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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
DONALD L BARNES FOUNDATION

A Employer identification number
43-1531070

Number and street (or P O box number if mail is not delivered to street address) 738 FAIRFIELD LAKE DRIVE | Room/suite

B Telephone number (see instructions)
(314) 997-2733

City or town, state or province, country, and ZIP or foreign postal code
CHESTERFIELD, MO 63017

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,244,923

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	42	42	42	
	4	Dividends and interest from securities.	22,946	22,943	22,946	
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	324,644			
	b	Gross sales price for all assets on line 6a 1,281,518				
	7	Capital gain net income (from Part IV, line 2) . . .		324,644		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	250	0	250	
	12	**Total.** Add lines 1 through 11	347,882	347,629	23,238	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,000	0	0	15,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	1,800	0	0	1,800
	c	Other professional fees (attach schedule)	1,800	1,800	900	900
	17	Interest	141	141	141	0
	18	Taxes (attach schedule) (see instructions)	233	233	233	0
	19	Depreciation (attach schedule) and depletion . . .	438	0	438	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	1,053	1,053	1,053	0
	23	Other expenses (attach schedule)	748	748	748	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,213	3,975	3,513	17,700
	25	Contributions, gifts, grants paid	38,955			38,955
	26	**Total expenses and disbursements.** Add lines 24 and 25	60,168	3,975	3,513	56,655
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	287,714			
	b	**Net investment income** (if negative, enter -0-)		343,654		
	c	**Adjusted net income** (if negative, enter -0-) . . .			19,725	

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	4,975	47,870	47,870
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	956,681	1,200,876	1,195,343
	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 ▶ 2,295 Less accumulated depreciation (attach schedule) ▶ 585	836	1,710	1,710
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	962,492	1,250,456	1,244,923
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	962,492	1,250,206	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	250	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	962,492	1,250,456	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	962,492	1,250,456	

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	962,492
2	Enter amount from Part I, line 27a	2	287,714
3	Other increases not included in line 2 (itemize) ▶	3	250
4	Add lines 1, 2, and 3	4	1,250,456
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,250,456

Part IV Capital Gains and Losses for Tax on Investment Income

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	324,644
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	3,463

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))
2012	63,463	1,122,141	0 056555
2011	57,140	1,214,245	0 047058
2010	60,169	1,145,802	0 052513
2009	62,901	1,125,494	0 055887
2008	80,638	1,376,865	0 058566

2	**Total** of line 1, column (d).	2	0 270579
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 054116
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,200,745
5	Multiply line 4 by line 3.	5	64,980
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,437
7	Add lines 5 and 6.	7	68,417
8	Enter qualifying distributions from Part XII, line 4.	8	56,655

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	6,873
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	6,873
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	6,873
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 319		
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	319
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	6,554
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 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 ▶TRENT B PHELPS Telephone no ▶(314) 576-5249

Located at ▶738 FAIRFIELD LAKE DRIVE CHESTERFIELD MO ZIP+4 ▶63017

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 |

		Line	Yes	No
16	At any time during calendar year 2013, 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.	Line	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)*	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 2013?	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
TRENT B PHELPS 738 FAIRFIELD LAKE DRIVE CHESTERFIELD, MO 63017	PRESIDENT/SECRETARY/TREASURER/DIRECTOR 2 00	5,000	0	0
VALIER PHELPS STEWART 4435 MADISON AVE APT 402 KANSAS CITY, MO 64111	DIRECTOR 2 00	5,000	0	0
NATALIE P TATE 6263 WINDMERE MARION, IL 62959	DIRECTOR 2 00	5,000	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
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	801,920
b	Average of monthly cash balances	1b	417,110
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,219,030
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,219,030
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,285
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,200,745
6	**Minimum investment return.** Enter 5% of line 5	6	60,037

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	60,037
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 6,873		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,873
3	Distributable amount before adjustments Subtract line 2c from line 1	3	53,164
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	53,164
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	53,164

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	56,655
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	56,655
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	56,655

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				53,164
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			36,937	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 56,655				
a Applied to 2012, but not more than line 2a			36,937	
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 2013 distributable amount.				19,718
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				33,446
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 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				38,955
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	42	
4 Dividends and interest from securities. . . .			14	22,946	
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			14	324,644	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a MISCELLANEOUS INCOME		250			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		250		347,632	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 347,882

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2014-05-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DIANA C DEZORT				P00013482

Firm's name	BURDS & KUNTZ PC	Firm's EIN 20-2792666
Firm's address	2200 WEST PORT PLAZA DR STE 203 ST LOUIS, MO 63146	Phone no (314) 317-8900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
JANUS GLOBAL TECH	P	2012-12-18	2013-03-01
ALLIED IRISH BK	P	2007-11-01	2013-03-01
APOLLO EDUCATIONAL CL A	P	2005-10-20	2013-03-01
BOSTON SCIENTIFIC CORP	P	2005-10-20	2013-02-04
CBIZ INC	P	2005-08-02	2013-03-01
FASTENAL CO	P	2007-11-01	2013-03-01
FUEL-TECH INC	P	2007-04-30	2013-03-01
INTL SPEEDWAY	P	2006-01-19	2013-03-01
JANUS GLOBAL TECH	P	2005-12-16	2013-03-01
KOSS CORPORATION	P	2004-01-01	2013-03-01
LEGG MASON INC	P	2007-11-01	2013-03-01
ORACLE CORPORATION	P	2005-11-29	2013-03-01
PROGRESSIVE CORP	P	2007-11-01	2013-04-01
RENAISSANCERE HLDGS	P	2005-10-27	2013-04-01
RYDEX BIOTECHNOLOGY	P	2004-01-01	2013-03-01
SOUND SHORE INVESTOR	P	2004-06-28	2013-03-01
WALGREEN CO	P	2007-11-01	2013-03-01
WASHINGTON POST CO CLX	P	2005-11-29	2013-03-01
ROYCE PREMIER FUND INVESTMENT	P	2012-12-06	2013-11-20
SCHWAB INTERNATIONAL INDEX FUND	P	2012-12-13	2013-11-20
BERKSHIRE HATHAWAY INC	P	2005-10-27	2013-11-20
JPMORGAN CHASE & CO	P	2005-11-29	2013-11-20
MICROSOFT CORP	P	2006-04-28	2013-11-20
ORACLE CORPORATION	P	2006-01-19	2013-11-20
ROYCE PREMIER FUND INVESTMENT	P	2004-12-02	2013-11-20
SCHWAB INTERNATIONAL INDEX FUND	P	2009-12-10	2013-11-20
SOUND SHORE FD INC	P	2004-06-28	2013-11-20
3M COMPANY	P	2006-07-07	2013-11-20
ROYCE PREMEIR FUND INVESTMENT	P	2004-12-02	2013-11-20
SCHWAB INTERNATIONAL INDEX FUND	P	2004-01-01	2013-11-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SOUND SHORE FD INC	P	2004-01-01	2013-11-20
SCHWAB INTERNATIONAL INDEX FUND	P	2012-12-13	2013-11-20
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
94		90	4
83		25,157	-25,074
15,848		54,233	-38,385
15,441		48,676	-33,235
62,590		41,894	20,696
60,017		25,099	34,918
8,197		50,047	-41,850
31,400		49,990	-18,590
26,174		40,516	-14,342
122,792		53,188	69,604
8,707		25,138	-16,431
68,230		25,550	42,680
33,831		25,073	8,758
45,970		18,855	27,115
43,818		25,000	18,818
42,800		36,684	6,116
25,682		24,781	901
13,421		25,365	-11,944
16,186		13,128	3,058
655		477	178
97,576		48,876	48,700
80,522		56,250	24,272
37,072		24,276	12,796
69,495		25,070	44,425
67,160		49,919	17,241
3,268		2,607	661
32,775		25,153	7,622
42,655		24,944	17,711
142,384		53,523	88,861
32,890		25,036	7,854

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20,483		11,217	9,266
1,285		1,062	223
12,017			12,017

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4
			-25,074
			-38,385
			-33,235
			20,696
			34,918
			-41,850
			-18,590
			-14,342
			69,604
			-16,431
			42,680
			8,758
			27,115
			18,818
			6,116
			901
			-11,944
			3,058
			178
			48,700
			24,272
			12,796
			44,425
			17,241
			661
			7,622
			17,711
			88,861
			7,854

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			9,266
			223
			12,017

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240		EDUCATION	SUPPORT ALUMNI FUND PROGRAM	250
BREHM PREPARATORY SCHOOL 1245 E GRAND AVE CARBONDALE, IL 62901		EDUCATION	SUPPORT A PROG FOR CHILDREN W/ SPECIAL EDUC NEEDS	5,000
CHURCHILL SCHOOL 1021 MUNICIPAL CENTER DR ST LOUIS, MO 63131		CHARITABLE	SUPPORT SCHOOL FOR LEARNING DISABILITIES	250
DISABLED SPORTS EASTERN SIERRA PO BOX 7275 MAMMOTH LAKES, CA 93546		CHARITABLE	SUPPORT COMMUNITY PROGRAM	500
EPISCOPAL CHURCH WOMEN 301 EAST THORN STREET MARION, IL 62959		RELIGIOUS	SUPPORT CHURCH PROGRAMS	250
HABITAT FOR HUMANITY OF SALINE COUNTY PO BOX 924 HARRISBURG, IL 62946		CHARITABLE	SUPPORT PROGRAM THAT BUILDS HOMES FOR THE NEEDY	1,000
HAND OF HOPE 808 WEST PRAIRIE MARION, IL 62959		CHARITABLE	SUPPORT PROGRAM TO PROVIDE SERVICES FOR LD CHILDREN	250
HEALTHNET FOUNDATION 33 RIVER STREET CHAGRIN FALLS, OH 44022		CHARITABLE	SUPPORT MEDICAL PROGRAM TO HELP PEOPLE IN NEED	500
ISLAMORADA CHAMBER OF COMMERCE 87100 OVERSEAS HWY ISALAMORADA, FL 33036		CHARITABLE	SUPPORT ANNUAL FUND PROGRAM	1,000
LA LECHE LEAGUE 957 N PLUM GROVE RD SCHAUMBURG, IL 60173		CHARITABLE	SUPPORT COMMUNITY PROGRAM	250
LEARNING DISABILITIES ASSN OF IL 10101 S ROBERTS RD STE 205 PALOS HILLS, IL 60465		CHARITABLE	SUPPORT PROGRAM TO PROVIDE SERVICES FOR LD CHILDREN	250
LONGMEADOW RESCUE RANCH ST JOSEPH RD UNION, MO 63084		CHARITABLE	SUPPORT HORSE RESCUE RANCH	250
MARY INSTITUTE 101 NORTH WARSON ROAD ST LOUIS, MO 63124		EDUCATION	SUPPORT A SCHOLARSHIP PROGRAM	500
MISSOURI BOTANICAL GARDENS PO BOX 17419 ST LOUIS, MO 63178		CHARITABLE	SUPPORT THE COMMUNITY BOTANICAL GARDEN	100
MISSOURI HISTORICAL SOCIETY 5700 LINDELL ST LOUIS, MO 63112		CHARITABLE	SUPPORT COMMUNITY HISTORIC SOCIETY	85
Total . . . . ▶ **3a**				38,955

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MOOG CENTER FAMILY SCHOOL 12300 SOUTH FORTY DRIVE ST LOUIS,MO 63141		EDUCATION	SUPPORT FOR PROGRAM FOR DEAF CHILDREN	250
MUNY GUARANTORS FUND FOREST PARK ST LOUIS,MO 63112		CHARITABLE	SUPPORT THE COMMUNITY THEATRE ASSOCIATION	500
PEDAL THE CAUSE 8810 SOLUTIONS CENTER CHICAGO,IL 60677		CHARITABLE	SUPPORT ORGANIZATION TO FIND CURE FOR CANCER	100
READY READERS 1974 INNERBELT BUSINESS CENTER DR ST LOUIS,MO 63114		CHARITABLE	SUPPORT COMMUNITY PROGRAM	100
SHAW NATURE RESERVE HWY 100 I-44 GRAY SUMMIT,MO 63039		CHARITABLE	SUPPORT AREA NATURE RESERVE	100
SHERWOOD FOREST CAMP 2708 SUTTON BOULEVARD ST LOUIS,MO 63143		CHARITABLE	SUPPORT LOCAL CHILDREN'S PROGRAM	4,000
ST JAMES MEMORIAL EPISCOPAL 301 EAST THORN STREET MARION,IL 62959		RELIGIOUS	SUPPORT CHURCH PROGRAMS	600
ST LOUIS ART MUSEUM 1 FINE ARTS DRIVE ST LOUIS,MO 63110		CHARITABLE	SUPPORT LOCAL ART MUSEUM	100
ST LOUIS LEARNING DISABILITIES 13537 BARRETT PKWY DR STE 110 ST LOUIS,MO 63021		CHARITABLE	SUPPORT PROGRAM TO PROVIDE SERVICES FOR LD CHILDREN	250
ST LOUIS PRIORY 500 S MASON RD CREVE COEUR,MO 63141		EDUCATION	SUPPORT EDUCATION	250
ST LOUIS ZOO ASSOCIATION PO BOX 790090 ST LOUIS,MO 63179		CHARITABLE	SUPPORT COMMUNITY PROGRAM	100
ST MARKS EPISCOPAL CHURCH 4712 CLIFTON AVE ST LOUIS,MO 63109		EDUCATION	SUPPORT ALUMNI FUND PROGRAM	2,250
ST PETER'S EPISCOPAL CHURCH 110 NORTH WARSON ROAD ST LOUIS,MO 63124		RELIGIOUS	SUPPORT VARIOUS CHURCH SPONSORED PROGRAMS	4,200
THE PEMBROKE HILL SCHOOL PO BOX 219872 KANSAS CITY,MO 64121		EDUCATION	SUPPORT ANNUAL FUND PROGRAM	1,000
THE POSHARD FOUNDATION 1431 COUNTRYAIRE DR CARTERVILLE,IL 62918		CHARITABLE	SUPPORT LOCAL CHILDREN FROM ABUSE	250
Total . . . . ▶ **3a**				38,955

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE STARKLOFF DISABILITY INSTITUTE 133 S 11TH ST 500 ST LOUIS,MO 63102		CHARITABLE	SUPPORT PROGRAM TO AID DISABLED CHILDREN	10,000
THERAPEUTIC HORSEMANSHIP 332 STABLE LANE ST CHARLES,MO 63385		CHARITABLE	SUPPORT CHILDREN WITH DISABILITIES	250
VOICES FOR CHILDREN 920 N VANDEVENTER AVE ST LOUIS,MO 63108		CHARITABLE	SUPPORT A POGRAM FOR CHILREN	100
WASHINGTON UNIVERSITY 1 BROOKINGS DR ST LOUIS,MO 63130		RELIGIOUS	SUPPORT LOCAL COLLEGE	1,120
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA,KS 66675		CHARITABLE	SUPPORT FAMILIES OF WOUNDED SOLDIERS	3,000
Total . . . . ▶ **3a**				38,955

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TY 2013 Accounting Fees Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,800	0	0	1,800

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
IPAD	2012-03-29	983	147	SL	5 000000000000	197	0	197	
COMPUTER	2013-01-24	1,312		SL	5 000000000000	241	0	241	

TY 2013 Investments Corporate Stock Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KOSS CORPORATION	0	0
ROYCE PREMIER FUND	0	0
SCHWAB INTERNATIONAL INDEX FUND	0	0
SOUND SHORE FUNDS, INC.	0	0
JANUS GLOBAL TECHNOLOGY	0	0
CBIZ INC.	0	0
RYDEX BIOTECHNOLOGY	0	0
APOLLO GROUP INC.	0	0
BERKSHIRE HATHAWAY	0	0
BOSTON SCIENTIFIC CORP.	0	0
JP MORGAN CHASE & CO.	0	0
ORACLE CORPORATION	0	0
RENAISSANCERE HLDGS	0	0
WASHINGTON POST CO.	0	0
3M COMPANY	0	0
INTERNATIONAL SPEEDWAY	0	0
MICROSOFT CORP	0	0
LEGG MASON, INC	0	0
PROGRESSIVE CORP OHIO	0	0
WALGREEN COMPANY	0	0
FUEL TECH INC.	0	0
ALLIED IRISH BANKS	0	0
FASTENAL CO	0	0
DFA EMERGING MARKETS	96,978	95,038
DFA US LARGE CAP	84,978	88,476
DFA US SMALL CAP	72,978	74,689
SPARTAN 500 INDEX	80,000	82,755
SPARTAN INTL INDEX	109,000	109,054
JOHN HANCOCK ALTER	60,978	59,960
JP MORGAN STRATEGIC	98,978	98,895

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIMCO TOTAL RETURN	98,978	97,250
PIMCO STOCK PLUS	51,978	47,030
PIMCO INTL STCKSPL	59,978	55,694
RUSSELL GLOBAL REAL	60,000	54,608
GUGGENHEIM MULTI	60,978	61,294
VANGUARD SHORT TERM	94,978	94,348
VANGUARD MID CAP	60,978	63,046
ISHARES RUSSELL	48,031	50,195
ISHARES MSCI EAFE	61,087	63,011

TY 2013 Land, Etc. Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
IPAD	983	344	639	639
COMPUTER	1,312	241	1,071	1,071

TY 2013 Other Expenses Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POSTAGE/DELIVERY EXPENSE	22	22	22	0
ADVISOR FEE/BANK FEE	722	722	722	0
MISCELLANEOUS EXPENSES	4	4	4	0

TY 2013 Other Income Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	250		250

TY 2013 Other Increases Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Description	Amount
2010 CONTRIBUTION NEVER CASHED	250

TY 2013 Other Professional Fees Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	1,800	1,800	900	900

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TY 2013 Taxes Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAX	233	233	233	0