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990-PF

Department of the Treasury

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

_		1 0040 4		^=	1/01			06/20 14
		endar year 2013 or tax year beginning		07	7/01 , 2013	and endi		06/30,2014
	•	of foundation					A Employer Iden	tification number
_		HILL FAMILY FOUNDATION					45-49170	
1	Numbe	er and street (or P O box number if mail is not delivered	I to stre	et address)		Room/suite	B Telephone nun	nber (see instructions)
							(8	300) 839-1754
_1	FOUN	NDATION SOURCE 501 SILVERSIDE	RD			123		
(City or	town, state or province, country, and ZIP or foreign po	stal cod	е				
							C If exemption applipending, check he	lication is
1	WILN	MINGTON, DE 19809-1377					pending, dieck in	
G	Che	ck all that apply Initial return		Initial return	of a former p	ublic char	Ity D 1 Foreign organi	erations check here
		Final return	Γ	Amended ref	•		- D I Toleigh organi	izations meeting the
		Address change		Name change	e			k here and attach
н	Che	ck type of organization X Section 501	c)(3)				· ·	
Г	\neg	ection 4947(a)(1) nonexempt charitable trust		Other taxable pr		tion		tion status was terminated 7(b)(1)(A), check here
Ť				method X C		rual		
•				specify)		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	li e	r is in a 60-month termination (7(b)(1)(B), check here
		▶ \$ 11,573,098. (Part I,	colun	nn (d) must be on	cash basis)			(b)(1)(b), Glock Hold ,
Þ	_	Analysis of Revenue and Expenses (The			00011 200.07			(d) Disbursements
_	arti	total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	•) Revenue and expenses per books	(b) Net inve		(c) Adjusted net income	for charitable purposes (cash basis only)
	1 2	Contributions, gifts, grants, etc. received (attach schedule). Check (X) If the foundation is not required to attach Sch B					. ==.	
		Interest on savings and temporary cash investments		167.		167.	4	
	4	Dividends and interest from securities		205,456.	20	5,456.	•	
		Gross rents						
- 1		Net rental income or (loss)					,_ -	
		Net gain or (loss) from sale of assets not on line 10		111,080.				
Revenue		Gross sales price for all 2.579.990						
8	7	Capital gain net income (from Part IV, line 2) .			11	1,080.		
쮼	. 8	, •				2,000.		
ı	9	Net short-term capital gain						
		Gross sales less returns						
-	h	Less Cost of goods sold					REC	EIVEL OI
		Gross profit or (loss) (attach schedule)					1 115	100
	11	Other income (attach schedule)	-				11	1 1 2015 1651
	12	Total Add lines 1 through 11		316,703.	31	6,703.	YAM 1821	121
_	13	Compensation of officers, directors, trustees, etc		0		, , , , , ,	 0 	
	14	Other employee salaries and wages					1-00	DEN UI
ses	15	Denotes along employee benefits					10	
ens	10	Pension plans, employee benefits						
Ξxp	ıoa	Accounting food (attach ashedula)					 :	
Э.	"	Other professional face (attach actual)	<u> </u>	43,791.		13,791.		
ativ	, c	Outer professional fees (attach schedule). 1.		10,,01.	<u> </u>	, , , ,		
str	17/	Target (attack asked 1)	-	9,491.	 			
Ë	18	raxes (attach schedule) (see instructions)ATCH_2		٠,٠٠١.	 	-		
퉏	19	Depreciation (attach schedule) and depletion.	-					
4	20	Occupancy						
anc	21	ravei, conferences, and meetings						-
Ę.	22	Pension plans, employee benefits Legal fees (attach schedule) Accounting fees (attach schedule) Other professional fees (attach schedule). Taxes (attach schedule) (see instructions)ATCH.2 Depreciation (attach schedule) and depletion. Occupancy Travel, conferences, and meetings Printing and publications Other expenses (attach schedule) ATCH.3 Total operating and administrative expenses. Add lines 13 through 23 Contributions, gifts, grants paid	 	49,863.			···	49,863
atir	23	Other expenses (attach schedule) ATCH .3.		49,003.				49,003
Je C	24	I otal operating and administrative expenses.		103,145.] .	13,791.		40 063
ŏ	1	Add lines 13 through 23		261,500.	 	23, 131.	_	49,863
	1					13 701		261,500
	26	Total expenses and disbursements Add lines 24 and 25	 	364,645.	 	13,791.	·	311,363
	27	Subtract line 26 from line 12		47 040				
	1	Excess of revenue over expenses and disbursements	<u> </u>	-47,942.		72 010	_	
		Net investment income (if negative, enter -0-)	<u> </u>			72,912.		
		Adjusted not income (if negative enter -0-)	1		I .			i

*ATCH 1

	ret II	Ralanca Chasts	Attached schedules and amounts in the	Beginning of year	End	of year
كما	art il	Parance Sheets	description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
T	1	Cash - non-interest-bear	ing			
	2	Savings and temporary	cash investments	498,561.	174,199.	174,199
1	3	Accounts receivable				
			ibtful accounts ▶			
١	4	Pledges receivable				
		Less allowance for dou	ubtful accounts >			
	5				_	
	6		officers, directors, trustees, and other			
			tach schedule) (see instructions)			
1	7		receivable (attach schedule)			
			ubtful accounts ▶			
g	8		se			
ssets	9		deferred charges			
AS	-	•	te government obligations (attach schedule)			
-			e stock (attach schedule) ATCH 4	9,593,141.	9,869,561	. 11,398,899
- 1			e bonds (attach schedule)			
	11 ັ	Investments - Corporate Investments - Iand, building and equipment basis Less accumulated depreci (attach schedule)	Js, •			
	12		e loans			
	13 14	Investments - other (att	ach schedule)			
		Less accumulated depreci	ation			
ļ	15	(attach schedule) Other assets (describe)	>)			-
l	16		completed by all filers - see the			1
			page 1, item I)	10,091,702.	10,043,760	. 11,573,098
7	17		accrued expenses		· · ·	† · · · · · · · · · · · · · · · · · · ·
	18		acorded expenses			1
,	19					†
	20		tors, trustees, and other disqualified persons			1
Liabilities	21	·	otes payable (attach schedule)			1
Ľia	22		be $ ightharpoonup$			1
	22	Other habilities (descrit	/			1
	23		es 17 through 22)	0		o
es		and complete lines	llow SFAS 117, check here . ▶ 24 through 26 and lines 30 and 31.			
alances	24					-
	25					-
핕	26	Permanently restricted				-
Assets or Fund B		Foundations that de check here and cor	o not follow SFAS 117, ▶ X nplete lines 27 through 31.			
S	27	Capital stock, trust pri	ncipal, or current funds			
set	28	Paid-in or capital surplus,	or land, bldg , and equipment fund			
As	29	Retained earnings, accur	nulated income, endowment, or other funds	10,091,702.	10,043,760	
Net	30	Total net assets or fur	nd balances (see instructions)	10,091,702.	10,043,760	<u>.</u>
Z	31	Total liabilities and	d net assets/fund balances (see			
				10,091,702.	10,043,760	
			anges in Net Assets or Fund			
			balances at beginning of year - Part		nust agree with	
			ted on prior year's return)			10,091,702
2			I, line 27a			
						10,043,760
5	De	creases not included	line O (demons) >		-	
			balances at end of year (line 4 minus	s line 5) - Part II, column (b), line 30 6	10,043,760

Part IV. Capital Gains and Losses for Tax on Investment Income

Page 3

A SEE PAR? 1V SCREDULE c d d (e) Gross sales price (f) Depreciation allowed (g) Cost or other basis plus expense of sale (e) gross sales price (f) Depreciation allowed (g) Cost or other basis plus expense of sale (e) plus (f) mrius (g) 8 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (g) FM V as of 12/31/69 (g) Adjusted basis as of 12/31/69 (g) FM V as of 12/31/69 (g) Adjusted basis as of 12/31/69 (g) Cost or other basis (h) Gains (Col (h) gain microid (i), but not less than 40 closes (from col (ii)) 7 See that I line 7 (g) Cost or other basis (h) Gains (Col (h) gain microid (ii), but not less than 40 closes (from col (ii)) 8 Part V 9 Capital gain net income or (net capital loss) (g) Gains (Col (h) gain microid (ii), but not less than 40 closes (from col ((a) List and	describe the kind(s) of property sold (e	e g , real estate,	(b) How acquired P - Purchase	(c) Date acquired	(d) Date sold (mo , day, yr)
(e) Gross sales price (f) Depreciation allowed (or allowable) (g) Cost or other basis (h) Gain or (cess) (d) plus (f) minus (g) a			sns MLC Co)	D - Donation	(mo, day, yr)	(
(e) Gross sales price (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (f) minus (g) a give spense of sale (g) plus (g)	<u> </u>	ULE			<u> </u>	
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Capital gain net income or (net capital loss) Capital gain net income or (net capital loss) Ret short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 Part I, line 8 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) section 4940(d)(2) applies, leave this part blank Vas the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes "Yes," the foundation does not qualify under section 4940(e) Do not complete this part I Enter the appropriate amount in each column for each year, see the instructions before making any entries (a) Base pend years Calendary year (or the year beginning in) Adjusted qualifying distributions Adjusted qualifying distribution Net value of noncharitable-use assets Calendary year (or the year beginning in) 2 0.00 2012 15,172. 5,230,124. 0.00 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 5 15 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,934 5 Multiply line 4 by line 3 5 15 Enter 1% of net investment income (1% of Part I, line 27b) 6 2 7 18		(j) Adjusted basis	(k) Excess of col (ı)	col		
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 If (loss), enter -0- in Part I, line 7 If gain, also enter in Part I, line 7 If gain, also enter in Part I, line 8 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 Capital gain also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 Capital gain also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also enter in Part I, line 7 Capital gain also	3					
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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 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I,						
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 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8. Part V			- /			
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. Part I, line 8. 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) section 4940(d)(2) applies, leave this part blank Vas the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes: "Yes," the foundation does not qualify under section 4940(e) Do not complete this part I Enter the appropriate amount in each column for each year, see the instructions before making any entries (a) Base pendy years (b) Adjusted qualifying distributions Net value of nonchariable-use assets (col (b) divided by col (c) 2012 15,172. 5,230,124. 0.00 2011 2010 2009 2008 2 Total of line 1, column (d) A Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.00 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,934 5 Multiply line 4 by line 3 5 15 6 27 Add lines 5 and 6 7 18				2		111,080.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8. Part I, line 8.	Not short town conital gain	•	• •			111,000.
Part I, line 8 2art V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income 7 optional use by domestic private foundations subject to the section 4940(a) tax on net investment income) 8 section 4940(d)(2) applies, leave this part blank 9 as the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? 9 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) (b) (c) (c) (c) (c) (d) (col (col (col (col (col (col (col (col						
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) section 4940(d)(2) applies, leave this part blank Vas the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? "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) Calendar year (or tax year beginning in) Adjusted qualifying distributions (b) Net value of noncharitable-use assets (co) (co) (b) divided by col (c) 2012 15,172. 5,230,124. 0.06 2010 2009 2008 2 Total of line 1, column (d) 2 0.09 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.00 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,934 Multiply line 4 by line 3 5 15 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6	•		i i			0
For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income) section 4940(d)(2) applies, leave this part blank Vas the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? "Yes," the foundation does not qualify under section 4940(e) Do not complete this part I Enter the appropriate amount in each column for each year, see the instructions before making any entries (a) Base period years (b) Adjusted qualifying distributions (c) Net value of noncharitable-use assets (col (b) divided by col (c. 2012 2012 15,172. 5,230,124. 0.00 2010 2010 2009 2008 2 Total of line 1, column (d) Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.00 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,934 5 Multiply line 4 by line 3 5 15 Enter 1% of net investment income (1% of Part I, line 27b) 7 18			, , , , , , , , , , , , , , , , , , ,	3		
section 4940(d)(2) applies, leave this part blank Vas the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? "Yes," the foundation does not qualify under section 4940(e) Do not complete this part I 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) Adjusted qualifying distributions Net value of noncharitable-use assets (b) Distribution ratio (col (b) divided by col (c) (col (b) divided by col (c) (col (b) divided by col (c) (col (col (col (b) divided by col (c) (col (col (col (col (c) divided by col (c) (col (col (col (col (col (col (col (col						
(a) Base period years Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets (col (b) divided by col (c) (b) divided by col (col (col (col (col (b) divided by col (col (col (col (col (col (col (col				oase perio	od?	Yes X N
Base period years Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets Cool (b) divided by col (c) 2012 15,172 5,230,124 0.00 2010 2010 2009 2008 Total of line 1, column (d) 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 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6 Total of line 1, column (d) 2 0.00 3 0.00 3 0.00 3 0.00 4 10.00 5 0.00 5 0.00 6 0.00 7 0.00 7 0.00 7 0.00 7 0.00	1 Enter the appropriate amo	ount in each column for each year	, see the instructions before making	ig any ent		
2012 15,172. 5,230,124. 0.00 2011 2010 2009 2008 2008 2 Total of line 1, column (d) 2 0.00 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.00 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,934 5 Multiply line 4 by line 3 5 15 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2 7 Add lines 5 and 6 7 18	Base period years	` '			Distribution r	
2010 2009 2008 2 Total of line 1, column (d) 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.0 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10, 934 5 Multiply line 4 by line 3 5 Enter 1% of net investment income (1% of Part I, line 27b) 6 2 7 Add lines 5 and 6 7 18	2012	15,172.	5,230,124.			0.002901
2010 2009 2008 2 Total of line 1, column (d) 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.0 3 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10, 934 5 Multiply line 4 by line 3 5 15 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2 7 Add lines 5 and 6						
2008 2 Total of line 1, column (d) 2 0.00 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.00 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,934 5 Multiply line 4 by line 3 5 15 6 2 7 Add lines 5 and 6						
Total of line 1, column (d) 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 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6 7 18						
Total of line 1, column (d) 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 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6 7 18						
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 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 Multiply line 4 by line 3 Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6 7 18						
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	? Total of line 1, column (d)			2		0.002901
number of years the foundation has been in existence if less than 5 years 3 0.00 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 10,934 Multiply line 4 by line 3 5 15 Enter 1% of net investment income (1% of Part I, line 27b) 6 2 Add lines 5 and 6 7 18	Average distribution ratio	for the 5-year base period - divide	e the total on line 2 by 5, or by the			
5 Multiply line 4 by line 3				. 3	,	0.001451
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2 7 Add lines 5 and 6 7 18	Enter the net value of non	ncharitable-use assets for 2013 fro	om Part X, line 5	4	10,	,934,392.
7 Add lines 5 and 6 7 18	Multiply line 4 by line 3			5		15,866.
	6 Enter 1% of net investme	nt income (1% of Part I, line 27b)		6		2,729.
	7 Add lines 5 and 6					
B Enter qualifying distributions from Part XII, line 4 311 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	B Enter qualifying distribution					18,595.
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 Part VI instructions JSA Form 990	16.1 0 1.1			. 7	404	18,595.

Pari	VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in	ıstru	ctions	s)
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)			
	Domestic foundations that meet the section 4940(e) requirements in Part V, check		2,7	29.
	here 🕨 🗓 and enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 2			
3	Add lines 1 and 2		2,7	29.
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		2,7	29.
6	Credits/Payments			
	2013 estimated tax payments and 2012 overpayment credited to 2013 6a 3,868.			
	Exempt foreign organizations - tax withheld at source			
	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld		2 0	60
7	Total credits and payments Add lines 6a through 6d		3,0	68.
8	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		1 1	39.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Par	t VII-A Statements Regarding Activities			
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate		Yes	No
Ia	or intervene in any political campaign?	1a	103	X
.	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the			
U	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		х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation \blacktriangleright \$ (2) On foundation managers \blacktriangleright \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on			
	foundation managers > \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		Х
	If "Yes," attach a detailed description of the activities			1
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		Х
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		Х
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b_	ļ	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	ļ <u>.</u>	X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			İ
	By language in the governing instrument, or		1	ļ
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict		v	
	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		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	DE,			
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)	8ь	x	
	of each state as required by General Instruction G? If "No," attach explanation	J.	 ``	
9	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
40	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and	<u> </u>		
10	addresses	10		Х
		<u>. </u>	00 DE	

Pai	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			
	neaning 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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		Х	
	Vebsite address ► N/A			
14	The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-	1754	1	
	ocated at ▶501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-13	77_		
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority	1	Yes	No
	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			
	he foreign country			
Pa	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? Yes X No	ļ		
	2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			l
	disqualified person? Yes X No			l
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No	1		l
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			ļ
	(5) Transfer any income or assets to a disqualified person (or make any of either available for	i		
	the benefit or use of a disqualified person)?			
	(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)			1
ı	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			1
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		ł
	Organizations relying on a current notice regarding disaster assistance check here			
	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that	ĺ		l
	were not corrected before the first day of the tax year beginning in 2013?	1c		Х
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))			
	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and			İ
	6e, Part XIII) for tax year(s) beginning before 2013?			
	If "Yes," list the years			
	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	1		
	all years listed, answer "No" and attach statement - see instructions)	2b		
	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	>	l		
3	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
	at any time during the year?			
	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or		i	
	disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the			
	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of			
	the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			
	foundation had excess business holdings in 2013)	3b		
4	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		Х
	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	L	Х

Pai	t VII-B	Statements Regarding Activities fo	r Which Form 47	720 May Be Requi	red (continued)			
5a	During t	he year did the foundation pay or incur any amour	nt to					
	(1) Cari	ry on propaganda, or otherwise attempt to influen	ce legislation (section	4945(e))?	Yes X No	o		
	(2) Influ	ience the outcome of any specific public elec	ction (see section 4	955), or to carry on),			
	•	ctly or indirectly, any voter registration drive?						
		vide a grant to an individual for travel, study, or oth						
					·	,		
		nde a grant to an organization other than a	_					
		ion 509(a)(1), (2), or (3), or section 4940(d)(2)? (s				٥		
	(5) Prov	vide for any purpose other than religious, cha	aritable, scientific, l	iterary, or educationa	1 1 1 1			
		poses, or for the prevention of cruelty to children or				- 1		
b	If any	answer is "Yes" to 5a(1)-(5), did any of the	transactions fail to	qualify under the ex	xceptions described in	n		
	Regulat	ons section 53 4945 or in a current notice regardi	ng disaster assistanc	e (see instructions)?		5b		
	Organiz	ations relying on a current notice regarding disasti	er assistance check h	ere		. []		
С	If the a	answer is "Yes" to question 5a(4), does the f	oundation claim ex	emption from the ta	X			
_		e it maintained expenditure responsibility for the gr		-		,		
		' attach the statement required by Regulations sect				"		
٥.				- th	_			
ьа		foundation, during the year, receive any fund	· · · · · · · · · · · · · · · · · · ·				1	
		sonal benefit contract?				٥		
b	Did the	foundation, during the year, pay premiums, direc	tly or indirectly, on a p	personal benefit contrac	^{;†?}	. <u>6b</u>	 	X
	If "Yes"	to 6b, file Form 8870						
7 a	At any t	ime during the tax year, was the foundation a pai	ty to a prohibited tax	shelter transaction? .	Yes X N	0]	
b	If "Yes,	did the foundation receive any proceeds or have						
Pa	rt VIII	Information About Officers, Directors	, Trustees, Foun	dation Managers,	Highly Paid Empl	oyees,		
_	l iet all	and Contractors officers, directors, trustees, foundation n	anagers and their	compensation (see	instructions)			
<u> </u>	Liotun		(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Expen	se accor	ınt
		(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	employee benefit plans and deferred compensation	other al	lowance	s
				_				
ATO	CH 5			0	·			0
								_
	-							
_	0	ensation of five highest-paid employees	/	a included on lin	. 4	iona) If w		
2	"NONE		(other than thos	se included on lin	e 1 - see instruct	ions). If n	one,	enter
			(b) Title, and average		(d) Contributions to	T		
(a) Name a	nd address of each employee paid more than \$50,000	hours per week	(c) Compensation	employee benefit plans and deferred	(e) Expen	se accou Iowance	unt, es
			devoted to position		compensation			
	-							
	NONE							
						,		
								
_	_1		l	l		 		
rot	ai numb	er of other employees paid over \$50,000 .	<u> </u>	· · · · · · · · · · · · · · · · · · ·	<u></u>	1	0 PF	
						Form 99	ひ-ピト	(2013)

	BARNHILL FAMILY FOUNDATION	45-4	917069
orm 990-PF (- III II 5 11 5 11 5 11 1	Page 7
Part VIII	Information About Officers, Directors, Trustees, Foundation Ma and Contractors (continued)	nagers, Highly Paid Emplo	yees,
3 Five h	nighest-paid independent contractors for professional services (see ins	tructions). If none, enter "NONE	."
<u>`</u>	(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ONE			
		<u> </u>	
-			
tal numb	er of others receiving over \$50,000 for professional services		· <u> </u>
Part IX-A			· · · · · ·
List the four organization:	dation's four largest direct charitable activities during the tax year. Include relevant statisticals and other beneficiaries served, conferences convened, research papers produced, etc.	I information such as the number of	Expenses
1 N/A			
2			
3			
		·	
*			
Part IX-B	Summary of Program-Related Investments (see instructions)		1
	e two largest program-related investments made by the foundation during the tax year on lines 1	and 2	Amount
1 NONE		•	
	-		1

Five highest-paid independent contractors for professional services (see instruc		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DNE	i	
		·
tal number of others receiving over \$50,000 for professional services	<u> ▶ </u>	<u>-</u>
art IX-A Summary of Direct Charitable Activities		
		<u> </u>
ist the foundation's four largest direct charitable activities during the tax year. Include relevant statistical inforganizations and other beneficiaries served, conferences convened, research papers produced, etc.	ormation such as the number of	Expenses
		•
} 		
} 		
	.	
· · · · · · · · · · · · · · · · · · ·		
art IX-B Summary of Program-Related Investments (see instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and	2	Amount
1 NONE		
2 		
All other program-related investments. See instructions		
		}
3 _ NONE		
3 NONE		

Page 8

Part	Minimum Investment Return (All domestic foundations must complete this part. Foreignsee instructions)	gn founda	itions,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes		
а	Average monthly fair market value of securities	1a	10,611,286.
b	Average of monthly cash balances	1b	489,620.
С	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and	1d	11,100,906.
е			
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see	3	11,100,906.
4			
_	Instructions) Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	4	166,514.
5		5	10,934,392.
6	Minimum investment return. Enter 5% of line 5	6	546,720.
Par	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foun and certain foreign organizations check here ► and do not complete this part)	dations	
1	Minimum investment return from Part X, line 6	1	546,720.
2 a	Tax on investment income for 2013 from Part VI, line 5 2a 2,729.		
b	Income tax for 2013 (This does not include the tax from Part VI)		
С	Add lines 2a and 2b	2c	2,729.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	543,991.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	543,991.
6	Deduction from distributable amount (see instructions) Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		
	line 1	7	543,991.
Par	Qualifying Distributions (see instructions)	_	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	311,363.
b	Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,	1b	
2			
	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
а	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	311,363.
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	2,729.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	308,634.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when c qualifies for the section 4940(e) reduction of tax in those years	alculating	whether the foundation

Form **990-PF** (2013)

BARNHILL FAMILY FOUNDATION

Form 990-PF (2013) Page 9 Part XIII. Undistributed Income (see instructions) (a) (b) (c) 2012 Corpus Years prior to 2012 2013 Distributable amount for 2013 from Part XI, 543,991. Undistributed income, if any, as of the end of 2013 a Enter amount for 2012 only 184,888. Total for prior years 20_11_,20_10_,20_09 Excess distributions carryover, if any, to 2013 a From 2008 b From 2009 c From 2010 **d** From 2011 From 2012 f Total of lines 3a through e Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 311,363. 184,888. a Applied to 2012, but not more than line 2a Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) 126,475. d Applied to 2013 distributable amount Remaining amount distributed out of corpus . . Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) Enter the net total of each column as indicated below: Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b 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
Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 417,516. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9 a Excess from 2009 . . . b Excess from 2010 . . . c Excess from 2011 . . .

Form 990-PF (2013)

d Excess from 2012 . . . e Excess from 2013 . . .

Pa	rt XIV Private Ope	erating Foundations	(see instructions ar	nd Part VII-A, questic	on 9)	NOT APPLICABLE
1 a	If the foundation has a foundation, and the ruling	received a ruling or de	etermination letter that	it is a private opera	iting	
b	Check box to indicate wh				► L 4942(j)(3) or 4942(j)(5)
	Enter the lesser of the ad-	Tax year	F	Prior 3 years		
Za	justed net income from Part	(a) 2013	(b) 2012	(c) 2011	(d) 2010	e) Total
	I or the minimum investment return from Part X for each					
	year listed					
b	85% of line 2a					
С	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					
е	Qualifying distributions made					
	directly for active conduct of exempt activities. Subtract line					
3	2d from line 2c Complete 3a, b, or c for the		:			
_	alternative test relied upon					
а	"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 invest-					
	ment return shown in Part X,					
С	"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)					
	public and 5 or more exempt organizations as					
	provided in section 4942 (j)(3)(B)(iii)					
	(3) Largest amount of sup-					
	port from an exempt organization	<u></u>				
D.	(4) Gross investment income . Int XV Supplement	ntany Information (Complete this part	only if the found	lation had \$5 000	or more in assets
Г		e during the year -s		comy ir the lound	iation nau \$5,000	or more in assets
1	Information Regardin	g Foundation Manage	rs:			
а	List any managers of	the foundation who l y tax year (but only if th	have contributed mor	e than 2% of the tota	al contributions recei	ved by the foundation
		_	ley have contributed i	nore than \$5,000) (S	ee section 507 (u)(2))	
<u> </u>	ATTACHME List any managers of		own 10% or more o	f the stock of a corr	oration (or an equal	ly large portion of the
_		rship or other entity) of				y large portion of the
_	N/A	0.1.1.1.1	Oife I Cabalasal			
2	Information Regardin	•				
						and does not accept or organizations under
		plete items 2a, b, c, an		(,	or organizations and
	The name, address, a	and telephone number	or e-mail address of	the person to whom ap	plications should be ac	ddressed
	ATCH 7	-t	L 44 - 4 4 £ 4		abada salada	
t	The form in which app	nications should be su	omitted and information	on and materials they	snoula incluae	
	SEE LINE 27	A				
_	: Any submission dead	· · · · · · · · · · · · · · · · · · ·				
_	SEE LINE 2		auch oo by so	anhuad areas shows	blo foldo trado -f	tookitiikanath
•	Any restrictions or I factors	inntations on awards	, such as by geogra	apnicai areas, charita	ible Helas, Kinas Of	msulutions, of other
	SEE LINE 2	A				

	990-PF (2013)				Page 11
Pa	rt XV	Supplementary Information	n (continued)			
3_	Gran	s and Contributions Paid D	uring the Year or Appl	roved for F	uture Payment	
	Mama	Recipient and address (home or business)	show any relationship to any foundation manager	status of	Purpose of grant or contribution	Amount
	Name Paid d	unng the year	or substantial contributor	recipient		
a	r alu u	uning the year				
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			ii			
	T-4-1				▶ 3a	261,500.
_		oved for future payment	<u> </u>			201,300.
'	Appro	oved for fature payment				
_						
	Total				▶ 3b	I

iter gross	amounts unless otherwise indicated	Unrela	ated business income	Excluded by	section 512, 513, or 514	(e)
Program	service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
						(OGO IIIOGI GOGOTIO)
_						
	-					
f						
g Fees a	and contracts from government agencies				<u> </u>	
Members	ship dues and assessments					
Interest o	n savings and temporary cash investments			14	167.	
Dividend	s and interest from securities			14	205,456.	
	al income or (loss) from real estate					
	financed property					
	lebt-financed property					
	I income or (loss) from personal property .					
Other in	vestment income					
Gain or (le	oss) from sales of assets other than inventory			18	111,080.	
Net inco	me or (loss) from special events	-				
Gross pr	rofit or (loss) from sales of inventory					
Other rev	venue a					
b						
				1.		
d						
е	ı				,	·
					1 246 200 1	
	Add columns (b), (d), and (e)				316,703.	216 706
Total. Ad ee worksh	dd line 12, columns (b), (d), and (e) neet in line 13 instructions to verify calc	:ulations)			13	316,703
Total. Acee workshart XVI- Ine No	dd line 12, columns (b), (d), and (e) neet in line 13 instructions to verify calc B Relationship of Activities Explain below how each activities	culations) s to the Ac	complishment of E	xempt Purp	ooses e) of Part XVI-A contribu	ited importantly to t
Total. Adee worksh	dd line 12, columns (b), (d), and (e) neet in line 13 instructions to verify calc Relationship of Activities	culations) s to the Ac	complishment of E	xempt Purp	ooses e) of Part XVI-A contribu	ited importantly to t
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Total. Acee workshart XVI- ine No	dd line 12, columns (b), (d), and (e) neet in line 13 instructions to verify calc B Relationship of Activities Explain below how each activities	culations) s to the Ac	complishment of E	xempt Purp	ooses e) of Part XVI-A contribu	ited importantly to
Total. Acee workshart XVI-	dd line 12, columns (b), (d), and (e) neet in line 13 instructions to verify calc B Relationship of Activities Explain below how each activities	culations) s to the Ac	complishment of E	xempt Purp	ooses e) of Part XVI-A contribu	uted importantly to t

Form 990	-PF (201	3)	BAKNHILL	FAMILY FOUN	DATION		45-49	17069	Pa	age 13
Part >	(VII	Information Re Exempt Organ		ansfers To and	l Transactio	ons ar	nd Relationships With No	nchari	itable	
1 D	d the	organization direct	ly or indirectly	engage in any of	the following	with a	any other organization describe	d	Yes	No
	sectio ganiza		de (other than	section 501(c)(3)	organizations) or in	section 527, relating to political	ıl		
	_	s from the reportin	a foundation to	a nanaharitahla s	womat araan	action o	\ 6			
			-					4 - (4)		v
							• • • • • • • • • • • • • • • • • • • •			X
			• • • • • • • •		• • • • • • •			. 1a(2)	├ -	
		insactions								v
(1	Sales	s or assets to a no	ncharitable exer	npt organization	• • • • • •			. 1b(1)		X
(2) Purci	nases or assets tro	m a noncharita	ible exempt organi:	zation			1b(2)	-	X
(3) Rent	al of facilities, equi	pment, or other	assets				. 1b(3)	1	X
(4) Reim	bursement arrange	ements					. 1b(4)		X
(5) Loan	s or loan guarantee	}s					. 1b(5)		X
									ļ	X
									į .	X
							Column (b) should always sh			
							If the foundation received le			
	T				1		e of the goods, other assets, o			
(a) Line		(b) Amount involved	(c) Name of r	oncharitable exempt o	rganization		escription of transfers, transactions, and s	hanng arra	angeme	nts
		N/A				N/A				
						•				
	Ì				ì				_	
d	escribe	•) of the Code (o	•			ore tax-exempt organizations on 527?	Y	es X	No
		(a) Name of organization		(b) Type o	f organization		(c) Description of relat	onship		
				.,				-		
	Under p	penalties of penjury, I declaration of	are that I have examing the preparer (other that)	ined this return, including axpayer) is based on all inf	g accompanying sch formation of which p	nedules an reparer has	nd statements, and to the best of my know is any knowledge	ledge and	belief, it	is true,
Sign		Kal at 5	R_{α} $U_{\alpha}^{*}(I)$	1 110	3/1/	D	focidont	IRS discus		retum
Here		10001 C.	- Novinces	7/2	-2//5 1			preparer		below
	Signa	ture of officer or trustee		Date		Title	(see instrui	tions)? __X	Yes	No
	<u> </u>	Desat/Tona a service of								
Paid		Print/Type preparer's na		Preparer's signati			Date Check			
Prepa	LEOF E	JEFFREY D HAS		JEFFREY D	HASKELL		04/22/2015 self-employed		4577	0
L IChg	11 C	Firm's name FC	NOTTADRUC	OURCE			Firm's EIN ► 51 (139834	7	

11042

Phone no

Use Only Firm's address ▶ ONE HOLLOW LN, STE 212

LAKE SUCCESS,

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

NET INVESTMENT INCOME	43,791.	43,791.
REVENUE AND EXPENSES PER BOOKS	43,791.	43,791.
DESCRIPTION	INVESTMENT MANAGEMENT SERVICES	TOTALS

ATTACHMENT 2

FORM 990PF, PART I - TAXES

REVENUE
AND
EXPENSES
PER BOOKS

990-PF ESTIMATED TAX FOR 2014
990-PF EXTENSION FOR 2013

3,100.
6,391.

ATTACHMENT 3

- OTHER EXPENSES PART I FORM 990PF,

REVENUE	AND	EXPENSES	PER BOOKS	49,813.	50.
					FEES
				FEES	FILING
			DESCRIPTION	ADMINISTRATIVE	STATE OR LOCAL

CHARITABLE PURPOSES 49,813.

49,863.

49,863.

TOTALS

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

TOTALS

11,398,899.

9,869,561.

ENDING <u>FMV</u>	5,03	0,32	12, 11 79, 84	40,85 99,09 96,89	71,87	1,955,532. 654,574. 185,569.
ENDING BOOK VALUE	3,41 5,77 8,94	63,64 05,47	40,50 73,41	42,56 88,87 51,50	63,8 15,7 04.2	19 03 34

BARNHILL FAMILY FOUNDATION 45-4917069
FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Date Date sold Description *Kind of Property acquired Gross sale Depreciation allowed/ Cost or other FMV Adj basis as of Excess of Gain price less expenses of sale FMV over adj basis as of or allowable 12/31/69 12/31/69 (loss) basis PUBLICLY-TRADED SECURITIES 2,579,990. 2,468,910. 111,080. 111,080. TOTAL GAIN(LOSS)

ATTACHMENT 5

FORM 990PE, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

AUSTIN BARNHILL LEIGH EDWARDS PENNY BARNHILL ROBERT BARNHILL III ROBERT E BARNHILL JR

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WWW.FSREQUESTS.COM/BARNHILL

ATTACHMENT R

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	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALEXANDER YOUTH NETWORK	N/A	GENERAL & UNRESTRICTED	1,000.
6220 THERMAL RD	PC		
CHARLOTTE, NC 28211			
BOYS & GIRLS CLUBS OF NASH EDGECOMBE COUNTIES INC	N/A	KYOL G ALLEN-GAILLIARD SCHOLARSHIP FUND	10,000
PO BOX 1622	P.C.		
ROCKY MOUNT, NC 27802			
BOYS & GIRLS CLUBS OF NASH EDGECOMBE COUNTIES INC	N/A	MEMBERSHIP SCHOLARSHIPS FOR DISADVANTAGED YOUTH	25,000
PO BOX 1622	PC	IN EDGECOMBE COUNTY AND OPERATIONAL SUPPORT OF	
ROCKY MOUNT, NC 27802		THE ORGANIZATION'S CHARACTER AND LEADERSHIP	
		PROGRAMS	
BOYS CLUB OF WAKE COUNTY INC	N/A	POSITIVE PLACE FOR KIDS CAMPAIGN AND BE THE ONE	20,000.
701 N RALEIGH BLVD	PC	CAMPAIGN	
RALEIGH, NC 27610			
BOYS CLUB OF WAKE COUNTY INC	N/A	ANNUAL CAMPAIGN	2,500.
701 N RALEIGH BLVD	PC		
RALEIGH, NC 27610			
C. B. MARTIN MIDDLE SCHOOL	N/A	PBIS PROGRAM	1,000.
400 E. JOHNSTON ST	PC		
TARBORO, NC 27886			

ATTACHMENT 8 (CONT.D)

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	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOWN EAST PARTNERSHIP FOR CHILDREN PO BOX 1245	N/A PC	GENERAL & UNRESTRICTED	5,000
ROCKY MOUNT, NC 27802 FREEDOM SCHOOL PARTNERS INC PO BOX 37363	N/A PC	SUMMER PROGRAM SCHOLARSHIP	4,000.
CHARLOTTE, NC 28237 HILL CENTER INC 3200 PICKETT RD	N/A PC	OFFERING TEACHING METHOD IN EDGECOMBE COUNTY	20,000.
DURHAM, NC 27705 JDRF INTERNATIONAL 26 BROADWAY, 14TH FL	N/A PC	RESEARCH GRANT IN HONOR OF CITLAL! AND FERNANDO	10,000.
NEW YORK, NY 10004 JDRE INTERNATIONAL - GREATER WESTERN CAROLINAS CHA 205 REGENCY EXECUTIVE PARK DR STE 102	N/A PC	GENERAL & UNRESTRICTED	30,000
CHARLOTTE, NC 28217 MARBLES KIDS MUSEUM 201 E HARGETT ST RALEIGH, NC 27601	N/A PC	GENERAL & UNRESTRICTED	7,500.

ATTACHMENT 8 (CONT'D)

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	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		
	AND		
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEDICAL FOUNDATION OF NORTH CAROLINA INC	N/A	GENERAL & UNRESTRICTED	10,000.
880 MARTIN LUTHER KING JR BLVD	2		
CHAPEL HILL, NC 27514			
NORTH CAROLINA COMMUNITY FOUNDATION INC	N/P	JAMES BAILEY SWERTFEGER FUND	10,000
4601 SIX FORKS RD STE 524	PC		
RALEIGH, NC 27609			
NORTH CAROLINA COMMUNITY FOUNDATION INC	N/A	OPERATING ENDOWMENT FUND	5,000
4601 SIX FORKS RD STE 524	7.2		
RALEIGH, NC 27609			
NORTH CAROLINA WILDLIFE RESOURCES COMMISSION	N/A	TRACKCHAIR PURCHASE PROJECT	10,500.
1702 MAIL SERVICE CENTER	PC		
RALEIGH, NC 27699			
TARBORO COMMUNITY OUTREACH INC	N/A	ENDOMMENT INITIATIVE	10,000
PO BOX 445	PC		
TARBORO, NC 27886			
TEACH FOR AMERICA INC	N/A	TEACHERS IN EDGECOMBE & NASH COUNTIES INITIATIVE	50,000
324 BLACKWELL ST STE 1160	PC		
DURHAM, NC 27701			

YEAR
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DURING
ONS PAID
CONTRIBUTI
AND
GRANTS
XX
PART
990PE
FORM

TOTAL CONTRIBUTIONS PAID

261,500