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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	6,544	960	960
	2	Savings and temporary cash investments	35,620	13,347	13,347
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	760,016	763,768	862,778
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	802,180	778,075	877,085
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	36,923	5,646	
	23	Total liabilities (add lines 17 through 22)	36,923	5,646	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,051	7,051	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	758,206	765,378	
	30	Total net assets or fund balances (see page 17 of the instructions)	765,257	772,429	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	802,180	778,075	

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	765,257
2	Enter amount from Part I, line 27a	2	7,172
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	772,429
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	772,429

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	WADDELL REED REALIZED GAIN/LOSS	P		
b	WADDELL REED REALIZED GAIN/LOSS	P		
c	MERRILL LYNCH REALIZED GAIN/LOSS	P		
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 82,947		83,226	-279
b 174,103		161,220	12,883
c 46,704		37,780	8,924
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-279
b			12,883
c			8,924
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	21,528
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-279

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	24,653	738,750	0 033371
2011	26,185	719,050	0 036416
2010	23,161	699,350	0 033118
2009	22,278	689,500	0 032310
2008	41,155	689,500	0 059688

2	Total of line 1, column (d).	2	0 194903
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 038981
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	738,750
5	Multiply line 4 by line 3.	5	28,797
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	413
7	Add lines 5 and 6.	7	29,210
8	Enter qualifying distributions from Part XII, line 4. 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	8	33,657

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	413
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	413
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	413
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	0
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	413
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ 0. (2) On foundation managers ☐ \$ _____ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO _____			
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? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		No
Website address N/A				
14	The books are in care of DOUGLAS A BARNES Telephone no (303) 290-9001 Located at 5192 S QUINTERO STREET AURORA CO ZIP+4 80015			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).		Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here.				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?		Yes	No
If "Yes," list the years 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOUGLAS A BARNES	PRES /DIR	0	0	0
5192 SOUTH QUINTERO AURORA, CO 80015	0 00			
KARLA A BARNES	V P /DIR	0	0	0
5192 SOUTH QUINTERO AURORA, CO 80015	0 00			
VIOLA BARNES	SEC/TREAS/DIR	0	0	0
5192 SOUTH QUINTERO AURORA, CO 80015	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	620,000
b	Average of monthly cash balances.	1b	130,000
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	750,000
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	750,000
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	11,250
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	738,750
6	Minimum investment return. Enter 5% of line 5.	6	36,938

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	36,938
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	413
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	413
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	36,525
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	36,525
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	36,525

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	33,657
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	33,657
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	413
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	33,244
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				36,525
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			10,210	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 33,657				
a Applied to 2012, but not more than line 2a			10,210	
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.				23,447
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				13,078
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

DOUGLAS A BARNES
5192 Q QUINTERO ST
AURORA, CO 80015
(303) 290-9001

b

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

WRITTEN, NO TELEPHONE APPLICATIONS

c

Any submission deadlines

JUNE 30

d

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

AWARD RESTRICTED ONLY FOR PROGRAMS FOR THE ELIMINATION OF DEATH FROM MALNUTRITION AND HUNGER AND CHILD ABUSE PREVENTION PROGRAMS

Form 990-PF (2013)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Form **990-PF** (2013)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2015-01-12

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 GREGORY A TRUITT CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00160357	
Firm's name	HOLM RYAN TRUITT HALL LLC CPA'S			Firm's EIN	20-0159856
Firm's address	3300 SOUTH PARKER ROAD SUITE 300 AURORA, CO 800143521			Phone no	(303) 337-4123

Form 990-PF (2013)

TY 2013 Accounting Fees Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	520	0	0	0

TY 2013 Investments - Other Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERRILL LYNCH INVESTMENTS	AT COST	425,292	492,255
WADDELL&REED INVESTMENTS	AT COST	338,476	370,523

TY 2013 Other Liabilities Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Description	Beginning of Year - Book Value	End of Year - Book Value
ADJUST INVESTMENT A/C'S-COST	36,923	5,646

TY 2013 Other Professional Fees Schedule**Name:** BARNES FAMILY FOUNDATION**EIN:** 74-2422306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADV FEES-ML	6,013	6,013	0	0
INVESTMENT ADV FEES-W&R	4,560	4,560	0	0

TY 2013 Substantial Contributors Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Name	Address
DOUGLAS A BARNES	5192 SOUTH QUINTERO ST AURORA, CO 80015

TY 2013 Taxes Schedule

Name: BARNES FAMILY FOUNDATION

EIN: 74-2422306

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX - FORM 990PF	581	581	0	0

TY 2013 IRS Payment**Name:** BARNES FAMILY FOUNDATION**EIN:** 74-2422306**Routing Transit Number:****Bank Account Number:****Type of Account:** Checking**Payment Amount in Dollars and** 413**Cents:****Requested Payment Date:** 2015-01-12**Taxpayer's Daytime Phone** (303) 290-9001
Number:

Part XV Supplementary Information

Recipient Name and Address (home or business)	If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contribution	Purpose of Grant or Contribution		Amount
		Foundation Status of Recipient	Purpose of Grant or Contribution	
9 Health Fair 1139 Delaware Street Denver, CO 80204	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$25.00
AmeriCares 161 Cherry St. New Canaan, CT 06840-4831	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
American Bible Study 1865 Broadway New York, NY 10023-7505	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
American Leprosy Mission 120 Broadus Ave Greenville, Space Center - 29601	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$2,000.00
American Liver Foundation 39 Broadway Floor 27 New York, NY 10006-3054	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
American Red Cross 2025 E. Street Washington, DC 20006	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Avon Foundation 1345 Avenue of the Americas New York, NY 10105-0196	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
America's Prayer Network 17648 Passing Road Milford, VA 22546	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
CARE P.O. Box 7039 Merrifield VA 22116-9753	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Children's Inc. 4205 Dover Road Richmond, VA 23220	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$554.00
Christian Family Alliance P.O. Box 13528 Denver, CO 80201	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Christian Voice - National Organization of Christians P. O. Box 224 Riverdale, MO 20738	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Citizens United Foundation 1006 Pennsylvania Ave. SE Washington, DC 20003	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Collegiate Network 3901 Centerville Road Wilmington, DE 19807-1938	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Colorado Public Radio 7409 South Alton Court Centennial, CO 80112	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Colorado Public Television 2900 Welton Street 1st Floor Denver, CO 80205	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$590 00
Declaration Alliance Healthcar P.O. Box 131728 Houston TX 77219-1728	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Denver Rescue Mission PO BOX 5206 Denver, CO	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$182.80

BARNES FAMILY FOUNDATION TIN 74-2422306		FORM 990-PF - 2013		
Part XV Supplementary Information				
Recipient	If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contribution			Amount
Name and Address (home or business)		Foundation Status of Recipient	Purpose of Grant or Contribution	
Disabled Veterans National Foundation 1020 19th St NW Suite 475 Washington, DC 20036	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Doctor's Without Borders 333 7th Avenue New York, NY 10001-5004	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$600.00
Faith and Action 109 Second Street NE Washington, DC 20002	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Feed the Children P. O. BOX 36 Oklahoma City, OK 73101	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Feeding America 35 E. Wacker Drive, Suite 2000 Chicago, IL 60601-2200	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Fellowship Community Church 6263 S. Parker Road Aurora, CO 80016	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Focus on the Family 725 W. Duarte Road, Ste 302 Arcadia,CA91006	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$500.00
Freedom Works 400 North Capitol Street , NW Suite 765 Washington , DC 20001	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
The Fund for American Studies 1030 15th St. NW, #700 Washington DC, 20005	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Goldwater Institute 500 E. Coronado Road Phoenix, AZ 85004	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Goodwill Industries of Denver 3003 Arapahoe St. Denver, CO 80205	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Guideposts 16 E 34st. New York, NY 10016	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Habitat for Humanity International 270 Peachtree St NW Suite 1300 Atlanta, GA 30303	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Increase USA 9422 Pikes Peak Way Parker, CO 80138	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Judical Watch 501 School Street, SW, STE 700 Washington, DC 20024	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
K-Love Radio P O Box 2098 Omaha, NE 68103-2098	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$200.00
Leadership Institute 1101 North Highland Street Arlington, VA 22201	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	

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Recipient	If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contribution			Amount
Name and Address (home or business)		Foundation Status of Recipient	Purpose of Grant or Contribution	
The Leukemia and Lymphona Society 1311 Mamaroneck Avenue, Suite 310 White Plains, NY 10605	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Liberty Legal Institute 2000 M Street NW, Suite 400 Washington, DC 20036	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Marilyn Hickey Ministries 8081 E. Orchard Road Greenwood Village, CO 80111	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$300.00
Mary's Place 6 Poquonock Avenue Windsor, CT	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$500.00
Medhot - Church Planting and Development Egypt 31 River Road Drive E Mayflower, AR 72016-8409	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$900.00
Mission Aviation Fellowship 112 N. Pilatus Lane Nampa, ID 83687	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Missions Ministries 7501 Village Square Dr. #205 Castle Rock, CO 80108	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Mouth and Foot Painting Artists P.O. Box 753 Isando, Australia 1600	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$21.75
National Law Enforcement P.O. Box 3342, Church Street Station New York, NY 10008-3342	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
National Legal and Policy Cent 107 Park Washington Court Fall Church, Virginia 22046	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
The Navigators P.O. Box 6000 Colorado Springs, CO 80934	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$600.00
Open Doors 2828 North 23rd Street East Omaha, NE 68110	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Orchard Road 8081 E. Orchard Road Greenwood Village, CO 80111	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$2,175.00
Paralyzed Veterans of America 801 Eighteenth Street, NW Washington, DC 20006-3517	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Prison Fellowship 44180 Riverside Parkway Lansdowne, VA 20176	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Red Rocks Church 18301 W. Colfax Avenue Golden, CO 80401	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$100.00
Rocky Mountain Family Council 8704 Yates Dr., Suite 205 Westminster, CO 80031	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Rocky Mountain PBS 1089 Bannock Street, Denver, CO 80204	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$360.00
Ronald McDonald House Charities One Kroc Drive Oak Brook, IL 60523	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	

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Recipient Name and Address (home or business)	If recipient is an Individual, show any Relationship to any Foundation manager or Substantial Contribution	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Salesan Missions 2 Lefevre Lane New Rochelle, NY 10801-5710	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Seniors Inc. 8950 E. Lowry Blvd. Denver, CO 80230	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Southwest Radio Ministries P.o. Box 100 Bethany, OK 73008	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Sox Place 2017 Larimer St. Denver, Co 80205	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
St. Joesph's Indian School 1301 N. Main Street Chamberlain, SD 57325	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
St. Jude's Children's Research Hospital 262 Danny Thomas Place Memphis, TN 38105	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
St. Jude Hospital 332 N. Lauderdale Memphis, TN 38105	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
St. Labre Indian School 1000 Tongue River Road Ashland, MT 59003	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
State Policy Network 1655 North Fort Myer Drive, Suite 360 Arlington, VA 22209	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
The Vision Charitable Trust 1100 Town Country Road Orange, CA 92868	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$250.00
United Service Organization Inc. P. O. Box 96860 Washington, DC 20077-7677	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$50.00
Unity School of Christianty 1901 NW Blue Parkway Unity Village, MO 64065-0001	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$650.00
World Vision P.O. Box 1131 Pasadena, CA 91131	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$1,348.00
Wright Paleohyarological 1440 High Street Boulder, CO 80304	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Youth for Christ P.O. Box 4478 Englewood, CO 80155	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	
Youth for Christ Int'l P.O. Box 4555 Englewood, CO 80156	N/A	Public	Cont. - Unrestricted to Support Org. Purpose	\$21,050.00
TOTAL				\$33,656.55