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

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning		January 1	, 2012, and ending	December 31	, 2012
Name of foundation		A Employer identification number			
<b>The Barmore Fund</b>		<b>01 0540393</b>			
Number and street (or P O box number if mail is not delivered to street address)		B Telephone number (see instructions)			
93 Governors Point Road		207 729-5103			
City or town, state, and ZIP code		C If exemption application is pending, check here ► <input type="checkbox"/>			
Harpswell, Maine 04079		D 1. Foreign organizations, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation					
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 721,596	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				

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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	9	9		
	4 Dividends and interest from securities . . . . .	21,653	21,653		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .		5,344		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .					
12 Total. Add lines 1 through 11 . . . . .	21,662	27,006			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .	7,716	7,716	7,716	
	18 Taxes (attach schedule) (see instructions) . . . . .	577	577	577	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	60	60	60	
	24 Total operating and administrative expenses. Add lines 13 through 23. <b>RECEIVED</b> <b>IRS-OSC</b> <b>MAY 17 2013</b>	8,353	8,353	8,353	
25 Contributions, gifts, grants paid . . . . .	36,500			37,000	
26 Total expenses and disbursements. Add lines 24 and 25	44,853	8,353		45,353	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-23,191				
b Net investment income (if negative, enter -0-) . . . . .		18,653			
c Adjusted net income (if negative, enter -0-) . . . . .					

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	156,566	69,188	69,188
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	310,737	340,809	391,221
	c	Investments—corporate bonds (attach schedule)	90,962	103,412	104,788
<b>Liabilities</b>	11	Investments—land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	113,005	143,072	156,399
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	671,270	656,481	721,596
	17	Accounts payable and accrued expenses			
	18	Grants payable	37,000	36,500	
<b>Net Assets or Fund Balances</b>	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	37,000	36,500	
		<b>Foundations that follow SFAS 117, check here ► <input type="checkbox"/></b> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	634,270	619,981	
	30	<b>Total net assets or fund balances</b> (see instructions)	634,270	619,981	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	671,270	656,481	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	634,270
2	Enter amount from Part I, line 27a . . . . .	2	-23,191
3	Other increases not included in line 2 (itemize) ► <b>Capital gains (5,344) &amp; Accrued Interest(3,558)</b>	3	8,902
4	Add lines 1, 2, and 3 . . . . .	4	619,981
5	Decreases not included in line 2 (itemize) ►	5	0
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	619,981

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See attached exhibit					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	<b>5,344</b>	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	40,659	717,915	.0566
2010	33,589	622,196	.0540
2009	31,278	568,816	.0550
2008	30,832	514,489	.0599
2007	24,360	526,910	.0462

- 2** Total of line 1, column (d) . . . . .
- 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 . . . . .
- 4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .
- 5** Multiply line 4 by line 3 . . . . .
- 6** Enter 1% of net investment income (1% of Part I, line 27b) . . . . .
- 7** Add lines 5 and 6 . . . . .
- 8** Enter qualifying distributions from Part XII, line 4 . . . . .

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.  
Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

1      187

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

2      187

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

3      187

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012      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

8 Enter any penalty for underpayment of estimated tax. Check here  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      187

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 2013 estimated tax ►      Refunded ►      11

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?      1a      ✓

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?      1b      ✓

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?      1c      ✓

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation. ► \$ \_\_\_\_\_ (2) On foundation managers. ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?      2      ✓

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes      3      ✓

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

b If "Yes," has it filed a tax return on Form 990-T for this year?      4b      ✓

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

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?      6      ✓

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV      7      ✓

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation      8b      ✓

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV      9      ✓

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses      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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► <b>Donna B Barmore</b> Located at ► <b>93 Governors Point Road, Harpswell, Maine</b>	Telephone no. ► (207) 729-5103	
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	ZIP+4 ► 04079-4339	15
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No ✓

**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
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here ►□		
1c	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 2012? . . .		✓
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) . . .		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 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 2012.) . . .		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .		✓
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 2012? . . .		
4b			✓

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .			5b
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			6b
	If "Yes" to 6b, file Form 8870.			✓
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attached Exhibit				
-----				
-----				
-----				
-----				
-----				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				►

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
<b>1</b>	None	
	.....	
<b>2</b>	.....	
	.....	
<b>3</b>	.....	
	.....	
<b>4</b>	.....	
	.....	

**Part IX-B      Summary of Program-Related Investments (see instructions)**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	626,570
b	Average of monthly cash balances	1b	85,470
c	Fair market value of all other assets (see instructions)	1c	0
d	<b>Total</b> (add lines 1a, b, and c)	1d	712,040
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	712,040
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,681
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	701,359
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	35,068

**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	35,068
2a	Tax on investment income for 2012 from Part VI, line 5	2a	187
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	187
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,881
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	34,881
6	Deduction from distributable amount (see instructions)	6	0
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,881

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	45,353
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	45,353
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	187
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	45,166

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				34,881
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only . . . . .			0	
b Total for prior years: 20 ____ ,20 ____ ,20 ____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	0			
b From 2008 . . . . .	0			
c From 2009 . . . . .	0			
d From 2010 . . . . .	3,377			
e From 2011 . . . . .	5,131			
f Total of lines 3a through e . . . . .	8,508			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 45,353			0	
a Applied to 2011, 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 2012 distributable amount . . . . .			34,881	
e Remaining amount distributed out of corpus	10,472			
5 Excess distributions carryover applied to 2012 (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	18,980			
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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .	0			
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .	0			0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	18,980			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	0			
b Excess from 2009 . . . . .	0			
c Excess from 2010 . . . . .	3,377			
d Excess from 2011 . . . . .	5,131			
e Excess from 2012 . . . . .	10,472			

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon:			
a	"Assets" alternative test—enter:			
(1)	Value of all assets			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter $\frac{1}{3}$ of minimum investment return shown in Part X, line 6 for each year listed			
c	"Support" alternative test—enter:			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**None**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**None****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i>				
<b>See attached Exhibit</b>				
<b>Total</b>				► 3a 37,000
<i>b Approved for future payment</i>				
<b>See attached Exhibit</b>				
<b>Total</b>				► 3b 36,500

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) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
<b>1</b>	Program service revenue:				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
<b>2</b>	Membership dues and assessments				12
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities				21,653
<b>5</b>	Net rental income or (loss) from real estate:				
a	Debt-financed property				
b	Not debt-financed property				
<b>6</b>	Net rental income or (loss) from personal property				
<b>7</b>	Other investment income				
<b>8</b>	Gain or (loss) from sales of assets other than inventory				
<b>9</b>	Net income or (loss) from special events				
<b>10</b>	Gross profit or (loss) from sales of inventory				
<b>11</b>	Other revenue: a				
b					
c					
d					
e					
<b>12</b>	Subtotal. Add columns (b), (d), and (e)				
<b>13</b>	Total. Add line 12, columns (b), (d), and (e)				21,665

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
3&4	<b>The Barmore Fund Invests contributions to earn income to distribute to selected 501(c)(3) charitable organizations.</b>

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
<p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p>	1a(1)	✓	
	1a(2)	✓	
	1b(1)	✓	
	1b(2)	✓	
	1b(3)	✓	
	1b(4)	✓	
1b(5)	✓		
1b(6)	✓		
1c	✓		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .  Yes  No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

Signature of officer or trustee		Date	Title		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	Firm's EIN ►			
	Firm's address ►	Phone no.			

**The Barmore Fund EIN 01-0540393**  
**2012 990 PF**  
**Part I, Page 1**

<b><u>Line 16c</u></b>	<b>Investment Management Fee</b>	<b>\$7,716</b>
<b><u>Line 18</u></b>	<b>Foreign dividend tax</b>	<b>\$209</b>
<b><u>Line 18</u></b>	<b>Federal tax</b>	<b>\$368</b>
<b><u>Line 23</u></b>	<b>Maine filing fee</b>	<b>\$60</b>

## Part II, Page 2, Lines 10b,c &amp; 13b,c

## Realized Gains/Losses

From December 31, 2011 to December 31, 2012

Close Date	Symbol	Description	Quantity	Cost Basis	Net Proceeds	Short Term Gain/Loss	Long Term Gain/Loss	Total Gain/Loss
<b>Realized Gains/Losses</b>								
12/21/2012	VWO	Vanguard Emerging Markets ETF	385	\$14,027.87	\$16,664.43		\$2,636.56	\$2,636.56
11/27/2012	EWG	I Shares Inc MSCI German	550	\$12,431.65	\$12,690.75	\$259.10		\$259.10
09/12/2012	PCRIX	PIMCO Commodity Real Return	2,458	\$22,156.57	\$17,650.00	(\$36.48) ●	(\$4,110.09) ●	(\$4,506.57) ●
08/22/2012	IHG	Intercontinental Hts Spons ADR New	475	\$9,187.81	\$12,039.32	\$461.99 ●	\$2,389.52 ●	\$2,851.51 ●
08/16/2012	WMT	Wal-Mart Stores Inc	135	\$6,907.21	\$9,718.38		\$2,811.17	\$2,811.17
08/13/2012	XOM	Exxon Mobil Corp	15	\$1,063.94	\$1,313.05		\$249.11	\$249.11
07/19/2012	USB	U S Bancorp Del New	100	\$2,508.82	\$3,386.37		\$877.55	\$877.55
06/29/2012	00206RAF9	At&T Inc 4.95%13 Notes Due 01/15/13	10,000	\$10,486.30	\$10,246.17	(\$240.13)	(\$240.13)	(\$240.13) ●
01/15/2013	4.950%							
06/29/2012	CB	Chubb Corporation	40	\$2,037.45	\$2,894.53			\$857.08
06/21/2012	VWO	Vanguard Emerging Markets ETF	415	\$16,185.44	\$16,184.81	(\$39.97) ●	\$39.34 ●	(\$0.63) ●
06/08/2012	SCHA	Schw US Scap Etif	350	\$12,950.42	\$11,963.50	(\$986.92)		(\$986.92) ●
05/25/2012	VWO	Vanguard Emerging Markets ETF	200	\$9,267.61	\$7,519.12			(\$1,748.49) ●
03/29/2012	TOT	Total S A ADR F 1 ADR Rep 1 Ord	140	\$7,028.30	\$7,043.29			(\$14.99) ●
03/20/2012	SKM	Sk Telecom Ltd Sponsored ADR	565	\$9,682.63	\$7,757.08	(\$60.96) ●	(\$1,864.59) ●	(\$1,925.55) ●
03/13/2012	VBR	Vanguard Small Cap Value ETF	125	\$6,828.43	\$8,695.69			\$1,867.26 ●
03/06/2012	AAPL	Apple Inc	5	\$2,043.82	\$2,591.88	\$548.06		\$548.06 ●
03/02/2012	UNFI	United Nat Food Inc Com	215	\$7,842.88	\$9,622.57	\$1,779.69		\$1,779.69 ●
<b>Total Realized Gain/Loss</b>				\$152,637.15	\$157,980.94	\$1,324.38	\$4,019.41	\$5,343.79
<i>(a) - agrees w/ SchwaF</i>								

The Barmore Fund EIN 01 0540393

2012 990 PF Part IV, Lines 2&3

## Holdings Report

VIGILANT

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As of December 31, 2012

The Barmore Fund EIN 01 0540393

The Barmore Fund (87863801)

Holdings Report

2012 990 PF Part IV, Lines 2&3

Description	Symbol	Quantity	Unit Cost	Price	Value	Unrealized Gain/Loss	Weight	Current Yield
Global Bonds								
<b>US Corporate Bonds</b>								
StatOil Hydro ASA 04/15/2019 5.250% Accrued Income	85771SAAA	10,000	\$117.18	\$118.96	\$11,895.91	\$110.83	\$178.41	1.7% 4.4%
<b>US Corporate Bonds Total</b>					<b>\$104,787.93</b>	<b>\$1,375.70</b>	<b>14.5%</b>	<b>4.6%</b>
<b>High Yield</b>								
SPDR Barclays Capital High Yield Bd ETF	JNK	600	\$38.32	\$40.71	\$24,426.00	\$1,434.91	3.4%	6.3%
<b>High Yield Total</b>					<b>\$24,426.00</b>	<b>\$1,434.91</b>	<b>3.4%</b>	<b>6.3%</b>
<b>International</b>								
Australian Government Bond ACGB 02/15/2017 6.000% Accrued Income	Q0819ACS	10,000	\$91.27	\$117.08	\$11,707.85	\$226.67	\$2,580.54	1.7% 5.1%
Australian Government Bond ACGB 03/15/2019 5.250% Accrued Income	Q08184KRS	10,000	\$109.63	\$117.38	\$11,738.48	\$154.58	\$775.00	1.6% 4.5%
Canadian Government Bond 06/01/2017 4.000% Accrued Income	135087YF5	10,000	\$103.01	\$111.76	\$11,176.06	\$33.33	\$874.66	1.6% 3.6%
<b>International Total</b>					<b>\$35,036.97</b>	<b>\$4,230.20</b>	<b>4.9%</b>	<b>4.4%</b>
<b>International Funds</b>								
SPDR Series Trust Brdly EM Local ETF WIP	EBND	400	\$31.84	\$32.29	\$12,916.00	\$11,754.90	\$180.00	1.8% 4.5%
SPDR Series Trust Db INTL Govt	WIP	185	\$58.84	\$63.54	\$11,754.90	\$868.90	\$186.90	1.6% 2.5%
<b>International Funds Total</b>					<b>\$24,670.90</b>	<b>\$1,048.90</b>	<b>3.4%</b>	<b>3.5%</b>
<b>Global Bonds Total</b>					<b>\$200,800.70</b>	<b>\$7,960.32</b>	<b>27.8%</b>	<b>4.4%</b>
Global Stocks								
Energy	APA	85	\$99.83	\$78.50	\$6,672.50	(\$1,813.27)	0.9%	0.9%
Apache Corp	APA	85	\$99.83	\$78.50	\$6,672.50	(\$1,813.27)	0.9%	0.9%

As of December 31, 2012

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VIRGINIA. — *Continued from page 11.*

## Holdings Report

Description	Symbol	Quantity	Unit Cost	Price	Value	Unrealized Gain/Loss	Weight	Current Yield
Global Stocks								
<b>Energy</b>								
Exxon Mobil Corp	XOM	100	\$69.21	\$86.55	\$8,655.00	\$1,734.37	1.2%	2.6%
Halliburton Co Com	HAL	375	\$33.62	\$34.69	\$13,008.75	\$401.23	1.8%	1.0%
Kinder Morgan Inc	KMI	400	\$33.74	\$35.33	\$14,132.00	\$636.84	2.0%	4.1%
Marathon Pete Corp Com	MPC	235	\$33.10	\$63.00	\$14,805.00	\$7,025.87	2.1%	2.2%
<b>Energy Total</b>					<b>\$57,273.25</b>	<b>\$7,985.04</b>	<b>7.9%</b>	<b>2.3%</b>
<b>Materials</b>								
Praxair Inc	PX	75	\$45.47	\$109.45	\$8,208.75	\$4,798.22	1.1%	2.0%
Rio Tinto Plc-Spon ADR	RIO	165	\$46.71	\$58.09	\$9,584.85	\$1,878.34	1.3%	2.5%
<b>Materials Total</b>					<b>\$17,793.60</b>	<b>\$6,676.56</b>	<b>2.5%</b>	<b>2.3%</b>
<b>Industrials</b>								
ABB Ltd Sponsored ADR	ABB	430	\$18.94	\$20.79	\$8,939.70	\$796.97	1.2%	3.3%
Caterpillar Inc	CAT	130	\$101.99	\$89.61	\$11,649.11	(\$1,609.37)	1.6%	2.3%
Precision Castparts Cp Com	PCP	50	\$157.94	\$189.42	\$9,471.00	\$1,573.81	1.3%	0.1%
<b>Industrials Total</b>					<b>\$30,059.81</b>	<b>\$761.41</b>	<b>4.2%</b>	<b>1.9%</b>
<b>Consumer Discretionary</b>								
Nike Inc Cl B	NKE	200	\$42.02	\$51.60	\$10,320.00	\$1,916.06	1.4%	1.5%
Tupperware Corp	TUP	130	\$45.61	\$64.10	\$8,333.00	\$2,403.38	1.2%	2.2%
<b>Consumer Discretionary Total</b>					<b>\$18,653.00</b>	<b>\$4,319.44</b>	<b>2.6%</b>	<b>1.8%</b>
<b>Consumer Staples</b>								
CVS / Caremark Corp	CVS	240	\$32.66	\$48.35	\$11,604.00	\$3,764.65	1.6%	1.3%
Pepsico Inc	PEP	135	\$64.99	\$68.43	\$9,238.05	\$464.38	1.3%	3.1%
<b>Consumer Staples Total</b>					<b>\$20,842.05</b>	<b>\$4,229.03</b>	<b>2.9%</b>	<b>2.1%</b>
<b>Health Care</b>								
Abbott Labs	ABT	185	\$51.02	\$31.34	\$5,797.90	(\$3,540.61)	0.8%	6.5%
AbbVie Inc	ABBV	185	\$0.00	\$34.16	\$6,319.60	\$6,319.60	0.9%	0.0%

## Holdings Report

Holdings Report						
Description	Symbol	Quantity	Unit Cost	Price	Value	Unrealized Gain/Loss
<b>Global Stocks</b>						
<b>Health Care</b>						
Covidien Plc F	COV	180	\$44.58	\$57.74	\$10,393.20	\$2,369.00
Express Scripts Inc Com	ESRX	125	\$63.49	\$54.00	\$6,750.00	(\$1,186.61)
Novartis ADR	NVS	160	\$52.11	\$63.30	\$10,128.00	\$1,790.30
<b>Health Care Total</b>					<b>\$39,388.70</b>	<b>\$5,651.68</b>
<b>Financials</b>						
Chubb Corporation	CB	110	\$50.69	\$75.32	\$8,285.20	\$2,708.88
Commerce Bancshares Inc	CBSH	210	\$35.69	\$35.06	\$7,362.60	(\$132.91)
U S Bancorp Del New	USB	375	\$24.48	\$31.94	\$11,977.50	\$2,796.26
<b>Financials Total</b>					<b>\$27,625.30</b>	<b>\$5,372.23</b>
<b>Information Technology</b>						
Accenture Plc Ireland Class A	ACN	175	\$38.22	\$66.50	\$11,637.50	\$4,949.21
Apple Inc	AAPL	35	\$361.23	\$532.17	\$18,626.05	\$5,983.14
Jabil Circuit Inc	JBL	365	\$20.90	\$19.29	\$7,040.85	(\$588.53)
Western Union Co	WU	700	\$17.95	\$13.61	\$9,527.00	(\$3,038.55)
<b>Information Technology Total</b>					<b>\$46,831.40</b>	<b>\$7,305.27</b>
<b>Telecommunications Services</b>						
A T & T Inc	T	400	\$26.99	\$33.71	\$13,484.00	\$2,686.29
China Mobile Ltd ADR F Sponsored	CHL	150	\$51.02	\$58.72	\$8,808.00	\$1,155.64
Vodafone Group Plc ADR	VOD	685	\$25.61	\$25.19	\$17,255.15	(\$289.44)
<b>Telecommunications Services Total</b>					<b>\$39,547.15</b>	<b>\$3,552.49</b>
<b>Utilities</b>						
American Elec Pwr Inc Com	AEP	220	\$36.20	\$42.68	\$9,389.60	\$1,426.66
National Grid Plc ADR F Sponsored	NGG	160	\$49.95	\$57.44	\$9,190.40	\$1,198.52
<b>Utilities Total</b>					<b>\$18,580.00</b>	<b>1.3%</b>

## Holdings Report

Description	Symbol	Quantity	Unit Cost	Price	Value	Unrealized Gain/Loss	Weight	Current Yield
<b>Global Stocks</b>								
Utilities								
Southern Co	SO	225	\$32.73	\$42.81	\$9,632.25*	\$2,268.38	1.3%	4.6%
<b>Utilities Total</b>					<b>\$28,212.25</b>	<b>\$4,893.56</b>	<b>3.9%</b>	<b>5.0%</b>
<b>Stock Funds</b>								
Schw Eng Mkt Eq Etf	SCHE	800	\$26.29	\$26.39	\$21,112.00*	\$80.00	2.9%	2.1%
Schwab Strategic Tr Int'l SC Equity ETF	SCHC	475	\$27.24	\$27.05	\$12,848.75*	(\$88.26)	1.8%	3.0%
Vanguard MSCI Pacific ETF	VPL	600	\$53.93	\$53.39	\$32,034.00*	(\$326.09)	4.4%	6.5%
<b>Stock Funds Total</b>					<b>\$65,994.75</b>	<b>(\$334.35)</b>	<b>9.1%</b>	<b>4.4%</b>
<b>Global Stocks Total</b>					<b>\$392,221.26</b>	<b>\$50,412.36</b>	<b>54.4%</b>	<b>3.1%</b>
<b>Hard Assets</b>								
<b>Commodities</b>								
IQ Global Resources ETF	GRES	575	\$29.61	\$30.42	\$17,491.50*	\$465.75	2.4%	1.2%
PIMCO Commodity Real Return Strategy Instl	PCRIX	2,283	\$7.32	\$6.64	\$15,161.38*	(\$1,553.05)	2.1%	1.2%
SPDR Gold Trust	GLD	165	\$114.57	\$162.02	\$26,733.37*	\$7,829.92	3.7%	0.0%
<b>Commodities Total</b>					<b>\$59,386.25</b>	<b>\$6,742.62</b>	<b>8.2%</b>	<b>0.7%</b>
<b>Hard Assets Total</b>					<b>\$59,386.25</b>	<b>\$6,742.62</b>	<b>8.2%</b>	<b>0.7%</b>
<b>Total</b>					<b>\$721,595.95</b>	<b>\$65,115.30</b>	<b>100.0%</b>	<b>3.0%</b>

**The Barmore Fund EIN 01-0540393**  
**2012 990 PF**  
**Part VIII, Page 6, Line 1**

- Suzanne B Sands, President & Director**  
**710 Highview Terrace, Lake Forrest, Illinois 60062**
- Johanna M. Barmore, Vice President & Director**  
**42 Banks Street, 3<sup>rd</sup> Floor, Somerville, Massachusetts 02144**
- Donna B. Barmore, Treasurer, Director & Registered Agent**  
**93 Governors Point Road, Harpswell, Maine 04079-4339**
- Corinne B. Bailey, Secretary & Director**  
**60 Old Field Road, Yarmouth, Maine 04096**
- Gregory T. Barmore, Director**  
**93 Governors Point Road, Harpswell, Maine 04079-4339**

**None of the officers or Directors receives Compensation from The Barmore Fund**

**The Barmore Fund EIN 01-0540393**

**2012 990 PF**

**Part XV, Line 3**

**3a-Paid during the year:**

<b>American Brain Tumor Assoc.</b> 0	<b>501(c)(3)</b>	<b>Brain Tumor Research</b>	<b>\$4,000</b>
<b>2720 River Road, Suite 146</b>			
<b>Des Plains, IL 60018-4110</b>			
<b>UNCF Bennett College</b>	<b>501(c)(3)</b>	<b>College scholarships to</b>	<b>\$4,500</b>
<b>900 E. Washington Street</b>		<b>disadvantaged student</b>	
<b>Greensboro, NC 27401</b>			
<b>Planned Parenthood.</b>	<b>501(c)(3)</b>	<b>Reproductive control</b>	<b>\$2,500</b>
<b>434 West 33<sup>rd</sup> Street</b>			
<b>New York, New York 10001</b>			
<b>Peace First</b>	<b>501(c)(3)</b>	<b>Non-violent conflict</b>	<b>\$2,500</b>
<b>280 Sumner Street, Mezzanine</b>		<b>resolution for youth</b>	
<b>Boston, MA 02210</b>			
<b>Autism Speaks</b>	<b>501(c)(3)</b>	<b>Research for Autism</b>	<b>\$4,000</b>
<b>1 East 33<sup>rd</sup> Street, 4<sup>th</sup> Floor</b>			
<b>New York, NY 10016</b>			
<b>International Medical Corps</b>	<b>501(c) (3)</b>	<b>Health Care Activities</b>	<b>\$4,000</b>
<b>1919 Santa Monica Blvd. Suite 400</b>			
<b>Santa Monica, California 90404</b>			
<b>Mitchell Institute</b>	<b>501(c)(3)</b>	<b>Education Scholarships</b>	<b>\$4,500</b>
<b>22 Monument Square, Suite 200</b>			
<b>Portland, Maine 04101</b>			
<b>American Red Cross</b>	<b>501(c)(3)</b>	<b>Emergency Relief</b>	<b>\$3,000</b>
<b>2025 E Street, NW</b>			
<b>Washington, DC 20006</b>			
<b>Pathfinder International</b>	<b>501(c)(3)</b>	<b>Reproductive Health</b>	<b>\$4,000</b>
<b>9 Galen Street, Suite 217</b>			
<b>Watertown, MA 02472</b>			
<b>Possibility Project</b>	<b>501(c)(3)</b>	<b>Youth Empowerment</b>	<b>\$4,000</b>
<b>104 w 27<sup>th</sup> Street, 12<sup>th</sup> Floor</b>			
<b>New York, NY 10001</b>			
	<b>Total</b>		<b><u>\$37,000</u></b>

**3b-Approved for future payment:**

<b>American Brain Tumor Assoc.</b>	<b>0</b>	<b>501(c)(3) Brain Tumor Research</b>	<b>\$4,000</b>
<b>2720 River Road, Suite 146</b>			
<b>Des Plains, IL 60018-4110</b>			
<b>UNCF Bennett College</b>	<b>501(c)(3)</b>	<b>College scholarships to disadvantaged student</b>	<b>\$4,500</b>
<b>900 E. Washington Street</b>			
<b>Greensboro, NC 27401</b>			
<b>Planned Parenthood.</b>	<b>501(c)(3)</b>	<b>Reproductive control</b>	<b>\$2,500</b>
<b>434 West 33<sup>rd</sup> Street</b>			
<b>New York, New York 10001</b>			
<b>Peace First</b>	<b>501(c)(3)</b>	<b>Non-violent conflict resolution for youth</b>	<b>\$2,500</b>
<b>25 Kingston St, 6<sup>th</sup> Floor</b>			
<b>Boston, MA 02111</b>			
<b>Autism Speaks</b>	<b>501(c)(3)</b>	<b>Research for Autism</b>	<b>\$4,000</b>
<b>1 East 33<sup>rd</sup> Street, 4<sup>th</sup> Floor</b>			
<b>New York, NY 10016</b>			
<b>International Medical Corps</b>	<b>501(c) (3)</b>	<b>Health Care Activities</b>	<b>\$4,000</b>
<b>1919 Santa Monica Blvd. Suite 400</b>			
<b>Santa Monica, California 90404</b>			
<b>Mitchell Institute</b>	<b>501(c)(3)</b>	<b>Education Scholarships</b>	<b>\$4,500</b>
<b>22 Monument Square, Suite 200</b>			
<b>Portland, Maine 04101</b>			
<b>American Red Cross</b>	<b>501(c)(3)</b>	<b>Emergency Relief</b>	<b>\$2,500</b>
<b>2025 E Street, NW</b>			
<b>Washington, DC 20006</b>			
<b>Pathfinder International</b>	<b>501(c)(3)</b>	<b>Reproductive Health</b>	<b>\$4,000</b>
<b>9 Galen Street, Suite 217</b>			
<b>Watertown, MA 02472</b>			
<b>Possibility Project</b>	<b>501(c)(3)</b>	<b>Youth Empowerment</b>	<b>\$4,000</b>
<b>104 w 27<sup>th</sup> Street, 12<sup>th</sup> Floor</b>			
<b>New York, NY 10001</b>			
		<b>Total</b>	<b><u>\$36,500</u></b>