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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

BARNEY FAMILY FOUNDATION
C/O HARRISON & HELD, LLP

A Employer identification number

36-7195126

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

Room/suite

ROBERT T. NAPIER, 333 W. WACKER DRIVE

1700

B Telephone number

312-332-1111

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

CHICAGO, IL 60606

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify)

(from Part II, col. (c), line 16)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 36,634,855. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		3,648.	589.		STATEMENT 1
4 Dividends and interest from securities		634,247.	626,568.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,234,961.			
b Gross sales price for all assets on line 6a		14,360,606.			
7 Capital gain net income (from Part IV, line 2)			1,234,961.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		179,671.	122.		STATEMENT 3
12 Total. Add lines 1 through 11		2,052,527.	1,862,240.		
13 Compensation of officers, directors, trustees, etc.		250,000.	175,000.		75,000.
14 Other employee salaries and wages		58,662.	41,063.		17,599.
15 Pension plans, employee benefits		1,830.	1,281.		549.
16a Legal fees STMT 4		1,804.	1,804.		0.
b Accounting fees STMT 5		21,995.	21,995.		0.
c Other professional fees STMT 6		25,802.	25,802.		0.
17 Interest					
18 Taxes STMT 7		40,927.	34,115.		6,812.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,488.	2,488.		0.
22 Printing and publications					
23 Other expenses STMT 8		44,286.	32,650.		11,636.
24 Total operating and administrative expenses. Add lines 13 through 23		447,794.	336,198.		111,596.
25 Contributions, gifts, grants paid		1,250,000.			1,250,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,697,794.	336,198.		1,361,596.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		354,733.			
b Net investment income (if negative, enter -0-)			1,526,042.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,578,660.	4,970,889.	4,970,889.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	16,753,913.	15,307,367.	19,440,606.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	6,125,084.	12,830,846.	12,223,360.	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)	-816,345.	-113,057.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	32,641,312.	32,996,045.	36,634,855.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	32,641,312.	32,996,045.	
30 Total net assets or fund balances	32,641,312.	32,996,045.		
31 Total liabilities and net assets/fund balances	32,641,312.	32,996,045.		

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	32,641,312.
2 Enter amount from Part I, line 27a	2	354,733.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	32,996,045.
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	32,996,045.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 14,360,606.		13,125,645.	1,234,961.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			1,234,961.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,234,961.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,685,484.	36,392,775.	.046314
2012	1,365,186.	35,542,453.	.038410
2011	1,523,867.	23,053,761.	.066101
2010	1,772,613.	37,250,307.	.047587
2009	2,013,712.	35,973,054.	.055978

2 Total of line 1, column (d)	2	.254390
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	.050878
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	44,360,520.
5 Multiply line 4 by line 3	5	2,256,975.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,260.
7 Add lines 5 and 6	7	2,272,235.
8 Enter qualifying distributions from Part XII, line 4	8	1,361,596.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	30,521.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	30,521.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	30,521.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	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 <input type="checkbox"/> if Form 2220 is attached	8		108.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 12	9		30,629.
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ROBERT T. NAPIER, HARRISON & HELD, Telephone no. ► 312-621-5252 Located at ► 333 W. WACKER DRIVE, SUITE 1700, CHICAGO, IL ZIP+4 ► 60606			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN M. BARNEY, SR. C/O H&H, 333 W. WACKER DRIVE, SUITE 1 CHICAGO, IL 60606	TRUSTEE 1.00	0.	0.	0.
LYNNE C. BARNEY C/O H&H, 333 W. WACKER DRIVE, SUITE 1 CHICAGO, IL 60606	TRUSTEE 1.00	0.	0.	0.
STEPHEN M. BARNEY, JR. C/O H&H, 333 W. WACKER DRIVE, SUITE 1 CHICAGO, IL 60606	FOUNDATION MANAGER 20.00	125,000.	915.	0.
KRISTEN BARNEY ADAMS C/O H&H, 333 W. WACKER DRIVE, SUITE 1 CHICAGO, IL 60606	FOUNDATION MANAGER 20.00	125,000.	915.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARY ANN ROTI - C/O H&H, 333 W. WACKER DRIVE, SUITE 1700, CHICAGO,	ASSOCIATE MANAGING DIRECTOR 35.00	58,662.	0.	0.

Total number of other employees paid over \$50,000

0

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Part VIII

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

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

[illegible]**Total number of others receiving over \$50,000 for professional services**

C

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

Form **990-PF** (2014)

BARNEY FAMILY FOUNDATION
C/O HARRISON & HELD, LLP

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Part X

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	19,259,897.
b Average of monthly cash balances	1b	13,970,802.
c Fair market value of all other assets	1c	11,805,362.
d Total (add lines 1a, b, and c)	1d	45,036,061.
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	45,036,061.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	675,541.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,360,520.
6 Minimum investment return. Enter 5% of line 5	6	2,218,026.

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	2,218,026.
2a Tax on investment income for 2014 from Part VI, line 5	2a	30,521.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	209,486.
c Add lines 2a and 2b	2c	240,007.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,978,019.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,978,019.
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	1,978,019.

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	1,361,596.
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	1,361,596.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,361,596.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,978,019.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			148,788.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,361,596.				
a Applied to 2013, but not more than line 2a			148,788.	
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 2014 distributable amount				1,212,808.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				765,211.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 15

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICANS FOR PROSPERITY FOUNDATION 2111 WILSON BLVD., SUITE 350 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	GENERAL PURPOSES	100,000.
ANN & ROBERT H. LURIE CHILDREN'S HOSPITAL OF CHICAGO 225 E. CHICAGO AVENUE CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL PURPOSES	20,000.
BIG SHOULDERS FUND 212 W. VAN BUREN STREET, SUITE 900 CHICAGO, IL 60607	NONE	PUBLIC CHARITY	GENERAL PURPOSES	20,000.
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
CLEVELAND CLINIC FOUNDATION 2500 METROHEALTH DRIVE CLEVELAND, OH 44109	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000.
Total			SEE CONTINUATION SHEET(S)	1,250,000.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

TRUSTEE

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐
self-employed

PTIN

MARGARET A. NAGELA

Firm's name ► **HARRISON & HELD, LLP**

Firm's address ► 333 W. WACKER DR., SUITE 1700
CHICAGO, IL 60606

Firm's EIN ► 32-0077509

Phone no. **312-332-1111**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 10,000 DUKE ENERGY	P	05/29/13	03/04/14
b 6000 THE EXONE CO	P	10/09/13	02/27/14
c 504,685.129 JPM FLOAT RATE INC	P		10/07/14
d 1250 ONE GAS INC	P	06/20/13	02/26/14
e 2500 STRATASYS LTD	P	10/04/13	02/28/14
f 5000 SUNCOR ENERGY	P	04/22/13	02/28/14
g 8660 ZOETIS INC	P		02/11/14
h 5000 BD SYSTEMS CORP	P	10/04/13	02/28/14
i 15,000 MICROSOFT CORP	P	10/18/12	02/26/14
j 30,000 PRECISION DRILLING	P	02/24/11	02/11/14
k 7500 SUNCOR ENERGY	P	01/27/12	02/26/14
l 2500 SUNCOR ENERGY	P	01/27/12	02/28/14
m 10,000 DUKE ENERGY	P		02/11/14
n 15,000 EL PASO PIPELINE PARTNERS	P		
o MORGAN STANLEY A/C 628-028842-350 - DETAILS PROVI	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 700,302.		665,658.	34,644.
b 276,605.		308,334.	-31,729.
c 5,016,570.		5,116,537.	-99,967.
d 41,174.		26,520.	14,654.
e 319,668.		250,285.	69,383.
f 165,687.		137,373.	28,314.
g 252,835.		216,926.	35,909.
h 389,010.		270,925.	118,085.
i 561,709.		443,892.	117,817.
j 278,593.		351,726.	-73,133.
k 247,687.		259,189.	-11,502.
l 82,844.		86,396.	-3,552.
m 713,254.		491,269.	221,985.
n 534,372.		591,178.	-56,806.
o 294,920.		439,423.	-144,503.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			34,644.
b			-31,729.
c			-99,967.
d			14,654.
e			69,383.
f			28,314.
g			35,909.
h			118,085.
i			117,817.
j			-73,133.
k			-11,502.
l			-3,552.
m			221,985.
n			-56,806.
o			-144,503.

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

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MORGAN STANLEY A/C 628-028842-350 - DETAILS PROVI	P		
b	MORGAN STANLEY A/C 628-028842-350 - DETAILS PROVI	P		
c	7000 INTEL CORP	P	09/28/12	12/30/14
d	5000 3D SYSTEMS CORP	P	10/09/13	12/23/14
e	5000 VERIZON COMMUNICATIONS	P	12/10/10	12/23/14
f	EL PASO PIPELINE PARTNERS LP	P		
g	MARKWEST ENERGY PARTNERS LP	P		
h	REGENCY ENERGY PARTNERS LP	P		
i	WILLIAMS PARTNERS LP	P		
j	WILLIAM BLAIR MACRO ALLOCATION FUND LLC	P		
k	JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS I, LP	P		
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 1,661,868.		1,669,816.	-7,948.
b 1,791,944.		1,215,180.	576,764.
c 257,664.		160,146.	97,518.
d 155,851.		249,029.	-93,178.
e 237,745.		168,162.	69,583.
f 56.			56.
g 3.			3.
h		1,425.	-1,425.
i 17.			17.
j		6,256.	-6,256.
k 321,870.			321,870.
l 58,358.			58,358.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-7,948.
b			576,764.
c			97,518.
d			-93,178.
e			69,583.
f			56.
g			3.
h			-1,425.
i			17.
j			-6,256.
k			321,870.
l			58,358.
m			
n			
o			

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	1,234,961.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

BARNEY FAMILY FOUNDATION
C/O HARRISON & HELD, LLP

36-7195126

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FEINBERG SCHOOL OF MEDICINE - NORTHWESTERN UNIVERSITY 303 E. CHICAGO AVENUE CHICAGO, IL 60611	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000.
HILLSDALE COLLEGE 33 E. COLLEGE STREET HILLSDALE, MI 49242	NONE	PUBLIC CHARITY	GENERAL PURPOSES	500,000.
HOOVER INSTITUTION - STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
HOPE RURAL SCHOOL 15929 SW 150TH STREET INDIANTOWN, FL 34956	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
ILLINOIS POLICY INSTITUTE 802 S. 2ND STREET SPRINGFIELD, IL 62704	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000.
LAKE FOREST ACADEMY 1500 W. KENNEDY ROAD LAKE FOREST, IL 60045	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
LAW ENFORCEMENT ASSISTANCE FOUNDATION (L.E.A.F.) P.O. BOX 17725 WEST PALM BEACH, FL 33416	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
LOST TREE VILLAGE CHARITABLE FOUNDATION 11555 LOST TREE WAY NORTH PALM BEACH, FL 33408	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000.
MD ANDERSON CANCER CENTER - THE UNIVERSITY OF TEXAS 1515 HOLCOMBE BLVD. HOUSTON, TX 77030	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000.
Total from continuation sheets				1,050,000.

**BARNEY FAMILY FOUNDATION
C/O HARRISON & HELD, LLP**

36-7195126

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
MEDIA RESEARCH CENTER 1900 CAMPUS COMMONS DRIVE, SUITE 600 RESTON, VA 20191	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
PACIFIC RESEARCH INSTITUTE ONE EMBARCADERO CENTER, SUITE 350 SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
SACRED HEART SCHOOLS 6250 N. SHERIDAN ROAD CHICAGO, IL 60660	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000.
STATE POLICY NETWORK 1655 N. FORT MYER DRIVE, SUITE 360 ARLINGTON, VA 22209	NONE	PUBLIC CHARITY	GENERAL PURPOSES	40,000.
TEACH FOR AMERICA 300 W. ADAMS STREET, SUITE 1000 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL PURPOSES	25,000.
THE HEARTLAND INSTITUTE ONE S. WACKER DRIVE, SUITE 2740 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL PURPOSES	40,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL PURPOSES	100,000.
THE JAMES MADISON INSTITUTE THE COLUMNS, 100 N. DUVAL STREET TALLAHASSEE, FL 32301	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
THE JOHNS HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD 21218	NONE	PUBLIC CHARITY	GENERAL PURPOSES	50,000.
THE LINGAP CHILDREN'S FOUNDATION P.O. BOX 1553 JACKSON, MI 49204	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total from continuation sheets				

36-7195126

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS LP	39.	0.	
DRIEHAUS PRIVATE EQUITY GROWTH			
FUND I LLC	519.	0.	
EL PASO PIPELINE PARTNERS LP	9.	0.	
JPMORGAN A/C Q73692008	243.	243.	
JPMORGAN PARTNERS GLOBAL			
PRIVATE INVESTORS I, LP	1,373.	0.	
MARKWEST ENERGY PARTNERS LP	1,038.	0.	
MORGAN STANLEY A/C			
528-028842-350	344.	344.	
MORGAN STANLEY A/C			
528-029430-350	1.	1.	
NORTHERN TRUST A/C 3801408736	1.	1.	
REGENCY ENERGY PARTNERS, LP	44.	0.	
WILLIAMS PARTNERS LP	37.	0.	
TOTAL TO PART I, LINE 3	3,648.	589.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS LP	8.	0.	8.	0.	
JPMORGAN A/C Q73692008	564,385.	0.	564,385.	564,385.	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS I, LP	1,250.	0.	1,250.	0.	
MARKWEST ENERGY PARTNERS LP	6,407.	0.	6,407.	0.	
MORGAN STANLEY A/C 528-028842-350	16,894.	336.	16,558.	16,558.	
WILLIAM BLAIR A/C 145-95506-1-0-170	103,647.	58,022.	45,625.	45,625.	
WILLIAMS PARTNERS LP	14.	0.	14.	0.	
FO PART I, LINE 4	692,605.	58,358.	634,247.	626,568.	

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS I, LP (K-1; OTHER)	8,456.	0.	
LEGACY ENERGY PARTNERS LP (K-1; .231)	1,075.	0.	
LEGACY ENERGY PARTNERS LP (K-1; ROYALTIES)	98.	0.	
JPMORGAN STANLEY A/C 628-028842-350 - SEC 1250 GAIN	122.	122.	
ACCESS MIDSTREAM PARTNERS LP (K-1; ORDINARY)	-28,559.	0.	
BUCKEYE PARTNERS LP (K-1; ORDINARY)	-4,119.	0.	
BUCKEYE PARTNERS LP (K-1; 1231)	-9,200.	0.	
EL PASO PIPELINE PARTNERS LP (K-1; ORDINARY)	-3,941.	0.	
EL PASO PIPELINE PARTNERS LP (K-1; .231)	-14.	0.	
MARKWEST ENERGY PARTNERS LP (K-1; .231)	-2.	0.	
MARKWEST ENERGY PARTNERS LP (K-1; ORDINARY)	-95,422.	0.	
LEGACY ENERGY PARTNERS LP (K-1; ORDINARY)	-28,190.	0.	
MARGA RESOURCES PARTNERS LP (K-1; ORDINARY)	-3,011.	0.	
WILLIAMS PARTNERS LP (K-1; ORDINARY)	-108,660.	0.	
WILLIAMS PARTNERS LP (K-1; RENTAL)	3,379.	0.	
WILLIAMS PARTNERS LP (K-1; 1231)	-237.	0.	
ORIEHAUS PRIVATE EQUITY GROWTH FUND LLC (K-1; ORDINARY)	-38,636.	0.	
WILLIAM BLAIR MACRO ALLOCATION FUND LLC (K-1; ORDINARY)	2,161.	0.	
WILLIAM BLAIR MACRO ALLOCATION FUND LLC (K-1; 1256)	-11,625.	0.	
WILLIAM BLAIR MACRO ALLOCATION FUND LLC (K-1; OTHER)	-2,105.	0.	
JP MORGAN GREATER CHINA PROPERTY FUND, LLC (K-1; OTHER)	498,320.	0.	
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS I, LP (K-1; ORDINARY)	-67.	0.	
JP MORGAN PARTNERS GLOBAL PRIVATE INVESTORS I, LP (K-1; RENTAL)	-152.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	179,671.	122.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARRISON & HELD, LLP	1,069.	1,069.		0.
OTHER LEGAL	735.	735.		0.
FO FM 990-PF, PG 1, LN 16A	1,804.	1,804.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARRISON & HELD, LLP	21,995.	21,995.		0.
FO FORM 990-PF, PG 1, LN 16B	21,995.	21,995.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY ADVISORY FEES	12,892.	12,892.		0.
HARRISON & HELD, LLP - CONSULTING	3,250.	3,250.		0.
HARRISON & HELD, LLP - TAX	9,660.	9,660.		0.
FO FORM 990-PF, PG 1, LN 16C	25,802.	25,802.		0.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	18,219.	18,219.		0.	
PAYROLL TAXES	22,708.	15,896.		6,812.	
NO FORM 990-PF, PG 1, LN 18	40,927.	34,115.		6,812.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	40.	40.		0.	
PAYROLL SERVICE FEES	526.	368.		158.	
INSURANCE	38,259.	26,781.		11,478.	
ACCESS MIDSTREAM PARTNERS LP (K-1)	313.	313.		0.	
BUCKEYE PARTNERS LP (K-1)	175.	175.		0.	
EL PASO PIPELINE PARTNERS LP (K-1)	3.	3.		0.	
MARKWEST ENERGY PARTNERS LP (K-1)	48.	48.		0.	
REGENCY ENERGY PARTNERS LP (K-1)	242.	242.		0.	
PARGA RESOURCES PARTNERS LP (K-1)	1.	1.		0.	
ORIEHAUS PRIVATE EQUITY GROWTH FUND I LLC (K-1)	1,087.	1,087.		0.	
JPMORGAN GREATER CHINA PROPERTY FUND, LLC (K-1)	390.	390.		0.	
JPMORGAN PARTNERS GLOBAL PRIVATE INVESTORS I, LP (K-1)	3,202.	3,202.		0.	
NO FORM 990-PF, PG 1, LN 23	44,286.	32,650.		11,636.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN EQUITIES	0.	0.
BLAIR EQUITIES	10,160,790.	13,786,164.
JPMORGAN STANLEY EQUITIES	5,146,577.	5,654,442.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,307,367.	19,440,606.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN ALTERNATIVE ASSETS	COST	3,612,848.	3,086,105.
BALKAN FINANCIAL SECTOR FUND	COST	0.	0.
BLAIR MUTUAL FUNDS	COST	2,200,000.	2,119,257.
DOPE CO-INVESTMENT SILVER SPRUCE, LLC	COST	994,907.	994,907.
DRIEHAUS PRIVATE EQUITY GROWTH FUND	COST	441,732.	441,732.
WILLIAM BLAIR MACRO ALLOCATION FUND LLC	COST	5,581,359.	5,581,359.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,830,846.	12,223,360.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM JPMORGAN	16.	0.	0.
BASES ADJUSTMENTS	-816,361.	-113,057.	0.
TO FORM 990-PF, PART II, LINE 15	-816,345.	-113,057.	0.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 12
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TAX DUE FROM FORM 990-PF, PART VI	30,521.
UNDERPAYMENT PENALTY	108.
LATE PAYMENT INTEREST	465.
LATE PAYMENT PENALTY	916.
TOTAL AMOUNT DUE	32,010.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT 13
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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/15	30,521.	30,521.	6	916.
DATE FILED	11/15/15		30,521.		
TOTAL LATE PAYMENT PENALTY					916.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 14
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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/15	30,521.	30,521.	.0300	184	465.
DATE FILED	11/15/15		30,986.			
TOTAL LATE PAYMENT INTEREST						465.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 15
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NAME OF MANAGER

STEPHEN M. BARNEY, SR.
LYNNE C. BARNEY