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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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE MILTON A. AND GLORIA G. BARLOW
FAMILY FOUNDATION, INC.

A Employer identification number

52-1486741

Number and street (or P.O. box number if mail is not delivered to street address)

7308 RIVER FALLS DRIVE

Room/suite

B Telephone number

301-996-6971

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

POTOMAC, MD 20854

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)

\$ 1,901,001.

J Accounting method:

☒

Cash

☐

Accrual

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

14,500.

N/A

2 Check ☐ if the foundation is not required to attach Sch B
Interest on savings and temporary
cash investments

8.

8.

4 Dividends and interest from securities

40,984.

40,984.

5a Gross rents

b Net rental income or (loss)

66,246.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a

642,008.

66,246.

7 Capital gain net income (from Part IV, line 2)

66,246.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

121,738.

107,238.

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

0.

0.

14 Other employee salaries and wages

28,638.

0.

28,638.

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 1

5,250.

2,625.

2,625.

c Other professional fees

STMT 2

8,439.

8,439.

0.

17 Interest

18 Taxes

STMT 3

851.

71.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

2,730.

0.

2,730.

24 Total operating and administrative

expenses. Add lines 13 through 23

45,908.

11,135.

33,993.

25 Contributions, gifts, grants paid

51,257.

51,257.

26 Total expenses and disbursements.

Add lines 24 and 25

97,165.

11,135.

85,250.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

24,573.

b Net investment income (if negative, enter -0-)

96,103.

c Adjusted net income (if negative, enter -0-)

N/A

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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**THE MILTON A. AND GLORIA G. BARLOW
FAMILY FOUNDATION, INC.**

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		14,303.	12,726.	12,726.
	2	Savings and temporary cash investments		38,667.	33,043.	33,043.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 5		150,887.	127,164.	121,385.
	b	Investments - corporate stock STMT 6		751,889.	749,651.	1,268,486.
	c	Investments - corporate bonds STMT 7		345,914.	415,235.	417,384.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		56,125.	44,539.	47,977.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,357,785.	1,382,358.	1,901,001.	
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				
	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 ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,357,785.	1,382,358.	
30	Total net assets or fund balances		1,357,785.	1,382,358.		
31	Total liabilities and net assets/fund balances		1,357,785.	1,382,358.		

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	1,357,785.
2	Enter amount from Part I, line 27a	2	24,573.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,382,358.
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	1,382,358.

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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 ATTACHMENT	P		
b SEE ATTACHMENT	P		
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 222,131.		236,021.	-13,890.
b 419,877.		339,741.	80,136.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-13,890.
b			80,136.
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	66,246.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	117,433.	1,709,708.	.068686
2011	78,489.	1,710,313.	.045892
2010	67,058.	1,643,291.	.040807
2009	7,400.	1,472,854.	.005024
2008	5,000.	1,615,238.	.003096

2 Total of line 1, column (d)	2	.163505
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	.032701
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,774,297.
5 Multiply line 4 by line 3	5	58,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	961.
7 Add lines 5 and 6	7	58,982.
8 Enter qualifying distributions from Part XII, line 4	8	85,250.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax

30. Refunded

Part VII-A Statements 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

MD

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of ALICE B. JONES Telephone no. 301-996-6971 Located at 7308 RIVER FALLS DRIVE, POTOMAC, MD ZIP+4 20854			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country N/A	16	Yes	No
			X	

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years N/A	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

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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	1,781,481.
b	Average of monthly cash balances	1b	19,836.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,801,317.
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	1,801,317.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,020.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,774,297.
6	Minimum investment return. Enter 5% of line 5	6	88,715.

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	88,715.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	961.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	961.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	87,754.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	87,754.
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	87,754.

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	85,250.
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	85,250.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	961.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	84,289.

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.

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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				87,754.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			51,257.	
b Total for prior years:		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 ▶ \$	85,250.			
a Applied to 2012, but not more than line 2a			51,257.	
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				33,993.
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				53,761.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

2013.05000 THE MILTON A. AND GLORIA 52148671

THE MILTON A. AND GLORIA G. BARLOW

Form 990-PF (2013)

FAMILY FOUNDATION, INC.

52-1486741

Page 11

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				
BRINGHAM YOUNG UNIVERSITY ASB, C-389 PROVO, UT 84602-1344		PUBLIC CHARITY	SPECIAL PROJECTS	41,257.
BYU MANAGEMENT SOCIETY - DC CHAPTER 1100 CONNECTICUT AVENUE, NW WASHINGTON, DC 20036		PUBLIC CHARITY	GALA SPONSER	5,000.
LEGACY MUSIC ALLIANCE 252 EAST 300 SOUTH SALT LAKE CITY, UT 84111		PUBLIC CHARITY	SCHOLARSHIPS	5,000.
Total			3a	51,257.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	8 .		
4 Dividends and interest from securities			14	40,984 .		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	66,246 .		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0 .		107,238 .		0 .
13 Total. Add line 12, columns (b), (d), and (e)					13	107,238 .

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

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

[illegible]

323622
10-10-13

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

THE MILTON A. AND GLORIA G. BARLOW
FAMILY FOUNDATION, INC.

Employer identification number

52-1486741

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization
**THE MILTON A. AND GLORIA G. BARLOW
 FAMILY FOUNDATION, INC.**

Employer identification number
52-1486741

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KATHLEEN BARLOW 383 G STREET SALT LAKE CITY, UT 84103	\$ 14,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

THE MILTON A. AND GLORIA G. BARLOW
FAMILY FOUNDATION, INC.

Employer identification number

52-1486741

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE MILTON A. AND GLORIA G. BARLOW
FAMILY FOUNDATION, INC.

Employer identification number

52-1486741

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF

ACCOUNTING FEES

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN FEES	5,250.	2,625.		2,625.
TO FORM 990-PF, PG 1, LN 16B	5,250.	2,625.		2,625.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHWAB INVESTMENT FEES	8,439.	8,439.		0.
TO FORM 990-PF, PG 1, LN 16C	8,439.	8,439.		0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	71.	71.		0.
FEDERAL TAXES PAID	780.	0.		0.
TO FORM 990-PF, PG 1, LN 18	851.	71.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	274.	0.		274.
PAYROLL PROCESSING ADMINISTRATIVE FEES	2,456.	0.		2,456.
TO FORM 990-PF, PG 1, LN 23	2,730.	0.		2,730.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB -5111	X		127,164.	121,385.
TOTAL U.S. GOVERNMENT OBLIGATIONS			127,164.	121,385.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			127,164.	121,385.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION			BOOK VALUE FAIR MARKET VALUE VALUE
CHARLES SCHWAB -5111			749,651. 1,268,486.
TOTAL TO FORM 990-PF, PART II, LINE 10B			749,651. 1,268,486.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB -5111	415,235.	417,384.
TOTAL TO FORM 990-PF, PART II, LINE 10C	415,235.	417,384.

FORM 990-PF		OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
CHARLES SCHWAB -5111	FMV	44,539.	47,977.	
TOTAL TO FORM 990-PF, PART II, LINE 13		44,539.	47,977.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MILTON A. BARLOW, JR. 7309 BROOKEVILLE ROAD CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
GLORIA B. BOWMAN 1236 CHUMNUCK CRESCENT OAKVILLE, ONTARIO, CANADA	DIRECTOR 0.00	0.	0.	0.
GREGORY J. BARLOW P.O. BOX 960 CALIENTE, NV 89008	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
ALICE B. JONES 7308 RIVER FALLS DRIVE POTOMAC, MD 20854	DIRECTOR/VICE PRESIDENT 20.00	0.	0.	0.
KATHLEEN BARLOW 383 G STREET SALT LAKE CITY, UT 84103	DIRECTOR 20.00	0.	0.	0.
NANCY B. FRANCIS 524 E NORTH HILLS DR SALT LAKE CITY, UT 84103	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

2013 Year-End Schwab Gain/Loss Report
Prepared on January 18, 2014

Page 1 of 13

Your Independent Investment Manager and/or Advisor

COVINGTON CAPITAL MANAGEMENT
601 S FIGUEROA ST STE 2000
LOS ANGELES CA 90017
1 (213) 629-7500

The custodian of your brokerage account is: Charles Schwab & Co., Inc.
For questions about this report, please contact your Independent Investment Manager
and/or Advisor.

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Understanding Your Year-End Schwab Gain/Loss Report.....	12
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Message Center

Your gain/loss report includes a
summarized list of your realized
gains/losses for 2013. You can also
log in to
www.schwab.com/sa_reports to
view your documents securely
online.

Need help reading this report?
See the UNDERSTANDING YOUR YEAR-END SCHWAB GAIN/LOSS
REPORT section.

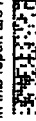
M A & G G BARLOW FAMILY
FOUNDATION INC
7308 RIVER FALLS DR
POTOMAC MD 20854



Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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8/2 11:00:00



SIPC

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
M A & G G BARLOW FAMILY
FOUNDATION INC

Account Number
5177-5111

Report Period
January 1 - December 31,
2013

2013 Year-End Schwab Gain/Loss Report

Page 2 of 13

Realized Gain or (Loss)

Accounting Method: Tax Lot Optimizer™

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis		Realized Gain or (Loss)
					Adjusted	Adjusted	
BARRICK GOLD CORP F: ABX	200.0000	06/08/12	01/29/13	\$6,509.26	\$7,826.08		(\$1,316.82)
BARRICK GOLD CORP F: ABX	100.0000	06/08/12	02/06/13	\$3,279.08	\$3,913.04		(\$633.96)
BARRICK GOLD CORP F: ABX	100.0000	06/08/12	03/26/13	\$2,876.56	\$3,913.03		(\$1,036.47)
BARRICK GOLD CORP F: ABX	100.0000	08/06/12	03/26/13	\$2,876.56	\$3,356.85		(\$480.29)
Security Subtotal				\$15,541.46	\$19,009.00		(\$3,467.54)
DEERE & CO: DE	75.0000	01/29/13	10/14/13	\$6,221.39	\$7,126.17		(\$904.78)
Security Subtotal				\$6,221.39	\$7,126.17		(\$904.78)
FED NATL MTG 1.7XXX** CALLED **DUE 11/13/19@ PAR EFF 05: 3135G0RV7	25,000.0000	10/25/12	05/13/13	\$25,000.00	\$25,000.00		\$0.00
Security Subtotal				\$25,000.00	\$25,000.00		\$0.00
FREEPORT MCMORAN COPPER: FCX	100.0000	12/26/12	03/05/13	\$3,165.18	\$3,397.38		(\$232.20)
FREEPORT MCMORAN COPPER: FCX	150.0000	12/26/12	06/05/13	\$4,546.92	\$5,096.07		(\$549.15)
Security Subtotal				\$7,712.10	\$8,493.45		(\$781.35)
MYLAN INC: MYL	250.0000	11/21/12	04/03/13	\$7,050.99	\$6,616.33		\$434.66

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2013 Year-End Schwab Gain/Loss Report

Page 3 of 13

Realized Gain or (Loss) (continued)

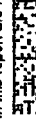
Accounting Method: Tax Lot Optimizer™

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis		Realized Gain or (Loss)	
					Adjusted		Adjusted	
MYLAN INC: MYL	250.0000	01/09/13	04/03/13	\$7,050.99	\$7,043.65		\$7.34	
Security Subtotal				\$14,101.98	\$13,659.98		\$442.00	
SPDR GOLD TRUST GLD	25.0000	09/13/12	03/26/13	\$3,861.24	\$4,206.45		(\$345.21)	
SPDR GOLD TRUST GLD	25.0000	09/13/12	04/03/13	\$3,779.57	\$4,206.45		(\$426.88)	
Security Subtotal				\$7,640.81	\$8,412.90		(\$772.09)	
SPDR S&P EMERGING MKTS EMERGING MKTS DIV FD: EDIV	150.0000	09/14/12	07/30/13	\$5,839.40	\$7,017.60		(\$1,178.20)	
Security Subtotal				\$5,839.40	\$7,017.60		(\$1,178.20)	
SPDR S&P HOMEBUILDERS ETF: XHB	250.0000	09/21/12	09/05/13	\$7,171.94	\$6,543.95		\$627.99	
Security Subtotal				\$7,171.94	\$6,543.95		\$627.99	
US TREAS NOT 2.625%11/20UST NOTE DUE 11/15/20: 912828PC8	25,000.0000	08/15/13	09/19/13	\$25,804.69	\$25,742.19		\$62.50	
Security Subtotal				\$25,804.69	\$25,742.19		\$62.50	

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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8/6 11/0000



charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
M A & G G BARLOW FAMILY
FOUNDATION INC

Account Number
5177-5111

Report Period
January 1 - December 31,
2013

2013 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer™

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis		Realized Gain or (Loss)	
					Adjusted		Adjusted	
US TREAS NT 2%11/21UST NOTE DUE 11/15/21: 912828RR3	25,000.0000	05/13/13	09/18/13	\$24,250.00	\$25,731.45		(\$1,481.45)	
					\$25,703.44		(\$1,453.44) ^b	
Security Subtotal				\$24,250.00	\$25,731.45		(\$1,481.45)	
US TREAS NT 2.125%08/21UST NOTE DUE 08/15/21: 912828RC6	25,000.0000	12/17/12	05/01/13	\$26,527.34	\$26,242.19		\$285.15	
					\$26,193.17		\$334.17 ^b	
Security Subtotal				\$26,527.34	\$26,242.19		\$285.15	
US TREAS NT 2.625%08/20UST NOTE DUE 08/15/20: 912828NT3	25,000.0000	08/01/13	08/08/13	\$26,103.52	\$25,841.80		\$261.72	
					\$25,840.91		\$262.61 ^b	
Security Subtotal				\$26,103.52	\$25,841.80		\$261.72	
WELLS FARGO B 5.25% PFD PFD 03/22/99: WFC+P	1,500.0000	03/19/13	12/30/13	\$30,216.12	\$37,200.00		(\$6,983.88)	
Security Subtotal				\$30,216.12	\$37,200.00		(\$6,983.88)	
Total Short-Term				\$222,130.75	\$236,020.68		(\$13,889.93)	
					\$235,934.91		(\$13,804.16) ^b	

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
M A & G G BARLOW FAMILY
FOUNDATION INC

Account Number
5177-5111

Report Period
January 1 - December 31,
2013

2013 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis		Realized Gain or (Loss)
					Adjusted	Adjusted	
COCA COLA COMPANY: KO	200.0000	07/18/06	05/01/13	\$8,437.46	\$4,328.76	\$4,328.76	\$4,108.70
Security Subtotal				\$8,437.46			\$4,108.70
CONOCOPHILLIPS: COP	100.0000	01/31/11	12/17/13	\$6,910.13	\$5,530.82	\$5,530.82	\$1,379.31
Security Subtotal				\$6,910.13	\$5,530.82		\$1,379.31
DISNEY WALT CO: DIS	100.0000	01/19/06	06/05/13	\$6,281.20	\$2,574.28 ^a	\$2,574.28	\$3,706.92
Security Subtotal				\$6,281.20	\$2,574.28		\$3,706.92
FED FARM CR BK 2.85%18NOTES DUE 11/26/18: 31331J3G6	25,000.0000	12/08/10	06/21/13	\$26,336.25	\$24,368.00	\$24,368.00	\$1,968.25
Security Subtotal				\$26,336.25	\$24,368.00		\$1,968.25
FED HOME LN BK 3.5%16NOTES DUE 12/09/16: 3133XVRJ2	25,000.0000	11/18/09	02/14/13	\$27,606.02	\$25,190.50	\$25,190.50	\$2,415.52
Security Subtotal				\$27,606.02	\$25,190.50		\$2,415.52
GENERAL ELECTRIC COMPANY: GE	23.0000	11/07/06	06/05/13	\$535.84	\$819.45	\$819.45	(\$283.61)
GENERAL ELECTRIC COMPANY: GE	100.0000	11/07/06	06/05/13	\$2,329.73	\$3,562.81	\$3,562.81	(\$1,233.08)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SIPC

2013 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

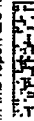
Accounting Method: Tax Lot Optimizer™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized	
					Cost Basis Adjusted	Gain or (Loss) Adjusted
GENERAL ELECTRIC COMPANY: GE	127.0000	11/07/06	06/05/13	\$2,958.76	\$4,524.64	(\$1,565.88)
Security Subtotal				\$5,824.33	\$8,906.90	(\$3,082.57)
GILEAD SCIENCES INC: GILD	100.0000	03/28/11	06/03/13	\$5,257.06	\$2,098.56	\$3,158.50
GILEAD SCIENCES INC: GILD	50.0000	03/28/11	10/24/13	\$3,483.04	\$1,049.28	\$2,433.76
Security Subtotal				\$8,740.10	\$3,147.84	\$5,592.26
ISHARES MSCI CDA IDX FD CANADA INDEX FUND: EWC	350.0000	09/14/10	04/03/13	\$9,822.61	\$9,784.10	\$38.51
Security Subtotal				\$9,822.61	\$9,784.10	\$38.51
MC CORMICK & CO INC N-VTON VOTING SHARES: MKC	50.0000	09/14/10	06/03/13	\$3,468.15	\$2,034.74	\$1,433.41
Security Subtotal				\$3,468.15	\$2,034.74	\$1,433.41
METLIFE INC 6.75%16NOTES DUE 06/01/16: 59156RAU2	25,000.0000	03/08/10	08/15/13	\$28,718.32	\$27,865.00	\$853.32
Security Subtotal				\$28,718.32	\$27,865.00	\$853.32
NIKE INC CLASS B: NIKE	100.0000	12/20/07	10/24/13	\$7,555.02	\$3,328.62	\$4,226.40
Security Subtotal				\$7,555.02	\$3,328.62	\$4,226.40

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

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2013 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized Gain or (Loss)	
					Cost Basis Adjusted	Adjusted
NIKE INC CLASS B NIKE	100.0000	06/27/08	12/17/13	\$7,694.02	\$3,063.04	\$4,630.98
Security Subtotal				\$15,249.04	\$6,391.66	\$8,857.38
NUANCE COMMUN INC: NUAN	500.0000	06/06/12	12/17/13	\$7,316.42	\$10,601.60	(\$3,285.18)
Security Subtotal				\$7,316.42	\$10,601.60	(\$3,285.18)
ORACLE CORP 5.75%18BONDS DUE 04/15/18: 68389XAC9	25,000.0000	10/22/10	06/03/13	\$29,802.60	\$29,723.25	\$79.35
Security Subtotal				\$29,802.60	\$29,723.25	\$79.35
PHILLIPS 66: PSX	50.0000	01/31/11	06/05/13	\$3,204.54	\$1,643.68	\$1,560.86
Security Subtotal				\$3,204.54	\$1,643.68	\$1,560.86
PROV OF ONTARIO 3.15%17FNOTES DUE 12/15/17: 68323AAC8	25,000.0000	02/07/12	08/01/13	\$26,640.00	\$27,065.14	(\$425.14)
Security Subtotal				\$26,640.00	\$27,065.14	(\$425.14)
PUBLIC STORAGE REIT: PSA	25.0000	08/11/11	01/29/13	\$3,824.64	\$2,894.73	\$929.91

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2013 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

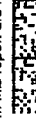
Accounting Method: Tax Lot Optimizer™

Long-Term (continued)	REIT: PSA	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized Gain or (Loss)	
						Cost Basis Adjusted	Adjusted
PUBLIC STORAGE		75.0000	08/11/11	04/03/13	\$11,427.91	\$8,684.18	\$2,743.73
Security Subtotal					\$15,252.55	\$11,578.91	\$3,673.64
ROWE T PRICE GROUP INC: TROW		100.0000	10/30/07	01/29/13	\$7,075.99	\$6,256.33	\$819.66
Security Subtotal					\$7,075.99	\$6,256.33	\$819.66
SIMON PPTY GRP LP 2.8%17 01/30/17: 828807CH8	DUE	25,000.0000	01/24/12	11/22/13	\$25,981.75	\$25,727.50	\$254.25
Security Subtotal					\$25,981.75	\$25,471.09	\$510.66^b
Security Subtotal					\$25,981.75	\$25,727.50	\$254.25
SPDR S&P HOMEBUILDERS ETF: XHB		350.0000	07/19/12	09/05/13	\$10,040.72	\$7,607.17	\$2,433.55
SPDR S&P HOMEBUILDERS ETF: XHB		150.0000	08/09/12	09/05/13	\$4,303.17	\$3,370.30	\$932.87
Security Subtotal					\$14,343.89	\$10,977.47	\$3,366.42
STERICYCLE INC: SRCL		25.0000	04/23/10	06/03/13	\$2,729.73	\$1,419.88	\$1,309.85
Security Subtotal					\$2,729.73	\$1,419.88	\$1,309.85
UNION PACIFIC CORP: UNP		25.0000	09/14/10	12/17/13	\$4,025.24	\$1,998.32	\$2,026.92
Security Subtotal					\$4,025.24	\$1,998.32	\$2,026.92

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charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
**M A & G G BARLOW FAMILY
FOUNDATION INC**

Account Number
5177-5111

Report Period
**January 1 - December 31,
2013**

2013 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized Gain or (Loss)	
					Cost Basis Adjusted	Adjusted
VANGUARD FTSE EMERGING MARKETS ETF: VWO	450.0000	12/05/06	06/24/13	\$16,213.72	\$17,432.14	(\$1,218.42)
Security Subtotal				\$16,213.72	\$17,432.14	(\$1,218.42)
WELLS FARGO 4.375XXX**MATURED** DUE 01/31/13: 949746NY3	25,000.0000	04/28/08	01/31/13	\$25,000.00	\$24,692.75	\$307.25
Security Subtotal				\$25,000.00	\$24,692.75	\$307.25
WELLS FARGO XII 7.875XXX** CALLED ** @ \$25.00/SHEFF 03/15/13: 94985V202	1,000.0000	02/09/09	03/15/13	\$25,000.00	\$22,778.45	\$2,221.55

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

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Realized Gain or (Loss) (continued)

Accounting Method: Tax Lot Optimizer™

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Realized Gain or (Loss)	
					Cost Basis Adjusted	Adjusted
WELLS FARGO XII 7.875XXX** CALLED ** @ \$25.00/SHEFF 03/15/13: 94985V202	500.0000	03/10/09	03/15/13	\$12,500.00	\$8,346.15	\$4,153.85
Security Subtotal				\$37,500.00	\$31,124.60	\$6,375.40
Total Long-Term				\$419,876.86	\$339,740.64	\$80,136.22
					\$336,368.14	\$83,508.72 b
Total Realized Gain or (Loss)				\$642,007.61	\$575,761.32	\$66,246.29
					\$572,303.05	\$69,704.56 b

Schwab has provided realized gain/loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options

Endnotes For Your Account

Symbol Endnote Legend

- a Data for this holding has been edited or provided by the advisor.
- b When available, Adjusted Cost Basis values are used in Gain or (Loss) calculations.

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