Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

THE BARNES FAMILY FOUNDATION
5037 STERN AVE
SHERMAN OAKS, CA 91423-1241

A Employer identification number: 95-4832150

B Telephone number (see the instructions): 818-784-0498

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,452,473.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

Section	Line	(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	86.	86.		
	4 Dividends and interest from securities	105,340.	105,340.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-10,927.			
	b Gross sales price for all assets on line 6a: 368,451.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-1,477.	-1,477.		
	12 **Total.** Add lines 1 through 11	93,022.	103,949.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	62,000.			62,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	1,000.			1,000.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	2,424.			357.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,569.			1,569.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	23,650.	17,146.		6,504.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	90,643.	17,146.		71,430.
	25 Contributions, gifts, grants paid PART XV	101,200.			101,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	191,843.	17,146.	0.	172,630.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-98,821.			
	b **Net investment income** (if negative, enter -0-)		86,803.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	3,000.	3,000.	3,000.
	2	Savings and temporary cash investments	242,835.	65,003.	65,003.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	2,781,993.	2,861,004.	3,384,470.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	3,027,828.	2,929,007.	3,452,473.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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 ► ☐ 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 ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,027,828.	2,929,007.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	3,027,828.	2,929,007.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,027,828.	2,929,007.	

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	3,027,828.
2	Enter amount from Part I, line 27a	2	-98,821.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,929,007.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,929,007.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	PER K-1	P	12/31/12	12/31/12
c	CAPITAL GAIN DIVIDENDS			
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	355,917.		379,378.	-23,461.
b	550.			550.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-23,461.
b				550.
c				11,984.
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	-10,927.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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.) N/A

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 (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

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

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)

1 a 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 instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	1,736.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,736.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,736.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 2,240.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,240.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	504.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 504. **Refunded** ►		11	0.

Part VII-A — Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► MARY VILLAR Telephone no ► 818-784-0498

Located at ► 5037 STERN AVE SHERMAN OAKS CA ZIP + 4 ► 91423-1241

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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
1 a	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)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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?		1 c		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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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)		2 b	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. ► 20__ , 20__ , 20__ , 20__				
3 a	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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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)? (see instructions) ☐ Yes ☒ No

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — **6b** No: X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 40.00	49,500.	0.	0.
ROBERT VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 12.00	12,500.	0.	0.

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

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

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

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

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

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

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.

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	3,355,666.
b	Average of monthly cash balances	1b	138,196.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,493,862.
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	3,493,862.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	52,408.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,441,454.
6	**Minimum investment return.** Enter 5% of line 5	6	172,073.

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	172,073.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,736.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,736.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	170,337.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	170,337.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	170,337.

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	172,630.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	172,630.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	172,630.

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				170,337.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			165,581.	
b Total for prior years: 20 ___, 20 ___, 20 ___		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: ► $ 172,630.				
a Applied to 2011, but not more than line 2a			165,581.	
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				7,049.
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				163,288.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	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 XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a.					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 5				
Total			► 3a	101,200.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					86.
4 Dividends and interest from securities					105,340.
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					-10,927.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LOSS PER K-1	900003				-1,477.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					93,022.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	93,022.

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

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 5-14-2013 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
REX IMPERIAL CPA MST		5/14/13		P00356077

Firm's name ► REX IMPERIAL, CPA, MST — Firm's EIN ► 95-4011836

Firm's address ► 22074 BAHAMA ST, CANOGA PARK, CA 91304-1301 — Phone no (818) 710-0276

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LOSS PER K-1	$ -1,477.		
TOTAL	$ -1,477.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	$ 1,000.			$ 1,000.
TOTAL	$ 1,000.	$ 0.	$ 0.	$ 1,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY GENERAL	$ 50.			$ 50.
FRANCHISE TAX BOARD	10.			10.
INTERNAL REVENUE SERVICE	2,067.			
VARIOUS FOREIGN TAXES	297.			297.
TOTAL	$ 2,424.	$ 0.	$ 0.	$ 357.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	$ 84.			$ 84.
COMPUTER EXPS	5,657.			5,657.
INVESTMENT EXPS	17,146.	$ 17,146.		
OFFICE EXPS	121.			121.
TELEPHONE	563.			563.
USPO	79.			79.
TOTAL	$ 23,650.	$ 17,146.	$ 0.	$ 6,504.

STATEMENT 5
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
AHEAD WITH HORSES INC 9311 DEL ARROYO DRIVE SUN VALLEY, CA 91352	N/A	PUBLIC	PROVIDE FINANCIAL HELP FOR THERAPEUTIC AND DEVELOPMENT HORSEBACK RIDING EXPERIENCES FOR PHYSICALLY AND MENTALLY CHALLENGED KIDS.	$ 3,000.
AMERICAN COUNCIL ON SCIENCE & HEALTH 1995 BROADWAY STE 202 NEW YORK, NY 10023	N/A	PUBLIC	TO FOSTER A SCIENTIFICALLY SOUND AND SENSIBLE PUBLIC HEALTH POLICY FOR AMERICANS	1,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET NW WASHINGTON, DC 20036	N/A	PUBLIC	TO PROVIDE RESOURCES FOR CHARITABLE GRANTMAKERS.	700.
BCR - BURBANK CENTER FOR THE RETARDED 230 E AMHERST DR BURBANK, CA 91504	N/A	PUBLIC	TO ASSIST IN PROVIDING EDUCATIONAL AND SOCIAL OPPORTUNITIES FOR MENTALLY RETARDED CHILDREN AND ADULTS	3,000.
BOY SCOUTS OF AMERICA 16525 SHERMAN WAY UNIT C-8 VAN NUYS, CA 91406	N/A	PUBLIC	TO SUPPORT "HANDICAPABLE" PROGRAM WHICH BRINGS SCOUTING OPPORTUNITIES TO YOUNG PEOPLE WHO ARE PHYSICALLY AND MENTALLY CHALLENGED.	2,500.
CALILFORNIA ASSOC OF SCHOLARS 144 BAY HEIGHTS SOQUEL, CA 95073	N/A	PUBLIC	ASSIST IN RESTORING TRADITIONAL VALUES IN EDUCATION ON COLLEGE CAMPUSES	5,000.

**STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAMP PENDLETON ARMED SERVICES, YMCA BLDG 16144 , BOX 555028 CAMP PENDLETON, CA 92055	N/A	PUBLIC	TO PROVIDE FUNDING FOR EDUCATIONAL AND RECREATIONAL PROGRAMS FOR FAMILIES OF ACTIVE MILITARY PERSONNEL.	$ 10,000.
CITY OF HOPE 1055 WILSHIRE BL 11TH & 12TH FL LOS ANGELES, CA 90017	N/A	PUBLIC	TO SUPPORT CITY OF HOPE'S MISSION TO PREVENT AND CURE CANCER AND OTHER DISEASES	1,000.
CLAREMONT INSTITUTE 937 W FOOTHILL BL STE E CLAREMONT, CA 91711	N/A	PUBLIC	TO HELP EDUCATE THE PUBLIC REGARDING AMERICA'S FOUNDING PRINCIPLES	1,000.
CONSTITUTIONAL RIGHTS FOUNDATION, OC 15411 REDHILL AVE STE B IRVINE, CA 92623	N/A	PUBLIC	TO HELP YOUNG PEOPLE BECOME PARTICIPATORY CITIZENS BY UNDERSTANDING RULE OF LAW, THE LEGAL PROCESS AND THEIR CONSTITUTIONAL HERITAGE.	5,000.
FOOD ON FOOT 9663 SANTA MONICA BL #743 BEVERLY HILLS, CA 90210	N/A	PUBLIC	TO PROVIDE WEEKEND MEALS TO HOMELESS AND OTHER NEEDY INDIVIDUALS.	2,500.
HILLSDALE COLLEGE 33 E COLLEGE ST HILLSDALE, MI 49292	N/A	PUBLIC	TO SUPPORT THE VALUES OF TRADITIONAL EDUCATION AT THE UNIVERSITY LEVEL.	1,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOPE OF THE VALLEY RESCUE MISSION PO BOX 248 SUN VALLEY, CA 91353	N/A	PUBLIC	TO MEET THE NEEDS AND ENCOURAGE THE SELF SUFFICIENCY OF THE HUNGRY AND HOMELESS IN THE SAN FERNANDO VALLEY.	$ 2,500.
INTENTIONAL COMMUNITIES OF WASHTENAW PO BOX 1525 ANN ARBOR, MI 48106	N/A	PUBLIC	TO PROVIDE FINANCIAL SUPPORT IN HOUSING ADULTS WITH DISBILITIES.	1,000.
KUSC PO BOX 77913 LOS ANGELES, CA 90007	N/A	PUBLIC	SUPPORT THE AVAILABILITY OF CLASSICAL MUSIC TO LOS ANGELES COUNTY RESIDENTS.	500.
THE LEADERSHIP INSTITUTE 1101 N HIGHLAND ST ARLINGTON, VA 22201	N/A	PUBLIC	TO INCREASE THE NUMBER AND EFFECTIVENESS OF CONSERVATIVE ACTIVISTS AND LEADERS IN THE PUBLIC POLICY PROCESS.	1,000.
LOS ANGELES MISSION 303 E 5TH ST LOS ANGELES, CA 90013	N/A	PUBLIC	TO PROVIDE FINANCIAL ASSISTANCE FOR MEALS, SHELTER, SPIRITUAL GUIDANCE AND OTHER SERVICES TO HOMELESS AND OTHER NEEDY PEOPLE.	2,500.
LOYOLA HIGH SCHOOL 1901 VENICE BL LOS ANGELES, CA 90006	N/A	PUBLIC	TO PROVIDE SCHOLARSHIPS FOR NEEDY STUDENTS.	500.
MANHATTAN INSTITUTE FOR POLICY RESEARCH 52 VANDERBILT AVE NEW YORK, NY 10117	N/A	PUBLIC	TO PROMOTE EDUCATION IN THE AREA OF PUBLIC POLICY.	500.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
MARY HEALTH OF THE SICK HOSPITAL 2929 THERESA DR NEWBURY, CA 91320	N/A	PUBLIC	TO HELP DEFRAY THE COST OF QUALITY CARE FOR PATIENTS RELYING ON INSUFFICIENT GOVERNMENT SUBSIDIES.	$ 1,500.
MEDIA RESEARCH CENTER 325 S PATRICK ST ALEXANDRIA, VA 22314	N/A	PUBLIC	TO SUPPORT BALANCED REPORTING IN THE MEDIA.	500.
MOTION PICTURE & TELEVISION FUND PO BOX 51150 LOS ANGELES, CA 90051	N/A	PUBLIC	TO PROVIDE HEALTH CARE, HOUSING AND FINANCIAL HELP TO ENTERTAINMENT INDUSTRY EMPLOYEES.	2,500.
MY STUFF BAGS FOUNDATION 5347 STERLING CENTER DR WESTLAKE VILLAGE, CA 91361	N/A	PUBLIC	TO PROVIDE PERSONAL ITEMS TO ABUSED AND NEGLECTED CHILDREN WHO ARE IN FOSTER CARE.	2,500.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 5950 LA PLACE CT STE 200 CARLSBAD, CA 92008	N/A	PUBLIC	TO HELP IN DEFRAYING THE COSTS ASSOCIATED WITH THE TREATMENT OF PATIENTS AND FAMILIES THAT SUFFER FROM MULTIPLE SCLEROSIS	1,000.
NEW DIRECTIONS 11303 WILSHIRE BL VA BLDG 116 LOS ANGELES, CA 90073	N/A	PUBLIC	TO PROVIDE FINANCIAL ASSISTANCE FOR REHAB TRAINING AND HOUSING FOR HOMELESS VETERANS.	1,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
NEW HORIZONS 15725 PARTHENIA ST NORTH HILLS, CA 91343	N/A	PUBLIC	TO ASSIST IN PROVIDING SERVICES AND RESIDENTIAL PROGRAMS TO CLIENTS WITH DEVELOPMENTAL DISABILITIES.	$ 500.
NOTRE DAME HIGH SCHOOL 13645 RIVERSIDE DR SHERMAN OAKS, CA 91423	N/A	PUBLIC	FINANCIAL AID FOR STUDENTS IN NEED.	2,500.
ONE GENERATION 17400 VICTORY BLVD VAN NUYS, CA 91406	N/A	PUBLIC	TO DEFRAY SHIPPING COSTS OF CARE PACKAGES GOING TO MILITARY PERSONNEL.	2,000.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HWY MALIBU, CA 90263	N/A	PUBLIC	TO SPONSOR YOUTH CITIZENSHIP SEMINAR.	3,000.
PHILANTHROPY ROUNDTABLE 1150 17TH ST NW WASHINGTON, DC 20036	N/A	PUBLIC	TO PROVIDE RESOURCES FOR CHARITABLE GRANTMAKERS.	1,000.
PREGNANCY COUNSELING CENTER 10211 SEPULVEDA BL MISSION HILLS, CA 91345	N/A	PUBLIC	TO HELP FUND A CLINIC FOR PREGNANT WOMEN.	5,000.
RONALD MCDONALD HOUSE 4560 FOUNTAIN AVE LOS ANGELES, CA 90029	N/A	PUBLIC	TO SUPPORT FAMILIES OF CHILDREN WITH CATASTROPHIC DISEASES	2,500.
THE SALVATION ARMY 180 E OCEAN BL STE 500 LOS ANGELES, CA 90015	N/A	PUBLIC	TO PROVIDE FINANCIAL ASSISTANCE FOR FOOD, SHELTER,CHILD CARE AND OTHER SERVICES FOR LOW-INCOME FAMILIES.	2,500.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST CYRIL OF JERUSALEM CHURCH 4601 FIRMAMENT AVE ENCINO, CA 91436	N/A	PUBLIC	TO ASSIST WITH VARIOUS MINISTRIES WHICH AID FAMILIES IN THE SAN FERNANDO VALLEY.	$ 1,000.
ST FRANCIS DE SALES CHURCH 13360 VALLEYHEART DR SHERMAN OAKS, CA 91423	N/A	PUBLIC	TO PROVIDE TUITION ASSISTANCE TO FINANCIALLY CHALLENGED ST FRANCIS DE SALES PARISH FAMILIES.	1,500.
STRIVE FOUNDATION 9124 S MAIN ST LOS ANGELES, CA 90003	N/A	PUBLIC	TO HELP FUND AFTERSCHOOL PROGRAMS THAT TEACH INNERCITY KIDS RESPONSIBILITY, ACADEMICS AND THE ARTS.	5,000.
TIERRA DE SOL FOUNDATION 9919 SUNLAND BL SUNLAND, CA 91040	N/A	PUBLIC	TO IMPROVE QUALITY OF LIFE FOR DEVELOPMENTALLY DISABLED ADULTS BY PROVIDING FUNDS FOR RECREATIONAL AND CULTURAL EXPERIENCES.	3,000.
TRI-VALLY SPECIAL OLYMPICS 24779 VALLEY ST SANTA CLARITA, CA 91321	N/A	PUBLIC	TO FUND TRAINING AND COMPETITIONS FOR ATHLETES WITH SPECIAL NEEDS.	2,000.
UCP/WHEELS FOR HUMANITY 12750 RAYMER ST UNIT 4 NO HOLLYWOOD, CA 91605	N/A	PUBLIC	REFURBISH WHEELCHAIRS THAT ARE OUT-MODED IN THE U.S. AND SEND THEM TO DEVELOPING COUNTRIES.	1,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
UCLA - CLAFI 405 HILGARD LOS ANGELES, CA 90095	N/A	PUBLIC	TO PROMOTE A SOUND UNDERSTANDING OF THE HISTORY OF FREE INSTITUTIONS AND THEIR UNDERLYING PRINCIPLES.	$ 3,000.
UNIV OF CA AT SANTA BARBARA 4219 CHEADLE HALL SANTA BARBARA, CA 93106	N/A	PUBLIC	TO HELP FUND MUSIC AFFILIATES STUDENT SCHOLARSHIPS.	1,000.
PROVIDENCE HIGH SCHOOL 511 SO BUENA VISTA BURBANK, CA 91505	N/A	PUBLIC	TO PROVIDE FINANCIAL AID FOR NEEDY STUDENTS.	1,500.
OPERATION GRATITUDE 16444 REFUGIO RD ENCINO, CA 91436	N/A	PUBLIC	TO DEFRAY SHIPPING COSTS OF CARE PACKAGES GOING TO MILITARY PERSONNEL.	5,000.
DEVIL PUPS INC 3027 TOWNSGATE RD WESTLAKE VILLAGE, CA 91316	N/A	PUBLIC	TO HELP YOUNG PEOPLE LEARN RESPONSIBILITY AND GAIN SELF-CONFIDENCE THROUGH THIS LEADERSHIP PROGRAM.	1,000.
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE ROCKVILLE, MD 20850	N/A	PUBLIC	TO HELP FUND TEMPORARY CARE AT MILITARY AND VA MEDICAL CENTERS.	1,000.
PRAGER UNIVERSITY 2325 DULLES CORNER BL HERNDON, VA 20171	N/A	PUBLIC	TO PROVIDE FINANCIAL ASSISTANCE TO HELP TEACH CORE, COMMON SENSE MORAL AND ETHICAL VALUES THAT SHOULD GOVERN EVERYDAY LIFE.	1,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
REAGAN RANCH PROJECT PO BOX 2518 SANTA BARBARA, CA 93120	N/A	PUBLIC	TO HELP FUND EDUCATIONAL MATERIALS, SEMINARS AND SPEAKERS NEEDED TO PROMOTE TRADITIONAL VALUES.	$ 1,000.
UNIVERSITY OF TEXAS FOUNDATION PO BOX 4486 HOUSTON , TX 77210	N/A	PUBLIC	TO PROVIDE FUNDING FOR CANCER PATIENT CARE AND RESEARCH.	1,000.
			TOTAL	$ 101,200.

Barnes Family Foundation.

Capital Gains / Losses on Investment Income - 2012

(Supplemental Gain / Loss Schedule Part IV of 990 PF)

Description	Quantity	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
PHILLIP MORRIS	0.5420	P	11/25/03	08/16/12	$ 50.18	$ 14 60	$35.58	LT
PIMCO TOTAL RETURN A	3,521.1270	P	08/23/02	12/14/12	$ 40,000.00	$ 37,852 12	$2,147.88	LT
PLAINS ALL AMERICAN PIPELINE LP	0 9500	P	08/28/09	08/16/12	$ 82.81	$ 44.79	$38.02	LT
POWERSHARES DYNAMIC BIOTECH	0 2530	P	08/02/06	08/16/12	$ 5.79	$ 4.01	$1.78	LT
QUALCOMM INC	0 3120	P	05/23/12	08/16/12	$ 19.56	$ 17.89	$1.67	ST
REPUBLIC SERVICES INC.	0.3250	P	11/04/10	08/16/12	$ 9 34	$ 9.77	($0 43)	LT
SUNCOR ENERGY INC.	0.8380	P	01/28/04	08/16/12	$ 27.00	$ 10.87	$16.13	LT
TEXAS INSTRUMENTS	0.6060	P	11/25/03	08/16/12	$ 18.13	$ 17.94	$0.19	LT
THE FINANCIAL SELECT SPDR	0.2240	P	05/02/08	08/16/12	$ 3.36	$ 6.27	($2 91)	LT
TIME WARNER INC.	0.8520	P	12/17/03	08/16/12	$ 36.30	$ 31.33	$4.97	LT
UNIT FT UNCOMMON VALUES 2011	417.0000	P	09/26/11	07/17/12	$ 3,956 59	$ 3,715.28	$241.31	ST
UNIT FT UNCOMMON VALUES 2011	24,839.0000	P	07/14/11	07/17/12	$ 234,023.13	$ 239,288.99	($5,265 86)	LT
UNITED PARCEL SERVICE	0.0300	P	03/04/04	08/16/12	$ 2.28	$ 2.07	$0.21	LT
UNITED HEALTH INC	0.9120	P	05/04/05	08/16/12	$ 48.19	$ 44.56	$3.63	LT
UNUM PROVIDENT CORP.	0 9050	P	04/12/06	08/16/12	$ 17.65	$ 17.49	$0.16	LT
VANGUARD CONSUMER STPLES	0.1250	P	07/20/04	08/16/12	$ 11.31	$ 6.69	$4.62	LT
VANGUARD DIVIDEND APPRECIATION	0.0980	P	03/24/09	08/16/12	$ 5.78	$ 3.54	$2.24	LT
VANGUARD HEALTH CARE ETF	0.8570	P	12/16/04	08/16/12	$ 60.14	$ 43.12	$17.02	LT
VANGUARD MSCI EMERGING MARKETS	0,463	P	03/31/09	08/16/12	$ 19.12	$ 11.00	$8.12	LT
WASTE MANAGEMENT INC	0.4730	P	11/25/03	08/16/12	$ 16.67	$ 13.56	$3.11	LT
WESTERN UNION	0.4646	P	12/01/03	08/16/12	$ 11.40	$ 11.19	$0.21	LT
Totals					355916.79	379378.27	($23,461.48)	
Gains from Sale of Various Options							$0.00	
Other Income (Limited Partnerships)					✓	✓	$0.00	
Totals							($23,461.48)	

Total Gain / Loss for SHORT TERM:	$153 62
Total Gain / Loss for LONG TERM:	($23,615 10)
Total Gain / Loss:	($23,461 48)

Barnes Family Foundation

Capital Gains / Losses on Investment Income - 2012

(Supplemental Gain / Loss Schedule Part IV of 990 PF)

Description	Quantity	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
ALTRIA GROUP INC	0 9760	P	11/25/03	08/16/12	$ 34 21	$ 11.54	$22 67	LT
ARCHER DANIELS	17 7060	P	01/01/12	08/10/12	$ 461 01	$ 516.36	($55 35)	ST
ARCHER DANIELS	502.6660	P	06/10/11	08/10/12	$ 13,085 65	$ 17,346.20	($4,260 55)	LT
AUTOMATIC DATA PROCESSING	15.3656	P	10/06/11	06/27/12	$ 829.26	$ 806.62	$22 64	ST
AUTOMATIC DATA PROCESSING	528.3158	P	08/20/09	06/26/12	$ 28,317 33	$ 20,210.31	$8,107.02	LT
BARRICK GOLD CORP.	0.6790	P	01/09/06	08/16/12	$ 23 79	$ 20.48	$3.31	LT
BRISTOL MYERS SQUIBB	0.6220	P	07/03/08	08/16/12	$ 19 80	$ 13.51	$6.29	LT
CHEVRON CORP.	0.1700	P	06/02/05	08/16/12	$ 19 19	$ 9.34	$9.85	LT
CISCO SYSTEMS	0.5960	P	07/21/04	08/16/12	$ 11 10	$ 12.69	($1 59)	LT
CONAGRA FOODS	0.7830	P	07/21/04	08/16/12	$ 19 31	$ 19.53	($0 22)	LT
CORNING INC.	0.7970	P	08/18/09	08/16/12	$ 9.28	$ 12.66	($3 38)	LT
CVS CAREMARK CORP	0.5510	P	05/12/09	08/16/12	$ 24 33	$ 17.97	$6 36	LT
ENERGY SELECT SPDR FUND	0.7390	P	01/06/09	08/16/12	$ 53 27	$ 38.69	$14.58	LT
ENERGY TRANS EQTY	0.4180	P	09/15/06	08/16/12	$ 17 53	$ 11.38	$6.15	LT
ENTERPRISE PROD PRTNRS L P.	0.5170	P	03/07/06	08/16/12	$ 27 28	$ 12.46	$14 82	LT
EXXON MOBIL CORP	0.0180	P	04/02/09	08/16/12	$ 1 59	$ 1.26	$0.33	LT
FREEPORT MCMORAN	0.1080	P	03/21/12	08/16/12	$ 3 78	$ 4.27	($0 49)	ST
GENERAL ELECTRIC CO.	0.3480	P	11/25/03	08/16/12	$ 7.27	$ 10.03	($2 76)	LT
HALLIBURTON CO.	0 4100	P	12/03/03	08/16/12	$ 14 24	$ 4.83	$9.41	LT
HEWLETT PACKARD	9.1200	P	01/05/12	05/23/12	$ 189 88	$ 243.29	($53 41)	ST
HEWLETT PACKARD	503.7800	P	10/07/10	05/23/12	$ 10,468 54	$ 26,969.95	($16,501 41)	LT
INTEL CORP	0.6770	P	07/14/04	08/16/12	$ 17 88	$ 16.23	$1.65	LT
INTUIT INC.	0.1110	P	02/01/07	08/16/12	$ 6.57	$ 3.50	$3.07	LT
ISHARES RUSSELL 1000 GR INDEX	0.2840	P	12/22/04	08/16/12	$ 18.59	$ 13.94	$4.65	LT
KIMBERLY CLARK CORP	0 9340	P	04/21/08	08/16/12	$ 77.43	$ 59.75	$17.68	LT
MCDONALDS CORP	0 3950	P	11/25/03	08/16/12	$ 34.74	$ 10.09	$24.65	LT
MEDTRONIC INC	10 1300	P	01/30/12	05/23/12	$ 371 55	$ 374.30	($2 75)	ST
MEDTRONIC INC	382 2000	P	02/01/10	05/23/12	$ 14,021 34	$ 17,921.11	($3,899 77)	LT
MICROSOFT CORP	0 4620	P	07/20/04	08/16/12	$ 14 00	$ 13 09	$0.91	LT
NATIONAL OILWELL VARCO	0 7880	P	11/16/04	08/16/12	$ 60 47	$ 12.77	$47 70	LT
NEWMONT MINING CORP	0 6230	P	03/29/10	08/16/12	$ 29 14	$ 31.27	($2 13)	LT
ORACLE CORP	0 3990	P	09/20/06	08/16/12	$ 12 62	$ 7 17	$5 45	LT
OWENS ILLINOIS	500 0000	P	05/06/09	08/22/12	$ 9,190 09	$ 13,454.60	($4,264 51)	LT