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

2012

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 \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>THE MILTON A. AND GLORIA G. BARLOW FAMILY FOUNDATION, INC.</b>		A Employer identification number <b>52-1486741</b>			
Number and street (or P.O. box number if mail is not delivered to street address) <b>7308 RIVER FALLS DRIVE</b>		Room/suite _____			
City or town, state, and ZIP code <b>POTOMAC, MD 20854</b>					
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					
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,680,947.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
<b>Part II Analysis of Revenue and Expenses</b> (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)
Revenue	1 Contributions, gifts, grants, etc., received	<b>14,000.</b>		<b>N/A</b>	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	<b>9.</b>	<b>9.</b>		
	4 Dividends and interest from securities	<b>43,610.</b>	<b>43,610.</b>		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<b>53,650.</b>			
	b Assets on line 6a	<b>523,000.</b>			
	7 Capital gain net income (from Part IV, line 2)		<b>53,650.</b>		
	8 Net short-term capital gain				
	9 Income modifications				
	Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<b>113 161 497.</b>	<b>497.</b>		<b>STATEMENT</b>	
12 Total. Add lines 1 through 11	<b>113 161 497.</b>	<b>497.</b>	<b>97,766.</b>	<b>STATEMENT</b>	
13 Compensation of officers, directors, trustees, etc.	<b>UT</b>	<b>0.</b>	<b>0.</b>	<b>0.</b>	
14 Other employee salaries and wages	<b>OODEN</b>	<b>27,898.</b>		<b>27,898.</b>	
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	<b>STMT 2</b>	<b>5,100.</b>	<b>2,550.</b>	<b>2,550.</b>	
c Other professional fees	<b>STMT 3</b>	<b>8,339.</b>	<b>8,339.</b>	<b>0.</b>	
17 Interest					
18 Taxes	<b>STMT 4</b>	<b>853.</b>	<b>78.</b>	<b>0.</b>	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	<b>STMT 5</b>	<b>2,853.</b>	<b>0.</b>	<b>2,853.</b>	
24 Total operating and administrative expenses. Add lines 13 through 23		<b>45,043.</b>	<b>10,967.</b>	<b>33,301.</b>	
25 Contributions, gifts, grants paid		<b>85,000.</b>		<b>85,000.</b>	
26 Total expenses and disbursements. Add lines 24 and 25		<b>130,043.</b>	<b>10,967.</b>	<b>118,301.</b>	
27 Subtract line 26 from line 12:		<b>-18,277.</b>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		<b>86,799.</b>			
c Adjusted net income (if negative, enter -0-)			<b>N/A</b>		

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FAMILY FOUNDATION, INC.

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Assets	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
1	Cash - non-interest-bearing		11,177.	14,303.	14,303.
2	Savings and temporary cash investments		25,699.	38,667.	38,667.
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	STMT 6	176,794.	150,887.	158,021.
b	Investments - corporate stock	STMT 7	760,559.	751,889.	1,044,054.
c	Investments - corporate bonds	STMT 8	370,708.	345,914.	363,109.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other	STMT 9	31,125.	56,125.	62,793.
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		1,376,062.	1,357,785.	1,680,947.
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			
Net Assets or Fund Balances	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	1,376,062.	1,357,785.	
	30	Total net assets or fund balances	1,376,062.	1,357,785.	
	31	Total liabilities and net assets/fund balances	1,376,062.	1,357,785.	

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	1,376,062.
2	Enter amount from Part I, line 27a	2	-18,277.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,357,785.
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	1,357,785.

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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 SEE ATTACHMENT			P		
b SEE ATTACHMENT			P		
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 86,816.		91,275.		-4,459.	
b 436,184.		378,075.		58,109.	
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				-4,459.	
b				58,109.	
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		53,650.
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	78,489.	1,710,313.	.045892
2010	67,058.	1,643,291.	.040807
2009	7,400.	1,472,854.	.005024
2008	5,000.	1,615,238.	.003096
2007	0.	1,679,579.	.000000
2 Total of line 1, column (d)		2	.094819
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	.018964
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	1,709,708.
5 Multiply line 4 by line 3		5	32,423.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	868.
7 Add lines 5 and 6		7	33,291.
8 Enter qualifying distributions from Part XII, line 4		8	118,301.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  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-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

1	868.
2	0.
3	868.
4	0.
5	868.
6a	800.
6b	
6c	90.
6d	
7	890.
8	1.
9	
10	21.
11	0.

**Part VII-F Statements Regarding Activities**

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

b 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.*

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

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

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

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

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

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

N/A

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

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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.*

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

MD

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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**Part VI A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
14	ALICE B. JONES	Telephone no. ► 301-996-6971
	Located at ► 7308 RIVER FALLS DRIVE, POTOMAC, MD	ZIP+4 ► 20854
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 ►	Yes No X

**Part VI 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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	
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?	1b	
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	X 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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	X 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
	4b	X

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12-05-12

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FAMILY FOUNDATION, INC.

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**Part VI-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

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

N/A

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?

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
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ► 0

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223551  
12-05-12

15240813 792894 521486741

2012.04000 THE MILTON A. AND GLORIA G. 52148671

**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
<b>NONE</b>		

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 1,684,318.
b	Average of monthly cash balances	1b 51,426.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 1,735,744.
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 1,735,744.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 26,036.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,709,708.
6	Minimum investment return. Enter 5% of line 5	6 85,485.

**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 85,485.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 868.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 868.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 84,617.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 84,617.
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 84,617.

**Part XIII 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 118,301.
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	4 118,301.
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	5 868.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 117,433.

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.

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**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 .....				84,617.
2 Undistributed income, if any, as of the end of 2012			84,941.	
a Enter amount for 2011 only .....				
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 .....				
f Total of lines 3a through e .....		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 118,301.			84,941.	
a Applied to 2011, but not more than line 2a .....				
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 .....				33,360.
e Remaining amount distributed out of corpus .....		0.		0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) .....				
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 .....				51,257.
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 .....				

223581  
12-05-12

Form 990-PF (2012)

THE MILTON A. AND GLORIA G. BARLOW  
FAMILY FOUNDATION, INC.

## Form 990-PF (2012)

## **FAMILY FOUNDATION, INC.**

52-1486741 Page 10

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

N/A

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

## 1 Information Regarding Foundation Managers:

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

**NONE**

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

**NONE**

## 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

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

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

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

**c. Any submission deadlines:**

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

## Part XVI Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
BRINGHAM YOUNG UNIVERSITY ASB, C-389 PROVO, UT 84602-1344		PUBLIC CHARITY	SPECIAL PROJECTS	70,000.
BYU MANAGEMENT SOCIETY - DC CHAPTER 1100 CONNECTICUT AVENUE, NW WASHINGTON, DC 20036		PUBLIC CHARITY	GALA SPONSER	5,000.
BRAINY CAMPS ASSOCIATION 111 MICHIGAN AVENUE, NW WASHINGTON, DC 20010		PUBLIC CHARITY	SCHOLARSHIPS	10,000.
<b>Total</b>				85,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				0.

THE MILTON A. AND GLORIA G. BARLOW  
FAMILY FOUNDATION, INC.

Form 990-PF (2012)

52-1486741 Page 12

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

Enter gross amounts unless otherwise indicated.

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

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

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a CLASS ACTION PROCEEDS

b  
c  
d  
e

12 Subtotal. Add columns (b), (d), and (e)

0. 97,766. 0.

13 Total. Add line 12, columns (b), (d), and (e)

13 97,766.

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

	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) 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			14	9.	
4 Dividends and interest from securities			14	43,610.	
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	53,650.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CLASS ACTION PROCEEDS			14	497.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		97,766.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	97,766.

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

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

N/A



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

THE MILTON A. AND GLORIA G. BARLOW  
FAMILY FOUNDATION, INC.

Employer identification number

52-1486741

Organization type (check one):

Filers of: Section:

Form 990 or 990-EZ  501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF  501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

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

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

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

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE MILTON A. AND GLORIA G. BARLOW  
FAMILY FOUNDATION, INC.

Employer identification number

52-1486741

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KATHLEEN BARLOW 383 G STREET SALT LAKE CITY, UT 84103	\$ 14,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE MILTON A. AND GLORIA G. BARLOW  
FAMILY FOUNDATION, INC.

Employer identification number

52-1486741

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

**Name of organization**

**Employer identification number**

THE MILTON A. AND GLORIA G. BARLOW  
FAMILY FOUNDATION, INC.

52-1486741

## Part III

*Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.)* ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
<b>(e) Transfer of gift</b>			
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
<b>(e) Transfer of gift</b>			
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
<b>(e) Transfer of gift</b>			
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
<b>(e) Transfer of gift</b>			
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>

## FORM 990-PF

## OTHER INCOME

## STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS	497.	497.	
TOTAL TO FORM 990-PF, PART I, LINE 11	497.	497.	

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN FEES	5,100.	2,550.		2,550.
TO FORM 990-PF, PG 1, LN 16B	5,100.	2,550.		2,550.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHWAB INVESTMENT FEES	8,339.	8,339.		0.
TO FORM 990-PF, PG 1, LN 16C	8,339.	8,339.		0.

## FORM 990-PF

## TAXES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	78.	78.		0.
FEDERAL TAXES PAID	775.	0.		0.
TO FORM 990-PF, PG 1, LN 18	853.	78.		0.

THE MILTON A. AND GLORIA G. BARLOW FAMIL

52-1486741

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	273.	0.		273.
PAYROLL PROCESSING				
ADMINISTRATIVE FEES	2,580.	0.		2,580.
TO FORM 990-PF, PG 1, LN 23	2,853.	0.		2,853.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB -5111	X		150,887.	158,021.
TOTAL U.S. GOVERNMENT OBLIGATIONS			150,887.	158,021.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			150,887.	158,021.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB -5111	751,889.	1,044,054.
TOTAL TO FORM 990-PF, PART II, LINE 10B	751,889.	1,044,054.

THE MILTON A. AND GLORIA G. BARLOW FAMIL

52-1486741

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB -5111	345,914.	363,109.
TOTAL TO FORM 990-PF, PART II, LINE 10C	345,914.	363,109.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB -5111	FMV	56,125.	62,793.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,125.	62,793.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
-------------	---	-----------	----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MILTON A. BARLOW, JR. 7309 BROOKVILLE ROAD CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
GLORIA B. BOWMAN 1236 CHUMNUCK CRESCENT OAKVILLE, ONTARIO, CANADA	DIRECTOR 0.00	0.	0.	0.
GREGORY J. BARLOW P.O. BOX 960 CALIENTE, NV 89008	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
ALICE B. JONES 7308 RIVER FALLS DRIVE POTOMAC, MD 20854	DIRECTOR/VICE PRESIDENT 20.00	0.	0.	0.
KATHLEEN BARLOW 383 G STREET SALT LAKE CITY, UT 84103	DIRECTOR 20.00	0.	0.	0.

THE MILTON A. AND GLORIA G. BARLOW FAMIL

52-1486741

NANCY B. FRANCIS  
524 E NORTH HILLS DR  
SALT LAKE CITY, UT 84103

DIRECTOR

0.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

**charles SCHWAB**  
INSTITUTIONAL

Schwab One® Account of  
**M A & G G BARLOW FAMILY**  
FOUNDATION INC

## 2012 Year-End Schwab Gain/Loss Report

Prepared on January 22, 2013

Report Period  
January 1 - December 31,  
2012

Account Number  
5177-5111

Page 1 of 11

### Your Independent Investment Manager and/or Advisor

#### COVINGTON CAPITAL MANAGEMENT

601 S FIGUEROA ST STE 2000  
LOS ANGELES CA 90017  
1 (213) 629-7500

*The custodian of your brokerage account is: Charles Schwab & Co., Inc.*  
For questions about this report, please contact your **Independent Investment Manager**  
and/or **Advisor**.

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Understanding Your Year-End Schwab Gain/Loss Report.....	10
Terms and Conditions.....	11

### Message Center

Your gain/loss report offers helpful  
information to assist you with tax  
preparation, including a  
summarized list of your realized  
gains/losses for 2012. You can also  
log in to  
[www.schwab.com/sa](http://www.schwab.com/sa), reports to  
view your documents securely  
online.

**Need help reading this report?**  
See the **UNDERSTANDING YOUR YEAR-END SCHWAB GAIN/LOSS**  
**REPORT** section or visit [www.schwab.com/GainLossGuide](http://www.schwab.com/GainLossGuide) for more information.

M A & G G BARLOW FAMILY  
FOUNDATION INC  
7308 RIVER FALLS DR  
POTOMAC MD 20854

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.  
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**COVINGTON**  
CAPITAL MANAGEMENT

**SIPC**

**charles SCHWAB**  
INSTITUTIONAL

Schwab One® Account of  
**M A & G BARLOW FAMILY**  
**FOUNDATION INC**

## 2012 Year-End Schwab Gain/Loss Report

Report Period  
**January 1 - December 31, 2012**

Page 2 of 11

### Realized Gain or (Loss)

Accounting Method: Tax Lot Optimizer™					
Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized Gain or (Loss)
					Adjusted
BARRICK GOLD CORP F: ABX	250.0000	09/07/12	12/11/12	\$8,588.86	\$10,067.53
<b>Security Subtotal</b>				<b>\$8,588.86</b>	<b>\$10,067.53</b>
CISCO SYSTEMS INC: CSCO	250.0000	02/03/12	09/21/12	\$4,736.44	\$5,038.09
<b>Security Subtotal</b>				<b>\$4,736.44</b>	<b>\$5,038.09</b>
FED FARM-CR BK 2.5XXX** CALLED **DUE 09/21/17@ PAR EFF 09:31331JJ46	25,000.0000	10/11/11	09/21/12	\$25,000.00	\$25,379.25
<b>Security Subtotal</b>				<b>\$25,000.00</b>	<b>\$25,379.25</b>
FED HOME LN BK 2%17** CALLED **DUE /10/17PRORATA37.5%:3133764A0	25,000.0000	10/25/11	04/18/12	\$9,375.00	\$9,343.75
<b>Security Subtotal</b>				<b>\$9,375.00</b>	<b>\$9,343.75</b>
FED HOME LN BK 2.08XXX** CALLED **DUE 11/14/19@ PAR EFF 10:3133793X5	25,000.0000	05/07/12	10/12/12	\$25,000.00	\$25,018.00
<b>Security Subtotal</b>				<b>\$25,000.00</b>	<b>\$25,018.00</b>
JPMORGAN CHASE & CO: JPM	100.0000	08/11/11	07/03/12	\$3,601.47	\$3,720.85
<b>Security Subtotal</b>				<b>\$3,601.47</b>	<b>\$3,720.85</b>

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

**charles SCHWAB**  
INSTITUTIONAL

Schwab One® Account of  
M A & G G BARLOW FAMILY  
FOUNDATION INC

Report Period  
January 1 - December 31,  
2012

Account Number  
**5177-5111**

**2012 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss) (continued)**

Accounting Method: Tax Lot Optimizer™

<b>Short-Term (continued)</b>	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
TEVA PHARM IND'S LTD ADRFSPLNSORED ADR 1 ADR REP 10: TEVA	200.0000	02/01/12	06/19/12	\$7,585.40	\$9,326.09	(\$1,740.69)
<b>Security Subtotal</b>				<b>\$7,585.40</b>	<b>\$9,326.09</b>	<b>(\$1,740.69)</b>
WATSON PHARMACEUTICALS: WPI	50.0000	06/28/11	02/01/12	\$2,929.09	\$3,381.88	(\$452.79)

<b>Security Subtotal</b>						
<b>Total Short-Term</b>				<b>\$56,816.26</b>	<b>\$91,275.44</b>	<b>(\$4,459.18)</b>

<b>Long-Term</b>	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
ACCENTURE PLC CL A F: ACN	75.0000	09/18/03	12/14/12	\$5,231.93	\$1,701.00 <sup>a</sup>	\$3,530.93
<b>Security Subtotal</b>				<b>\$5,231.93</b>	<b>\$1,701.00</b>	<b>\$3,530.93</b>
AIR PROD & CHEMICALS INC: APD	150.0000	05/27/03	06/08/12	\$11,924.03	\$6,421.50 <sup>a</sup>	\$5,502.53

<b>Security Subtotal</b>						
<b>Total</b>				<b>\$11,924.03</b>	<b>\$6,421.50</b>	<b>\$5,502.53</b>

Please see "Endnotes for Your Account" section for an explanation of the endnotes codes and symbols on this report.  
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L5 27850

**SIPC**

**charles SCHWAB**  
INSTITUTIONAL

Schwab One® Account of  
M A & G G BARLOW FAMILY  
FOUNDATION INC

**2012 Year-End Schwab Gain/Loss Report**

Report Period  
January 1 - December 31,  
2012

Account Number  
5177-5111

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**Realized Gain or (Loss) (continued)**

					Accounting Method: Tax Lot Optimizer™	
		Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
<b>Long-Term (continued)</b>		Quantity/Par				
ALLSCRIPTS HEALTHCARE: MDRX	500.0000	01/07/11	04/27/12	\$5,215.13	\$10,309.80	(\$5,084.67)
<b>Security Subtotal</b>				<b>\$5,215.13</b>	<b>\$10,309.80</b>	<b>(\$5,084.67)</b>
ANHEUSER BUSCH 4.125%15NOTES 01/15/15: 03523TAM0	25,000.0000	04/07/10	12/17/12	\$26,713.75	\$25,655.50	\$1,058.25
<b>Security Subtotal</b>				<b>\$26,713.75</b>	<b>\$25,655.50</b>	<b>\$1,058.25</b>
APACHE CORP: APA	225.0000	01/26/05	11/28/12	\$17,345.13	\$11,842.88 <sup>a</sup>	\$5,502.25
APACHE CORP: APA	25.0000	03/16/09	11/28/12	\$1,927.24	\$1,578.51	\$348.73
<b>Security Subtotal</b>				<b>\$19,272.37</b>	<b>\$13,421.39</b>	<b>\$5,850.98</b>
APPLE INC: AAPL	15.0000	01/15/09	12/14/12	\$7,646.08	\$1,212.74	\$6,433.34
<b>Security Subtotal</b>				<b>\$7,646.08</b>	<b>\$1,212.74</b>	<b>\$6,433.34</b>
CERNER CORP: CERN	75.0000	10/22/08	12/14/12	\$5,843.92	\$1,416.40	\$4,427.52
<b>Security Subtotal</b>				<b>\$5,843.92</b>	<b>\$1,416.40</b>	<b>\$4,427.52</b>

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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Schwab One® Account of  
M A & G G BARLOW FAMILY  
FOUNDATION INC

Report Period  
January 1 - December 31,  
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**2012 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss) (continued)**

						Accounting Method: Tax Lot Optimizer™		
		Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted		
<b>Long-Term (continued)</b>	Quantity/Par							
DEVON ENERGY CP NEW: DVN	250,000.000	05/27/03	05/03/12	\$16,560.01	\$6,556.25 <sup>a</sup>	\$10,003.76		
<b>Security Subtotal</b>				<b>\$16,560.01</b>	<b>\$6,556.25</b>	<b>\$10,003.76</b>		
DISNEY WALT CO: DIS	100,000.000	01/19/06	02/03/12	\$3,983.01	\$2,574.27 <sup>a</sup>	\$1,408.74		
<b>Security Subtotal</b>				<b>\$3,983.01</b>	<b>\$2,574.27</b>	<b>\$1,408.74</b>		
DOMINION RES INC 5.7%12NT 09/17/12: 257469AF3	25,000.0000	03/19/10	02/09/12	\$25,712.50	\$27,204.25	(\$1,491.75)		
<b>Security Subtotal</b>				<b>\$25,712.50</b>	<b>\$27,204.25</b>	<b>\$1,491.75</b>		
EMC CORP MASS: EMC	100,000.000	07/24/09	12/14/12	\$2,458.49	\$1,503.89	\$954.60		
<b>Security Subtotal</b>				<b>\$2,458.49</b>	<b>\$1,503.89</b>	<b>\$954.60</b>		
FED FARM CR BK 2.05XXX** CALLED **DUE 09/26/18@ PAR EFF 09:31331KZQ6	25,000.0000	09/21/11	09/26/12	\$25,000.00	\$25,018.00	(\$18.00)		
<b>Security Subtotal</b>				<b>\$25,000.00</b>	<b>\$25,018.00</b>	<b>(\$18.00)</b>		
FED FARM CR BK 4.875%15NOTES DUE 12/16/15: 31331VGU4	25,000.0000	07/17/09	08/14/12	\$28,598.62	\$26,869.00	\$1,729.62		
<b>Security Subtotal</b>				<b>\$28,598.62</b>	<b>\$26,869.00</b>	<b>\$1,729.62</b>		

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FOUNDATION INC

**2012 Year-End Schwab Gain/Loss Report**

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**Realized Gain or (Loss) (continued)**

						Accounting Method: Tax Lot Optimizer™		
			Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted	
<b>Long-Term (continued)</b>	Quantity/Par							
FED HOME LN BK 2.3XXX** CALLED **DUE 10/24/18@ PAR EFF 10: 3133375ZV2	25,000.0000	10/1/11	10/24/12		\$25,000.00	\$25,000.00	\$0.00	
<b>Security Subtotal</b>					\$25,000.00	\$25,000.00	\$0.00	
FED NATL MTG 4.375%15NOTES DUE 10/15/15: 31359MZC0	25,000.0000	04/29/09	02/07/12		\$28,375.38	\$26,950.75	\$1,424.63	
<b>Security Subtotal</b>					\$28,375.38	\$26,950.75	\$2,216.74 <sup>b</sup>	
FREEPORT MCMORAN COPPER: FCX	350.0000	05/04/09	06/08/12		\$11,622.34	\$8,368.88	\$3,253.46	
<b>Security Subtotal</b>					\$11,622.34	\$8,368.88	\$3,253.46	
GILEAD SCIENCES INC: GILD	50.0000	03/28/11	11/21/12		\$3,743.43	\$2,098.56	\$1,644.87	
GILEAD SCIENCES INC: GILD	100.0000	07/21/11	11/21/12		\$7,486.87	\$4,314.44	\$3,172.43	
<b>Security Subtotal</b>					\$11,230.30	\$6,413.00	\$4,817.30	
ISHARES MSCI CHILE INDEX FUND: ECH	200.0000	07/13/10	06/08/12		\$12,127.25	\$11,909.43	\$217.82	
ISHARES MSCI CHILE INDEX FUND: ECH	50.0000	02/11/11	06/08/12		\$3,031.81	\$3,602.96	(\$571.15)	
<b>Security Subtotal</b>					\$15,159.06	\$15,512.39	(\$353.33)	

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FOUNDATION INC

**2012 Year-End Schwab Gain/Loss Report**

**Realized Gain or (Loss) (continued)**

Long-Term (continued)						Accounting Method: Tax Lot Optimizer™		
	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss)	Gain or Adjusted	
JACOBS ENGINEERING GROUP: JEC	200.0000	11/11/08	09/17/12	\$8,604.86	\$6,704.82	\$1,900.04		
JACOBS ENGINEERING GROUP: JEC	300.0000	11/11/08	12/11/12	\$12,664.57	\$10,057.23	\$2,607.34		
<b>Security Subtotal</b>				<b>\$21,269.43</b>	<b>\$16,762.05</b>	<b>\$4,507.38</b>		
JPMORGAN CHASE & CO: JPM	250.0000	01/12/11	07/03/12	\$9,003.69	\$11,183.95	(\$2,180.26)		
<b>Security Subtotal</b>				<b>\$9,003.69</b>	<b>\$11,183.95</b>	<b>(\$2,180.26)</b>		
KRAFT FOODS GROUP: KRFT	0.6666	08/05/11	10/02/12	\$30.57	\$24.42	\$6.15		
<b>Security Subtotal</b>				<b>\$30.57</b>	<b>\$24.42</b>	<b>\$6.15</b>		
LOWES COMPANIES INC: LOW	400.0000	02/28/11	08/20/12	\$10,427.66	\$10,427.76	(\$0.10)		
<b>Security Subtotal</b>				<b>\$10,427.66</b>	<b>\$10,427.76</b>	<b>(\$0.10)</b>		
MEAD JOHNSON NUTRITION: MJN	200.0000	01/03/11	10/25/12	\$12,514.00	\$12,526.73	(\$12.73)		
MEAD JOHNSON NUTRITION: MJN	50.0000	02/03/11	10/25/12	\$3,128.50	\$2,946.40	\$182.10		
<b>Security Subtotal</b>				<b>\$15,642.50</b>	<b>\$15,473.13</b>	<b>\$169.37</b>		
MICROSOFT CORP: MSFT	75.0000	09/22/98	12/14/12	\$2,008.50	\$2,037.89 <sup>a</sup>	(\$29.39)		
<b>Security Subtotal</b>				<b>\$2,008.50</b>	<b>\$2,037.89</b>	<b>(\$29.39)</b>		

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## 2012 Year-End Schwab Gain/Loss Report

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### Realized Gain or (Loss) (continued)

				Accounting Method: Tax Lot Optimizer™	
Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized Gain or (Loss) Adjusted
ORACLE CORPORATION: ORCL	400.0000	01/14/10	06/06/12	\$10,941.75	\$10,164.15
ORACLE CORPORATION: ORCL	100.0000	09/14/10	06/06/12	\$2,735.44	\$2,547.75
<b>Security Subtotal</b>				<b>\$13,677.19</b>	<b>\$12,711.90</b>
POTASH CORP SASK INC F: POT	100.0000	06/09/11	09/17/12	\$4,273.63	\$5,583.90
POTASH CORP SASK INC F: POT	100.0000	06/28/11	09/17/12	\$4,273.63	\$5,494.85
<b>Security Subtotal</b>				<b>\$8,547.26</b>	<b>\$11,078.75</b>
QUALCOMM INC: QCOM	100.0000	06/26/09	12/14/12	\$5,988.12	\$4,658.88
<b>Security Subtotal</b>				<b>\$5,988.12</b>	<b>\$4,658.88</b>
SHELL INTL FIN 4.3%19FBONDS DUE 09/22/13: 822582AU1	25,000.0000	10/01/09	04/10/12	\$28,601.68	\$25,261.52
<b>Security Subtotal</b>				<b>\$28,601.68</b>	<b>\$25,261.52</b>
STARBUCKS CORP: SBUX	100.0000	03/15/10	02/03/12	\$4,823.06	\$2,439.79
STARBUCKS CORP: SBUX	200.0000	03/15/10	08/01/12	\$8,753.43	\$4,879.58
<b>Security Subtotal</b>				<b>\$13,576.49</b>	<b>\$7,319.37</b>
					<b>\$6,257.12</b>

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2012 Year-End Schwab Gain/Loss Report

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## Realized Gain or (Loss) (continued)

Accounting Method: Tax | Nat Optimizer™

Long-Term (continued)					
UNITED PARCEL 3.875%14 NOTES DUE 04/01/14: 911312AL0			Cost Basis - Gain or (Loss) Adjusted		
Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Gain or (Loss) Adjusted
25,000.0000	04/16/09	01/25/12	\$26,766.84	\$25,862.00	\$904.84
				\$25,396.04	\$1,370.80 <sup>b</sup>
<b>Security Subtotal</b>			<b>\$26,766.84</b>	<b>\$25,862.00</b>	<b>\$904.84</b>
<b>Total Long-Term</b>			<b>\$436,184.23</b>	<b>\$378,075.14</b>	<b>\$58,109.09</b>
				<b>\$373,888.27</b>	<b>\$62,295.96<sup>b</sup></b>
<b>Total Realized Gain or (Loss)</b>				<b>\$450,250.52</b>	<b>\$50,540.01</b>

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

**Options Customers:** Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

## Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.
b	When available, Adjusted Cost Basis values are used in Gain or (Loss) calculations.

Please see "Endnotes" for a discussion of the conditions for an equilibrium of the  $n$ -subgame and some related results.

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