNG PARTNERS LP K-1			585.		0.	5	85.
UBS EVENT FUND LLC K-1			10,234.		0.	10,2	
UBS M2 FUND K-1			8,775.		0.	8,7	75.
UBS REAL ESTATE OPPORTUNITY I LLC K-1	FUND		6,735.		0.	6,7	35.
TOTAL TO FM 990-PF, PART I, I	LN 4	4 342,767.				342,7	67.
FORM 990-PF	OTF	HER IN	COME			STATEMENT	4
DESCRIPTION			(A) REVENUE ER BOOK		(B) NET INVEST- MENT INCOME	(C) ADJUSTE NET INCO	
—————			EK BOOK			- MET TRCO	
UBS EVENT FUND LLC K-1			-22,	709.	-22,709	•	
UBS EVENT FUND LLC K-1				116.	0		
UBS M2 FUND, LLC K-1				309.	309		
UBS M2 FUND, LLC K-1			-3,	297.	0.	•	
UBS REAL ESTATE OPPORTUNITY I	RUND		2.2	775	0		
LLC K-1 UBS REAL ESTATE OPPORTUNITY I	בוחוד		43,	775.	0	•	
LLC K-1	CIND		-19,	130.	-19,130	_	
TEEKAY LNG PARTNERS LP K-1			-	506.	0		
TEEKAY LNG PARTNERS LP K-1				461.	461		
TOTAL TO FORM 990-PF, PART I	, LINE 1	11	-22,	981.	-41,069	•	_;_
FORM 990-PF	ACC	OUNTIN	IG FEES			STATEMENT	5
DESCRIPTION	(A) EXPENS PER BO	SES		EST-	(C) ADJUSTED NET INCOM	(D) CHARITA E PURPOS	
		,050.		,025		_ 	25.
ACCOUNTING	 .	,	•	,			

FORM 990-PF	OTHER PROFES	SIONAL FEES	STATEMENT			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITA PURPOSI		
BROKER FEES	70,810.	70,810.			0.	
TO FORM 990-PF, PG 1, LN 16C	70,810.	70,810.			0.	
FORM 990-PF	TAX	ES	S'	PATEMENT	7	
	(A)	(B)	(C)	(D)		
DESCRIPTION	EXPENSES PER BOOKS	NET INVEST-	ADJUSTED NET INCOME	CHARITA: PURPOS:		
TAXES-FOREIGN - UBS M2						
FUND	508.	508.			0.	
TAXES-FEDERAL	8,176.	0.			0.	
TAXES-STATE	1,513.	0.			0.	
TAXES-FOREIGN - UBS EVENT						
FUND	613.	613.			0.	
TAXES-FOREIGN - UBS REAL						
ESTATE	7,406.	7,406.			0.	
TAXES-FOREIGN - TEEKAY LNG						
PARTNERS LP	9.	9.			0.	
TO FORM 990-PF, PG 1, LN 18	18,225.	8,536.			0.	
FORM 990-PF	OTHER E	XPENSES	S	TATEMENT	8	
	(A)	(B)	(C)	(D)		
	EXPENSES	NET INVEST-	ADJUSTED	CHARITA	BLE	
DESCRIPTION	PER BOOKS	MENT INCOME	NET INCOME	PURPOS		
INTEREST-UBS EVENT FUND K-1 INTEREST-UBS REAL ESTATE	8,993.	•			0.	
OPPORTUNITY K-1 NONDEDUCTIBLE EXPENSES FROM	131.				0.	
PASSTHROUGH K-1'S	146.				0.	
NONDEDUCTIBLE CONTRIBUTIONS	6,952.	-			0.	
INTEREST-UBS M2 FUND K-1	9,720.	9,720.			0.	
UBS M2 FUND - PORTFOLIO	32,840.	22 040			0	
EXPENSES UBS REAL ESTATE OPPORTUNITY	34,040.	32,840.			0.	
FUND - PORTFOLIO EXPENSES	8,693.	8,693.			0.	
LOND - LOVILOPIO EVACUSES	0,033.	0,033.			U.	

THE BARNETT FAMILY FOUNDATION	N, INC.				73-6295	453
UBS EVENT FUND - PORTFOLIO EXPENSES	26,5	58.	26,	558.	0	
MISCELLANEOUS EXPENSE -	2 2	41		0		^
RECONCILIATION ADJUSTMENT BANK SERVICES CHARGES	-2,2	25.		0. 225.		0. 0.
PORTFOLIO EXPENSES		42. 938.	•	42.		0.
NONDEDUCTIBLE PENALTIES				0.		0.
INTEREST-TEEKAY LNG PARTNERS	-,-					
LP	3	42.		342.		0.
TO FORM 990-PF, PG 1, LN 23	95,3	39.	91,	020.	0.	
FORM 990-PF U.S. AND STA	ATE/CII	Y GOV	ERNMENT	OBLIGATIONS	STATEMENT	 9
DESCRIPTION		U.S. F'VO	OTHER GOV'T	BOOK VALUE	FAIR MARKE VALUE	T
US GOV'T OBLIGATIONS	_	<u>x</u>		0.		0.
TOTAL U.S. GOVERNMENT OBLIGATION	ONS		•			
TOTAL STATE AND MUNICIPAL GOVER	RNMENT	OBLIG	ATIONS			
TOTAL TO FORM 990-PF, PART II,	LINE 1	.0 A		0.		0.
FORM 990-PF	CORPC	RATE	STOCK		STATEMENT	10
DESCRIPTION				BOOK VALUE	FAIR MARKE VALUE	т
CORPORATE STOCKS			•	4,525,201.	4,455,8	28.
TOTAL TO FORM 990-PF, PART II,	LINE 1	.0в	:	4,525,201.	4,455,8	28.
FORM 990-PF	OTHER	INVES	TMENTS		STATEMENT	11
DESCRIPTION		VALU MET	ATION HOD	BOOK VALUE	FAIR MARKE VALUE	т
MUTUAL FUNDS		CO		0.		0.
UBS EVENT FUND LLC		CO		992,352.	997,9	
UBS M2 FUND LLC	ATT.	CO		908,435.	905,9	76.
UBS REAL ESTATE OPPORTUNITY FUI	עא	CO	ST	227,441.	292,9	5.4
NAVIOS MARITIME PARTNERS LP		CO	ST	75,804.	73,7	
				-	•	

THE BARNETT FAMILY FOUNDATION, INC.			73-6295453
CAPITAL PRODUCTS PARTNERS LP TEEKAY LNG PARTNERS LP TEEKAY OFFSHORE PARTNERS LP	COST COST COST	177,149. 161,476. 174,106.	153,250. 149,265. 159,600.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,716,763.	2,732,682.

Form 8868 (Rev. 1-2012)					Page 2		
If you are filing for an Additional (Not Automatic) 3-Month E	xtension,	complete only Part II and check this	box		▶ X		
Note. Only complete Part II if you have already been granted an				8868.			
If you are filing for an Automatic 3-Month Extension, complete		· · · · · · · · · · · · · · · · · · ·					
Part II Additional (Not Automatic) 3-Month I			nal (no c	opies ne	eeded).		
	-	Enter filer's	identifvir	numbe	r, see instructions		
					nployer identification number (EIN) or		
print					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
File by the THE BARNETT FAMILY FOUNDATION, INC.				73-6	295453		
due date for Number, street, and room or suite no. If a P O, box, see instructions Sc				curity num	nber (SSN)		
filing your return See 6742 SOUTH EVANSTON							
instructions City, town or post office, state, and ZIP code. For a	foreign add	dress, see instructions.					
TULSA, OK 74136	_						
Enter the Return code for the return that this application is for (fi	le a separa	ate application for each return)			0 4		
	·	,		·			
Application	Return	Application			Return		
Is For	Code	Is For			Code		
Form 990	01						
Form 990-BL	02	Form 1041-A			08		
Form 990-EZ	01	Form 4720			09		
Form 990-PF	04	Form 5227			10		
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11		
Form 990-T (trust other than above)	06	Form 8870			12		
STOP! Do not complete Part II if you were not already grante	d an autor	matic 3-month extension on a prev	iously file	d Form 8	868.		
HOGANTAYLOR, L	LP						
 The books are in the care of ► 2200 S UTICA P 	L, ST	E 400 - TULSA, OK	74114	-7000			
Telephone No ➤ <u>918-745-2333</u>		FAX No ▶					
 If the organization does not have an office or place of busines 	ss in the Ui	nited States, check this box	_				
 If this is for a Group Return, enter the organization's four digit 	t Group Ex	emption Number (GEN) I	f this is fo	r the whole	e group, check this		
box ▶ . If it is for part of the group, check this box ▶	and atta	ach a list with the names and EINs o	f all me <u>mb</u>	ers the ex	tension is for.		
4 I request an additional 3-month extension of time until	NOVEM	BER 15, 2012					
5 For calendar year 2011, or other tax year beginning		, and endin	g				
6 If the tax year entered in line 5 is for less than 12 months,	check reas	son· Initial return	Final r	eturn			
Change in accounting period							
7 State in detail why you need the extension							
ADDITIONAL TIME IS RESPECTFUL	LY RE	QUESTED IN ORDER T	O FIL	<u>E A C</u>	OMPLETE		
AND ACCURATE RETURN.							
8a If this application is for Form 990-BL, 990-PF, 990-T, 4720,	, or 6069, e	enter the tentative tax, less any		l			
nonrefundable credits. See instructions			8a	\$	<u>4,889.</u>		
b If this application is for Form 990-PF, 990-T, 4720, or 6069), enter any	refundable credits and estimated					
tax payments made. Include any prior year overpayment a	allowed as	a credit and any amount paid	<u> </u>				
previously with Form 8868.		<u> </u>	8b	\$	<u>11,191.</u>		
c Balance due. Subtract line 8b from line 8a Include your p	ayment wi	th this form, if required, by using					
EFTPS (Electronic Federal Tax Payment System) See inst			8c	\$	0.		
•		st be completed for Part II o	-				
Under penalties of perjury, I declare that I have examined this form, inclu	ding accomp	panying schedules and statements, and t	o the best c	f my knowle	edge and belief,		
it is true, correct, and complete, and that I am authorized to prepare this		. 1. 1		. 111	12/12		
Signature Title Title	July	MUN I	Date	<u>>'//</u>	1412		
,				F6rn	n 8868 (Rev. 1-2012)		