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ENVELOPE
POSTMARK DATE MAY 13 2013

Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

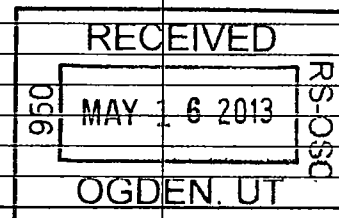
Department of the Treasury
Internal Revenue Service

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 , 2012, and ending , 20

Name of foundation WILLIAM S BARNICKEL FOUNDATION		A Employer identification number 43-1698028
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 11356	Room/suite	B Telephone number (see instructions) 314- 746-7329
City or town, state, and ZIP code CLAYTON, MO 63105-0156		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) \$ 1,029,709.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	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) (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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	29,712.	29,712.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	396,545.			
	b Gross sales price for all assets on line 6a	845,015.			
	7 Capital gain net income (from Part IV, line 2)		396,545.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	426,257.	426,257.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,100.	935.	NONE	165.
	c Other professional fees (attach schedule) STMT 4	6,550.	5,567.		982.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	1,151.	87.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	51.			
	24 Total operating and administrative expenses. Add lines 13 through 23	8,852.	6,589.	NONE	1,147.
	25 Contributions, gifts, grants paid	85,000.			85,000.
	26 Total expenses and disbursements. Add lines 24 and 25	93,852.	6,589.	NONE	86,147.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	332,405.			
	b Net investment income (if negative, enter -0-)		419,668.		
	c Adjusted net income (if negative, enter -0-)				



R/K/He

Part II Balance Sheets		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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	16,949.	34,434.	34,434.
	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			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) STMT 6A .	247,044.	571,692.	605,860.
	c	Investments - corporate bonds (attach schedule) STMT 6A .	294,302.	363,310.	388,225.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	79,028.		
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	898.	1,190.	1,190.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	638,221.	970,626.	1,029,709.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	638,221.	970,626.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds .			
	30	Total net assets or fund balances (see instructions)	638,221.	970,626.	
31	Total liabilities and net assets/fund balances (see instructions)	638,221.	970,626.		

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	638,221.
2	Enter amount from Part I, line 27a	2	332,405.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	970,626.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	970,626.

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 PUBLICLY TRADED SECURITIES					
b					
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 845,015.		448,470.	396,545.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			396,545.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	396,545.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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	84,828.	1,114,510.	0.076112
2010	83,194.	1,015,078.	0.081958
2009	84,296.	979,887.	0.086026
2008	85,000.	1,385,603.	0.061345
2007	85,000.	1,585,467.	0.053612

2 Total of line 1, column (d)	2	0.359053
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	0.071811
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,059,876.
5 Multiply line 4 by line 3	5	76,111.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,197.
7 Add lines 5 and 6	7	80,308.
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	86,147.

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)	1	4,197.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	4,197.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	4,197.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,500.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	1,500.
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	2,697.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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"/> MO		
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

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 ▶ N/A	13	X	
14	The books are in care of ▶ THE COMMERCE TRUST COMPANY Telephone no ▶ (314) 746-7322 Located at ▶ 8000 FORSYTH BLVD, CLAYTON, MO ZIP+4 ▶ 63105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 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 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 ▶ <input type="checkbox"/>	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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? ☐ Yes ☒ No **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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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 STATEMENT 7		- 0 -	- 0 -	- 0 -

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

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

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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	1,022,263.
b	Average of monthly cash balances	1b	53,753.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,076,016.
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	NONE
3	Subtract line 2 from line 1d	3	1,076,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,140.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,059,876.
6	Minimum investment return. Enter 5% of line 5	6	52,994.

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	52,994.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,197.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,197.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	48,797.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	48,797.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	48,797.

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	86,147.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	86,147.
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	4,197.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	81,950.

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				48,797.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	6,570.			
b From 2008	16,229.			
c From 2009	36,710.			
d From 2010	36,052.			
e From 2011	31,910.			
f Total of lines 3a through e	127,471.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>86,147.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				48,797.
e Remaining amount distributed out of corpus	37,350.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	164,821.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	6,570.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	158,251.			
10 Analysis of line 9				
a Excess from 2008	16,229.			
b Excess from 2009	36,710.			
c Excess from 2010	36,052.			
d Excess from 2011	31,910.			
e Excess from 2012	37,350.			

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

NOT APPLICABLE

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

4942(j)(3) or

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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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(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).)

MICHAEL V JANES

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.

N/A

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 STATEMENT 14				85,000.
Total			3a	85,000.
b Approved for future payment				
Total			3b	

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	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	29,712.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	396,545.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				426,257.	
13	Total. Add line 12, columns (b), (d), and (e)					426,257.

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

[illegible]

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESCO DEVELOPING MARKET FUND CLASS R5	126.	126.
AQR MANAGED FUTURES STRATEGY FUND I	152.	152.
ALLIANZGI NFJ DIVIDEND VALUE FUND-INSTIT	1,076.	1,076.
ALTRIA GROUP INC	738.	738.
ARTISAN MID CAP VALUE FUND-INS	189.	189.
BAIRD AGGREGATE BOND FUND-IS	954.	954.
BAKER HUGHES INC	285.	285.
BLACKROCK HIGH YIELD BOND PORTFOLIO	164.	164.
CARDINAL HEALTH INC	430.	430.
COMMERCE BOND FUND #333	9,453.	9,453.
DODGE & COX INCOME FUND	685.	685.
DU PONT (E I) DE NEMOURS & CO	625.	625.
EXXON MOBIL CORPORATION	1,641.	1,641.
FIDELITY ADVISOR EMERGING MARKETS INCOME	270.	270.
FINANCIAL SQUARE TR GOVERNMENT FD	3.	3.
GOLDMAN SACHS HIGH YIELD FUND INS	166.	166.
HARTFORD FLOATING RATE FUND-Y	182.	182.
ISHARES BARCLAYS 1-3 YEAR TREASURY BOND	97.	97.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	750.	750.
ISHARES RUSSELL 1000 VALUE INDEX FUND	838.	838.
JP MORGAN ALERIAN MLP INDEX ETN	426.	426.
LAUDUS GROWTH INVESTORS US LARGE CAP GRO	485.	485.
LAZARD DEVELOPING MARKETS EQUITY PORTFOL	114.	114.
NATIXIS LOOMIS SAYLES VALUE FUND Y	722.	722.
MFS RESEARCH INTERNATIONAL FUND-I	725.	725.
MERCK & CO INC	840.	840.
MORGAN STANLEY INSTITUTIONAL FUND TRUST	88.	88.
PHILIP MORRIS INTERNATIONAL	1,386.	1,386.
PIMCO COMMODITY REALRETURN STRATEGY FUND	272.	272.
PIMCO ALL ASSET ALL AUTHORITY FUND IS	1,946.	1,946.
PIMCO EMERGING LOCAL BOND FUND IS	296.	296.
PRUDENTIAL GLOBAL REAL ESTATE FUND Z	451.	451.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRUDENTIAL JENNISON MID CAP GROWTH FUND	135.	135.
T ROWE PRICE NEW HORIZONS FUNDS	103.	103.
SPDR S&P INTERNATIONAL SMALL CAP ETF	229.	229.
TARGET SMALL CAPITALIZATION VALUE PORTFO	453.	453.
VANGUARD MORGAN GROWTH FUND-AD	998.	998.
VANGUARD MSCI EAFE ETF	15.	15.
VANGUARD INTERMEDIATE TERM INVESTMENT GR	479.	479.
VANGUARD INTERMEDIATE TERM CORP FUND #71	383.	383.
VANGUARD FTSE ALL WORLD EX-US SMALL CAP	342.	342.
TOTAL	29,712.	29,712.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,100.	935.		165.
TOTALS	1,100.	935.	NONE	165.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN & MANAGEMENT FEES (A)	6,550.	5,567.	982.
TOTALS	6,550.	5,567.	982.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL ESTIMATES - INCOME	1,064.	
FOREIGN TAXES ON QUALIFIED FOR	66.	66.
FOREIGN TAXES ON NONQUALIFIED	21.	21.
	-----	-----
TOTALS	1,151.	87.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS
-----DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

51.

TOTALS

51.
=====

WILLIAM S BARNICKEL FOUNDATION I/M

EIN: 43-1698028

As of December 31, 2012

Group	Description	Units	Book Value	Market Value
1	FINANCIAL SQUARE TR GOVERNMENT FD	34,434	34,434.40	34,434.40
1 Total		34,434	34,434.40	34,434.40

2	ISHARES RUSSELL 1000 VALUE INDEX FD	620	42,838.65	45,148.40
	ISHARES RUSSELL MIDCAP VALUE INDX FD	870	41,185.46	43,708.80
	MORGAN STANLEY INS M/C GR-IN	749	26,620.35	26,013.73
	ALLIANZ NFJ DIVIDEND VALUE FUND	3,412	40,485.02	43,301.99
	MFS RESEARCH INTERNATIONAL FUND-I	2,212	30,079.53	34,844.43
	AQR MANAGED FUTURES STRATEGY FUND I	2,033	20,092.40	19,883.50
	ARTISAN MID CAP VALUE FUND-INS	599	12,351.87	12,459.70
	CLEARBRIDGE SMALL CAP	913	18,462.88	19,077.67
	INVESCO DEVELOPING MARKET FUND	339	10,359.21	11,478.26
	JP MORGAN ALERIAN MLP INDEX ETN	275	10,584.72	10,576.50
	LAUDUS GROWTH INVESTORS US L/C	3,446	47,949.85	49,685.31
	LAZARD DEVELOPING EQUITY-INS	906	10,414.54	11,235.07
	NATIXIS LOOMIS SAYLES VALUE FUND Y	2,139	41,184.95	44,879.83
	PIMCO ALL ASSET ALL AUTH-IS	2,897	30,763.50	32,124.86
	PRUDENTIAL GLOBAL REAL EST-Z	630	12,376.83	13,675.01
	PRUDENTIAL JENN M/C GTH-Z	821	26,045.21	26,615.81
	SPDR GOLD TRUST	125	14,208.75	20,252.55
	T ROWE PRICE NEW HORIZONS FUND INC	294	10,202.10	9,759.21
	TARGET SMALL CAP VALUE PT	1,514	30,752.57	32,423.33
	VANGUARD FTSE ALL WO X-US SC	165	14,186.85	14,996.85
	VANGUARD MORGAN GROWTH FD-AD	1,357	80,547.19	83,719.31
2 Total		26,317	571,692.43	605,860.12

3	COMMERCE BOND FUND #333	10,720	202,100.37	224,587.00
	BAIRD AGGREGATE BOND FUND IS	2,887	31,192.93	31,444.67
	PIMCO COMMODITY RR STRAT-INS	1,599	10,232.77	10,616.50
	FIDELITY ADVI EMRG MKS INC-I	440	6,097.61	6,612.34
	GOLDMAN SACHS HIGH YIELD-INS	431	3,049.80	3,148.88
	HARTFORD FLOATING RATE FUND-Y	587	5,203.29	5,244.39
	PIMCO EMERGING LOCAL BOND FUND IS	576	6,114.99	6,322.27
	VANGUARD INTM TERM INV G-ADM	2,967	30,088.27	30,617.44
	ABSOLUTE STRATEGIES FUND-I	3,612	40,165.32	40,023.83
	BLACKROCK HIGH YIELD BD-PORTFOLIO	397	3,049.81	3,212.62
	DODGE & COX INCOME FD	1,904	26,014.35	26,395.23
3 Total		26,121	363,309.51	388,225.17

8	OTHER ASSETS	1	1,190.37	1,190.37
8 Total		1	1,190.37	1,190.37

Grand Total		86,873	970,626.71	1,029,710.06
--------------------	--	---------------	-------------------	---------------------

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

MICHAEL V JANES

ADDRESS:

3940 RED ROCK WAY
SARASOTA, FL 34231-3545

TITLE:

PRESIDENT/DIRECTOR

OFFICER NAME:

PETER SMITH

ADDRESS:

600 CORPORATE PARK DR
ST. LOUIS, MO 63105

TITLE:

SECRETARY

OFFICER NAME:

FRANZISKA JANES

ADDRESS:

3940 RED ROCK WAY
SARASOTA, FL 34231-3545

TITLE:

DIRECTOR

OFFICER NAME:

THOMAS C V JANES

ADDRESS:

2223 GUY ST
SAN DIEGO, CA 92103

TITLE:

DIRECTOR

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

FRANZISKA JANES REA

ADDRESS:

P.O. BOX 192

BLOWING ROCK, NC 28605

TITLE:

DIRECTOR

OFFICER NAME:

DAVID M V JANES

ADDRESS:

5140 JUNGLE PLUM RD

SARASOTA, FL 34242-1433

TITLE:

DIRECTOR

=====

RECIPIENT NAME:

BARNES JEWISH HOSPITAL FOUNDATION

ADDRESS:

1001 HIGHLANDS PLAZA DR WEST

ST. LOUIS, MO 63110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

BLUE RIDGE PARKWAY FOUNDATION

ADDRESS:

717 S MARSHALL ST, STE 1

WINSTON-SALEM, NC 27101-5865

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CHILDREN FIRST

ADDRESS:

1723 N ORANGE AVE

SARASOTA, FL 34234

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

FRANCIS PARKER SCHOOL

ADDRESS:

4201 RANDOLPH ST

SAN DIEGO, CA 92103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

HIGH COUNTRY UNITED WAY

ADDRESS:

P.O. BOX 247

BOONE, NC 28607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MARINE TOYS FOR TOTS FOUNDATION

ADDRESS:

18251 QUANTICO GATEWAY DR

TRIANGLE, VA 22172

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

SALVATION ARMY OF SARASOTA

ADDRESS:

P.O. BOX 2792

SARASOTA, FL 34230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

SAN DIEGO HUMANE SOCIETY

ADDRESS:

5500 GAINES ST

SAN DIEGO, CA 92110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SCRIPPS HEALTH FOUNDATION

ADDRESS:

P.O. BOX 2669

LA JOLLA, CA 92038

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

SOUTHEASTERN GUIDE DOGS INC

ADDRESS:

4210 77TH ST EAST

PALMETTO, FL 34221

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SUNCOAST HUMANE SOCIETY

ADDRESS:

6781 SAN CASA DR

ENGELWOOD, FL 34224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

THE CHILDREN'S PLAYHOUSE

ADDRESS:

400 TRACY CIRCLE

BOONE, NC 28607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

THE SMILE TRAIN

ADDRESS:

41 MADISON AVE, 28TH FL

NEW YORK, NY 10010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WILDLIFE CENER OF VENICE

ADDRESS:

3252 BORDER RD

VENICE, FL 34292

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WORLD AFFAIRS COUNCIL OF ST. LOUIS

ADDRESS:

815 OLIVE ST, STE 29

ST. LOUIS, MO 63101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

WILLIAM S BARNICKEL FOUNDATION

43-1698028

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

WYMAN CENTER INC

ADDRESS:

600 KIWANIS DR

EUREKA, MO 63025

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,500.

TOTAL GRANTS PAID:

85,000.

=====

STATEMENT 14

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

WILLIAM S BARNICKEL FOUNDATION

Employer identification number

43-1698028

Note: Form 5227 filers need to complete only Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-2,684.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-2,684.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					5,549.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	393,680.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9)
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	399,229.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-2,684.
14	Net long-term gain or (loss):			
a	Total for year	14a		399,229.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		8,221.
15	Total net gain or (loss). Combine lines 13 and 14a	15		396,545.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation**16** Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:**a** The loss on line 15, column (3) or **b** \$3,000**16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)			30
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

WILLIAM S BARNICKEL FOUNDATION

Employer identification number

43-1698028

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 850. ISHARES RUSSELL 1000 FUND	04/17/2012	06/13/2012	56,023.00	58,730.00	-2,707.00
14.592 INVESCO DEVELOPING CLASS R5	05/08/2012	11/14/2012	468.00	463.00	5.00
87.702 AQR MANAGED FUTURES FUND I	05/30/2012	11/14/2012	817.00	874.00	-57.00
147.003 ALLIANZGI NFJ DIVI FUND-INSTITUTIONAL	06/19/2012	11/14/2012	1,783.00	1,760.00	23.00
25.753 ARTISAN MID CAP VAL	05/08/2012	11/14/2012	533.00	531.00	2.00
124.474 BAIRD AGGREGATE BO	04/16/2012	11/14/2012	1,383.00	1,346.00	37.00
16.935 BLACKROCK HIGH YIEL PORTFOLIO	04/11/2012	11/14/2012	134.00	130.00	4.00
81.87 DODGE & COX INCOME F	05/01/2012	11/14/2012	1,141.00	1,118.00	23.00
18.912 FIDELITY ADVISOR EM MARKETS INCOME FUND-I	04/11/2012	11/14/2012	282.00	262.00	20.00
155.908 ABSOLUTE STRATEGIE	05/30/2012	11/14/2012	1,751.00	1,746.00	5.00
18.371 GOLDMAN SACHS HIGH INS	04/11/2012	11/14/2012	134.00	130.00	4.00
25.198 HARTFORD FLOATING R	05/01/2012	11/14/2012	224.00	223.00	1.00
40. ISHARES RUSSELL MIDCAP FUND	04/17/2012	11/14/2012	1,895.00	1,900.00	-5.00
30. ISHARES RUSSELL 1000 V FUND	04/17/2012	11/14/2012	2,077.00	2,073.00	4.00
148.607 LAUDUS GROWTH INVE LARGE CAP GROWTH FUND	05/08/2012	11/14/2012	2,049.00	2,125.00	-76.00
38.967 LAZARD DEVELOPING M EQUITY PORTFOLIO-INS	05/08/2012	11/14/2012	446.00	468.00	-22.00
39.391 CLEARBRIDGE SMALL C FUND CLASS I	05/08/2012	11/14/2012	778.00	801.00	-23.00
92.225 NATIXIS LOOMIS SAYL FUND Y	05/08/2012	11/14/2012	1,853.00	1,789.00	64.00
95.314 MFS RESEARCH INTERN FUND-I	06/07/2012	11/14/2012	1,410.00	1,297.00	113.00
32.272 MORGAN STANLEY INST FUND TRUST	05/08/2012	11/14/2012	1,080.00	1,173.00	-93.00
68.622 PIMCO COMMODITY REA STRATEGY FUND-INS	05/15/2012	11/14/2012	468.00	439.00	29.00
124.697 PIMCO ALL ASSET AL FUND IS	11/14/2011	11/14/2012	1,402.00	1,332.00	70.00
24.742 PIMCO EMERGING LOCA IS	04/11/2012	11/14/2012	266.00	263.00	3.00
27.09 PRUDENTIAL GLOBAL RE FUND Z	04/16/2012	11/14/2012	559.00	532.00	27.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Department of the Treasury
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

WILLIAM S BARNICKEL FOUNDATION

43-1698028

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-2,684.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

WILLIAM S BARNICKEL FOUNDATION

43-1698028

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1000. ISHARES BARCLAYS 1-3 TREASURY BOND FUND	11/20/2009	04/11/2012	84,318.00	84,220.00	98.00
600. BAKER HUGHES INC	12/23/1994	04/17/2012	25,055.00	675.00	24,380.00
500. CARDINAL HEALTH INC	08/18/2004	04/17/2012	20,665.00	15,784.00	4,881.00
500. DU PONT (E I) DE NEMO	12/23/1994	04/17/2012	26,789.00	371.00	26,418.00
1200. EXXON MOBIL CORPORAT	12/23/1994	04/17/2012	102,457.00	939.00	101,518.00
400. MARKET VECTORS AGRIBU	05/22/2008	04/17/2012	20,900.00	24,812.00	-3,912.00
400. PHILIP MORRIS INTERNA	06/07/1995	04/17/2012	34,987.00	5,157.00	29,830.00
165. SPDR GOLD TRUST	07/28/2010	04/17/2012	26,454.00	18,756.00	7,698.00
400. ALTRIA GROUP INC	06/07/1995	05/01/2012	12,952.00	2,263.00	10,689.00
300. EXXON MOBIL CORPORATI	12/23/1994	05/01/2012	26,198.00	207.00	25,991.00
250. PHILIP MORRIS INTERNA	06/07/1995	05/01/2012	22,570.00	3,223.00	19,347.00
250. PHILIP MORRIS INTERNA	06/07/1995	05/08/2012	21,793.00	3,223.00	18,570.00
500. DU PONT (E I) DE NEMO	12/23/1994	05/15/2012	25,204.00	371.00	24,833.00
1000. MERCK & CO INC	06/07/1995	05/15/2012	37,714.00	23,095.00	14,619.00
500. CAREFUSION CORPORATIO	08/18/2004	05/22/2012	12,365.00	12,509.00	-144.00
400. EXXON MOBIL CORPORATI	12/23/1994	05/22/2012	32,884.00	277.00	32,607.00
1250. VANGUARD MSCI EAFE E	05/22/2008	05/22/2012	38,025.00	59,425.00	-21,400.00
500. ALTRIA GROUP INC	06/07/1995	05/30/2012	16,010.00	2,829.00	13,181.00
500. EXXON MOBIL CORPORATI	12/23/1994	05/30/2012	40,004.00	346.00	39,658.00
930. VANGUARD FTSE EMERGIN MARKETS-ETF	07/28/2010	06/07/2012	36,120.00	40,826.00	-4,706.00
650. BAKER HUGHES INC	12/23/1994	06/13/2012	25,362.00	732.00	24,630.00
500. CARDINAL HEALTH INC	08/18/2004	06/13/2012	20,795.00	15,784.00	5,011.00
270. VANGUARD FTSE EMERGIN MARKETS-ETF	07/28/2010	06/13/2012	10,411.00	11,248.00	-837.00
400.11 COMMERCE BOND FUND	07/28/2010	11/14/2012	8,422.00	7,982.00	440.00
10. SPDR GOLD TRUST	07/28/2010	11/14/2012	1,660.00	1,137.00	523.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

