



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Open to Public Inspection

For calendar year 2012 or tax year beginning

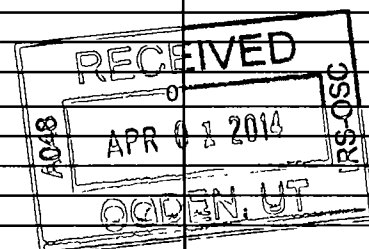
7/1/2012

, and ending

6/30/2013

Name of foundation Barnhill Family Foundation		A Employer identification number 45-4917069
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd	Room/suite 123	B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		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) \$ 10,101,371	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	9,473,327			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44	44		
	4 Dividends and interest from securities	104,817	104,817		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	601,444			
	b Gross sales price for all assets on line 6a	9,929,963			
	7 Capital gain net income (from Part IV, line 2)		2,984,379		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	10,179,632	3,089,240			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	16,784	16,784		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25,251	151		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,477			3,477
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,418			20,418
	24 Total operating and administrative expenses. Add lines 13 through 23	65,930	16,935	0	23,895
25 Contributions, gifts, grants paid	22,000			22,000	
26 Total expenses and disbursements. Add lines 24 and 25	87,930	16,935	0	45,895	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,091,702				
b Net investment income (if negative, enter -0-)		3,072,305			
c Adjusted net income (if negative, enter -0-)			0		



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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments		498,561	498,561
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)		9,593,141	9,602,810
	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)	0	10,091,702	10,101,371
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	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 and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		10,091,702	
	30 Total net assets or fund balances (see instructions)	0	10,091,702	
	31 Total liabilities and net assets/fund balances (see instructions)	0	10,091,702	

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	0
2 Enter amount from Part I, line 27a	2	10,091,702
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,091,702
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	10,091,702

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 9,929,963		6,945,584	2,984,379	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			2,984,379	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,984,379
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)

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	0	0	0.000000
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.000000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,230,124
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 30,723
7 Add lines 5 and 6			7 30,723
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 45,895

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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	30,723	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3 Add lines 1 and 2		3	30,723	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	30,723	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 25,100			
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c 6,391			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d		7	31,491	
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	768	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 768 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
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	
4 a 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?	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	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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) DE		
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?	13	X	

Website address **▶** _____

14 The books are in care of **▶** c/o Foundation Source Telephone no **▶** (800) 839-1754
 Located at **▶** 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 **▶** 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here **▶** **15** ☐

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16	Yes	No
		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
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 ▶ ☐	1b	X
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?	☐ 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)	2b	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 _____		
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)	3b	N/A
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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 ▶ ☐ 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? 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No	5b 6b 7b	N/A N/A	X
--	--	--	-------------------------------	--------------------------

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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 ▶

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

**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		
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		
2		
3	All other program-related investments. See instructions	
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	4,916,042
b	Average of monthly cash balances	1b	393,729
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,309,771
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,309,771
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	79,647
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,230,124
6	Minimum investment return. Enter 5% of line 5	6	261,506

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	261,506
2a	Tax on investment income for 2012 from Part VI, line 5	2a	30,723
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	30,723
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	230,783
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	230,783
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	230,783

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	45,895
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	45,895
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	30,723
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,172

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				230,783
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 45,895				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				45,895
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				184,888
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

See Attached Statement

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

NONE

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

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

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

www.fsrequests.com/barnhill

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

See Line 2a

- c** Any submission deadlines

See Line 2a

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

See Line 2a

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	44	
4 Dividends and interest from securities			14	104,817	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	601,444	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		706,305	0
13 Total. Add line 12, columns (b), (d), and (e)				13	706,305

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

Barnhill Family Foundation

45-4917069

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Barnhill III, Robert 501 Shady Circle Drive Rocky Mount NC 27803 Foreign State or Province _____ Foreign Country _____	\$ 876,187	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	Barnhill Jr., Robert E 2311 North Main Street Tarboro NC 27886 Foreign State or Province _____ Foreign Country _____	\$ 6,691,622	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	Barnhill, Austin 3609 Williamsborough Ct Raleigh NC 27609 Foreign State or Province _____ Foreign Country _____	\$ 952,759	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	Edwards, Leigh 401 Colville Road Charlotte NC 28207 Foreign State or Province _____ Foreign Country _____	\$ 952,759	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SPDR SER TR BARCLAYS CAP CONV BOND ETF CWB, 425 sh	\$ 16,994	12/14/2012
1	VANGUARD SMALL-CAP GROWTH ETF VBK, 510 sh	\$ 44,696	12/14/2012
1	VANGUARD SMALL-CAP VALUE ETF VBR, 670 sh	\$ 48,629	12/14/2012
1	VANGUARD MID-CAP ETF VO, 1695 sh	\$ 139,490	12/14/2012
1	VANGUARD GROWTH ETF VUG, 3400 sh	\$ 240,924	12/14/2012
1	VANGUARD VALUE ETF VTV, 4135 sh	\$ 243,283	12/14/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VANGUARD MSCI EMERGING MARKETS ETF VWO, 810 sh	\$ 35,389	12/14/2012
1	ISHARES TRUST MSCI EAFE INDEX FUND EFA, 1530 sh	\$ 85,802	12/14/2012
1	GOOGLE INC CL A GOOG, 1 sh	\$ 875	5/24/2013
1	L'OREAL ADR LRLCY, 586 sh	\$ 20,105	5/24/2013
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 103950 sh	\$ 976,091	12/28/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 712 703 sh	\$ 6,799	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 801 293 sh	\$ 7,644	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 9 179 sh	\$ 88	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 906 414 sh	\$ 8,647	12/27/2012
2	COCA-COLA CO KO, 1218 sh	\$ 44,305	12/27/2012
2	MICROSOFT CORPORATION MSFT, 1200 sh	\$ 32,196	12/27/2012
2	PFIZER INC PFE, 216 sh	\$ 5,403	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1643 645 sh	\$ 15,680	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	LMI AEROSPACE, INC LMIA, 36 sh	\$ 697	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	LVMH MOET HENNESSY LOU ADR LVMVY, 234 sh	\$ 0	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TRUSTCO BK CORP NY TRST, 3000 sh	\$ 15,555	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TMS INTERNATIONAL CORP TMS, 58 sh	\$ 702	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1089 115 sh	\$ 10,390	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 5 185 sh	\$ 49	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 5 404 sh	\$ 52	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 6 265 sh	\$ 60	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 6 524 sh	\$ 62	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 668 604 sh	\$ 6,378	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1018 439 sh	\$ 9,716	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1996 421 sh	\$ 19,046	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 2008 822 sh	\$ 19,164	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 3 781 sh	\$ 36	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 4 059 sh	\$ 39	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 4 147 sh	\$ 40	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 4 548 sh	\$ 43	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1119 437 sh	\$ 10,679	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1188 331 sh	\$ 11,337	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1223 457 sh	\$ 11,672	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1256 987 sh	\$ 11,992	12/27/2012
2	STERLING CAPITAL EQUITY INDEX INSTL BIEQX, 1583 608 sh	\$ 15,108	12/27/2012
2	LULULEMON ATHLETICA INC LULU, 221 sh	\$ 16,387	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VMWARE INC VMW, 217 sh	\$ 20,419	12/27/2012
2	AXIS CAPITAL HOLDINGS LTD AXS, 19 sh	\$ 650	12/27/2012
2	FANUC LIMITED UNSPONSORED FANUY, 1484 sh	\$ 45,410	12/27/2012
2	VOLCANO CORPORATION VOLC, 320 sh	\$ 7,530	12/27/2012
2	LAKELAND FINANCIAL CORPORATION LKFN, 571 sh	\$ 14,732	12/27/2012
2	CONCHO RESOURCES INC CXO, 8 sh	\$ 626	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HANCOCK HOLDING COMPANY HBHC, 152 sh	\$ 4,764	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PHILIP MORRIS INTL PM, 108 sh	\$ 9,009	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	IHS INC IHS, 6 sh	\$ 573	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CHART INDUSTRIES, INC GTLS, 446 sh	\$ 29,209	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CIRRUS LOGIC INC CRUS, 23 sh	\$ 631	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BOISE INC BZ, 81 sh	\$ 638	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CARDTRONICS INC CATM, 33 sh	\$ 765	12/27/2012
2	TEXTAINER GROUP HDG TGH, 23 sh	\$ 715	12/27/2012
2	CSL LTD UNSP ADR CMXHY, 754 sh	\$ 43,449	12/27/2012
2	IMPAX LABS INC IPXL, 37 sh	\$ 749	12/27/2012
2	CAVIUM INC CAVM, 510 sh	\$ 15,611	12/27/2012
2	HMS HOLDINGS CORP HMSY, 44 sh	\$ 1,120	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SCHWEITZER MAUDIT SWM, 26 sh	\$ 1,010	12/27/2012
2	ULTA SALON, COSMETICS & FRAGRANCE, INC ULTA, 16 sh	\$ 1,528	12/27/2012
2	IPC THE HOSPITALIST COMPANY, INC IPCM, 27 sh	\$ 1,073	12/27/2012
2	AMARIN CORPORATION PLC - ADR AMRN, 50 sh	\$ 386	12/27/2012
2	PHILLIPS 66 PSX, 271 sh	\$ 13,836	12/27/2012
2	SCHLUMBERGER LTD SLB, 515 sh	\$ 35,419	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	AMERICAN ASSETS TRUST INC AAT, 34 sh	\$ 926	12/27/2012
2	FNB CORPORATION FNB, 73 sh	\$ 774	12/27/2012
2	NATIONAL FINL PARTNERS CORP NFP, 62 sh	\$ 1,059	12/27/2012
2	SEMTECH CORPORATION SMTC, 853 sh	\$ 24,165	12/27/2012
2	ICU MEDICAL, INC ICUI, 16 sh	\$ 980	12/27/2012
2	ROYAL GOLD INC COM RGLD, 5 sh	\$ 398	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VERTEX PHARMCTLS INC VRTX, 206 sh	\$ 8,571	12/27/2012
2	FMC TECHS INC COM FTI, 200 sh	\$ 8,165	12/27/2012
2	NCR CP NCR, 97 sh	\$ 2,451	12/27/2012
2	ALIGN TECHNOLOGY, INC ALGN, 37 sh	\$ 1,008	12/27/2012
2	PRICELINE COM INCORPORATED PCLN, 11 sh	\$ 6,652	12/27/2012
2	TENNECO INC TEN, 29 sh	\$ 986	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ATWOOD OCEANICS INC ATW, 297 sh	\$ 13,261	12/27/2012
2	BAIDU COM - ADR BIDU, 202 sh	\$ 20,234	12/27/2012
2	ATLAS COPCO AB A SHS ADR ATLKY, 1020 sh	\$ 28,111	12/27/2012
2	MASTERCARD INC MA, 12 sh	\$ 207	12/27/2012
2	ALEXION PHARMACEUTICALS, INC ALXN, 148 sh	\$ 13,819	12/27/2012
2	EAST WEST BANCORP, INC EWBC, 45 sh	\$ 959	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SUN HYDRAULICS CORPORATION SNHY, 594 sh	\$ 15,361	12/27/2012
2	SALLY BEAUTY HLDG SBH, 1308 sh	\$ 31,189	12/27/2012
2	HERTZ GLOBAL HOLDINGS INC HTZ, 70 sh	\$ 1,120	12/27/2012
2	KBR INC KBR, 29 sh	\$ 854	12/27/2012
2	FINISH LINE, INC (THE) FINL, 20 sh	\$ 371	12/27/2012
2	TERADATA CORPORATION TDC, 70 sh	\$ 4,263	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NAVIGATORS GROUP, INC (THE) NAVG, 160 sh	\$ 8,018	12/27/2012
2	F M C CP FMC, 16 sh	\$ 926	12/27/2012
2	SAIA, INC SAIA, 17 sh	\$ 379	12/27/2012
2	GEO GROUP INC (THE) GEO, 33 sh	\$ 914	12/27/2012
2	HORNBECK OFFSHR SRVS HOS, 16 sh	\$ 549	12/27/2012
2	INSULET CORPORATION PODD, 47 sh	\$ 978	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SVB FINANCIAL GROUP SIVB, 18 sh	\$ 1,005	12/27/2012
2	PROSPERITY BANC SHARES, INC PB, 21 sh	\$ 878	12/27/2012
2	PAREXEL INTERNATIONAL CORPORATION PRXL, 452 sh	\$ 13,142	12/27/2012
2	SIGNATURE BANK SBNY, 17 sh	\$ 1,199	12/27/2012
2	PPG INDUSTRIES INC PPG, 40 sh	\$ 5,365	12/27/2012
2	UNITED RENTALS INC URI, 11 sh	\$ 478	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FRESENIUS MED CAR AG FMS, 854 sh	\$ 29,472	12/27/2012
2	UNITED NATURAL FOODS, INC UNFI, 480 sh	\$ 25,706	12/27/2012
2	THORATEC LABS CORPORATION THOR, 175 sh	\$ 6,541	12/27/2012
2	ROYAL DUTCH SHELL PLC RDS-A, 550 sh	\$ 38,211	12/27/2012
2	NAVIGANT CONSULTING INC NCI, 64 sh	\$ 699	12/27/2012
2	EQUITY ONE REIT EQY, 25 sh	\$ 525	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HUNT J B JBHT, 53 sh	\$ 3,100	12/27/2012
2	TANGER FACTORY OUTLT CENREIT SKT, 31 sh	\$ 1,059	12/27/2012
2	POLARIS INDUSTRIES PII, 9 sh	\$ 740	12/27/2012
2	NATL HEALTH INVESTOR NHI, 18 sh	\$ 1,005	12/27/2012
2	HERBALIFE LTD HLF, 13 sh	\$ 366	12/27/2012
2	PRESTIGE BRAND HLGS PBH, 1088 sh	\$ 21,156	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ASPEN TECHNOLOGY, INC AZPN, 35 sh	\$ 940	12/27/2012
2	FOSTER WHEELER AG FWLT, 750 sh	\$ 17,693	12/27/2012
2	FORWARD AIR CORP FWRD, 335 sh	\$ 11,489	12/27/2012
2	ALLIANCE DATA SYSTEM CORP ADS, 35 sh	\$ 5,037	12/27/2012
2	WABASH NATIONAL CORP WNC, 89 sh	\$ 815	12/27/2012
2	DASSAULT SYS SA SPN ADR DASTY, 562 sh	\$ 62,992	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SYNOVUS FINL CP SNV, 13400 sh	\$ 32,897	12/27/2012
2	F5 NETWORKS, INC FFIV, 57 sh	\$ 5,487	12/27/2012
2	ARM HOLDINGS PLC ARMH, 1401 sh	\$ 52,299	12/27/2012
2	EXPEDIA INC EXPE, 62 sh	\$ 3,680	12/27/2012
2	HEXCEL CP DELAWARE HXL, 56 sh	\$ 1,481	12/27/2012
2	ROCKWELL AUTOMATION INC ROK, 152 sh	\$ 12,524	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TRINITY INDUSTRIES, INC TRN, 18 sh	\$ 635	12/27/2012
2	STERICYCLE INC SRCL, 13 sh	\$ 1,194	12/27/2012
2	NATL OILWELL VARCO NOV, 1339 sh	\$ 88,796	12/27/2012
2	CONMED CORPORATION CNMD, 29 sh	\$ 798	12/27/2012
2	PORTFOLIO RECOVERY ASSOC - COMMON STOCK PRAA, 206 sh	\$ 21,257	12/27/2012
2	SANOFI-AVENTIS SPONSORED ADR SNY, 3338 sh	\$ 158,755	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SAP AKTIENGESELL ADS SAP, 669 sh	\$ 53,758	12/27/2012
2	PRECISION CASTPARTS PCP, 34 sh	\$ 6,361	12/27/2012
2	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATI CTSH, 118 sh	\$ 8,573	12/27/2012
2	NOVO NORDISK A S NVO, 100 sh	\$ 16,229	12/27/2012
2	HELEN OF TROY LIMITED HELE, 23 sh	\$ 749	12/27/2012
2	MENTOR GRAPHICS CORP MENT, 57 sh	\$ 957	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	REALTY INCOME CORP O, 26 sh	\$ 1,053	12/27/2012
2	TORO CO TTC, 502 sh	\$ 20,886	12/27/2012
2	ACE LTD ACE, 1629 sh	\$ 129,571	12/27/2012
2	SONIC AUTOMOTIVE INC CL A SAH, 46 sh	\$ 933	12/27/2012
2	ALKERMES ALKS, 34 sh	\$ 642	12/27/2012
2	INTUIT INTU, 358 sh	\$ 21,586	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	UNILEVER PLC AMER UL, 556 sh	\$ 21,495	12/27/2012
2	APPLE INC AAPL, 194 sh	\$ 99,028	12/27/2012
2	BIOGEN IDEC INC BIIB, 119 sh	\$ 17,602	12/27/2012
2	URBAN OUTFITTERS, INC URBN, 470 sh	\$ 17,970	12/27/2012
2	TIBCO SOFTWARE TIBX, 21 sh	\$ 456	12/27/2012
2	BRIGGS & STRATTON CORP BGG, 3500 sh	\$ 73,885	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SALESFORCE COM CRM, 64 sh	\$ 10,564	12/27/2012
2	SYNOPSYS, INC SNPS, 26 sh	\$ 822	12/27/2012
2	ADOBE SYSTEMS, INC ADBE, 472 sh	\$ 17,570	12/27/2012
2	GOOGLE INC CL A GOOG, 79 sh	\$ 55,594	12/27/2012
2	CVS CAREMARK CORP CVS, 2800 sh	\$ 135,030	12/27/2012
2	NESTLE S A NSRGY, 890 sh	\$ 58,442	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	WATSON PHARMACEUTICALS INC WPI, 29 sh	\$ 2,583	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	EMCOR GROUP INC EME, 14 sh	\$ 480	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	UIL HOLDINGS CORP UIL, 28 sh	\$ 999	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ACCENTURE PLC ACN, 69 sh	\$ 4,545	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	EBAY INC EBAY, 1507 sh	\$ 75,591	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ASSURANT INC AIZ, 244 sh	\$ 8,434	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	WPP GROUP PLC WPPGY, 248 sh	\$ 17,851	12/27/2012
2	ESTEE LAUDER COMPANIES INC EL, 267 sh	\$ 15,542	12/27/2012
2	AFFILIATED MANAGERS GROUP AMG, 17 sh	\$ 2,185	12/27/2012
2	HONDA MOTOR CO LTD HMC, 2355 sh	\$ 85,852	12/27/2012
2	SONOCO PRODUCTS COMPANY SON, 589 sh	\$ 17,470	12/27/2012
2	TAIWAN SEMICONDUCTOR MFG CO LTD TSM, 1583 sh	\$ 26,848	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VISA INC V, 120 sh	\$ 4,993	12/27/2012
2	KANSAS CITY SOUTHERN KSU, 45 sh	\$ 3,698	12/27/2012
2	YUM BRANDS INC YUM, 388 sh	\$ 25,325	12/27/2012
2	HARRIS CORP DEL HRS, 1000 sh	\$ 48,990	12/27/2012
2	EOG RESOURCES INC EOG, 16 sh	\$ 1,934	12/27/2012
2	UNITEDHEALTH GROUP INC UNH, 420 sh	\$ 22,793	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NOVARTIS AG ADR NVS, 320 sh	\$ 20,227	12/27/2012
2	XL GROUP PLC XL, 46 sh	\$ 1,135	12/27/2012
2	MYLAN INC MYL, 411 sh	\$ 11,214	12/27/2012
2	AMETEK INC AME, 27 sh	\$ 1,003	12/27/2012
2	CELGENE CORP CELG, 195 sh	\$ 15,321	12/27/2012
2	ILLINOIS TOOL WORKS ITW, 1500 sh	\$ 90,900	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ALLERGAN INC AGN, 10 sh	\$ 910	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ALLERGAN INC AGN, 184 sh	\$ 16,736	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GILEAD SCIENCES INC GILD, 274 sh	\$ 26,862	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	AMAZON COM AMZN, 92 sh	\$ 22,642	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HEALTH CARE REIT INC HCN, 19 sh	\$ 1,147	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FREEPORT-MCMORAN COPPER & GOLD INC FCX, 1400 sh	\$ 47,124	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	AT&T CORP COM T, 1767 sh	\$ 59,256	12/27/2012
2	TRAVELERS COMPANIES INC (THE) TRV, 678 sh	\$ 48,660	12/27/2012
2	DST SYS INC COM DST, 274 sh	\$ 16,500	12/27/2012
2	ABBOTT LABS ABT, 3275 sh	\$ 213,055	12/27/2012
2	CONOCOPHILLIPS COP, 542 sh	\$ 31,271	12/27/2012
2	ORACLE CORP ORCL, 472 sh	\$ 15,722	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	US BANCORP DEL USB, 39 sh	\$ 1,243	12/27/2012
2	HONEYWELL INTERNATIONAL INC HON, 2200 sh	\$ 75,460	12/27/2012
2	MICROCHIP TECHNOLOGY INC MCHP, 1375 sh	\$ 44,440	12/27/2012
2	QUALCOMM INC QCOM, 289 sh	\$ 17,697	12/27/2012
2	MACY'S INC M, 241 sh	\$ 8,886	12/27/2012
2	KIMBERLY CLARK CORP KMB, 1900 sh	\$ 158,831	12/27/2012

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PEPSICO INC PEP, 387 sh	\$ 26,531	12/27/2012
2	CHEVRON CORP CVX, 1589 sh	\$ 171,715	12/27/2012
2	MERCK & CO INC MRK, 944 sh	\$ 38,803	12/27/2012
2	INTERNATIONAL BUSINESS MACHINES IBM, 305 sh	\$ 58,557	12/27/2012
2	COMCAST CORP CL A CMCSA, 1229 sh	\$ 45,319	12/27/2012
2	OMNICOM GROUP OMC, 571 sh	\$ 28,107	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	INTEL CORP INTC, 2307 sh	\$ 47,374	12/27/2012
2	CISCO SYSTEMS INC CSCO, 1473 sh	\$ 28,989	12/27/2012
2	BANK OF AMERICA CORP BAC, 3500 sh	\$ 40,110	12/27/2012
2	WELLS FARGO & CO WFC, 127 sh	\$ 4,324	12/27/2012
2	EXXON MOBIL CORP XOM, 1205 sh	\$ 104,226	12/27/2012
2	CHICOS FAS INC CHS, 898 sh	\$ 15,904	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	EMC CORP-MASS EMC, 721 sh	\$ 18,166	12/27/2012
2	JOHNSON & JOHNSON JNJ, 295 sh	\$ 20,680	12/27/2012
2	FOOT LOCKER INC N Y COM FL, 26 sh	\$ 822	12/27/2012
2	PFIZER INC PFE, 109 sh	\$ 3,150	5/24/2013
2	PFIZER INC PFE, 74 sh	\$ 2,138	5/24/2013
2	PFIZER INC PFE, 60 sh	\$ 1,734	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PFIZER INC PFE, 13 sh	\$ 376	5/24/2013
2	PFIZER INC PFE, 1100 sh	\$ 31,785	5/24/2013
2	PFIZER INC PFE, 163 sh	\$ 4,710	5/24/2013
2	VALERO ENERGY CORP VLO, 185 sh	\$ 7,346	5/24/2013
2	TARGET CORPORATION TGT, 358 sh	\$ 24,702	5/24/2013
2	JOHNSON & JOHNSON JNJ, 23 sh	\$ 1,995	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	JOHNSON & JOHNSON JNJ, 13 sh	\$ 1,128	5/24/2013
2	WELLS FARGO & CO WFC, 93 sh	\$ 3,711	5/24/2013
2	TYCO INTERNATIONAL LTD TYC, 49 sh	\$ 1,668	5/24/2013
2	TYCO INTERNATIONAL LTD TYC, 18 sh	\$ 613	5/24/2013
2	TYCO INTERNATIONAL LTD TYC, 11 sh	\$ 375	5/24/2013
2	CITIGROUP INC C, 23 sh	\$ 1,156	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BAXTER INTERNATIONAL INC BAX, 1020 sh	\$ 73,149	5/24/2013
2	QUALCOMM INC QCOM, 38 sh	\$ 2,429	5/24/2013
2	PROCTER GAMBLE CO PG, 108 sh	\$ 8,845	5/24/2013
2	CHARLES SCHWAB CORP SCHW, 2040 sh	\$ 38,740	5/24/2013
2	GOLDMAN SACHS GROUP GS, 9 sh	\$ 1,414	5/24/2013
2	KIMBERLY CLARK CORP KMB, 165 sh	\$ 16,958	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	AMAZON COM AMZN, 13 sh	\$ 3,382	5/24/2013
2	AMAZON COM AMZN, 9 sh	\$ 2,341	5/24/2013
2	METLIFE INC MET, 29 sh	\$ 1,213	5/24/2013
2	ABBOTT LABS ABT, 400 sh	\$ 14,990	5/24/2013
2	AMAZON COM AMZN, 3 sh	\$ 780	5/24/2013
2	AMAZON COM AMZN, 1 sh	\$ 260	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	HARTFORD FINANCIALSERVICES GROUP HIG, 37 sh	\$ 1,111	5/24/2013
2	AETNA INC AET, 26 sh	\$ 1,548	5/24/2013
2	AETNA INC AET, 11 sh	\$ 655	5/24/2013
2	AETNA INC AET, 3 sh	\$ 179	5/24/2013
2	GILEAD SCIENCES INC GILD, 1000 sh	\$ 55,625	5/24/2013
2	CIENA CORP CIEN, 38 sh	\$ 585	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	AMAZON COM AMZN, 1 sh	\$ 260	5/24/2013
2	CELGENE CORP CELG, 4 sh	\$ 491	5/24/2013
2	WATSON WYATT & CO HOLDINGS TW, 10 sh	\$ 777	5/24/2013
2	TELEFLEX INC TFX, 9 sh	\$ 706	5/24/2013
2	EOG RESOURCES INC EOG, 14 sh	\$ 1,817	5/24/2013
2	EOG RESOURCES INC EOG, 4 sh	\$ 519	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	EOG RESOURCES INC EOG, 3 sh	\$ 389	5/24/2013
2	KROGER CO KR, 1178 sh	\$ 40,129	5/24/2013
2	KROGER CO KR, 1178 sh	\$ 40,129	5/24/2013
2	KROGER CO KR, 589 sh	\$ 20,064	5/24/2013
2	ILLINOIS TOOL WORKS ITW, 500 sh	\$ 34,935	5/24/2013
2	ILLINOIS TOOL WORKS ITW, 300 sh	\$ 20,961	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FIFTH THIRD BANCORP FITB, 136 sh	\$ 2,466	5/24/2013
2	SLM CORP SLM, 109 sh	\$ 2,467	5/24/2013
2	AMERICAN CAPITAL LTD ACAS, 99 sh	\$ 1,374	5/24/2013
2	KROGER CO KR, 530 sh	\$ 18,054	5/24/2013
2	KROGER CO KR, 275 sh	\$ 9,368	5/24/2013
2	EOG RESOURCES INC EOG, 1 sh	\$ 130	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	EOG RESOURCES INC EOG, 1 sh	\$ 130	5/24/2013
2	EOG RESOURCES INC EOG, 21 sh	\$ 2,726	5/24/2013
2	EOG RESOURCES INC EOG, 15 sh	\$ 1,947	5/24/2013
2	VISA INC V, 8 sh	\$ 1,432	5/24/2013
2	VISA INC V, 6 sh	\$ 1,074	5/24/2013
2	DELUXE CORPORATION DLX, 19 sh	\$ 719	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TAIWAN SEMICONDUCTOR MFG CO LTD TSM, 2735 sh	\$ 51,309	5/24/2013
2	H J HEINZ COMPANY HNZ, 435 sh	\$ 31,511	5/24/2013
2	ELI LILLY & CO LLY, 385 sh	\$ 20,865	5/24/2013
2	ELI LILLY & CO LLY, 27 sh	\$ 1,463	5/24/2013
2	TUPPERWARE COPR TUP, 6 sh	\$ 492	5/24/2013
2	AFFILIATED MANAGERS GROUP AMG, 245 sh	\$ 39,478	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DELTA AIR LINES INC DAL, 31 sh	\$ 576	5/24/2013
2	DELTA AIR LINES INC DAL, 21 sh	\$ 390	5/24/2013
2	DELTA AIR LINES INC DAL, 1 sh	\$ 19	5/24/2013
2	DILLARD'S INC DDS, 14 sh	\$ 1,303	5/24/2013
2	EBAY INC EBAY, 21 sh	\$ 1,136	5/24/2013
2	BRISTOL-MYERS SQUIBB CO BMY, 655 sh	\$ 30,575	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	EMCOR GROUP INC EME, 17 sh	\$ 669	5/24/2013
2	BERKSHIRE HATHAWAY INC CLASS B BRK-B, 22 sh	\$ 2,428	5/24/2013
2	O'REILLY AUTOMOTIVE INC ORLY, 230 sh	\$ 25,382	5/24/2013
2	AMERICAN CAPITAL LTD ACAS, 70 sh	\$ 972	5/24/2013
2	ACCENTURE PLC ACN, 14 sh	\$ 1,142	5/24/2013
2	NISSAN MOTOR LTD ASR NSANY, 1571 sh	\$ 35,332	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NISSAN MOTOR LTD ASR NSANY, 1178 sh	\$ 26,493	5/24/2013
2	NISSAN MOTOR LTD ASR NSANY, 1177 sh	\$ 26,471	5/24/2013
2	KANSAS CITY SOUTHERN KSU, 11 sh	\$ 1,225	5/24/2013
2	ENDURANCE SPCLTY HLDGS LTD ENH, 163 sh	\$ 7,797	5/24/2013
2	RADIAN GROUP INC RDN, 5 sh	\$ 65	5/24/2013
2	RADIAN GROUP INC RDN, 45 sh	\$ 589	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	RADIAN GROUP INC RDN, 23 sh	\$ 301	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	RADIAN GROUP INC RDN, 11 sh	\$ 144	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	RADIAN GROUP INC RDN, 10 sh	\$ 131	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GOOGLE INC CL A GOOG, 1 sh	\$ 875	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GOOGLE INC CL A GOOG, 4 sh	\$ 3,500	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GOOGLE INC CL A GOOG, 2 sh	\$ 1,750	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GOOGLE INC CL A GOOG, 1 sh	\$ 875	5/24/2013
2	RAYONIER INC RYN, 16 sh	\$ 927	5/24/2013
2	RAYONIER INC RYN, 8 sh	\$ 464	5/24/2013
2	LTC PROPERTIES INC LTC, 21 sh	\$ 946	5/24/2013
2	SALESFORCE COM CRM, 24 sh	\$ 1,027	5/24/2013
2	SALESFORCE COM CRM, 20 sh	\$ 856	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SALESFORCE COM CRM, 12 sh	\$ 514	5/24/2013
2	SALESFORCE COM CRM, 8 sh	\$ 342	5/24/2013
2	LAS VEGAS SANDS CORP LVS, 73 sh	\$ 4,180	5/24/2013
2	WELLCARE HEALTH PLANS INC WCG, 13 sh	\$ 681	5/24/2013
2	EXPRESS SCRIPTS HOLDING CO ESRX, 400 sh	\$ 25,040	5/24/2013
2	ENERGIZER HOLDINGS INC ENR, 236 sh	\$ 22,732	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	OIL STATES INTL INC OIS, 2 sh	\$ 198	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SONIC CORPORATION SONC, 30 sh	\$ 393	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BIOGEN IDEC INC BIIB, 19 sh	\$ 4,415	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BIOGEN IDEC INC BIIB, 1 sh	\$ 232	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BIOGEN IDEC INC BIIB, 23 sh	\$ 5,345	5/24/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NEENAH PAPER INC NP, 15 sh	\$ 452	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PALL CP PLL, 43 sh	\$ 3,048	5/24/2013
2	FRANKLIN RES INC BEN, 3 sh	\$ 485	5/24/2013
2	FRANKLIN RES INC BEN, 3 sh	\$ 485	5/24/2013
2	SALESFORCE COM CRM, 32 sh	\$ 1,370	5/24/2013
2	ROGERS COMM CL B RCI, 1060 sh	\$ 49,046	5/24/2013
2	DISH NETWORK CORP DISH, 58 sh	\$ 2,279	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	DISH NETWORK CORP DISH, 20 sh	\$ 786	5/24/2013
2	DISH NETWORK CORP DISH, 11 sh	\$ 432	5/24/2013
2	DISH NETWORK CORP DISH, 5 sh	\$ 196	5/24/2013
2	U S G CP USG, 34 sh	\$ 936	5/24/2013
2	PRECISION CASTPARTS PCP, 4 sh	\$ 837	5/24/2013
2	PRECISION CASTPARTS PCP, 3 sh	\$ 628	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PRECISION CASTPARTS PCP, 3 sh	\$ 628	5/24/2013
2	FRANKLIN RES INC BEN, 3 sh	\$ 485	5/24/2013
2	FRANKLIN RES INC BEN, 3 sh	\$ 485	5/24/2013
2	FRANKLIN RES INC BEN, 2 sh	\$ 323	5/24/2013
2	FRANKLIN RES INC BEN, 27 sh	\$ 4,362	5/24/2013
2	FRANKLIN RES INC BEN, 14 sh	\$ 2,262	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FRANKLIN RES INC BEN, 7 sh	\$ 1,131	5/24/2013
2	LAS VEGAS SANDS CORP LVS, 50 sh	\$ 2,863	5/24/2013
2	LAS VEGAS SANDS CORP LVS, 4 sh	\$ 229	5/24/2013
2	LAS VEGAS SANDS CORP LVS, 89 sh	\$ 5,096	5/24/2013
2	PRECISION CASTPARTS PCP, 2 sh	\$ 419	5/24/2013
2	PRECISION CASTPARTS PCP, 15 sh	\$ 3,139	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PRECISION CASTPARTS PCP, 7 sh	\$ 1,465	5/24/2013
2	PRECISION CASTPARTS PCP, 6 sh	\$ 1,256	5/24/2013
2	PRECISION CASTPARTS PCP, 5 sh	\$ 1,046	5/24/2013
2	CHURCH & DWIGHT COMMON CHD, 465 sh	\$ 28,958	5/24/2013
2	FRANKLIN RES INC BEN, 5 sh	\$ 808	5/24/2013
2	TESORO CORP TSO, 82 sh	\$ 5,009	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TESORO CORP TSO, 20 sh	\$ 1,222	5/24/2013
2	KB HOME KBH, 17 sh	\$ 391	5/24/2013
2	ALLIANCE DATA SYSTEM CORP ADS, 4 sh	\$ 723	5/24/2013
2	ARM HOLDINGS PLC ARMH, 470 sh	\$ 21,054	5/24/2013
2	ALLIANCE DATA SYSTEM CORP ADS, 215 sh	\$ 38,846	5/24/2013
2	SYNOVUS FINL CP SNV, 11600 sh	\$ 31,726	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	FORWARD AIR CORP FWRD, 274 sh	\$ 10,663	5/24/2013
2	PIER 1 IMPORTS INC PIR, 35 sh	\$ 836	5/24/2013
2	ASPEN INSURANCE HLDG AHL, 17 sh	\$ 626	5/24/2013
2	ASPEN TECHNOLOGY, INC AZPN, 13 sh	\$ 391	5/24/2013
2	ROCHE HOLDING LTD ADR RHHBY, 449 sh	\$ 29,544	5/24/2013
2	ROCHE HOLDING LTD ADR RHHBY, 57 sh	\$ 3,751	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	L'OREAL ADR LRLCY, 239 sh	\$ 8,200	5/24/2013
2	UNITED RENTALS INC URI, 17 sh	\$ 944	5/24/2013
2	AMERISAFE, INC AMSF, 13 sh	\$ 426	5/24/2013
2	DOMINOS PIZZA INC DPZ, 38 sh	\$ 2,229	5/24/2013
2	DISCOVER FINL SVCS COM DFS, 163 sh.	\$ 7,740	5/24/2013
2	PRICELINE COM INCORPORATED PCLN, 3 sh	\$ 2,400	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PRICELINE COM INCORPORATED PCLN, 3 sh	\$ 2,400	5/24/2013
2	HASBRO INC HAS, 1000 sh	\$ 47,025	5/24/2013
2	HASBRO INC HAS, 500 sh	\$ 23,513	5/24/2013
2	SWIFT TRANSPORTATION CO, INC SWFT, 43 sh	\$ 724	5/24/2013
2	SWIFT TRANSPORTATION CO, INC SWFT, 12 sh	\$ 202	5/24/2013
2	SWIFT TRANSPORTATION CO, INC SWFT, 10 sh	\$ 168	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PRICELINE.COM INCORPORATED PCLN, 2 sh	\$ 1,600	5/24/2013
2	PRICELINE.COM INCORPORATED PCLN, 1 sh	\$ 800	5/24/2013
2	PRICELINE.COM INCORPORATED PCLN, 8 sh	\$ 6,399	5/24/2013
2	NCR CP NCR, 92 sh	\$ 2,898	5/24/2013
2	UNITED CONTINENTAL HOLDINGS INC UAL, 13 sh	\$ 445	5/24/2013
2	VERIZON COMMUNICATIONS VZ, 595 sh.	\$ 30,613	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	NCR CP NCR, 26 sh	\$ 819	5/24/2013
2	GLOBAL CASH ACS HLDG GCA, 1 sh	\$ 7	5/24/2013
2	GLOBAL CASH ACS HLDG GCA, 67 sh	\$ 448	5/24/2013
2	FMC TECHS INC COM FTI, 26 sh	\$ 1,466	5/24/2013
2	FMC TECHS INC COM FTI, 11 sh	\$ 620	5/24/2013
2	FMC TECHS INC COM FTI, 9 sh	\$ 508	5/24/2013

Name of organization Barnhill Family Foundation	Employer identification number 45-4917069
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VERTEX PHARMCTLS INC VRTX, 27 sh	\$ 2,095	5/24/2013
2	ASSURED GUARANTY LTD AGO, 17 sh	\$ 386	5/24/2013
2	GAMESTOP CORP GME, 16 sh	\$ 531	5/24/2013
2	ANIXTER INTL INC AXE, 6 sh	\$ 453	5/24/2013
2	SYNOVUS FINL CP SNV, 7500 sh	\$ 20,513	5/24/2013
2	SYNOVUS FINL CP SNV, 5990 sh	\$ 16,383	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SYNOVUS FINL CP SNV, 1510 sh	\$ 4,130	5/24/2013
2	CATAMARAN CORP CTRX, 202 sh	\$ 9,639	5/24/2013
2	ONYX PHARMACEUTICALS, INC ONXX, 14 sh	\$ 1,330	5/24/2013
2	UNICHARM CORP - SPN ADR UNICY, 2135 sh	\$ 25,332	5/24/2013
2	LYONDELLBASELL INDUSTRIES NV LYB, 85 sh	\$ 5,558	5/24/2013
2	LYONDELLBASELL INDUSTRIES NV LYB, 35 sh	\$ 2,288	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SWATCH GROUP AG SWGAY, 621 sh	\$ 18,465	5/24/2013
2	SWATCH GROUP AG SWGAY, 41 sh	\$ 1,219	5/24/2013
2	BEACON ROOFING SUPPLY, INC BECN, 11 sh	\$ 445	5/24/2013
2	COMMVault SYSTEMS, INC CVLT, 14 sh	\$ 964	5/24/2013
2	BLACKROCK INC BLK, 165 sh	\$ 46,476	5/24/2013
2	BROOKDALE SENIOR LVG BKD, 40 sh	\$ 1,145	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BROOKDALE SENIOR LVG BKD, 12 sh	\$ 344	5/24/2013
2	ABBVIE INC ABBV, 400 sh	\$ 18,358	5/24/2013
2	ACTAVIS INC, CORONA, CASHS ACT, 22 sh	\$ 2,795	5/24/2013
2	ACTAVIS INC, CORONA, CASHS ACT, 5 sh	\$ 635	5/24/2013
2	TOWER INTERNATIONAL INC TOWR, 23 sh	\$ 453	5/24/2013
2	HOLLYFRONTIER CORP HFC, 4 sh	\$ 193	5/24/2013

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CUBESMART CUBE, 51 sh	\$ 844	5/24/2013
2	TRIPADVISOR LLC TRIP, 7 sh	\$ 430	5/24/2013
3	VANGUARD MID-CAP ETF VO, 685 sh	\$ 16,118	12/27/2012
3	VANGUARD GROWTH ETF VUG, 1800 sh	\$ 126,513	12/27/2012
3	VANGUARD GROWTH ETF VUG, 1800 sh	\$ 126,513	12/27/2012
3	VANGUARD GROWTH ETF VUG, 3750 sh	\$ 263,569	12/27/2012

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	VANGUARD VALUE ETF VTV, 6600 sh	\$ 385,110	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	VANGUARD SMALL-CAP GROWTH ETF VBK, 400 sh	\$ 34,936	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	VANGUARD SMALL-CAP GROWTH ETF VBK, 400 sh	\$ 34,936	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	VANGUARD VALUE ETF VTV, 6600 sh	\$ 385,110	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	VANGUARD GROWTH ETF VUG, 1800 sh	\$ 126,513	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	VANGUARD GROWTH ETF VUG, 1800 sh	\$ 126,513	12/27/2012

Employer identification number
45-4917069

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	VANGUARD GROWTH ETF VUG, 3750 sh	\$ 263,569	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	VANGUARD MID-CAP ETF VO, 685 sh	\$ 16,118	12/27/2012
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization
Barnhill Family Foundation

Employer identification number
45-4917069

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____

0

Use duplicate copies of Part III if additional space is needed

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

Part I, Line 16c (990-PF) - Other Professional Fees

		16,784	16,784	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	16,784	16,784		0

Part I, Line 18 (990-PF) - Taxes

		25,251	151	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2013	25,100	0		0
2	Foreign Tax Paid	151	151		0

Part I, Line 23 (990-PF) - Other Expenses

		20,418	0	0	20,418
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	19,068	0		19,068
2	Delaware Incorporation Fees	500	0		500
3	IRS Application Fees	850	0		850

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		0	9,593,141	0	9,602,810	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	DFA EMERGING MARKETS SMALL CAP PO	3,386		73,417		66,976
2	DFA EMERGING MARKETS VALUE PORTFO	6,547		195,778		172,125
3	DFA INTERNATIONAL REAL ESTATE SECU	9,279		48,945		47,042
4	DFA INTERNATIONAL SMALL CO PORTFOL	16,018		269,195		261,416
5	DFA INTERNATIONAL VALUE PORTFOLIO	52,365		905,475		866,639
6	DFA LARGE CAP INTERNATIONAL PORTFO	21,979		440,501		426,399
7	DFA REAL ESTATE SECURITIES PORTFOL	2,639		73,417		72,825
8	DFA SELECTIVELY HEDGED GLOBAL FIXE	78,898		807,586		780,303
9	DFA U S LARGE CAP VALUE PORTFOLIO	80,817		2,055,673		2,168,309
10	DFA U S SMALL CAP VALUE PORTFOLIO	19,244		562,863		592,902
11	PIMCO TOTAL RETURN FUND	92,076		1,027,837		990,743
12	TEMPLETON GLOBAL BD	23,666		318,140		305,530
13	VANGUARD GROWTH INDEX INSTL CL	40,686		1,590,699		1,638,438
14	VANGUARD SHORT TERM INVESTMENT G	74,692		807,586		796,215
15	VANGUARD SMALL CAP GROWTH INDEX I	5,340		146,834		154,912
16	VANGUARD TOTAL BOND MARKET INDEX	24,558		269,195		262,036

BYLAWS
OF
BARNHILL FAMILY FOUNDATION

(a Delaware corporation not for profit and without capital stock)

ARTICLE I
Offices

Section 1.01 *Location*. The principal office of the Corporation within or without the State of Delaware shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

ARTICLE II
Members

Section 2.01 *Members*. The Directors of the Corporation shall be the Members of the Corporation for all purposes. All actions, consents and approvals taken by the Directors shall be and be deemed to be taken by them as the Members and as the Directors of the Corporation for all purposes, whether or not the specific action, consent or approval specifically references them as acting as Members at the time. All meetings of the Board of Directors shall be and be deemed to be meetings of the Directors acting both as the Directors and as the Members of the Corporation. The Corporation shall have no shareholders.

ARTICLE III
Board of Directors

Section 3.01 *Power of Board and Qualification of Directors*. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Each director shall be at least eighteen years of age.

Section 3.02 *Number of Directors*. The number of directors constituting the entire Board shall not be less than one (1) nor more than five (5). The number of directors may be increased or decreased (but not to less than one (1) nor to more than five (5)) at any time and from time to time by amendment of the Bylaws or by action of a majority vote of the entire Board, except that in no case may any decrease in the number of directors shorten the term of any incumbent director. Directors need not be residents of the State of Delaware.

Section 3.03 *Election and Term of Directors*. The initial Board of Directors shall be comprised of those directors named in the Organization Action in Writing of the Incorporator. Directors shall be elected at every third consecutive regular annual meeting of the Board of Directors (each such third annual meeting an "Election Meeting"). If the election of the directors shall not be held at such a meeting, such election shall be held as soon thereafter as is conveniently possible. Each director shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected and qualified or until his or her death or until he or she shall resign or be removed.

Section 3.04 *Newly-Created Directorships and Vacancies*. Newly created directorships resulting from an increase in the number of directors elected may be filled by vote of a majority of the Board of Directors then in office. Vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the Board of Directors then in office. A director elected to fill a vacancy shall hold office until the next Election Meeting and until his or her successor shall have been elected and qualified.

A person may accept his or her directorship election by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. The election of a person to fill a newly-created directorship or a vacancy shall be effective only in the event that such person has accepted his or her election, in the manner described in the immediately preceding sentence, within the 60-day period commencing on the date that notice of such election has been sent to such person via electronic means or otherwise.

The directors may appoint one or more successors by executing a consent designating such successors and the conditions for their appointment and such appointment may be effective immediately or upon the occurrence of some future event. In the event of the death of the last remaining director and in the event that the last remaining director has not designated his successor or such designated successor is unwilling or unable to serve, the executor, administrator or legal representative of the deceased director may appoint one or more successor directors. If the Corporation does not have at least one director, then the Corporation shall dissolve and, in accordance with the terms of Article EIGHTH of the Corporation's Certificate of Incorporation, all of the Corporation's assets shall be distributed to those public charities and in such proportions as designated as the Corporation's year-end charities on the Corporation's "Year-End Charity List" maintained on the Administrator's website, less all costs and expenses related thereto, and further, the Administrator shall be authorized to take any and all necessary actions that may be required under applicable law and the Corporation's Certificate of Incorporation to effect such dissolution.

Section 3.05 *Resignation*. Any director may resign from office at any time by delivering (i) a resignation in writing to the Board of Directors or to the President or to either Co-President of the Corporation and (ii) a copy of such resignation to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. ~~Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.~~

Section 3.06 *Removal of Directors*. Any one or more of the directors may be removed with or without cause at any time by vote of a majority of the Board of Directors, provided that written notice of such removal is given to any director so removed and a copy of such notice is delivered to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.

Section 3.07 *Meetings of the Board*. An annual meeting of the Board of Directors shall be held each year at such time and place as may be fixed by the President or by the Co-Presidents jointly, as the case may be, for the transaction of such business as may properly come before the meeting, and, in the case of an Election Meeting, for the election of officers and directors. Regular meetings of the Board of Directors may be held at such times as may be fixed by the President or by the Co-Presidents jointly, as the case may be. Special meetings of the Board may be called by or at the direction of the President or at the direction of the Co-Presidents jointly, as the case may be, or by a majority of the directors in office.

No notice need be given of regular meetings of the Board of Directors for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. In any event, notice of any special meeting shall be given to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. Notice need not be given to any director who submits a written waiver of notice signed by him before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he or she attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver or notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given (i) to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator, and (ii) in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to other directors.

The President, a single Co-President if one of the Co-Presidents is absent, or both Co-Presidents, as the case may be, if present and acting, shall preside at all meetings. Otherwise, any other director chosen by the Board shall preside.

Section 3.08 *Quorum and Voting*. Unless a greater proportion is required by law, by the Certificate of Incorporation, or by the Bylaws adopted by a unanimous vote of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of a specified item of business. Except as otherwise provided by law by the Certificate of Incorporation or by these Bylaws, the vote of a majority of the directors present at a meeting at the time of the vote shall be the act of the Board.

Section 3.09 *Written Consent of Directors, Meeting by Conference Telephone or by Comparable Medium*. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing. Each consent so adopted by members of the Board shall be filed with the minutes of the proceedings of the Board and a copy of each such consent shall be printed and delivered to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.

To the extent permitted by law, any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, Internet chat room or similar communications equipment allowing all persons participating in the meeting to hear or to otherwise communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.10 *Compensation of Directors*. Directors shall not receive any stated salaries for their services, providing that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other legally permitted capacity and receiving reasonable compensation therefor. At all times, such compensation shall not exceed what is ordinarily considered to be reasonable compensation for services rendered. For the avoidance of doubt, directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

Section 3.11 *Records*. Minutes shall be kept of each meeting of the Board of Directors. Copies of the minutes of each meeting shall be filed with the corporate records of the Corporation and a copy of such minutes shall be delivered to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.

ARTICLE IV *Officers, Agents and Employees*

Section 4.01 *General Provisions*. The officers of the Corporation shall be one (1) President or two (2) Co-Presidents, as the case may be, one (1) Secretary and may include an unlimited number of Vice-Presidents, and the Board may give any of them further designation or alternate titles as it considers desirable.

A person may accept his or her election to serve as an officer of the Corporation by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. The election of a person to serve as an officer of the Corporation shall be effective only in the event that such person has accepted his or

her election, in the manner described in the immediately preceding sentence, within the 60-day period commencing on the date that notice of such election has been sent to such person via electronic means or otherwise.

Section 4.02 Term of Office of President or Co-Presidents. The President or both Co-Presidents shall be elected by the Board of Directors at each and every Election Meeting. The President or each Co-President, as the case may be, shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.03 Term of Office of Vice-Presidents. Each Vice-President may be elected by the Board of Directors, in its discretion, at each and every Election Meeting or at any time the Board determines. Each Vice-President shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.04 Term of Office of Secretary. The Secretary shall be elected by the Board of Directors at each and every Election Meeting or at any time the Board determines. The Secretary shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation or removal.

Section 4.05 Vacancies and Removal of the President or Co-Presidents. If the office of President becomes vacant for any reason, the Board shall promptly fill such vacancy. The President or Co-Presidents so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his, her or their predecessor or predecessors and until his, her or their successor or successors are elected and qualified. The President or any Co-President may be removed by the Board with or without cause at any time.

Section 4.06 Vacancies and Removal of Vice-Presidents. If the office of Vice-President becomes vacant for any reason, the Board, in its discretion, may fill such vacancy. Any Vice President so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his or her predecessor. A Vice-President may be removed by the Board with or without cause at any time.

Section 4.07 Vacancies and Removal of the Secretary. If the office of Secretary becomes vacant for any reason, the Board shall promptly fill such vacancy. The Secretary so appointed or elected to fill a vacancy shall hold office only until such time as the unexpired term of his or her predecessor and until his or her successor is elected and qualified. The Secretary may be removed by the Board with or without cause at any time.

Section 4.08 Resignation. Any officer may resign at any time by giving written notice to the Corporation and by giving a copy of such notice to the Administrator by accessing the Administrator's system at the website designated in Section 5.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation and the Administrator.

Section 4.09 Power and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws and, to the extent not so provided, as generally pertain to their respective offices.

- A. *President and Co-Presidents.* Only a director of the Corporation may serve as the President or as a Co-President thereof. If at any time a Co-President shall resign or be removed from the Board of Directors, the remaining Co-President shall continue to serve as the President of the Corporation and the office of President shall not be deemed vacant. If at any time a President alone or the Co-Presidents jointly shall resign or be removed from the Board of Directors, the office of President shall be deemed vacant and the Board shall promptly fill such vacancy pursuant to the terms of Section 4.05 hereof.

The President alone or the Co-Presidents jointly shall serve as chief executive officer of the Corporation. The President alone or the Co-Presidents jointly shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

In addition, the President alone or the Co-Presidents jointly shall have the custody of, and shall be responsible for, all funds and securities of the Corporation. He, she or they shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the President alone or the Co-Presidents jointly shall render a statement of accounts. He, she or they shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of President, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The President or each Co-President shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Moreover, unless otherwise directed by the Board of Directors, the President or each Co-President, as the case may be, shall have the authority to make all decisions regarding charitable contributions made or to be made by the Corporation. Unless otherwise directed, the President or each Co-President may, in his or her sole discretion and at any time and from time to time, delegate (subject to his or her revocation of such delegation) such authority to one or more of the other officers of the Corporation and may limit the amount of charitable contributions that each such authorized officer may make or cause to be made on behalf of the Corporation in a fiscal year. In addition, unless otherwise directed, the President or each Co-President may, in his or her sole discretion at any time and from time to time, authorize (subject to his or her revocation of such authorization) one or more persons to make charitable contributions on behalf of the Corporation in such an amount as prescribed by the President or by each Co-President.

Unless otherwise directed by the Board of Directors, the President or each Co-President, as the case may be, shall have full investment authority and discretion concerning the Corporation's assets. Unless otherwise directed, the President alone or the Co-Presidents jointly may, in his, her or their sole discretion and at any time and from time to time, delegate his, her or their investment authority concerning the Corporation's assets to one and only one other officer of the Corporation at any given time.

- B. *Vice-President.* The Vice-President shall perform such duties and have such powers as the President or as each Co-President may from time to time provide, subject to the powers and the supervision of the Board of Directors and, in the absence of the President or the Co-Presidents, as the case may be, or in the event of his, her or their inability or refusal to act, as the Board of Directors may prescribe by standing or special resolution.
- C. *Secretary.* The Secretary shall perform such duties and have such powers as the President alone or the Co-Presidents jointly may from time to time provide, subject to the powers and the supervision of the Board of Directors and, in the absence of the President or the Co-Presidents, as the case may be, or in the event of his, her or their inability or refusal to act, as the Board of Directors may prescribe by standing or special resolution.

In addition, the Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these

Bylaws or as required by law. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature.

Section 4.10 *Agents and Employees*. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 4.11 *Compensation of Officers, Agents and Employees*. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered to the Corporation, such amount to be fixed by the Board, or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE V *Miscellaneous*

Section 5.01 *Fiscal Year*. The fiscal year of the Corporation shall be July 1 through June 30.

Section 5.02 *Corporate Seal*. The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile thereof to be affixed or impressed or reproduced in any manner.

~~Section 5.03 *Checks, Notes, Contracts*. The President or each Co-President, as the case may be, shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.~~

Section 5.04 *Books and Records*. The Corporation shall keep at its office or at any other designated office (1) correct and complete books and records of accounts, (2) minutes of the proceedings of its Board of Directors, and (3) a current list or record containing the names and addresses of all directors and officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5.05 *Amendments of Certificate of Incorporation and Bylaws*. The Certificate of Incorporation may be amended in whole or in part by a unanimous vote of the Board of Directors pursuant to the procedure outlined in title 8, section 242(b)(3) of the Delaware General Corporation Law. The Bylaws of the Corporation may be adopted, amended or repealed, in whole or in part by a unanimous vote of the Board of Directors of the Corporation.

Section 5.06 *Indemnification and Insurance*. The Corporation shall indemnify:

- (i) any current or former director or officer of the Corporation and
- (ii) any person who may have served, at its request, as a director or officer of another corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, or other enterprise, whether for profit or not for profit (each such entity an "Outside Entity"),

against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), to which he or she may be or is made a party by reason of being or having been such director or officer if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which he or she shall have been adjudged

to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

The Corporation may pay expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorney's fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in title 8, section 145 (a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification or advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of an Outside Entity against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 4941(d) or 4945(d), respectively, of the Code.

The Corporation may, by vote of the Board of Directors, provide indemnification and advancement of expenses to employees and agents of the Corporation or of an Outside Entity with the same scope and effects as the foregoing indemnification of and advancement of expenses to directors and officers.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 5.07 Electronic Signatures Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 5.08 *Delivery of Instruments to the Administrator*. All documents or other instruments required to be delivered to the Administrator by accessing the Administrator's system shall be delivered by accessing the website located at www.foundationsource.com or such other website as the Administrator may hereafter designate.

All documents or other instruments required to be delivered to the Administrator via the United States Postal Service hereunder shall be sent to the Administrator's mailing address listed on the website located at www.foundationsource.com or on such other website as the Administrator may hereafter designate.

Section 5.09 *References to the Administrator*. Any reference to the Administrator herein shall refer to Foundation Source Philanthropic Services Inc., a Delaware corporation, or any successor thereto.

ARTICLE VI

Charitable Contribution Approval

Section 6.01 *Charitable Contribution Approval by Grant Evaluator*. The President or each Co-President of the Corporation, officers designated by the President or by each Co-President of the Corporation, committees designated by the President or by each Co-President of the Corporation that are composed exclusively of members of the Board of Directors, and any other person directed by the President or by each Co-President pursuant to Section 4.09(A) of these By-Laws shall have the power and authority to approve, make and cause to be made charitable contributions by the Corporation. All charitable contributions approved by any of the foregoing (each a "Grant Evaluator"), shall for all purposes be, and be deemed to be, duly authorized by the Board of Directors and the Corporation. The President or each Co-President, as the case may be, or the Board of Directors may at any time appoint or remove, with or without cause, an individual or committee as a Grant Evaluator provided that such appointment or removal shall not be effective unless and until notice thereof is provided to the Administrator in the manner specified by it.

ADOPTED: June 15, 2012

BARNHILL FAMILY FOUNDATION

By: _____

Name: Robert E. Barnhill Jr.

Title: President/Secretary

Part VII-A, Line 5 (990-PF) - Substantial Contraction Explanation

This statement is submitted to report the distribution of certain assets during the above-referenced year. The distributions resulted in a substantial contraction of assets.

The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions.

Typically, a finding of a substantial contraction of assets is made by reference to the fair market value of a foundation's net assets on the first day of its calendar year.

However, the taxable year ending June 30, 2013 was the year in which the Barnhill Family Foundation (the "Foundation") received its initial endowment and the finding of a substantial contraction in this case was made by reference to the fair market value of the Foundation's assets on the date that it received its initial endowment. Accordingly, the degree of contraction of the Foundation's net assets may have been exaggerated.

During the taxable year ending June 30, 2013, the Foundation made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$22,000.

This amount represents 2.5% of the Foundation's net assets of \$855,207 (as measured by fair market value) on the day that the Foundation received its initial endowment.

in the Foundation's taxable year ending June 30, 2013. Although the Foundation technically experienced a "substantial contraction," it will continue in existence and has no plans for dissolution.

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a, each such grant was made solely for the charitable purpose specified therein.

Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	Austin Barnhill		3609 Williamsborough Ct	Raleigh	NC	27609	
2	Christian Barnhill		501 Shady Circle Drive	Rocky Mount	NC	27803	
3	Leigh Edwards		401 Colville Road	Charlotte	NC	28207	
4	Penny Barnhill		300 Barrington Drive	Tarboro	NC	27886	
5	Robert Barnhill III		501 Shady Circle Drive	Rocky Mount	NC	27803	
6	Robert E Barnhill Jr		2311 North Main Street	Tarboro	NC	27886	
7	Robert Edwards		401 Colville Road	Charlotte	NC	28207	
8	Sarah Barnhill		3609 Williamsborough Ct	Raleigh	NC	27609	

Part VII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

000												
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Austin Barnhill		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1 00	0	0	0
2	Penny Barnhill		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP / Dir	1 00	0	0	0
3	Robert Barnhill III		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1 00	0	0	0
4	Robert E Barnhill Jr		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir / Sec	1 00	0	0	0
5	Leigh Edwards		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1 00	0	0	0

Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers

List Managers who contributed more than 2% of the total contributions received by the foundation	List Managers who own 10% or more of the stock of a corporation of which the foundation has a 10% or greater interest
1 Austin Barnhill	1
2 Leigh Edwards	2
3 Penny Barnhill	3
4 Robert Barnhill III	4
5 Robert E Barnhill Jr	5
6	6
7	7
8	8
9	9
10	10