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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BARNEY FAMILY FOUNDATION C/O HARRISON & HELD, LLP		A Employer identification number 36-7195126
Number and street (or P.O. box number if mail is not delivered to street address) ROBERT T. NAPIER, 333 W. WACKER DRIVE	Room/suite 1700	B Telephone number 312-332-1111
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 36,043,186.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,993.	2,954.		STATEMENT 1
4 Dividends and interest from securities		489,167.	489,167.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,028.			
b Gross sales price for all assets on line 6a		4,734,102.			
7 Capital gain net income (from Part IV, line 2)			1,028.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<36,020.>	<36,020.>		STATEMENT 3
12 Total. Add lines 1 through 11		457,168.	457,129.		
13 Compensation of officers, directors, trustees, etc		250,000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		7,870.	7,870.		0.
b Accounting fees STMT 5		16,174.	16,174.		0.
c Other professional fees STMT 6		6,142.	6,142.		0.
17 Interest					
18 Taxes STMT 7		38,966.	21,689.		17,277.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		28,409.	0.		28,409.
24 Total operating and administrative expenses. Add lines 13 through 23		347,561.	51,875.		45,686.
25 Contributions, gifts, grants paid		1,319,500.			1,319,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,667,061.	51,875.		1,365,186.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,209,893.>			
b Net investment income (if negative, enter -0-)			405,254.		
c Adjusted net income (if negative, enter -0-)				N/A	

BARNEY FAMILY FOUNDATION
C/O HARRISON & HELD, LLP

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	16,715,287.	12,177,607.	12,177,607.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	12,842,609.	16,342,434.	17,145,015.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	6,807,262.	6,337,919.	6,431,189.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	<7,930.>	289,375.	289,375.	
16 Total assets (to be completed by all filers)	36,357,228.	35,147,335.	36,043,186.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	36,357,228.	35,147,335.		
30 Total net assets or fund balances	36,357,228.	35,147,335.		
31 Total liabilities and net assets/fund balances	36,357,228.	35,147,335.		

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	36,357,228.
2 Enter amount from Part I, line 27a	2	<1,209,893.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,147,335.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,147,335.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,734,102.		4,733,074.	1,028.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,028.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,028.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,523,867.	23,053,761.	.066101
2010	1,772,613.	37,250,307.	.047587
2009	2,013,712.	35,973,054.	.055978
2008	604,412.	45,084,446.	.013406
2007			

2 Total of line 1, column (d)	2	.183072
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.045768
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	35,542,453.
5 Multiply line 4 by line 3	5	1,626,707.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,053.
7 Add lines 5 and 6	7	1,630,760.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,365,186.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,105.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,105.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,105.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,148.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,148.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,043.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 2,043. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBERT T. NAPIER, HARRISON & HELD,</u> Telephone no. ► <u>312-332-1111</u> Located at ► <u>333 W. WACKER DRIVE, SUITE 1700, CHICAGO, IL</u> ZIP+4 ► <u>60606</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 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)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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
			X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN M. BARNEY, SR. 130 S. CANAL STREET, APT. 9T CHICAGO, IL 60606	TRUSTEE 0.00	0.	0.	0.
LYNNE C. BARNEY 130 S. CANAL STREET, APT. 9T CHICAGO, IL 60606	TRUSTEE 0.00	0.	0.	0.
STEPHEN M. BARNEY, JR. 726 MARITIME WAY PALM BEACH GARDENS, FL 33410	0.00	125,000.	0.	0.
KRISTEN BARNEY ADAMS 1923 SCHOOL STREET CHICAGO, IL 60657	0.00	125,000.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,712,698.
b	Average of monthly cash balances	1b	13,939,821.
c	Fair market value of all other assets	1c	6,431,190.
d	Total (add lines 1a, b, and c)	1d	36,083,709.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	36,083,709.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	541,256.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,542,453.
6	Minimum investment return. Enter 5% of line 5	6	1,777,123.

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	1,777,123.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,105.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,105.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,769,018.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,769,018.
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	1,769,018.

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	1,365,186.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,365,186.
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	1,365,186.

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				1,769,018.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				379,471.
f Total of lines 3a through e	379,471.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 1,365,186.				
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				1,365,186.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	379,471.			379,471.
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				24,361.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(p)(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).)

SEE STATEMENT 12

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST VARIOUS VARIOUS	NONE	PUBLIC CHARITIES	GENERAL PURPOSES	1,319,500.
Total			3a	1,319,500.
b Approved for future payment				
NONE				
Total			3b	0.

BARNEY FAMILY FOUNDATION

Form 990-PF (2012)

C/O HARRISON & HELD, LLP

36-7195126 Page 13

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

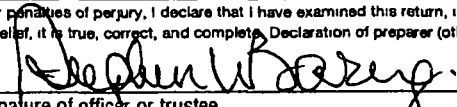
<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to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


(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

<p>Sign Here</p> <p>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.</p> <p> 18/27/2013 TRUSTEE</p> <p>Signature of officer or trustee Date Title</p>	<p>May the IRS discuss this return with the preparer shown below (see instr. 9)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
---	---

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	ROBERT T. NAPIER		8/28/13		P00780390
	Firm's name HARRISON & HELD, LLP			Firm's EIN 32-0077509	
	Firm's address 333 W. WACKER DRIVE, SUITE 1700 CHICAGO, IL 60606			Phone no. 312-332-1111	

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2,500 EOG RES INC - A/C 242-36740		P	05/24/12	07/30/12
b JPMORGAN A/C Q73692008 - SEE ATTACHED		P		
c JPMORGAN A/C Q73692008 - SEE ATTACHED		P	12/15/11	05/02/12
d JPMORGAN A/C Q73692008 - SEE ATTACHED		P		
e JPMORGAN A/C Q73692008 - SEE ATTACHED		P		
f BALKAN FINANCIAL K-1		P		12/31/12
g JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND K		P		12/31/12
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 247,469.		252,135.	<4,666.>
b 2,673,028.		2,712,245.	<39,217.>
c 5,177.		5,955.	<778.>
d 420,741.		294,963.	125,778.
e 1,330,082.		1,340,645.	<10,563.>
f		127,131.	<127,131.>
g 57,605.			57,605.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,666.>
b			<39,217.>
c			<778.>
d			125,778.
e			<10,563.>
f			<127,131.>
g			57,605.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,028.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
EL PASO PIPELINE PARTNERS LP	97.
JPMORGAN A/C Q73692008	66.
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	2,830.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,993.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JPMORGAN A/C 242-36740	425.	0.	425.
JPMORGAN A/C Q73692008	443,620.	0.	443,620.
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	45,122.	0.	45,122.
TOTAL TO FM 990-PF, PART I, LN 4	489,167.	0.	489,167.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BALKAN FINANCIAL SECTOR EQUITY FUND	<34,811.>	<34,811.>	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	<9,545.>	<9,545.>	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	<164.>	<164.>	
EL PASO PIPELINE PARTNERS LP	<5,181.>	<5,181.>	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	12.	12.	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	<30,617.>	<30,617.>	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	44,286.	44,286.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<36,020.>	<36,020.>	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HARRISON & HELD, LLP	7,870.	7,870.		0.	
TO FM 990-PF, PG 1, LN 16A	7,870.	7,870.		0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING TAX PREPARATION FEES	6,284. 9,890.	6,284. 9,890.		0. 0.	
TO FORM 990-PF, PG 1, LN 16B	16,174.	16,174.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING	6,142.	6,142.		0.	
TO FORM 990-PF, PG 1, LN 16C	6,142.	6,142.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	21,689.	21,689.		0.	
2012 PAYROLL TAXES	17,277.	0.		17,277.	
TO FORM 990-PF, PG 1, LN 18	38,966.	21,689.		17,277.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	42.	0.		42.	
PAYROLL SERVICE FEES	531.	0.		531.	
INSURANCE	20,330.	0.		20,330.	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS FUND	7,506.	0.		7,506.	
TO FORM 990-PF, PG 1, LN 23	28,409.	0.		28,409.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
JPMORGAN EQUITIES	16,342,434.		17,145,015.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,342,434.		17,145,015.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
JPMORGAN ALTERNATIVE ASSETS	COST	4,455,328.	4,548,598.	
BALKAN FINANCIAL SECTOR FUND	COST	1,882,591.	1,882,591.	
TOTAL TO FORM 990-PF, PART II, LINE 13		6,337,919.	6,431,189.	

FORM 990-PF	OTHER ASSETS		STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
DUE FROM JPMORGAN	246.	1.	1.	
OTHER ADJUSTMENTS	<8,176.>	0.	0.	
BASIS ADJUSTMENTS	0.	289,374.	289,374.	
TO FORM 990-PF, PART II, LINE 15	<7,930.>	289,375.	289,375.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

STEPHEN M. BARNEY, SR.
LYNNE C. BARNEY

BFF DISTRIBUTIONS 2012

Americans for Prosperity Foundation	200,000
Big Shoulders	20,000
Boys & Girls Club Palm Beach County	10,000
CATO	10,000
Children's Memorial Hospital	20,000
Cleveland Clinic	50,000
Discovery Institute	25,000
Heartland Institution	25,000
Hillsdale College	400,000
Hoover Institution	25,000
Hope Rural School	10,000
Illinois Policy Institute	25,000
Johns Hopkins Hospital	50,000
Lake Forest Academy	10,000
Law Enforcement Assistance Foundation	2,500
Lingap Children's Foundation	5,000
Lost Tree Village	25,000
Mayo Clinic	50,000
Media Research Center	5,000
Milton & Rose Friedman Foundation	50,000
Misericordia	25,000
Northwestern University Feinberg School of Medicine	50,000
Pacific Research Institute	10,000
Philanthropy Round Table	10,000
Renewal Coalition (A Wounded Warrior's Second Chance)	10,000
Sacred Heart School	15,000
St. Chrysostom's Day School	2,000
State Policy Network	10,000
Teach For America	50,000
The Heritage Foundation	100,000
Treasure Coast Wildlife Hospital	10,000
Urban Youth Impact	10,000
Total	<u>1,319,500</u>

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions BARNEY FAMILY FOUNDATION C/O HARRISON & HELD, LLP	Employer identification number (EIN) or 36-7195126
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O HARRISON & HELD, LLP, ROBERT T. NAPIER - 333 W	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 granted an automatic 3-month extension on a previously filed Form 8868.

ROBERT T. NAPIER, HARRISON & HELD, LLP

- The books are in the care of **333 W. WACKER DRIVE, SUITE 1700 - CHICAGO, IL 60606**

Telephone No **312-332-1111**

FAX No **312-332-1150**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

AN ADDITIONAL EXTENSION REQUEST IS REQUIRED BECAUSE ALL THE 2012 TAX INFORMATION HAS NOT YET BEEN RECEIVED BY THE FOUNDATION.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	9,012.
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 allowed as a credit and any amount paid previously with Form 8868	8b	\$	9,012.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **TRUSTEE**

Date

Form 8868 (Rev. 1-2013)



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

BARNEY FAMILY FDN (CHESTER FDN)

Account Number: Q 73692-00-8

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABB LTD	ABB		09/06/11	10,000.000	211,682.92	186,600.00		25,082.92
SPONS ADR	000375204		01/26/12					
GAFISA S A	GFA		09/06/11	15,000.000	75,661.52	134,775.00		-59,113.48
ADR	362607301		01/26/12					
INTEL CORP	INTC		01/30/12	13,000 000	347,874.78	346,980.40		894.38
	458140100		06/22/12					
MICROSOFT CORP	MSFT		01/27/12	15,000.000	453,717.31	440,850.00		12,867.31
	594918104		06/22/12					
NEWMONT MINING CORP	NEM		Various	6,000 000	277,938.96	371,680.20		-93,741.24
	651639106		05/04/12					
PROGRESSIVE WASTE SOLUTIONS LTD.	BIN		11/09/11	9,000 000	199,233.66	180,068.40		19,165.26
	74339G101		01/26/12					
ROYAL DUTCH SHELL PLC	RDS		Various	225.000	16,084.89	15,345.96		738.93
ADR	780259206		04/26/12					
SCHLUMBERGER LTD	SLB		01/20/12	3,000 000	212,155.24	220,069.20		-7,913.96
	806857108		04/23/12					
SYNGENTA AG	SYT		09/06/11	4,500.000	279,683.57	262,980.00		16,703.57
ADR	87160A100		01/26/12					

J.P.Morgan



BARNEY FAMILY FDN (CHESTER FDN)
Account Number Q 73692-00-8

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
YAMANA GOLD INC	AUY 98462Y100	Various 05/02/12	42,000.000	598,994.72	552,895.50		46,099.22
Total Short-Term Covered				2,673,027.57	2,712,244.66		-39,217.09



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

BARNEY FAMILY FDN (CHESTER FDN)

Account Number Q 73892-00-8

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
AMERICAN CENTURY GLOBAL GOLD FUND	BGEI 02507M105		12/15/11 05/02/12	291.033	5,177.47	5,954.54		-777.07
Total Short-Term Non Covered					5,177.47	5,954.54		-777.07

J.P.Morgan



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

BARNEY FAMILY FDN (CHESTER FDN)

Account Number: Q 73692-00-8

Capital Gain and Loss Schedule

Short-Term Non 1099B Reportable

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABBOTT LABORATORIES CALL 08/18/12 @ 55	0028249BX		01/03/12 05/31/12	31.000	10,198.80	22,816.00		-12,617.20
AGNICO EAGLE MINES LTD CALL 11/17/12 @ 45	0084749BO		04/26/12 08/27/12	45.000	6,119.85	20,520.00		-14,400.15
AGNICO EAGLE MINES LTD CALL 11/17/12 @ 47.50	0084749BQ		04/27/12 09/12/12	45.000	7,450.47	13,635.00		-6,184.53
BARRICK GOLD CORP CALL 07/21/12 @ 50	0679019BR		01/25/12 04/26/12	120.000	34,289.33	1,693.20		32,596.13
BARRICK GOLD CORP CALL 10/20/12 @ 45	0679019CK		04/26/12 08/08/12	120.000	15,192.84	1,140.00		14,052.84
CENOVUS ENERGY INC CALL 06/16/12 @ 35	15135U9AG		01/23/12 05/02/12	75.000	26,549.48	12,405.75		14,143.73
CONOCOPHILLIPS CALL 08/18/12 @ 80	20825C9DL		05/01/12 05/17/12	40.000	6,279.88	1,660.00		4,619.88
FREPORT-MCMORAN COPPER & GOLD INC CALL 08/18/12 @ 42	35671D9NL		01/23/12 05/17/12	25.000	14,349.72	787.50		13,562.22
FREPORT-MCMORAN COPPER & GOLD INC CALL 08/18/12 @ 47	35671D9NS		01/26/12 04/26/12	25.000	12,724.75	1,037.50		11,687.25
FREPORT-MCMORAN COPPER & GOLD INC CALL 06/16/12 @ 40	35671D9RC		04/26/12 05/17/12	25.000	2,424.94	281.00		2,143.94

J.P.Morgan



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BARNEY FAMILY FDN (CHESTER FDN)

Account Number: Q 73692-00-8

Capital Gain and Loss Schedule

Short-Term Non 1099B Reportable

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
GOLDCORP INC CALL 04/21/12 @ 48	3809569AZ		01/12/12 04/26/12	120 000	26,279.48	.00		26,279.48
INTEL CORP CALL 07/21/12 @ 26	4581409DP		01/30/12 06/22/12	65 000	11,959.76	8,710.00		3,249.76
MERCK AND CO INC CALL 07/21/12 @ 38	58933Y9CN		01/03/12 04/26/12	75 000	16,424.67	10,050.00		6,374.67
MERCK AND CO INC CALL 10/20/12 @ 40	58933Y9DD		04/26/12 07/30/12	75 000	6,224.85	35,700.00		-29,475.15
MICROSOFT CORP CALL 07/21/12 @ 30	5949189DZ		01/27/12 06/15/12	75 000	8,549.82	7,200.00		1,349.82
NEWMONT MINING CORP CALL 06/16/12 @ 70	6516399DM		02/23/12 04/26/12	30 000	4,859.90	165.00		4,694.90
PFIZER INC CALL 09/22/12 @ 22	7170819DS		01/26/12 06/22/12	80 000	7,599.84	10,000.00		-2,400.16
SCHLUMBERGER LTD CALL 01/19/13 @ 75	8068579DN		01/20/12 04/23/12	30 000	27,719.46	17,220.00		10,499.46
SUNCOR ENERGY INC CALL 06/16/12 @ 36	8672249BE		01/27/12 05/17/12	50 000	10,449.79	225.00		10,224.79
SUNCOR ENERGY INC CALL 06/16/12 @ 40	8672249BI		02/23/12 04/26/12	50 000	5,149.90	249.00		4,900.90

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BARNEY FAMILY FDN (CHESTER FDN)
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Capital Gain and Loss Schedule

Short-Term Non 1099B Reportable

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SUNCOR ENERGY INC CALL 09/22/12 @ 35	8672249BJ		04/26/12 06/25/12	50.000	6,882.83	725.00		6,157.83
TOTAL SA								
CALL 08/18/12 @ 60	89151E9BL		02/23/12 06/25/12	65.000	7,734.85	422.50		7,312.35
TRANSOCEAN INC CALL 08/18/12 @ 50	H8817H9BP		Various 05/31/12	22.000	8,692.80	1,254.00		7,438.80
TRANSOCEAN INC CALL 08/18/12 @ 50	H8817H9BP		01/25/12 06/15/12	45.000	14,129.72	3,960.00		10,169.72
TRANSOCEAN INC CALL 08/18/12 @ 55	H8817H9BR		02/24/12 05/31/12	22.000	7,017.87	385.00		6,632.87
TRANSOCEAN INC CALL 08/18/12 @ 55	H8817H9BR		Various 06/15/12	46.000	12,459.74	989.00		11,470.74
TRANSOCEAN INC CALL 08/18/12 @ 45	H8817H9BU		05/31/12 07/30/12	22.000	3,233.92	7,392.00		-4,158.08
TRANSOCEAN INC CALL 08/18/12 @ 42 50	H8817H9BV		05/31/12 07/30/12	22.000	5,044.04	11,902.00		-6,857.96
VERIZON COMMUNICATIONS INC CALL 07/21/12 @ 38	92343V9CL		02/08/12 06/22/12	100.000	13,299.73	57,100.00		-43,800.27
WASTE MANAGEMENT INC CALL 07/21/12 @ 32	94106L9AP		01/03/12 04/23/12	35.000	7,839.84	13,860.00		-6,020.16

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BARNEY FAMILY FDN (CHESTER FDN)

Account Number: Q 73692-00-8

Capital Gain and Loss Schedule

Short-Term Non 1099B Reportable

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
WASTE MANAGEMENT INC CALL 07/21/12 @ 32	94106L9AP		Various 04/27/12	65.000	14,059.71	16,315.00		-2,255.29
WASTE MANAGEMENT INC CALL 07/21/12 @ 33	94106L9AR		01/23/12 06/14/12	100.000	20,899.58	5,281.00		15,618.58
YAMANA GOLD INC CALL 07/21/12 @ 18	98462Y9AL		01/12/12 05/02/12	210.000	20,579.58	2,625.00		17,954.58
YAMANA GOLD INC CALL 07/21/12 @ 19	98462Y9AM		02/02/12 04/26/12	105.000	11,969.75	1,207.50		10,762.25
YAMANA GOLD INC CALL 10/20/12 @ 15	98462Y9AO		04/26/12 05/02/12	50.000	6,099.85	6,050.00		49.85
Total Short-Term Non 1099B Reportable					420,741.34	294,962.95		125,778.39

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BARNEY FAMILY FDN (CHESTER FDN)
Account Number: Q 73692-00-8

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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CENOVUS ENERGY INC	CVE		02/18/11	15,000 000	528,307.64	548,784.00		-20,476.36
	15135U109		05/02/12					
ROYAL DUTCH SHELL PLC	RDS		03/28/11	90.000	6,433.95	6,300 00		133.95
ADR	780259206		04/26/12					
Total Long-Term Covered					534,741.59	555,084.00		-20,342.41



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BARNEY FAMILY FDN (CHESTER FDN)

Account Number Q 73692-00-8

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABBOTT LABORATORIES	ABT 002824100		10/27/10 04/10/12	2,400.000	139,748.88	122,898.96		16,849.92
AMERICAN CENTURY GLOBAL GOLD FUND	BGEI 02507M105		Various 05/02/12	4,352.094	77,423.76	112,856.98		-35,433.22
ENERSYS INC	ENS 29275Y102		Various 01/26/12	16,700.000	482,420.31	469,582.66		12,837.65
ENERSYS INC	ENS 29275Y102		09/14/10 01/27/12	3,300.000	95,746.99	80,222.34		15,524.65
Total Long-Term Non Covered					795,339.94	785,560.94		9,779.00

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