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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

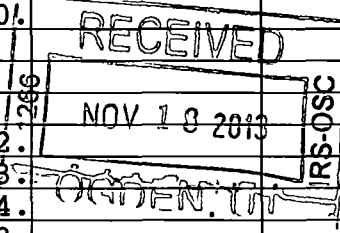
, and ending

Name of foundation THE BARNETT FAMILY FOUNDATION, INC.		A Employer identification number 73-6295453
Number and street (or P O box number if mail is not delivered to street address) 6742 SOUTH EVANSTON	Room/suite	B Telephone number (918) 492-6317
City or town, state, and ZIP code TULSA, OK 74136		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,417,380.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,389.	3,389.		STATEMENT 2
4 Dividends and interest from securities		304,608.	304,608.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		93,349.			STATEMENT 1
b Gross sales price for all assets on line 6a 2,927,402.					
7 Capital gain net income (from Part IV, line 2)			94,302.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		95,857.	-9,746.		STATEMENT 4
12 Total. Add lines 1 through 11		497,203.	392,553.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 5		8,645.	4,322.		4,323.
c Other professional fees STMT 6		75,923.	75,923.		0.
17 Interest		1,304.	1,304.		0.
18 Taxes STMT 7		3,748.	63.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		18,878.	13,649.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		108,498.	95,261.		4,323.
25 Contributions, gifts, grants paid		362,338.			362,338.
26 Total expenses and disbursements. Add lines 24 and 25		470,836.	95,261.		366,661.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		26,367.			
b Net investment income (if negative, enter -0-)			297,292.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 20 2013

Operating and Administrative Expenses



P 10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	25,035.	622,222.	622,222.
	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	13,503.	9,823.	9,823.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	4,525,201.	5,814,438.	5,937,552.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	2,716,763.	860,909.	847,783.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ PURCHASED INTEREST)	523.	0.	0.
	16	Total assets (to be completed by all filers)	7,281,025.	7,307,392.	7,417,380.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
	27	Capital stock, trust principal, or current funds	7,281,025.	7,307,392.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	7,281,025.	7,307,392.	
	31	Total liabilities and net assets/fund balances	7,281,025.	7,307,392.	

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	7,281,025.
2	Enter amount from Part I, line 27a	2	26,367.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,307,392.
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	7,307,392.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,927,402.		2,840,134.	94,302.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			94,302.

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	94,302.
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	363,568.	7,712,610.	.047139
2010	401,346.	7,613,075.	.052718
2009	453,588.	7,407,011.	.061238
2008	536,258.	9,538,776.	.056219
2007	496,735.	11,015,659.	.045094

2 Total of line 1, column (d)	2	.262408
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	.052482
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,447,612.
5 Multiply line 4 by line 3	5	390,866.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,973.
7 Add lines 5 and 6	7	393,839.
8 Enter qualifying distributions from Part XII, line 4	8	366,661.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,946.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	5,946.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	5,946.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 5,157.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 6,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	11,157.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	5,211.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 5,211. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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		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?	X	
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) <u>OK</u>		
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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HOGANTAYLOR, LLP</u> Telephone no. ► <u>918-745-2333</u> Located at ► <u>2200 S UTICA PL, STE 400, TULSA, OK</u> ZIP+4 ► <u>74114-7000</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 ► <u>N/A</u>	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? If "Yes," list the years ► _____, _____, _____ ☐ Yes ☒ 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.) ► <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.) ► <u>N/A</u>	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

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
HOWARD G. BARNETT, JR 6742 S EVANSTON TULSA, OK 74136	TRUSTEE 1.00	0.	0.	0.
BILLIE BARNETT 6742 S EVANSTON TULSA, OK 74136	TRUSTEE 1.00	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

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	6,603,228.
b	Average of monthly cash balances	1b	946,749.
c	Fair market value of all other assets	1c	11,050.
d	Total (add lines 1a, b, and c)	1d	7,561,027.
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	7,561,027.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,415.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,447,612.
6	Minimum investment return. Enter 5% of line 5	6	372,381.

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	372,381.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,946.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	9,533.
c	Add lines 2a and 2b	2c	15,479.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	356,902.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	356,902.
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	356,902.

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	366,661.
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	366,661.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	366,661.

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				356,902.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			356,963.	
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: ► \$ 366,661.				
a Applied to 2011, but not more than line 2a			356,963.	
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				9,698.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				347,204.
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				

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	BROKERAGE ACCOUNTS - SHORT TERM	P		
b	BROKERAGE ACCOUNTS - LONG TERM	P		
c	O'CONNOR FUND OF FUNDS: LONG/SHORT STRATEGIES LL	P		
d	O'CONNOR FUND OF FUNDS: EVENT LLC	P		
e	TEEKAY LNG PARTNERS LP			
f	UBS REAL ESTATE OPPORTUNITY FUND			
g	UBS REAL ESTATE OPPORTUNITY FUND			
h	UBS REAL ESTATE OPPORTUNITY FUND	P		
i	UBS REAL ESTATE OPPORTUNITY FUND - SECTION 1231			
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 73,474.		72,174.	1,300.
b 951,029.		867,173.	83,856.
c 905,850.		908,435.	-2,585.
d 997,049.		992,352.	4,697.
e			79.
f			559.
g			-918.
h			0.
i			7,314.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,300.
b			83,856.
c			-2,585.
d			4,697.
e			79.
f			559.
g			-918.
h			0.
i			7,314.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	94,302.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROKERAGE ACCOUNTS - SHORT TERM	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
73,474.	72,174.	0.	0.
			1,300.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROKERAGE ACCOUNTS - LONG TERM	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
951,029.	867,173.	0.	0.
			83,856.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
O'CONNOR FUND OF FUNDS: LONG/SHORT STRATEGIES LLC	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
905,850.	908,435.	0.	0.
			-2,585.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
O'CONNOR FUND OF FUNDS: EVENT LLC	997,049.	992,352.	0.		0.	4,697.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
TEEKAY LNG PARTNERS LP	0.	0.	0.		0.	79.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPPORTUNITY FUND	0.	0.	0.		0.	559.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPPORTUNITY FUND	0.	0.	0.		0.	-918.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPPORTUNITY FUND	0.	953.	0.		0.	-953.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
UBS REAL ESTATE OPPORTUNITY FUND - SECTION 1231	0.	0.	0.	0.	7,314.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	93,349.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BROKERAGE ACCOUNTS	-522.
TEEKAY LNG PARTNERS LP K-1	1,053.
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	2,858.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,389.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROKERAGE ACCOUNTS-UBS	296,762.	0.	296,762.
NAVIOS MARITIME PARTNERS LP	7,019.	0.	7,019.
TEEKAY LNG PARTNERS LP K-1	198.	0.	198.
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	629.	0.	629.
TOTAL TO FM 990-PF, PART I, LN 4	304,608.	0.	304,608.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	109,507.	0.	
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	-10,723.	-10,723.	
TEEKAY LNG PARTNERS LP K-1	-6,592.	0.	
TEEKAY LNG PARTNERS LP K-1	977.	977.	
FEDERAL EXCISE TAX REFUND	2,688.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	95,857.	-9,746.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	8,645.	4,322.		4,323.
TO FORM 990-PF, PG 1, LN 16B	8,645.	4,322.		4,323.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	75,923.	75,923.		0.
TO FORM 990-PF, PG 1, LN 16C	75,923.	75,923.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-FEDERAL	3,588.	0.		0.
TAXES-STATE	97.	0.		0.
TAXES-FOREIGN - UBS REAL ESTATE	36.	36.		0.
TAXES-FOREIGN - TEEKAY LNG PARTNERS LP	27.	27.		0.
TO FORM 990-PF, PG 1, LN 18	3,748.	63.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH K-1'S	50.	0.		0.
NONDEDUCTIBLE CONTRIBUTIONS	10,244.	5,122.		0.
UBS REAL ESTATE OPPORTUNITY FUND - PORTFOLIO EXPENSES	8,327.	8,327.		0.
BANK SERVICES CHARGES	200.	200.		0.
NONDEDUCTIBLE PENALTIES	57.	0.		0.
TO FORM 990-PF, PG 1, LN 23	18,878.	13,649.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	5,814,438.	5,937,552.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,814,438.	5,937,552.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS EVENT FUND LLC	COST	0.	0.
UBS M2 FUND LLC	COST	0.	0.
UBS REAL ESTATE OPPORTUNITY FUND LLC	COST	326,662.	295,813.
NAVIOS MARITIME PARTNERS LP	COST	73,997.	61,400.
CAPITAL PRODUCTS PARTNERS LP	COST	153,899.	164,500.
TEEKAY LNG PARTNERS LP	COST	144,470.	170,010.
TEEKAY OFFSHORE PARTNERS LP	COST	161,881.	156,060.
TOTAL TO FORM 990-PF, PART II, LINE 13		860,909.	847,783.

THE BARNETT FAMILY FOUNDATION, INC.
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE 12/31/12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>2012 Amount</u>
The Philbrook Museum of Art, Inc. P.O. Box 52510 Tulsa, OK 74152-0510	Public Charity	Promote and Support Organization's Exempt Purposes	None	13,870
RSVP Tulsa 5756 East 31st Street Tulsa, OK 74135	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
Boys & Girls Clubs of Metro Tulsa 924 South Hudson Avenue Tulsa, OK 74112	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,144
YWCA of Tulsa 1910 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,000
Oklahoma Arts Institute 105 N. Husdon, Suite 101 Oklahoma City, OK 73102	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500
Light Opera of Oklahoma 2210 S. Main St. Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	20,925
Meals on Wheels of Metro Tulsa, Inc. 12620 East 31st St. Tulsa, OK 74146-2307	Public Charity	Promote and Support Organization's Exempt Purposes	None	500
Girl Scouts of Eastern Oklahoma, Inc 2432 East 51st St. Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
All Souls Unitarian Church 2952 S. Peoria Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	50,000
Domestic Violence Intervention Services, Inc. 4300 South Harvard, Suite 100 Tulsa, OK 74135-2608	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000
The Salvation Army P.O. Box 397 Oklahoma City, OK 73119-4410	Public Charity	Promote and Support Organization's Exempt Purposes	None	49,160
Youth Services of Tulsa, Inc. 311 South Madison Tulsa, OK 74120	Public Charity	Promote and Support Organization's Exempt Purposes	None	6,200

THE BARNETT FAMILY FOUNDATION, INC.
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE 12/31/12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>2012 Amount</u>
Arts & Humanities Council of Tulsa, Inc 2210 S. Main Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,000
Oklahoma Center For Nonprofits 923 N. Robinson, Suite 400 Oklahoma City, OK 73102	Public Charity	Promote and Support Organization's Exempt Purposes	None	24,520
Tulsa Ballet Theatre, Inc. 4512 S. Peoria Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	22,500
The Child Abuse Network, Inc. 2829 South Sheridan Tulsa, OK 74129	Public Charity	Promote and Support Organization's Exempt Purposes	None	22,592
The Iron Gate Trust 501 S. Cincinnati Ave. Tulsa, OK 74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,000
Tulsa Community College Foundation, Inc. 6111 East Skelly Drive, Suite 600 Tulsa, OK 74135-6198	Public Charity	Promote and Support Organization's Exempt Purposes	None	43,666
American Diabetes Association 6600 South Yale Avenue, Suite 1310 Tulsa, OK 74136-3346	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
Price Tower Arts Center, Inc. P.O. Box 2464 Bartlesville, OK 74005	Public Charity	Promote and Support Organization's Exempt Purposes	None	11,780
Tulsa Historical Society 2445 South Peoria Avenue Tulsa, OK 74114-1326	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,800
Mental Health Association in Tulsa, Inc 1870 S. Boulder Tulsa, OK 74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	25,000
Alzheimer's Association 6465 S. Yale Ave., Suite 206 Tulsa, OK 74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
American Heart Association 2227 East Skelly Drive Tulsa, OK 74105-5913	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,600

THE BARNETT FAMILY FOUNDATION, INC.
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
FYE 12/31/12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RECIPIENT STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>RECIPIENT RELATIONSHIP</u>	<u>2012 Amount</u>
Oklahoma Heritage Association, Inc. 201 Northwest 14th Street Oklahoma City, OK 73103-3599	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,780
Tulsa Symphony Orchestra 1145 South Utica, Suite 903 Tulsa, OK 74104-4044	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500
Tulsa Area United Way 1430 South Boulder P O Box 1859 Tulsa, OK 74011-1859	Public Charity	Promote and Support Organization's Exempt Purposes	None	20,000
Mid-America Arts Alliance 2018 Baltimore Kansas City, MO 64108	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,000
The Oklahoma Academy 120 East Sheridan, Suite 200 Oklahoma City, OK 73104-2427	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,600
Crosstown Learning Center 2501 East Archer Street Tulsa, OK 74110	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,096
Association of Fundraising Professionals Eastern Oklahoma Chapter P.O. Box 2974 Tulsa, OK 74101	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,105
Oklahoma State University Foundation 400 South Monroe P.O. Box 1749 Stillwater, OK 74076	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000
Oklahoma Mozart 415 South Dewey, Suite 100 Bartlesville, OK 74003	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500
TOTAL				<u><u>362,338</u></u>

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

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

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

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

Type or print File by the due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions THE BARNETT FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 73-6295453
	Number, street, and room or suite no. If a P.O. box, see instructions. 6742 SOUTH EVANSTON	Social security number (SSN)
City, town or post office, state, and ZIP code For a foreign address, see instructions TULSA, OK 74136		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

HOGANTAYLOR, LLP

• The books are in the care of **2200 S UTICA PL, STE 400 - TULSA, OK 74114-7000**

Telephone No. **918-745-2333**

FAX No.

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

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

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

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

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

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS RESPECTFULLY REQUESTED IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	11,157.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	11,157.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Angela Moore** Title **CPA**

Date **8-7-13**

Form 8868 (Rev. 1-2013)