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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 09-01-2012 , and ending 08-31-2013

Name of foundation BARNES FAMILY FOUNDATION		A Employer identification number 74-2422306	
Number and street (or P O box number if mail is not delivered to street address) 5192 SOUTH QUINTERO STREET		B Telephone number (see instructions) (303) 290-9001	
City or town, state, and ZIP code AURORA, CO 800152450		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) \$ 836,025		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	96	96	96	
	4 Dividends and interest from securities.	30,460	30,460	30,460	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	8,523			
	b Gross sales price for all assets on line 6a _____ 8,523				
	7 Capital gain net income (from Part IV , line 2)		8,523		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	39,079	39,079	30,556	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	480	0	0	0
	c Other professional fees (attach schedule)	10,057	10,057	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	387	387	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	10,924	10,444	0	0
	25 Contributions, gifts, grants paid	24,653			24,653
	26 Total expenses and disbursements. Add lines 24 and 25	35,577	10,444	0	24,653
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,502			
	b Net investment income (if negative, enter -0-)		28,635		
	c Adjusted net income (if negative, enter -0-)			30,556	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	7,121	6,544	6,544
	2	Savings and temporary cash investments	43,139	35,620	35,620
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	716,021	760,016	793,861
	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)	766,281	802,180	836,025

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 ▶ _____)	4,526	36,923	
	23	Total liabilities (add lines 17 through 22)	4,526	36,923	

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	7,051	7,051	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	754,704	758,206	
	30	Total net assets or fund balances (see page 17 of the instructions)	761,755	765,257	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	766,281	802,180	

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	761,755
2	Enter amount from Part I, line 27a	2	3,502
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	765,257
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	765,257

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)
1 a	MERRILL LYNCH REALIZED GAIN/LOSS	P		
b	MERRILL LYNCH REALIZED GAIN/LOSS	P		
c	WADDELL REED REALIZED GAIN/LOSS	P		
d	WADDELL REED REALIZED GAIN/LOSS	P		
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 689			689
b 745			745
c 255			255
d 6,834			6,834
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			689
b			745
c			255
d			6,834
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	8,523
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	944

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 page 18 of 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	26,185	719,050	0 036416
2010	23,161	699,350	0 033118
2009	22,278	689,500	0 032310
2008	41,155	689,500	0 059688
2007	27,532	783,075	0 035159

2 Total of line 1, column (d).	2	0 196691
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 039338
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	738,750
5 Multiply line 4 by line 3.	5	29,061
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	286
7 Add lines 5 and 6.	7	29,347
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	24,653

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	573
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	573
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	573
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	0
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	8
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	581
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CO _____			
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? <i>If "No," attach explanation .</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DOUGLAS A BARNES Telephone no ▶(303) 290-9001 Located at ▶5192 S QUINTERO STREET AURORA CO ZIP +4 ▶80015			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOUGLAS A BARNES	PRES /DIR	0	0	0
5192 SOUTH QUINTERO	0 00			
AURORA, CO 80015				
KARLA A BARNES	V P /DIR	0	0	0
5192 SOUTH QUINTERO	0 00			
AURORA, CO 80015				
VIOLA BARNES	SEC/TREAS/DIR	0	0	0
5192 SOUTH QUINTERO	0 00			
AURORA, CO 80015				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	620,000
b	Average of monthly cash balances.	1b	130,000
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	750,000
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	750,000
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	11,250
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	738,750
6	Minimum investment return. Enter 5% of line 5.	6	36,938

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	36,938
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	573
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	573
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	36,365
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	36,365
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	36,365

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	24,653
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	24,653
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	24,653
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				36,365
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____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.	1,502			
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	1,502			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 24,653				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				24,653
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,502			1,502
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				10,210
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization 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))

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

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

DOUGLAS A BARNES
5192 Q QUINTERO ST
AURORA, CO 80015
(303) 290-9001

b

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

WRITTEN, NO TELEPHONE APPLICATIONS

c

Any submission deadlines

JUNE 30

d

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

AWARD RESTRICTED ONLY FOR PROGRAMS FOR THE ELIMINATION OF DEATH FROM MALNUTRITION AND HUNGER AND CHILD ABUSE PREVENTION PROGRAMS

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

TY 2012 Accounting Fees Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	480	0	0	0

TY 2012 Investments - Other Schedule**Name:** BARNES FAMILY FOUNDATION**EIN:** 74-2422306

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERRILL LYNCH INVESTMENTS	AT COST	422,280	445,081
WADDELL&REED INVESTMENTS	AT COST	337,736	348,780

TY 2012 Other Liabilities Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Description	Beginning of Year - Book Value	End of Year - Book Value
ADJUST INVESTMENT A/C'S-COST	4,526	36,923

TY 2012 Other Professional Fees Schedule**Name:** BARNES FAMILY FOUNDATION**EIN:** 74-2422306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADV FEES-ML	5,754	5,754	0	0
INVESTMENT ADV FEES-W&R	4,303	4,303	0	0

TY 2012 Substantial Contributors Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Name	Address
DOUGLAS A BARNES	5192 SOUTH QUINTERO ST AURORA, CO 80015

TY 2012 Taxes Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX - FORM 990PF	387	387	0	0

TY 2012 IRS Payment**Name:** BARNES FAMILY FOUNDATION**EIN:** 74-2422306**Routing Transit Number:****Bank Account Number:****Type of Account:** Checking**Payment Amount in Dollars and** 581**Cents:****Requested Payment Date:** 2013-11-28**Taxpayer's Daytime Phone** (303) 290-9001
Number:

Form 990-PF 2012 - Part XV Supplementary Information

Recipient	If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)				
AmeriCares 161 Cherry St. New Canaan, CT 06840-4831	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
American Bible Study 1865 Broadway New York, NY 10023-7505	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
American Liver Foundation 39 Broadway Floor 27 New York, NY 10006-3054	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
American Red Cross 2025 E. Street Washington, DC 20006	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$300.00
Avon Foundation 1345 Avenue of the Americas New York, NY 10105-0196	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
America's Prayer Network 17648 Passing Road Milford, VA 22546	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
CARE P.O. Box 7039 Merrifield VA 22116-9753	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Children's Inc. 4205 Dover Road Richmond, VA 23220	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$985.00
Christian Family Alliance P.O. Box 13528 Denver, CO 80201	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Christians In Defense of Israel	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$30.00
Christian Voice - National Organization of Christians P. O. Box 224 Riverdale, MO 20738	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Citizens United Foundation 1006 Pennsylvania Ave. SE Washington, DC 20003	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$25.00
Collegiate Network 3901 Centerville Road Wilmington, DE 19807-1938	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Colorado Public Radio 7409 South Alton Court Centennial, CO 80112	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Colorado Public Television 2900 Welton Street 1st Floor Denver, CO 80205	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$280.00

Form 990-PF 2012 - Part XV Supplementary Information

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Name and Address (home or business)				
Declaration Alliance Healthcar P.O. Box 131728 Houston TX 77219-1728	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Denver Rescue Mission PO BOX 5206 Denver, CO	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Disabled Veterans National Foundation 1020 19th St NW Suite 475 Washington, DC 20036	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Doctor's Without Borders 333 7th Avenue New York, NY 10001-5004	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Faith and Action 109 Second Street NE Washington, DC 20002	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Feed the Children P. O. BOX 36 Oklahoma City, OK 73101	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Feeding America 35 E. Wacker Drive, Suite 2000 Chicago, IL 60601-2200	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Fellowship Community Church 6263 S. Parker Road Aurora, CO 80016	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Focus on the Family 725 W. Duarte Road, Ste 302 Arcadia, CA 91006	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$200.00
Freedom Works 400 North Capitol Street , NW Suite 765 Washington , DC 20001	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
The Fund for American Studies 1030 15th St. NW, #700 Washington DC, 20005	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Goldwater Institute 500 E. Coronado Road Phoenix, AZ 85004	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Goodwill Industries of Denver 3003 Arapahoe St. Denver, CO 80205	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Guideposts 16 E 34st. New York, NY 10016	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$43.92
Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00

Form 990-PF 2012 - Part XV Supplementary Information

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Name and Address (home or business)				
Habitat for Humanity International 270 Peachtree St NW Suite 1300 Atlanta, GA 30303	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Increase USA 9422 Pikes Peak Way Parker, CO 80138	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$1,600.00
Judical Watch 501 School Street, SW, STE 700 Washington, DC 20024	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Leadership Institute 1101 North Highland Street Arlington, VA 22201	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
The Leukemia and Lymphoma Society 1311 Mamaroneck Avenue, Suite 310 White Plains, NY 10605	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Liberty Legal Institute 2000 M Street NW, Suite 400 Washington, DC 20036	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Marilyn Hickey Ministries 8081 E. Orchard Road Greenwood Village, CO 80111	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$300.00
Medhot - Church Planting and Development Egypt 31 River Road Drive E Mayflower, AR 72016-8409	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$975.00
Mission Aviation Fellowship 112 N. Pilatus Lane Nampa, ID 83687	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Missions Ministries 7501 Village Square Dr. #205 Castle Rock, CO 80108	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Mouth and Foot Painting Artists P.O. Box 753 Isando, Australia 1600	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$21.75
National Law Enforcement P.O. Box 3342, Church Street Station New York, NY 10008-3342	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
National Legal and Policy Center 107 Park Washington Court Fall Church, Virginia 22046	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
The Navigators P.O. Box 6000 Colorado Springs, CO 80934	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$600.00
Orchard Road 8081 E. Orchard Road Greenwood Village, CO 80111	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$4,050.00
Paralyzed Veterans of America	N/A	Public	Cont. - Unrestricted	

Form 990-PF 2012 - Part XV Supplementary Information

Recipient	If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)				
801 Eighteenth Street, NW Washington, DC 20006-3517			to Support Org. Purpose	
Prison Fellowship 44180 Riverside Parkway Lansdowne, VA 20176	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$31.45
Rocky Mountain Family Council 8704 Yates Dr., Suite 205 Westminster, CO 80031	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Rocky Mountain PBS 1089 Bannock Street, Denver, CO 80204	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Ronald McDonald House Charities One Kroc Drive Oak Brook, IL 60523	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$25.00
Salesan Missions 2 Lefevre Lane New Rochelle, NY 10801-5710	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$96.00
Seniors Inc. 8950 E. Lowry Blvd. Denver, CO 80230	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Southwest Radio Ministries P.o. Box 100 Bethany, OK 73008	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$25.00
Sox Place 2017 Larimer St. Denver, Co 80205	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
St. Joesph's Indian School 1301 N. Main Street Chamberlain, SD 57325	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
St. Jude's Children's Research Hospital 262 Danny Thomas Place Memphis, TN 38105	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
St. Jude Hospital 332 N. Lauderdale Memphis, TN 38105	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
St. Labre Indian School 1000 Tongue River Road Ashland, MT 59003	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
State Policy Network 1655 North Fort Myer Drive, Suite 360 Arlington, VA 22209	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
The Vision Charitable Trust 1100 Town Country Road Orange, CA 92868	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
United Service Organization Inc. P. O. Box 96860	N/A	Public	Cont. - Unrestricted to Support	\$50.00

Form 990-PF 2012 - Part XV Supplementary Information

Recipient	If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Name and Address (home or business)			Org. Purpose	
Washington, DC 20077-7677				
Unity School of Christianity 1901 NW Blue Parkway Unity Village, MO 64065-0001	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$150.00
World Vision P.O. Box 1131 Pasadena, CA 91131	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$624.00
Wright Paleohyarological 1440 High Street Boulder, CO 80304	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Youth for Christ P.O. Box 4478 Englewood, CO 80155	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Youth for Christ Int'l P.O. Box 4555 Englewood, CO 80156	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$13,341.48
TOTAL				\$24,653.60