Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation	A Employer identification number
THE BARNETT FAMILY FOUNDATION, INC.	73-6295453
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 6742 SOUTH EVANSTON	B Telephone number (918) 492-6317
City or town, state or province, country, and ZIP or foreign postal code: TULSA, OK 74136	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: [X] 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) ▶$ 7,813,965. J Accounting method: [X] 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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,418.	3,418.		STATEMENT 2
	4 Dividends and interest from securities	311,133.	311,133.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	83,464.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1,613,491.				
	7 Capital gain net income (from Part IV line 2)		35,843.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-37,254.	-12,824.		STATEMENT 4
	12 Total. Add lines 1 through 11	360,761.	337,570.		
Operating and Administrative Expenses	13 Compensation of officers directors trustees etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	9,640.	4,820.		4,820.
	c Other professional fees STMT 6	85,710.	85,710.		0.
	17 Interest				
	18 Taxes STMT 7	15,670.	191.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	29,976.	11,668.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	140,996.	102,389.		4,820.
	25 Contributions, gifts, grants paid	350,227.			350,227.
	26 Total expenses and disbursements Add lines 24 and 25	491,223.	102,389.		355,047.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-130,462.			
	b Net investment income (if negative enter -0-)		235,181.		
	c Adjusted net income (if negative enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	622,222.	95,852.	95,852.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	9,823.	19,274.	19,274.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	5,814,438.	5,948,305.	6,313,835.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	860,909.	1,113,499.	1,385,004.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ PURCHASED INTEREST)	0.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,307,392.	7,176,930.	7,813,965.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	7,307,392.	7,176,930.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	7,307,392.	7,176,930.	
	31 **Total liabilities and net assets/fund balances**	7,307,392.	7,176,930.	

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	7,307,392.
2	Enter amount from Part I, line 27a	2	-130,462.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,176,930.
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	7,176,930.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,613,491.		1,594,250.	35,843.

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				
b				
c				
d				
e				35,843.

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	35,843.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	366,661.	7,447,612.	.049232
2011	363,568.	7,712,610.	.047139
2010	401,346.	7,613,075.	.052718
2009	453,588.	7,407,011.	.061238
2008	536,258.	9,538,776.	.056219

2 **Total** of line 1, column (d)	2	.266546
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	.053309
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,675,481.
5 Multiply line 4 by line 3	5	409,172.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,352.
7 Add lines 5 and 6	7	411,524.
8 Enter qualifying distributions from Part XII, line 4	8	355,047.

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)

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	4,704.
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	4,704.
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	4,704.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,211.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	8,211.
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	3,507.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		3,507. 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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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		X
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		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
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	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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		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 ▶ HOGANTAYLOR, LLP Telephone no. ▶ 918-745-2333

Located at ▶ 2222 S UTICA PL, STE 200, TULSA, OK ZIP+4 ▶ 74114

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 instructions)? N/A	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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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.) N/A	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. ▶ ____, ____, ____, ____			
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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

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

(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
HOWARD G. BARNETT, JR 6742 S EVANSTON TULSA, OK 74136	TRUSTEE 1.00	0.	0.	0.
BILLIE BARNETT 6742 S EVANSTON TULSA, OK 74136	TRUSTEE 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
UBS FINANCIAL SERVICES INC. 1000 MAIN STREET,26TH FLOOR, HOUSTON, TX 7002	BROKERAGE SERVICES	85,710.
Total number of others receiving over $50,000 for professional services	▶	0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,478,971.
b	Average of monthly cash balances	1b	297,271.
c	Fair market value of all other assets	1c	16,124.
d	**Total** (add lines 1a, b, and c)	1d	7,792,366.
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	7,792,366.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,885.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,675,481.
6	**Minimum investment return.** Enter 5% of line 5	6	383,774.

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	383,774.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,704.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	9,079.		
c	Add lines 2a and 2b			2c	13,783.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	369,991.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	369,991.
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	369,991.

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	355,047.
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	355,047.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	355,047.

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				369,991.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			347,204.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 355,047.				
a Applied to 2012, but not more than line 2a			347,204.	
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				7,843.
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				362,148.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

323581
10-10-13

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

1 a 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 foundation 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
2 a 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 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 address of the person to whom applications should be addressed:

HOWARD G. BARNETT, JR.
6742 S. EVANSTON, TULSA, OK 74136

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

ANY FORM IS ACCEPTABLE

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 ATTACHED STATEMENT				350,227.
Total			▶ 3a	350,227.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	3,418.	
4 Dividends and interest from securities			14	311,133.	
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	523000	-24,430.	14	-12,824.	
8 Gain or (loss) from sales of assets other than inventory	523000	47,621.	18	35,843.	
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)		23,191.		337,570.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 360,761.

(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).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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) is based on all information of which preparer has any knowledge

Bill L Barnett | 11-13-14 | Trustee

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
LOU ANN GIBSON	Lou Ann Gibson	11/12/2014		P00405885
Firm's name ▶ HOGANTAYLOR LLP			Firm's EIN ▶ 73-1413977	
Firm's address ▶ 2222 S. UTICA PL., SUITE 200 TULSA, OK 74114-7002			Phone no. (918) 745-2333	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	BROKERAGE ACCOUNT - SHORT TERM	P		
b	UBS REAL ESTATE OPPORTUNITY FUND			
c	UBS REAL ESTATE OPPORTUNITY FUND			
d	HI-CRUSH PARTNERS LP			
e	ATLAS PIPELINE PARTNERS LP			
f	ABBEY CAPITAL MULTI-MANAGER FUND LIMITED			
g	BROKERAGE ACCOUNT - LONG TERM	P		
h	TEEKAY LNG PARTNERS LP			
i	ATLAS PIPELINE PARTNERS LP			
j	ABBEY CAPITAL MULTI-MANAGER FUND LIMITED			
k	SECTION 1231 - ATLAS PIPELINE PARTNERS LP			
l	SECTION 1231 - CRESTWOOD EQUITY PARTNERS LP			
m	SECTION 1231 - TEEKAY LNG PARTNERS LP			
n	SECTION 1231 - UBS REAL ESTATE OPPORTUNITY FUND			
o	SECTION 1231 - UBS REAL ESTATE OPPORTUNITY FUND	P		

	(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	48,254.		40,645.	7,609.
b				507.
c				5,865.
d				771.
e				-2.
f				16,145.
g	1,517,616.		1,505,984.	11,632.
h				603.
i				-304.
j				-5,523.
k				-82.
l				-7.
m				140.
n				-1,511.
o	47,621.		47,621.	0.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,609.
b				507.
c				5,865.
d				771.
e				-2.
f				16,145.
g				11,632.
h				603.
i				-304.
j				-5,523.
k				-82.
l				-7.
m				140.
n				-1,511.
o				0.

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	35,843.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

A STATEMENT ATTACHED TO AND MADE A PART OF U.S. RETURN OF PRIVATE FOUNDATION FOR THE BARNETT FAMILY FOUNDATION FOR THE CALENDAR YEAR 2013.

The foregoing U.S. Return of Private Foundation for The Barnett Family Foundation was prepared by the undersigned or under his direction. The facts stated therein were obtained from the taxpayer's records and other sources considered to be reliable and are believed to be true and correct.

By_______________________

Michael R. Moore PTIN: 00398770
HOGANTAYLOR, LLP
2222 S. Utica Place, Suite 200
Tulsa, Oklahoma 74114-7002
I.D. #73-1413977

Dated 11-12-14

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	2013 Amount
Association of Small Foundations 4905 Del Ray Avenue, Suite 200 Bethesda, MD 20814	Public Charity	Promote and Support Organization's Exempt Purposes	None	725 00
108 Contemporary 108 East M.B. Brady Street Tulsa, OK 74103	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000 00
AFProfessionals Eastern OK Chapter P O Box 2974 Tulsa, OK 74101	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
All Souls Unitarian Church 2952 S. Peoria Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	50,000.00
Alzheimer's Association 6465 S. Yale Ave., Suite 206 Tulsa, OK 74136	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500 00
American Diabetes Assn 6600 South Yale Avenue, Suite 1310 Tulsa, OK 74136-3346	Public Charity	Promote and Support Organization's Exempt Purposes	None	500 00
American Heart Association 2227 East Skelly Drive Tulsa, OK 74105-5913	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Arts & Humanities of Tulsa 2210 S Main Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	25,000.00
Child Abuse Network 2829 South Sheridan Tulsa, OK 74129	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500 00
Family & Childrens Services 2325 S Harvard Ave Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,000 00
Junior League of Tulsa, Inc 3633 S Yale Ave Tulsa, OK 74135	Public Charity	Promote and Support Organization's Exempt Purposes	None	500 00
Light Opera of Ok 2210 S Main St. Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	10,600.00
Living Arts of Tulsa 307 E Mathew B. Brady St Tulsa, OK 74120	Public Charity	Promote and Support Organization's Exempt Purposes	None	500.00
MAAA 2018 Baltimore Ave. Kansas City, MO64108	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,000.00
Margaret Hudson	Public	Promote and Support	None	5,000.00

751 W Knoxville St Broken Arrow, OK 74012	Charity	Organization's Exempt Purposes		
Meals on Wheels 12620 East 31st St. Tulsa, OK 74146-2307	Public Charity	Promote and Support Organization's Exempt Purposes	None	250.00
Mental Health Assn in Tulsa 1870 S. Boulder Tulsa, OK 74119	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,600 00
OK Arts Institute 2600 Van Buren, Sutie 2606 Norman, OK 73072	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,500.00
Oklahoma Center for Non profits 1145 S.Utica Avenue, Suite 1100 Tulsa, OK 74104	Public Charity	Promote and Support Organization's Exempt Purposes	None	48,720.00
OSU Foundation 400 S Monroe St Stillwater, OK 74074	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,000 00
Philbrook P O Box 52510 Tulsa, OK 74152-0510	Public Charity	Promote and Support Organization's Exempt Purposes	None	21,100.00
Pink Ribbon PO Box 14026 Tulsa, OK 74159	Public Charity	Promote and Support Organization's Exempt Purposes	None	1,500.00
Price Tower Arts Center P.O. Box 2464 Bartlesville, OK 74005	Public Charity	Promote and Support Organization's Exempt Purposes	None	7,500.00
RSVP 5756 East 31st Street Tulsa, OK 74135	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,000.00
Salvation Army P.O Box 397 Oklahoma City, OK 73119-4410	Public Charity	Promote and Support Organization's Exempt Purposes	None	36,250.00
The Boys & Girls Club of Metro Tulsa 924 South Hudson Avenue Tulsa, OK 74112	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,600.00
The Center for Ind w/ Phys Challenges 815 S Utica Ave Tulsa, OK 74104	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,620.00
The Oklahoma Academy 120 East Sheridan, Suite 200 Oklahoma City, OK 73104-2427	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,000.00
Tube Historical Society 2445 S Peoria Ave, Tulsa, OK 74114	Public Charity	Promote and Support Organization's Exempt Purposes	None	800.00

Tulsa Ballet 4512 S. Peoria Tulsa, OK 74105	Public Charity	Promote and Support Organization's Exempt Purposes	None	29,000.00
Tulsa Community College Foundation 6111 East Skelly Drive, Suite 600 Tulsa, OK 74135-6198	Public Charity	Promote and Support Organization's Exempt Purposes	None	18,020 00
Tulsa Library Trust 400 Civic Center Tulsa, OK 74103-3830	Public Charity	Promote and Support Organization's Exempt Purposes	None	5,120 00
Tulsa Opera 1610 South Boulder Avenue Tulsa, OK 74119-4479	Public Charity	Promote and Support Organization's Exempt Purposes	None	2,750 00
Tulsa Symphony Orch 1145 South Utica, Suite 903 Tulsa, OK 74104-4044	Public Charity	Promote and Support Organization's Exempt Purposes	None	4,000.00
United Way 1430 South Boulder P.O Box 1859 Tulsa, OK 74011-1859	Public Charity	Promote and Support Organization's Exempt Purposes	None	20,000.00
Voices of Oklahoma P.O. Box 722635 Norman, OK 73072	Public Charity	Promote and Support Organization's Exempt Purposes	None	3,000.00
Youth Services of Tulsa 311 South Madison Tulsa, OK 74120	Public Charity	Promote and Support Organization's Exempt Purposes	None	8,700 00
YWCA 1910 S. Lewis Avenue, Suite 200 Tulsa, OK 74104-5708	Public Charity	Promote and Support Organization's Exempt Purposes	None	8,600.00
				350,205.00

THE BARNETT FAMILY FOUNDATION, INC. 73-6295453

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROKERAGE ACCOUNT - SHORT TERM		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,254.	40,645.	0.	0.	7,609.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPPORTUNITY FUND		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	507.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UBS REAL ESTATE OPPORTUNITY FUND		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	5,865.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HI-CRUSH PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	771.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATLAS PIPELINE PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-2.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	16,145.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROKERAGE ACCOUNT - LONG TERM	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,517,616.	1,505,984.	0.	0.	11,632.

THE BARNETT FAMILY FOUNDATION, INC. 73-6295453

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEEKAY LNG PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	603.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATLAS PIPELINE PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-304.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-5,523.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 - ATLAS PIPELINE PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-82.

THE BARNETT FAMILY FOUNDATION, INC. 73-6295453

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 - CRESTWOOD EQUITY PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-7.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 - TEEKAY LNG PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	140.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 - UBS REAL ESTATE OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-1,511.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECTION 1231 - UBS REAL ESTATE OPPORTUNITY FUND	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,621.	0.	0.	0.	47,621.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	83,464.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	270.	270.	
ATLAS PIPELINE PARTNERS LP	766.	766.	
BROKERAGE ACCOUNTS	15.	15.	
TEEKAY LNG PARTNERS LP K-1	967.	967.	
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	1,400.	1,400.	
TOTAL TO PART I, LINE 3	3,418.	3,418.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BROKERAGE ACCOUNTS-UBS	292,479.	0.	292,479.	292,479.	
CAPITAL PRODUCTS PARTNERS LP	12,246.	0.	12,246.	12,246.	
CRESTWOOD EQUITY PARTNERS LP	14.	0.	14.	14.	
NAVIOS MARITIME PARTNERS LP	5,652.	0.	5,652.	5,652.	
TEEKAY LNG PARTNERS LP K-1	684.	0.	684.	684.	
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	58.	0.	58.	58.	
TO PART I, LINE 4	311,133.	0.	311,133.	311,133.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	8,614.	0.	
UBS REAL ESTATE OPPORTUNITY FUND LLC K-1	2,248.	2,248.	
TEEKAY LNG PARTNERS LP K-1	-5,887.	0.	
TEEKAY LNG PARTNERS LP K-1	945.	945.	
CRESTWOOD EQUITY PARTNERS LP	-5,589.	0.	
CRESTWOOD MIDSTREAM PARTNERS LP	-471.	0.	
SUMMIT MIDSTREAM PARTNERS LP	-27.	0.	
ABBEY CAPITAL MULTI-MANAGER FUND LIMITED	-16,013.	-16,013.	
HI-CRUSH PARTNERS LP	568.	0.	
HI-CRUSH PARTNERS LP	-2.	-2.	
ATLAS PIPELINE PARTNERS LP	-21,638.	0.	
ATLAS PIPELINE PARTNERS LP	-2.	-2.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-37,254.	-12,824.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	9,640.	4,820.		4,820.
TO FORM 990-PF, PG 1, LN 16B	9,640.	4,820.		4,820.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	85,710.	85,710.		0.
TO FORM 990-PF, PG 1, LN 16C	85,710.	85,710.		0.

THE BARNETT FAMILY FOUNDATION, INC. 73-6295453

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-FEDERAL	15,479.	0.		0.
TAXES-FOREIGN - UBS REAL ESTATE	160.	160.		0.
TAXES-FOREIGN - TEEKAY LNG PARTNERS LP	31.	31.		0.
TO FORM 990-PF, PG 1, LN 18	15,670.	191.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTEREST-TEEKAY LNG PARTNERS LP	668.	668.		0.
INTEREST-UBS REAL ESTATE OPPORTUNITY K-1	781.	781.		0.
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH K-1'S	14,011.	0.		0.
NONDEDUCTIBLE CONTRIBUTIONS	8,320.	4,160.		0.
UBS REAL ESTATE OPPORTUNITY FUND - PORTFOLIO EXPENSES	6,059.	6,059.		0.
NONDEDUCTIBLE PENALTIES	137.	0.		0.
TO FORM 990-PF, PG 1, LN 23	29,976.	11,668.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	5,948,305.	6,313,835.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,948,305.	6,313,835.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS REAL ESTATE OPPORTUNITY FUND LLC	COST	342,367.	272,558.
NAVIOS MARITIME PARTNERS LP	COST	118,015.	169,824.
CAPITAL PRODUCTS PARTNERS LP	COST	142,895.	261,750.
TEEKAY LNG PARTNERS LP	COST	129,073.	192,195.
TEEKAY OFFSHORE PARTNERS LP	COST	149,350.	198,540.
SUMMIT MIDSTREAM PARTNERS LP	COST	978.	1,173.
ATLAS PIPELINE PARTNERS LP	COST	121,280.	136,695.
INERGY (CRESTWOOD) MIDSTREAM LP	COST	12,943.	66,606.
INERGY (CRESTWOOD) LP	COST	96,598.	85,663.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,113,499.	1,385,004.

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE BARNETT FAMILY FOUNDATION, INC.	73-6295453
	Number, street, and room or suite no. If a P.O box, see instructions 6742 SOUTH EVANSTON	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. TULSA, OK 74136	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HOGANTAYLOR, LLP 2200 S UTICA PL, STE 400 - TULSA, OK 74114-7000
  Telephone No. ▶ 918-745-2333 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ____ , and ending ____ .

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 4,560.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 8,211.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE BARNETT FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 73-6295453
	Number, street, and room or suite no If a P.O box, see instructions. 6742 SOUTH EVANSTON	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions TULSA, OK 74136	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ HOGANTAYLOR, LLP 2200 S UTICA PL, STE 400 - TULSA, OK 74114-7000

Telephone No. ▶ 918-745-2333 Fax No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ________, and ending ________

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS RESPECTFULLY REQUESTED IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 0.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 0.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶