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

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

2013

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation

The Eleanor H Barnhardt Charitable Trust DBA The James & Eleanor Barnhardt Foundation

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

2032 Princeton Avenue

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

Charlotte NC 28207

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) **J Accounting method** Cash Accrual
 Other (specify)

► \$ 1,750,419.

(Part I, column (d) must be on cash basis)

A Employer identification number
56-6269136B Telephone number (see the instructions)
(704) 377-1008

- C If exemption application is pending, check here ►
- D 1 Foreign organizations, check here ►
- 2 Foreign organizations meeting the 85% test, check here and attach computation ►
- E If private foundation status was terminated under section 507(b)(1)(A), check here ►
- F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)	1,445.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	50,299.	50,299.		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10	2,538.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	132,500.			
	7 Capital gain net income (from Part IV, line 2)		2,538.		
	8 Net short-term capital gain				
	9 Income modifications				
10 a Gross sales less returns and allowances					
b Less Cost of goods sold	400	MAY 12 2014			
c Gross profit/(loss) (attach schedule)		IRS			
11 Other income (attach schedule)	ODEN, UT				
12 Total. Add lines 1 through 11	54,282.	52,837.			
13 Compensation of officers, directors, trustees, etc	400.				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)	942.	942.			
b Accounting fees (attach sch)	450.	450.			
c Other prof fees (attach sch)					
17 Interest					
18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	1,051.	24.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
See Line 23 Stmt	321.	191.			
24 Total operating and administrative expenses. Add lines 13 through 23	3,164.	1,607.			
25 Contributions, gifts, grants paid	65,090.		65,090.		
26 Total expenses and disbursements. Add lines 24 and 25	68,254.	1,607.		65,090.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-13,972.				
b Net investment income (if negative, enter -0-)		51,230.			
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		55,842.	58,057.	58,057.
	2 Savings and temporary cash investments		51,576.	108,258.	108,258.
	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 sch)				
	Less allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S. and state government obligations (attach schedule)				
	b Investments – corporate stock (attach schedule) . L-10b. Stmt .		426,374.	450,818.	1,536,761.
	c Investments – corporate bonds (attach schedule) . L-10c. Stmt ..		137,207.	46,429.	47,343.
	11 Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) . L-13. Stmt ..		0.	0.	0.
	14 Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
	15 Other assets (describe)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		670,999.	663,562.	1,750,419.
LIABILITIES	17 Accounts payable and accrued expenses.				
	18 Grants payable.				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		670,999.	663,562.	
	30 Total net assets or fund balances (see instructions)		670,999.	663,562.	
	31 Total liabilities and net assets/fund balances (see instructions)		670,999.	663,562.	

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	670,999.
2 Enter amount from Part I, line 27a	2	-13,972.
3 Other increases not included in line 2 (itemize)	3	6,535.
4 Add lines 1, 2, and 3	4	663,562.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	663,562.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	CitiGroup Cap VIII	P	11/30/01	04/16/13
b	Johnson Cntrl	P	05/06/09	09/13/13
c	Marriott	P	05/12/09	02/15/13
d	Xerox Corp	P	05/06/09	05/15/13
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 32,500.		33,215.		-715.
b 30,000.		28,735.		1,265.
c 40,000.		39,206.		794.
d 30,000.		28,806.		1,194.
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a				-715.
b				1,265.
c				794.
d				1,194.
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	2,538.
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 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 (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

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

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 instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here . . . ► <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter (attach copy of letter if necessary – see instrs)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . . ► <input type="checkbox"/> and enter 1% of Part I, line 27b	1 1,025.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 1,025.
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 1,025.
6	Credits/Payments	
a	2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 1,200.
b	Exempt foreign organizations – tax withheld at source	6 b
c	Tax paid with application for extension of time to file (Form 8868)	6 c
d	Backup withholding erroneously withheld	6 d
7	Total credits and payments Add lines 6a through 6d	7 1,200.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	10 175.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 175. Refunded	11

Part VII-A Statements Regarding Activities

1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	<input type="checkbox"/>	X
1 c	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		
1 d	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/>	X
1 e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation . . . ► \$ (2) On foundation managers . . . ► \$		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities	<input type="checkbox"/>	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	<input type="checkbox"/>	X
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/>	X
4 b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	<input type="checkbox"/>	X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/>	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	<input type="checkbox"/>	X
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
8 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	<input type="checkbox"/>	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	<input type="checkbox"/>	X
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	<input type="checkbox"/>	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► Sadler Barnhardt Located at ► 2032 Princeton Ave, Charlotte, NC Telephone no ► (704) 377-1008 ZIP + 4 ► 28207-2430		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 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	X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	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)?	1 b	
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?	1 c	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	2 b	
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 __		
3 a	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)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a 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)?

5 b

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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?

7 b

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
Deborah Barnhardt 2032 Princeton Ave Charlotte NC 28207	Trustee 0.00	100.	0.	0.
Sadler H Barnhardt 2032 Princeton Ave Charlotte, NC 28207	Trustee 0.00	100.	0.	0.
James H Barnhardt Jr 3136 Clarendon Rd Charlotte, NC 28211	Trustee 0.00	100.	0.	0.
See Information about Officers, Directors, Trustees, Etc		100.	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

None

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 ► None

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 instructions		
3	----- -----	
Total. Add lines 1 through 3		

All other program-related investments See instructions

3

Total. Add lines 1 through 3

BAA

Form 990-PF (2013)

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	1 a	1,514,167.
b Average of monthly cash balances	1 b	136,867.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	1,651,034.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,651,034.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	24,766.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,626,268.
6 Minimum investment return. Enter 5% of line 5	6	81,313.

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	81,313.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	1,025.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	1,025.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	80,288.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	80,288.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	80,288.

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	1 a	65,090.
b Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	65,090.
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	65,090.

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				80,288.
2 Undistributed income, if any, as of the end of 2013			63,424.	
a Enter amount for 2012 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	0.			
b From 2009	0.			
c From 2010	0.			
d From 2011	0.			
e From 2012	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 65,090.			63,424.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount			1,666.	
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				
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				78,622.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 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	0.			
b Excess from 2010	0.			
c Excess from 2011	0.			
d Excess from 2012	0.			
e Excess from 2013	0.			

BAA

Form 990-PF (2013)

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

N/A

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

Sadler H Barnhardt
2032 Princeton Ave
Charlotte

b The form in which applications should be submitted and information and materials they should include
Detailed request data and copy of exemption certificate.

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
See Additional Information attached

Part XV: Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Shepard's Center of Charlotte 3115 Providence R Charlotte NC 28211	None	Tax Exempt Org	Support Program Services	750.
Community Link 601 E 5th St, Ste 220 Charlotte NC 28273	None	Tax Exempt Org	Support Program Services	750.
Covenant Presbyterian Church 1000 East Morehead Street Charlotte NC 28204	None	Tax Exempt Org	Support Program Services	6,000.
Charlotte Latin 9502 Providence Rd Charlotte NC 28277	None	School	Support Program Services	3,000.
Communities in Schools 601 E 5th Street, Ste 300 Charlotte NC 28202	None	Tax Exempt Org	Support Program Services	1,500.
Wing Haven 248 Ridgewood Avenue Charlotte NC 28209	None	College	Support Program Services	1,500.
Grandfather Home Main Street Banner Elk NC 28604	None	Tax Exempt Org	Support Program Services	3,000.
Teen Health Connection 3541 Randolph Rd Ste 206 Charlotte NC 28211	None	Tax Exempt Org	Support Program Services	1,500.
Presbyterian College 503 South Braod Street Clinton SC 29325	None	College	Support Porgram Services	1,000.
See Line 3a statement				46,090.
Total			► 3a	65,090.
b Approved for future payment				
Total			► 3b	

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 (See instructions)
	(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					
4 Dividends and interest from securities			14	50,299.	
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	2,538.	
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)				52,837.	
13 Total. Add line 12, columns (b), (d), and (e)				13	52,837.

(See worksheet in line 13 instructions to verify calculations)

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

Name

Employer Identification Number

The Eleanor H Barnhardt Charitable Trust DBA The James & Eleanor Ba

Asset Information:

Description of Property City Group Cap VIII

Date Acquired 11/30/01 How Acquired . . . Purchased

Date Sold . . . 04/16/13 Name of Buyer: . . .

Sales Price: . . . 32,500. Cost or other basis (do not reduce by depreciation) . . . 33,215.

Sales Expense . . . Valuation Method . . . Cost

Total Gain (Loss) . . . -715. Accumulation Depreciation . . .

Description of Property Johnson Cntrl

Date Acquired . 05/06/09 How Acquired . . . Purchased

Date Sold . . . 09/16/13 Name of Buyer . . .

Sales Price . . . 30,000. Cost or other basis (do not reduce by depreciation) . . . 28,735.

Sales Expense . . . Valuation Method . . . Cost

Total Gain (Loss) . . . 1,265. Accumulation Depreciation. . .

Description of Property Marriott

Date Acquired . 05/12/09 How Acquired . . . Purchased

Date Sold . . . 02/15/13 Name of Buyer . . .

Sales Price . . . 40,000. Cost or other basis (do not reduce by depreciation) . . . 39,206.

Sales Expense . . . Valuation Method . . . Cost

Total Gain (Loss) . . . 794. Accumulation Depreciation. . .

Description of Property: Xerox Corp

Date Acquired . 05/06/09 How Acquired . . . Purchased

Date Sold . . . 05/15/13 Name of Buyer . . .

Sales Price . . . 30,000. Cost or other basis (do not reduce by depreciation) . . . 28,806.

Sales Expense . . . Valuation Method . . . Cost

Total Gain (Loss) . . . 1,194. Accumulation Depreciation . . .

Description of Property

Date Acquired . . . How Acquired . . .

Date Sold . . . Name of Buyer: . . .

Sales Pnce . . . Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . . Valuation Method: . . .

Total Gain (Loss) . . . Accumulation Depreciation. . .

Description of Property

Date Acquired . . . How Acquired . . .

Date Sold . . . Name of Buyer. . .

Sales Price . . . Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . . Valuation Method . . .

Total Gain (Loss) . . . Accumulation Depreciation . . .

Description of Property

Date Acquired . . . How Acquired . . .

Date Sold . . . Name of Buyer: . . .

Sales Price . . . Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . . Valuation Method . . .

Total Gain (Loss) . . . Accumulation Depreciation . . .

Description of Property

Date Acquired . . . How Acquired . . .

Date Sold . . . Name of Buyer . . .

Sales Price: . . . Cost or other basis (do not reduce by depreciation) . . .

Sales Expense . . . Valuation Method . . .

Total Gain (Loss) . . . Accumulation Depreciation . . .

Additional Information

Part XV question 2d:

Gifts & grants can be given to any non-profit institution exempt from tax under code section 501(C) (3), to public bodies & agencies, to charitable hospitals & institutions providing care for physically or emotionally ill, to religious organizations, churches, colleges, universities, hospitals, orphanages, community chests, inter-faith groups, conferences, or other agencies promoting the welfare of humanity.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign taxes paid	24.	24.		
Federal Tax	1,027.			
Total	<u>1,051.</u>	<u>24.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Meals	130.			
Dues & Subscriptions	191.	191.		
Total	<u>321.</u>	<u>191.</u>		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person . . <input checked="" type="checkbox"/> Business <input type="checkbox"/> Dorothy Barnhardt 3136 Clarendon Rd Charlotte, NC 28211	Trustee 0.00	100.	0.	0.
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/>				
Person . . <input checked="" type="checkbox"/> Business . <input type="checkbox"/>				

Total

100. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Charlotte Rescue Mission</u> <u>907 W 1st St</u> <u>Charlotte NC 28233</u>		Exempt Org	Support Program Services	Person or Business <input checked="" type="checkbox"/> 2,000.
<u>Jr. Achievement of the Central Carolinas</u> <u>201 S Tyron St</u> <u>Charlotte NC 28202</u>		Tax Exempt Org	Support Program Services	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Duke University</u> <u>2138 Campus Drive</u> <u>Durham NC 27708</u>			Support Program School Services	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Queen's University of Charlotte</u> <u>1900 Selwyn Ave</u> <u>Charlotte NC 28274</u>			Support Services College	Person or Business <input checked="" type="checkbox"/> 5,000.
<u>Friendship Trays</u> <u>2401-A Distribution St</u> <u>Charlotte NC 28203</u>		Tax Exempt Org	Support Program Services	Person or Business <input checked="" type="checkbox"/> 500.
<u>Florence Crittenton Services</u> <u>1300 Blythe Blvd</u> <u>Charlotte NC 28203</u>		Tax Exempt Org	Support Services Services	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Sharon Towers</u> <u>5100 Sharon Road</u> <u>Charlotte NC 28210</u>		Tax Exempt Org	Support Program Services	Person or Business <input checked="" type="checkbox"/> 2,750.
<u>Alexander Youth Network</u> <u>6220 Thermal Rd</u> <u>Charlotte NC 28211</u>		Tax Exempt Org	Support Program Services	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Urban Ministry Center</u> <u>945 N College St</u> <u>Charlotte NC 28206</u>		Tax Exempt Org	Support Program Services	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Charlotte 49'ers Athletic Foundation</u> <u>9201 University City Blvd</u> <u>Charlotte NC 28223</u>			Sports Program School	Person or Business <input checked="" type="checkbox"/> 6,000.
<u>Children's Theatre of Charlotte</u> <u>300 E 7th St</u> <u>Charlotte NC 28202</u>		Tax Exempt Org	Support Program Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Habitat for Humanity of Charlotte</u> <u>3815 Latrobe Drive</u> <u>Charlotte NC 28222</u>		Tax Exempt Org		Person or Business <input checked="" type="checkbox"/> 1,000.
<u>The Lynnwood Foundation</u> <u>400 Hermitage Rd</u> <u>Charlotte NC 28207</u>		Tax Exempt Org		Person or Business <input checked="" type="checkbox"/> 2,500.
<u>The Paula Takacs Foundation</u> <u>PO Box 78416</u> <u>Charlotte NC 28271</u>		Tax Exempt Org		Person or Business <input checked="" type="checkbox"/> 500.
<u>WFAE</u> <u>8801 J M Keynes Dr Ste 91</u> <u>Charlotte NC 28262</u>		Tax Exempt Org		Person or Business <input checked="" type="checkbox"/> 500.

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Wounded Warrior Project</u> <u>8711 Monroe Road</u> <u>Charlotte NC 28212</u>		Tax Exempt Org	Support Program	Person or Business <input checked="" type="checkbox"/> 240.
<u>Five Oaks Academy</u> <u>1101 Jonesville Rd</u> <u>Simpsonville SC 29681</u>		Tax Exempt Org	Support Program	Person or Business <input checked="" type="checkbox"/> 2,500.
<u>A Child's Place</u> <u>601 East 5th Street, Suite 230</u> <u>Charlotte NC 28202</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Asbury University</u> <u>One Macklem Drive</u> <u>Wilmore KY 40390</u>		Educational Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 750.
<u>Catawba Lands Conservancy</u> <u>105 W Morehead Street</u> <u>Charlotte NC 28202</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Friends of Occion Inc</u> <u>100 E Morehead Street</u> <u>Charlotte NC 28204</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 420.
<u>Hospice & Palliative Care of Charlotte</u> <u>8919 Park Rd</u> <u>Charlotte NC 28210</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Hospitality House of Charlotte</u> <u>1400 Scott Avenue</u> <u>Charlotte NC 28203</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Loaves and Fishes</u> <u>PO Box 11234</u> <u>Charlotte NC 28220</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Salvation Army</u> <u>1023 Central Avenue</u> <u>Charlotte NC 28211</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>Second Harvest Food Bank of Metrolina</u> <u>500-B Spratt Street</u> <u>Charlotte NC 28206</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>SMU Letterman's Assoc</u> <u>PO Box 750315</u> <u>Dallas TX 75275</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 130.
<u>Stratford-Richardson YMCA</u> <u>1946 West Boulevard</u> <u>Charlotte NC 28208</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.
<u>UNC TV</u> <u>10 TW Alexander Drive</u> <u>Research Triangle Prk NC 27709</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 500.
<u>Critical Needs Response Fund</u> <u>220 North Tryon Street</u> <u>Charlotte NC 28202</u>		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,000.

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Found- ation status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Freedom School Partners 1030 Arosa Avenue Charlotte NC 28203				Person or Business <input checked="" type="checkbox"/> 1,000.
(SMU) Freedom School Partners 6425 Boaz Lane Dallas TX 75205		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 100.
Safe Alliance 601 East Fifth Street Suite 400 Charlotte NC 28202		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 500.
Union Presbyterian Seminary 5141 Sharon Rd Charlotte NC 28210		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 3,000.
Westminster Presbyterian Church 101 Colville Rd Charlotte NC 28207		Tax Exempt	Support Program	Person or Business <input checked="" type="checkbox"/> 1,200.

Total

46,090.

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
ABBVIE	4,550.	89,777.
Abbott Labs	4,195.	65,161.
BB&T Corp	39,054.	83,074.
AT&T	19,438.	93,174.
BP Amoco PLC	43,693.	77,387.
Bristol-Myers Squib Corp	15,656.	63,780.
Camden Property Trust	50,000.	68,256.
Nextera Energy Inc	17,019.	94,011.
General Electric Corp	3,334.	100,908.
Hershey Foods Corp	5,938.	97,230.
IBM	24,765.	60,773.
JP Morgan & Co Inc.	22,141.	108,188.
3M Company	6,004.	140,250.
Proctor & Gamble	19,352.	154,679.
Scana Corp	44,163.	70,630.
Verizon Communications	12,961.	26,978.
Sun Life Financial Services	0.	4,028.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Hospira, Inc.	604.	7,018.
Wells Fargo	15,754.	13,892.
American Electric Power Inc	10,018.	13,087.
Dominion Resources	10,153.	14,555.
Duke Energy	9,998.	13,181.
Frontier Comm Corp	857.	609.
Southern Company	9,897.	11,100.
Motorola Solutions Inc	19,802.	20,250.
CitiGroup Cap VIII	0.	0.
Franklin Utilities	41,472.	44,785.
Total	450,818.	1,536,761.

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Johnson Control Inc Note	0.	0.
Xerox Corp Note	0.	0.
Marriot Intl	0.	0.
GATX Corp	40,460.	42,030.
Lehman Bros Hldgs	5,969.	5,313.
Total	46,429.	47,343.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Accrued bond interest	0.	0.
Total	0.	0.