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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
JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

A Employer identification number
56-2360848

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 71209

Room/suite

B Telephone number (see instructions)
(229) 439-4000

City or town, state or province, country, and ZIP or foreign postal code
ALBANY, GA 31708

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)*▶$ 6,380,777

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))*

	Line	Description	(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	16,381	16,381		
	4	Dividends and interest from securities	122,404	122,404		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	517,127			
	b	Gross sales price for all assets on line 6a 2,734,221				
	7	Capital gain net income (from Part IV, line 2)		517,127		
	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)				
	12	**Total.** Add lines 1 through 11	655,912	655,912		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	2,650	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,320	0		4,320
	c	Other professional fees (attach schedule)	140,774	140,774		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,030	10,030		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	368	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	158,142	150,804		4,320
	25	Contributions, gifts, grants paid	207,300			207,300
	26	**Total expenses and disbursements.** Add lines 24 and 25	365,442	150,804		211,620
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	290,470			
	b	**Net investment income** (if negative, enter -0-)		505,108		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	233,160	179,452	179,452
2	Savings and temporary cash investments			
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)	446,241	428,167	414,030
b	Investments—corporate stock (attach schedule)	3,935,477	4,417,646	5,661,924
c	Investments—corporate bonds (attach schedule)	237,464	114,218	117,020
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	5,022	8,351	8,351
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,857,364	5,147,834	6,380,777
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	4,468,047	4,468,047	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	389,317	679,787	
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,857,364	5,147,834	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,857,364	5,147,834	

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	4,857,364
2	Enter amount from Part I, line 27a	2	290,470
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,147,834
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	5,147,834

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES - SHORT TERM	P		
b	PUBLICLY TRADED SECURITIES - LONG TERM	P		
c	CAPITAL GAIN DIVIDENDS	P		
d	CLASS ACTION SETTLEMENTS	P		
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	831,001		807,631	23,370
b	1,895,385		1,409,463	485,922
c	7,732			7,732
d	103			103
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				23,370
b				485,922
c				7,732
d				103
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	517,127
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	

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	155,694	5,482,332	0 028399
2011	146,603	5,282,238	0 027754
2010	145,910	4,918,206	0 029667
2009	279,326	4,214,606	0 066276
2008	340,691	5,442,172	0 062602

2	**Total** of line 1, column (d).	2	0 214698
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 042940
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,998,817
5	Multiply line 4 by line 3.	5	257,589
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,051
7	Add lines 5 and 6.	7	262,640
8	Enter qualifying distributions from Part XII, line 4.	8	211,620

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	10,102
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	10,102
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	10,102
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,520		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,200		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12,720
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,618
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,618 **Refunded** ▶			11	0

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) ▶GA			
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)*

			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 ▶JAMESBARNETTFDN ORG

14 The books are in care of ▶PERRY WALTERS LLP Telephone no ▶(229) 439-4000

Located at ▶212 NORTH WESTOVER BLVD ALBANY GA ZIP+4 ▶31708

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 |

			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.		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**		No
	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
JAMES E REYNOLDS JR 212 N WESTOVER BLVD ALBANY, GA 31708	DIRECTOR 1 00	1,500	0	0
J HUFF CROXTON 212 N WESTOVER BLVD ALBANY, GA 31708	DIRECTOR 1 00	650	0	0
HELEN KIRBO 212 N WESTOVER BLVD ALBANY, GA 31708	DIRECTOR 1 00	500	0	0

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	5,867,334
b	Average of monthly cash balances		1b	222,836
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	6,090,170
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	6,090,170
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	91,353
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,998,817
6	**Minimum investment return.** Enter 5% of line 5		6	299,941

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	299,941
2a	Tax on investment income for 2013 from Part VI, line 5	2a 10,102		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	10,102
3	Distributable amount before adjustments Subtract line 2c from line 1		3	289,839
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	289,839
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	289,839

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	211,620
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	211,620
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	211,620

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				289,839
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			174,112	
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 ▶ $ 211,620				
a Applied to 2012, but not more than line 2a			174,112	
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.				37,508
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				252,331
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			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

JAMES E REYNOLDS JR
212 N WESTOVER BLVD
ALBANY,GA 31708
(229) 439-4000

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

SUBMITTED IN WRITING TO THE FOUNDATION STATING REASON FOR THE NEED AND GOALS TO BE ACHIEVED

c Any submission deadlines

NONE

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

NONE

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**				207,300
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	16,381	
4 Dividends and interest from securities. . . .			14	122,404	
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	517,127	
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		655,912	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 655,912

(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

****** | 2014-08-06 | ******

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
JOANNA HANCOCK		2014-08-06	☐	P00988241

Firm's name	MAULDIN & JENKINS LLC	Firm's EIN 58-0692043
Firm's address	PO BOX 71549 2303 DAWSON ROAD ALBANY, GA 317081549	Phone no (229) 446-3600

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*				
ALBANY CONCERT ASSOCIATION PO BOX 72365 ALBANY, GA 31708	NONE		MUSIC EDUCATION	9,000
ALBANY MUSEUM OF ART 311 MEADOWLARK DRIVE ALBANY, GA 31707	NONE		VISUAL ARTS SUPPORT	25,000
ALBANY STATE UNIVERSITY 504 COLLEGE DRIVE ALBANY, GA 31705	NONE		PROVIDE SCHOLARSHIPS	20,000
ALBANY SYMPHONY 504 COLLEGE DRIVE ALBANY, GA 31707	NONE		MUSIC EDUCATION	30,000
BRANDON M SMITH 311 HUNTERS RUN JEFFERSON, GA 30549	NONE		SCHOLARSHIP	1,200
DARTON COLLEGE FOUNDATION 2400 GILLIONVILLE ROAD ALBANY, GA 31707	NONE		PROVIDE SCHOLARSHIPS	14,600
ELIZABETH GAINES 2805 CAPERS LANE ALBANY, GA 31721	NONE		SCHOLARSHIP	500
FLINT RIVERQUARIUM 101 PINE AVENUE ALBANY, GA 31701	NONE		PROVIDE EDUCATIONAL PROGRAMS	35,000
JOHN AND HEATHER SPENCER 2709 WEST MEADE ROAD ALBANY, GA 31721	NONE		SCHOLARSHIP	6,000
KENNETH BECK 146 DADFORD DRIVE ALBANY, GA 31721	NONE		SCHOLARSHIP	1,000
REBEHAK STUART 207 OLEANDER ROAD ALBANY, GA 31705	NONE		SCHOLARSHIP	2,500
S KYLE MOORE 523 FLORENCE DRIVE MADISON, MS 39110	NONE		SCHOLARSHIP	2,000
SARAH BISHOP 62 WESTMINISTER STREET ALBANY, GA 31721	NONE		SCHOLARSHIP	6,000
SCHOOL OF MUSIC - ASHLEY G DANYEW PO BOX 554 WESTMINISTER, MA 01473	NONE		SCHOLARSHIP	10,000
THEATRE ALBANY 514 PINE AVENUE ALBANY, GA 31701	NONE		THEATRICAL PRODUCTION	10,000
Total . . . . ▶ **3a**				207,300

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*				
TIMOTHY DEMOTT 1005 MACON HWY APT 1717 ATHENS, GA 30606	NONE		SCHOLARSHIP	3,000
ANDREA JOHNSON 513 NW 44TH TERR KANSAS CITY, MO 64116	NONE		SCHOLARSHIP	1,000
ANDREW COLLEGE 501 COLLEGE STREET CUTHBERT, GA 39840	NONE		TO PROVIDE SCHOLARSHIPS	10,000
LAWRENCE UNIVERSTIY 711 E BOLDT WAY APPLETON, WI 54911	NONE		TO PROVIDE SCHOLARSHIPS	1,750
MARK WILLIARD 2202 WESLEY ROAD ALBANY, GA 31721	NONE		SCHOLARSHIP	15,000
RUSSELL STRANBERG 230 W DOUBLEGATE DRIVE ALBANY, GA 31721	NONE		SCHOLARSHIP	750
SAMMY ALDAY 7069 HWY 39 SOUTH DONALSONVILLE, GA 39845	NONE		SCHOLARSHIP	3,000
Total . . . . ▶ **3a**				207,300

TY 2013 Accounting Fees Schedule

Name: JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

EIN: 56-2360848

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,320	0		4,320

TY 2013 Investments Corporate Bonds Schedule

Name: JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

EIN: 56-2360848

Name of Bond	End of Year Book Value	End of Year Fair Market Value
APACHE CORP	3,987	3,709
ASTRAZENECA PLC	5,333	5,717
BERKSHIRE HATHAWAY FIN	4,068	4,039
BP CAPITAL MARKETS PLC	4,117	4,161
HOME DEPOT INC	2,939	3,248
CREDIT SUISSE FB USA INC	3,045	3,134
COMCAST CORP	3,190	3,494
CITIGROUP INC	3,518	3,413
CONOCO PHILLIPS	3,188	3,464
CISCO SYSTEMS INC	3,080	3,374
DIRECTV HLDG/FIN INC	3,035	3,152
EXELON CORP	3,048	3,163
ENTERPRISE PRODUCTS OPER	3,099	3,337
GOLDMAN SACHS GROUP INC	3,097	3,336
HEWLETT-PACKARD CO	4,010	4,064
JPMORGAN CHASE	7,109	7,324
KRAFT FOODS INC	3,986	3,943
PHILIPS ELECTRONICS NV	4,013	4,002
PFIZER INC.	5,404	5,927
VERIZON COMMUNICATIONS	3,236	3,510
TIME WARNER INC	3,108	3,185
TOYOTA MOTOR CREDIT CORP	4,011	3,927
UNITED PARCEL SERVICE	3,176	3,432
USD BANK NOVA SCOTIA	4,021	4,148
USD SHELL INTL FIN	4,009	3,976
WALMART STORES INC	6,039	5,823
CATERPILLAR FINANCIAL SE	3,361	3,688
WALT DISNEY COMPANY/THE	4,000	3,634
GENERAL ELEC CAP CORP	5,991	5,696

TY 2013 Investments Corporate Stock Schedule

Name: JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

EIN: 56-2360848

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA CORP	49,942	21,954
ISHARES BARCLAY 7-10 YR	13,724	14,780
ISHARES BARCLAY INTEMEDT	18,072	18,611
ISHARES BARCLAYS GOVERNM	19,832	20,488
ISHARES CORE TOTAL U.S.	20,039	20,353
ISHARES GOLD TR	23,962	24,820
IVY ASSET STRATEGY	30,738	42,393
IVY GLOBAL NATURAL	33,529	31,035
TEMPLETON GLBL BOND FUND	110,171	107,759
PERMANENT PORTFOLIO FUND	33,043	35,142
WELLS FARGO & CO NEW DEL	50,078	18,296
AGRIUM INC	6,310	7,227
ASTRAZENECA PLC SPND ADR	21,587	29,744
AUST NW Z B G ADR	9,442	18,002
AXIS CAPITAL HOLDINGS	9,088	16,317
BAE SYS PLC SPN ADR	15,442	21,997
BANCO BRADESCO S A ADR	21,825	17,793
BARCLAYS PLC ADR	7,655	10,171
BOC HONG KONG HOLDINGS ADR	17,338	16,840
CAP GEMINI SP ADR	6,966	12,532
CARLSBERG AS SPONSOREDAD	14,320	18,431
CENTRICA PLC	5,220	5,378
CHINA MOBILE LTD SPN ADR	17,931	17,413
CHINA PETE CHEM SPN ADR	14,778	15,777
CHINA CONSTRUC UNSPN	17,216	17,533
COMPANHIA D SNMNTO BSCO	19,027	28,123
COPEL PARANA ADR PREF B	17,315	14,664
DEUTSCHE BOERSE AG SHS	5,582	9,405
DIAGEO PLC SPSD ADR NEW	4,080	9,005
ENSCO PLC SHS CL A	8,272	7,719

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDEN AGRI-RES LTD ADR	16,544	13,893
HITACHI LTD 10 NEW ADR	16,198	21,853
HSBC HLDG PLC SP ADR	14,882	17,366
IMPERIAL TOB GRP SPS ADR	14,747	15,867
ISRAEL CHEMICALS-UNSPON	6,727	5,334
ISUZU MTRS LTD ADR	17,027	17,271
KDDI CORP SHS	4,595	8,677
KOC HLDG AS-UNSPON	5,663	5,874
KOMATSU NEW NEW SPNSDADR	8,033	6,606
LUKOIL SPONSORED ADR	9,303	9,531
MAGNA INTL INC CL A VTG	4,045	8,452
MANULIFE FINANCIAL CORP	13,451	18,625
MARKS AND SPENCER GP ADR	7,789	9,030
MITSUI CO ADR	18,723	16,243
MIZUHO FINL GROUP INC	15,268	19,807
MOBILE TELESYS OJSC	4,092	4,283
NITTO DENKO CORP ADR	12,052	13,374
ORANGE	11,191	9,794
POSCO SPN ADR	4,130	4,446
RENAISSANCERE HLDGS LTD	3,897	9,539
RIO TINTO PLC SPNSRD ADR	17,563	17,493
ROYAL DUTCH SHELL PLC	23,443	26,441
SAGE GROUP PLC UNSP ADR	6,372	10,711
SANOFI ADR	12,446	18,878
SASOL LTD SPONSORED ADR	27,677	28,137
SBERBANK SPONSORED ADR	7,925	8,774
SEGA SAMMY HOLDINGS INC	9,474	11,848
SERCO GROUP PLC	3,862	4,073
SIEMENS AG ADR	12,515	21,608
STATOIL ASA SHS	15,435	16,264

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SVENSKA C AKTI SPONS ADR	4,059	11,364
TAIWAN S MANUFCTRING ADR	5,215	8,110
TATA MOTORS LTD ADR	7,130	8,532
TELENOR ASA ADR	8,600	8,946
TESCO PLC SPNRD ADR	17,368	16,789
TEVA PHARMACTCL INDS ADR	16,439	15,391
TORONTO DOMINION BANK	6,053	18,471
UNTD OVERSEAS BK SPN ADR	13,965	16,944
VALE SA	25,942	18,361
VOLKSWAGEN AG ADR	13,630	19,246
YAMANA GOLD INC	21,396	17,843
ZURICH INSURANCE GROUP	18,222	27,712
ACCENTURE PLC SHS	1,911	2,220
ADECCO SA ADR	3,310	5,058
AKZO NOBEL N V SPNSD ADR	3,356	4,864
AMADEUS IT HOLDING-UNSP	1,679	3,164
ARYZTA AG-UNSPON ADR	2,272	3,536
AVIVA PLC SHS	4,130	5,651
AXA -SPONS ADR	5,303	6,917
BANCO SANTANDER SA ADR	2,116	2,531
BARCLAYS PLC ADR	4,893	5,040
BAYER AG SP ADR	2,638	4,544
BNP PARIBAS SPONSORD ADR	4,989	6,154
C & C GROUP PLC SPON ADR	2,021	2,711
CARNIVAL PLC ADR	3,027	3,731
CNOOC LTD ADR	3,053	3,003
CORBION NV SHS ADR	2,953	2,748
CREDIT SUISSE GP SP ADR	2,553	3,476
DAIMLER A	2,242	3,651
DEUTSCHE BOERSE AG SHS	1,919	2,508

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DIRECT LINE INSURANC-UNSP ADR	2,246	2,443
ELECTROLUX AB SPONS ADR	3,199	3,051
EMBRAER SAPONSRD ADR	1,555	1,352
ERICSSON AMERICAN	2,448	3,378
ESPRIT HOLDNG LTD SP ADR	1,103	1,478
FLETCHER BUILDING LTD	3,296	3,151
GTECH ADR	3,784	4,467
H LUNDBECK A/S	2,302	2,976
HEIDELBERGCEMENT AG SHS	2,853	4,337
HITACHI LTD 10 NEW ADR	3,404	3,897
HONDA MOTOR ADR NEW	2,961	3,597
HOYA CORP ADR	4,434	5,594
HSBC HLDG PLC SP ADR	2,701	3,528
INCITEC PIVOT LTD SHS	3,489	3,247
INDRA SISTEMAS SA SHS	5,568	5,449
ITAU UNIBANCO BANCO HOLD	4,591	3,854
JTEKT CORP SHSH	1,919	2,963
KINGFISHER PLC	2,000	2,286
LG DISPLAY CO LTD	2,907	2,610
LIXIL GROUP CORPORATION	3,282	3,691
LLOYDS BANKING GROUP PLC	1,301	2,405
MARINE HARVEST ASA SHS	2,220	4,289
MUENCHENER RUECK-UNSPON	1,427	2,446
NIDEC CORPORATOION	1,385	2,199
NINTENDO LTD ADR	2,297	2,118
NSK LTD ADR	2,848	5,011
OTSUKA HOLDINGS CO LTD	3,690	3,373
PUBLICIS GROUPE SPON ADR	2,209	4,778
QINETIQ GROUP PLC ADR	1,737	2,238
REXAM PLC- NEW NEW ADR	4,195	5,880

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SAFRAN SA-UNSPON ADR	2,805	5,034
SANOFI ADR	1,181	1,716
SCHNEIDER ELEC SA ADR	2,573	2,790
SUMITOMO MITSUI-UNSPONS ADR	5,292	5,644
TAKATA CORP SHS	1,025	1,320
TECHTRONIC INDS SPD ADR	1,314	2,864
TELEPERFORMCE UNSPOND ADR	3,910	4,619
TEVA PHARMACTCL INDS ADR	2,716	2,685
TOTAL SA SP ADR	4,057	4,595
TRAVELSKY TECHNOLOGY LTD	2,305	3,704
UBS AG REG	2,868	4,293
UNILEVER NV NY REG SHS	2,177	2,615
VOESTALPNE AG-UNSPON ADR	1,417	1,906
WIENERBERGER BAUST SPADR	1,394	2,281
WOLTERS KLUWR NV SPN ADR	971	1,312
WPP PLC ADR	2,741	5,054
AMAZON COM INC COM	16,220	30,308
AMPHENOL CORP CL A NEW	12,856	20,690
ARM HLDGS PLC SPD ADR	11,630	13,573
ATHENAHEALTH INC	9,539	10,895
BIOGEN IDEC INC	15,832	16,215
CANADIAN PACIFIC RAILWAY	36,761	44,337
CELGENE CORP COM	23,250	70,967
CITIGROUP INC COM	35,238	35,174
CROWN CASTLE INTL CORP	12,678	22,396
CUMMINS INC COM	14,235	14,943
DELPHI AUTOMOTIVE PLC	27,677	32,590
EBAY INC COM	27,202	40,106
ENDO HEALTH SOLU INC	18,535	22,262
EXPRESS SCRIPTS HLDG CO	32,805	41,020

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GILEAD SCIENCES INC COM	23,772	42,206
GOOGLE INC CL A	61,250	78,450
L BRANDS INC	21,476	37,667
LINKEDIN CORP	8,863	8,240
LOWE'S COMPANIES INC	31,582	32,653
MARRIOTT INTL INC NEW A	23,103	34,250
MASTERCARD INC	18,265	32,583
MGM RESORTS INTERNATIONL	19,679	36,997
MONSANTO CO NEW DEL COM	33,352	37,995
MONSTER BEVERAGE CORP	16,840	20,060
NIELSEN HOLDINGS BV	11,144	12,436
ORACLE CORP $0.01 DEL	22,916	25,749
PANERA BREAD CO CLA	14,799	16,432
PERNOD-RICARD SA-UNSPON	29,615	28,786
PRECISION CASTPARTS	18,691	41,742
PRICELINE COM INC	22,310	32,547
STARBUCKS CORP	19,574	19,362
TE CONNECTIVITY LTD	20,029	36,703
TERADATA CORP DEL	17,521	15,103
TJX XOS INC NEW	32,791	40,660
T-MOBILE US INC SHS	15,076	19,276
TWENTY-FIRST CENTURY	24,094	62,497
US BANCORP	31,982	36,602
VALEANT PHARMACEUTICALS	28,604	36,981
ZOETIS INC	38,414	39,718
3M COMPANY	17,902	43,478
AMERICAN CAMPUS CMNTYS	21,963	17,361
APPLE INC	42,148	51,614
APPLIED MATERIAL INC	23,440	37,605
AT&T INC	17,846	24,190

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CAPITAL ONE FINL	34,951	45,583
CHEVRON CORP	21,436	37,473
COCA COLA COM	17,489	30,611
CONOCOPHILLIPS	17,087	30,662
DU PONT E I DE NEMOURS	17,253	28,587
EMERSON ELEC CO	15,189	32,493
GENERAL MILLS	13,315	24,905
GLAXOSMITHKLINE PLC ADR	29,159	35,398
HOME DEPOT INC	9,581	33,348
HONEYWELL INTL INC DEL	13,138	36,365
JPMORGAN CHASE & CO	30,000	44,620
LYONDELLBASELL INDUSTRIES	33,100	37,812
MATTEL INC COM	20,705	36,208
MCDONALDS CORP COM	13,305	21,250
MERCK AND CO INC	31,784	34,585
MICROSOFT CORP	31,139	41,712
OCCIDNETAL PETE CORP	34,904	37,660
PEPSICO INC	18,847	30,107
PFIZER INC	21,069	34,857
PNC FINCL SERVICES GROUP	30,132	34,523
PROCTER & GAMBLE CO	21,734	33,134
REGAL ENTMT GROUP CL A	25,444	38,706
SIMON PROPERTY GROUP DEL	3,688	10,803
ST JUDE MEDICAL INC	20,087	35,993
SYSCO CORPORATION	18,631	28,988
TOTAL S.A. SP ADR	25,610	32,289
TYCO INTL LTD NAMEN-AKT	24,933	42,148
UNITED PARCEL SVC CL B	28,083	33,941
UNITED TECHS CORP COM	19,949	35,619
WELLS FARGO & CO NEW DEL	30,764	40,542

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WP CAREY INC COM	5,728	5,337
AMERICAN ASSETS TR INC	5,951	7,669
APARTMENT INVT & MGMT CO	12,878	13,888
BOSTON PPTYS INC	30,246	29,308
BRE PPTYS INC MARYLAND A REIT	8,523	9,191
CORP OFFICE PPTYS TRUST	9,151	8,884
COUSINS PROPS INC REIT	7,489	7,468
CUBESMART COM	9,603	11,636
DDR CORP COM	13,553	12,726
DIAMONDROCK HOSPITALITY CO	7,398	8,512
DIGITAL RLTY TR INC	4,322	3,144
DOUGLAS EMMETT INC	11,495	11,179
DUKE REALTY CORP REIT	6,393	5,896
EMPIRE ST RLTI TR INC	5,823	6,656
EQUITY RESIDENTIAL	46,021	40,874
ESSEX PPTY TR INC COM	7,906	7,319
EXTRA SPACE STORAGE INC	6,552	8,847
FDL R INV TR SBI NEW MD	15,691	15,516
FIRST INDL REALTY TR INC	6,212	6,247
FOREST CITY ENTRPRS CL A	7,203	8,500
GENERAL GROWTH PROPERTIE	19,949	20,130
GLIMCHER REALTY TR SBI	9,342	7,993
HCP INC	12,777	10,714
HEALTH CARE REIT INC COM	19,384	15,107
HERSHA HOSPTLTY TR A SBI	3,114	3,866
HEALTHCARE TR OF AMERICA INC	8,361	7,311
HILTON WORLDWIDE HLDGS INC	3,754	3,827
HOME PROPERTIES INC	15,142	13,137
HOST HOTELS & RESORTS	16,779	18,468
HUDSON PAC PPTYS INC	4,751	6,014

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HYATT HOTELS CORP	3,264	4,006
NATIONAL RETAIL PPTYS INC	9,958	8,765
OMEGA HEALTHCARE INVS REIT	5,878	5,364
ORIENT-EXPRESS HOTELS A	4,592	6,845
PROLOGIS INC	39,978	40,571
PS BUSINESS PARKS INC REIT	3,857	3,974
PUBLIC STORAGE $0.10	25,225	27,395
QTS RLTY TR INC COM	3,867	4,312
RAMCO-GERSHENSON PPTYSBI REIT	5,874	5,824
REGENCY CENTERS CORP	17,039	16,622
RETAIL PROPERTIES OF AMERICA INC SHS	6,738	5,533
SIMON PROPERTY GROUP DEL	72,083	86,731
SL GREEN REALTY CORP	27,189	31,040
SOVRAN SELF STORAGE INC	6,258	6,908
SPIRIT REALTY CAPITAL IN	7,909	7,608
STRATEGIC HOTEL CAP INC	8,096	10,499
SUNSTONE HOTEL INVS INC	6,308	6,861
TANGER FACTORY OUTLT CEN	7,693	7,429
TAUBMAN CENTERS INC COM	11,477	11,122
TOLL BROS INC COM	3,504	4,218
UDR INC	30,257	28,580
VENTAS INC	35,502	33,967
VORNADO REALTY TRUST COM	39,602	41,909
WEINGARTEN RLTY INVS SBI	13,995	12,229
A N S Y S INC COM	8,778	19,533
AARON'S INC SHS	9,991	9,937
AKAMAI TECHNOLOGIES INC	8,076	16,088
ALLEGHENY TECH INC	9,265	12,043
AMERICAN TOWER REIT INC	4,466	8,142
ASTORIA FINANCIAL CORP	6,460	8,920

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AUTODESK INC DEL PV$0.01	7,013	15,398
BARD C R INC	7,828	13,662
BIO RAD LABS CL A	7,240	9,765
BORG WARNER INC COM	7,266	24,489
BOSTON PPTYS INC	7,804	13,450
CABOT CORP	8,651	9,355
CASH AMERICAN INTL INC	12,953	11,835
CBRE GROUP INC	9,356	12,940
CENTENE CORP	6,896	18,687
COVANCE INC	7,275	13,385
CSX CORP	10,444	21,980
D R HORTON INC	8,152	15,669
DARDEN RESTAURANTS INC	7,102	11,472
EASTMAN CHEMICAL CO COM	4,848	15,091
EATON VANCE CORP NVT	8,964	13,094
FIRST POTOMAC RLTY TR	8,428	6,850
GATX CORPORATION	9,093	17,007
GLOBAL PMTS INC GEORGIA	6,023	9,034
HEXCEL CORP NEW COM	9,181	16,491
HORACE MANN EDUCTRS NEW	11,696	13,278
HUNTINGTON INGALLS INDS	11,826	15,032
INTERCONTINENTALEXCHANGE	9,531	20,693
INTERGRYS ENERGY GROUP	6,438	10,011
INTL GAME TECHNOLOGY	9,181	9,643
INTUIT INC COM	9,442	24,270
ITRON INC	12,100	9,115
JOY GLOBAL INC DEL COM	8,419	10,645
KEYCORP NEW COM	9,562	16,158
MEDICAL PPTYS TR INC	11,337	11,548
MONOLITHIC PWR SYSTEMS	9,044	25,094

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOOG INC CL A	8,528	13,112
NABORS INDUSTRIES LTD	12,375	14,000
NEWFIELD EXPL CO COM	14,125	9,655
PROTECTIVE LIFE CORP COM	10,165	17,123
RAYMOND JAMES FINL INC	6,356	15,918
REINSURANCE GROUP AMERICA	10,519	13,856
REPUBLIC SERVICES INC	8,548	10,624
RYDER SYSTEM INC	12,017	13,428
SBA COMMUNICATIONS CRP A	9,756	28,659
SNAP ON INC COM	8,869	24,861
SONOCO PRODUCTS CO	10,648	13,058
TAL INTL GROUP INC	13,464	14,739
TELEDYNE TECH INC	10,420	13,687
THE SCOTTS MIRACLE GRO	6,337	10,329
TJX COS INC NEW	6,756	25,556
UNITED NAT FOODS INC	12,316	35,584
VALSPAR CORP COM	8,928	23,383
WHITING PETROLEUM CORP	9,881	20,541
XILINX INC	7,074	14,648
FIXED INCOME SHARES	89,476	86,305
FIXED INCOME SHARES	75,246	79,509

TY 2013 Investments Government Obligations Schedule

Name:	JAMES M BARNETT JR FOUNDATION INC PERRY & WALTERS LLP
EIN:	56-2360848
US Government Securities - End of Year Book Value:	428,167
US Government Securities - End of Year Fair Market Value:	414,030
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2013 Other Assets Schedule

Name: JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

EIN: 56-2360848

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID TAX	3,030	5,520	5,520
OTHER ACCRUED INTEREST	1,992	2,831	2,831

TY 2013 Other Expenses Schedule

Name: JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

EIN: 56-2360848

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEETING EXPENSES	74	0		0
CORPORATE REGISTRATION	25	0		0
INTERNET EXPENSES	239	0		0
FILING FEES	30	0		0

TY 2013 Other Professional Fees Schedule

Name: JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

EIN: 56-2360848

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	140,774	140,774		0

TY 2013 Taxes Schedule

Name: JAMES M BARNETT JR FOUNDATION INC
PERRY & WALTERS LLP

EIN: 56-2360848

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	4,623	4,623		0
EXCISE TAXES	5,407	5,407		0