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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation DONALD L BARNES FOUNDATION		A Employer identification number 43-1531070	
Number and street (or P O box number if mail is not delivered to street address) 738 FAIRFIELD LAKE DRIVE		Room/suite	B Telephone number (see instructions) (314) 997-2733
City or town, state or province, country, and ZIP or foreign postal code CHESTERFIELD, MO 63017		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 (from Part II, col (c), line 16) \$ 1,155,208	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,662	24,662	24,662	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	20,820			
	b Gross sales price for all assets on line 6a _____ 144,058				
	7 Capital gain net income (from Part IV, line 2)		20,820		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	45,482	45,482	24,662	
	13 Compensation of officers, directors, trustees, etc	15,000	0	0	15,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,202	0	0	3,202
	c Other professional fees (attach schedule)	2,300	2,300	1,150	1,150
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	486	486	486	0
	19 Depreciation (attach schedule) and depletion	800	0	800	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,754	7,743	7,754	0
	24 Total operating and administrative expenses. Add lines 13 through 23	29,542	10,529	10,190	19,352
	25 Contributions, gifts, grants paid	42,372			42,372
	26 Total expenses and disbursements. Add lines 24 and 25	71,914	10,529	10,190	61,724
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-26,432			
	b Net investment income (if negative, enter -0-)		34,953		
	c Adjusted net income(if negative, enter -0-)			14,472	

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	-1	-1	-1
	2	Savings and temporary cash investments	8,336	18,887	18,887
	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)	1,147,711	1,108,426	1,133,228
	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)			
	14	Land, buildings, and equipment basis ▶ 4,566 Less accumulated depreciation (attach schedule) ▶ 1,472	792	3,094	3,094
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,156,838	1,130,406	1,155,208	
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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,156,838	1,130,406	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	Total net assets or fund balances (see instructions)	1,156,838	1,130,406		
31	Total liabilities and net assets/fund balances (see instructions) .	1,156,838	1,130,406		

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	1,156,838
2	Enter amount from Part I, line 27a	2	-26,432
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,130,406
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	1,130,406

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 See Additional Data Table			
b			
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 See Additional Data Table			
b			
c			
d			
e			

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 See Additional Data Table			
b			
c			
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	20,820
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	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	6,287

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 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))
2015	61,025	1,200,922	0 050815
2014	51,160	1,233,646	0 041471
2013	56,655	1,200,745	0 047183
2012	63,463	1,122,141	0 056555
2011	57,140	1,214,245	0 047058

2 Total of line 1, column (d)	2	0 243082
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 048616
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,135,734
5 Multiply line 4 by line 3	5	55,215
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	350
7 Add lines 5 and 6	7	55,565
8 Enter qualifying distributions from Part XII, line 4	8	61,724

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	350
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	350
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	350
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	233
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	266
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	499
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	149
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 149 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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	Yes
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) ▶ MO		
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 2016 or the taxable year beginning in 2016 (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	No

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? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>TRENT B PHELPS</u> Telephone no ► <u>(314) 576-5249</u>			

Located at ► 738 FAIRFIELD LAKE DRIVE CHESTERFIELD MOZIP+4 ► 63017

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ 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 2016 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 2016).	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 2016?	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 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No	5b		
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? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
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? ☐ Yes ☒ No	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
TRENT B PHELPS 738 FAIRFIELD LAKE DRIVE CHESTERFIELD, MO 63017	PRESIDENT/SECRETARY/TREASURER 2 00	5,000	0	0
VALIER PHELPS STEWART 5211 W 76TH STREET PRAIRIE VILLAGE, KS 66208	DIRECTOR 2 00	5,000	0	0
NATALIE P TATE 2162 GRAND AVENUE ELDORADO, IL 62930	DIRECTOR 2 00	5,000	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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 N/A	0
2	
All other program-related investments See 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	1,141,221
b	Average of monthly cash balances.	1b	11,808
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,153,029
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	1,153,029
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,295
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,135,734
6	Minimum investment return. Enter 5% of line 5.	6	56,787

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	56,787
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	350
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	350
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	56,437
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	56,437
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	56,437

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	61,724
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	61,724
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	350
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	61,374

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				56,437
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			42,268	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 61,724				
a Applied to 2015, but not more than line 2a			42,268	
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 2016 distributable amount.				19,456
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				36,981
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

Part XIV Private 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 2016, 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)					
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) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 email 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	42,372
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	24,662	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			14	3,930	16,890
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		28,592	16,890
13	Total. Add line 12, columns (b), (d), and (e).			13		45,482

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

**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

**Paid
Preparer
Use Only**

Print/Type preparer's name DIANA C DEZORT	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00013482
Firm's name ► BURDS & KUNTZ PC				Firm's EIN ► 20-2792666
Firm's address ► 2200 WEST PORT PLAZA DR STE 203 ST LOUIS, MO 63146				Phone no (314) 317-8900

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
SPDR DOW JONE GLOBAL REAL ESTATE	P	2015-12-11	2016-08-18
DFA EMERGING MKTS CORE EQTY	P	2015-09-04	2016-09-23
DFA US LARGE CAP VALUE PORT	P	2013-11-20	2016-07-18
DFA US SMALL CAP PORT	P	2013-11-20	2016-12-06
FIDELITY 500 INDEX FD PREMIUM	P	2013-11-20	2016-12-12
VANGUARD MID CAP INDEX FUND	P	2013-11-20	2016-12-12
COMPUTER	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
60,188		53,901	6,287
25,990		22,100	3,890
14,990		13,842	1,148
13,980		13,087	893
14,990		11,911	3,079
9,990		7,916	2,074
	831	1,312	-481
3,930			3,930

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			6,287
			3,890
			1,148
			893
			3,079
			2,074
			-481
			3,930

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MARY LUEBKE SCHOLARSHIP 11333 BIG BEND RD SAINT LOUIS, MO 63122		EDUCATION	SUPPORT EDUCATION SCHOLARSHIP	100
ST LOUIS BRIDGE CENTER 1270 N PRICE RD OLIVETTE, MO 63132		CHARITABLE	SUPPORT A CHARITABLE ORGANIZATION	100
STAGES 1023 CHESTER FIELD PARKWAY EAST CHESTERFIELD, MO 63017		CHARITABLE	SUPPORT A CHARITABLE ORGANIZATION	5,000
WEDNESDAY CLUB 12589 LADUE RD ST LOUIS, MO 63141		CHARITABLE	SUPPORT A CHARITABLE ORGANIZATION	100
EPISCOPAL CHURCH WOMEN 301 EAST THORN STREET MARION, IL 62959		RELIGIOUS	SUPPORT CHURCH PROGRAMS	400
Total ▶ 3a				42,372

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HEALTHNET FOUNDATION 33 RIVER STREET CHAGRIN FALLS, OH 44022		CHARITABLE	SUPPORT MEDICAL PROGRAM TO HELP PEOPLE IN NEED	500
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240		EDUCATION	SUPPORT ALUMNI FUND PROGRAM	250
BREHM PREPARATORY SCHOOL 1245 E GRAND AVE CARBONDALE, IL 62901		EDUCATION	SUPPORT A PROG FOR CHILDREN W/ SPECIAL EDUC NEEDS	1,000
CHURCHILL SCHOOL 1035 PRICE SCHOOL LANE ST LOUIS, MO 63141		EDUCATION	SUPPORT SCHOOL FOR LEARNING DISABILITIES	250
FCCLA 1700 WILDCAT DRIVE MARION, IL 62959		CHARITABLE	SUPPORT CHILD DEVELOPMENT PROGRAM	500
Total 3a				42,372

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LEARNING DISABILITIES ASSN OF IL 10101 S ROBERTS RD STE 205 PALOS HILLS, IL 60465		CHARITABLE	SUPPORT PROGRAM TO PROVIDE SERVICES FOR LD CHILDREN	250
LONGMEADOW RESCUE 12-1 MACKLIND AVE ST LOUIS, MO 63110		CHARITABLE	SUPPORT RESCUE ANIMAL PROGRAM	500
MARY INSTITUTE 101 NORTH WARSON ROAD ST LOUIS, MO 63124		EDUCATION	SUPPORT A SCHOLARSHIP PROGRAM	500
MISSOURI BOTANICAL GARDENS PO BOX 17419 ST LOUIS, MO 63178		CHARITABLE	SUPPORT THE COMMUNITY BOTANICAL GARDEN	195
MISSOURI HISTORY MUSEUM PO BOX 410419 KANSAS CITY, MO 64179		CHARITABLE	SUPPORT COMMUNITY HISTORIC SOCIETY	85
Total ▶ 3a				42,372

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MOOG CENTER FAMILY SCHOOL 12300 SOUTH FORTY DRIVE ST LOUIS, MO 63141		EDUCATION	SUPPORT FOR PROGRAM FOR DEAF CHILDREN	1,000
MUNY GUARANTORS FUND FOREST PARK ST LOUIS, MO 63112		CHARITABLE	SUPPORT THE COMMUNITY THEATRE ASSOCIATION	600
SHERWOOD FOREST CAMP 2708 SUTTON BOULEVARD ST LOUIS, MO 63143		CHARITABLE	SUPPORT LOCAL PROGRAM FOR CHILDREN	1,000
ST LOUIS ART MUSEUM 1 FINE ARTS DRIVE ST LOUIS, MO 63110		CHARITABLE	SUPPORT LOCAL ART MUSEUM	100
ST LOUIS LEARNING DISABILITIES 13537 BARRETT PKWY DR STE 110 ST LOUIS, MO 63021		CHARITABLE	SUPPORT PROGRAM TO PROVIDE SERVICES FOR LD CHILDREN	250
Total ▶ 3a				42,372

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ST LOUIS ZOO ASSOCIATION PO BOX 790090 ST LOUIS, MO 63179		CHARITABLE	SUPPORT COMMUNITY PROGRAM	100
ST MARKS EPISCOPAL CHURCH PO BOX 97 WEST FRANKFORT, IL 63896		RELIGIOUS	SUPPORT CHURCH PROGRAMS	2,500
ST PETER'S EPISCOPAL CHURCH 110 NORTH WARSON ROAD ST LOUIS, MO 63124		RELIGIOUS	SUPPORT VARIOUS CHURCH SPONSORED PROGRAMS	5,500
THE PEMBROKE HILL SCHOOL PO BOX 219872 KANSAS CITY, MO 64121		EDUCATION	SUPPORT ANNUAL FUND PROGRAM	500
THE POSHARD FOUNDATION 1431 COUNTRYAIRE DR CARTERVILLE, IL 62918		CHARITABLE	SUPPORT LOCAL CHILDREN FROM ABUSE	250
Total ▶ 3a				42,372

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE REPERTORY THEATRE OF ST LOUIS 130 EDGAR ROAD ST LOUIS, MO 63119		CHARITABLE	SUPPORT LOCAL ENTERTAINMENT	1,500
THE STARKLOFF DISABILITY INSTITUTE 133 S 11TH ST 500 ST LOUIS, MO 63102		CHARITABLE	SUPPORT PROGRAM TO AID DISABLED PEOPLE	13,990
THERAPEUTIC HORSEMANSHIP 332 STABLE LANE ST CHARLES, MO 63385		CHARITABLE	SUPPORT AREA HANDICAPPED CHILDREN PROGRAMS	250
WASHINGTON UNIVERSITY 1 BROOKINGS DR ST LOUIS, MO 63130		EDUCATION	SUPPORT SCHOLARSHIP FOR OLIN BUSINESS SCHOOL	4,000
ST JUDE FOUNDATION 501 ST JUDE PLACE MEMPHIS, TN 38105		CHARITABLE	SUPPORT CHILDRENS HOSPITAL	500
Total ▶ 3a				42,372

Form 990PF Part XV Line 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				
UNITED BREAST CANCER FOUNDATION PO BOX 2421 HUNTINGTON, NY 11743		CHARITABLE	SUPPORT CANCER RESEARCH	30
WESTMINSTER CHRISTIAN ACADEMY 800 MARYCILLE CENTRE DRIVE TOWN COUNTRY, MO 63017		CHARITABLE	SUPPORT EDUCATION INSTITUTION	250
ST LOUIS BROWNS HISTORICAL SOCITY PO BOX 510047 ST LOUIS, MO 631510047			SUPPORT A CHARITABLE ORGANIZATION	322
Total ▶ 3a				42,372

TY 2016 Accounting Fees Schedule**Name:** DONALD L BARNES FOUNDATION**EIN:** 43-1531070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,202	0	0	3,202

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: DONALD L BARNES FOUNDATION

EIN: 43-1531070

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
IPAD	2012-03-29	983	738	SL	5 0000000000000	197	0	197	
COMPUTER	2013-01-24	1,312	765	SL	5 0000000000000	66	0	66	
COMPUTER	2016-03-17	3,583		SL	5 0000000000000	537	0	537	

TY 2016 Investments Corporate Stock Schedule**Name:** DONALD L BARNES FOUNDATION**EIN:** 43-1531070

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DFA EMERGING MARKETS	80,400	87,432
DFA US LARGE CAP	71,158	82,196
DFA US SMALL CAP	59,913	66,914
FIDELITY 500 INDEX	59,202	73,257
JOHN HANCOCK ALTER	61,000	56,663
JP MORGAN STRATEGIC	99,000	96,400
PIMCO STOCK PLUS	52,000	47,215
PIMCO INTL STCKSPL	71,000	58,025
VANGUARD SHORT TERM	72,858	71,944
VANGUARD MID CAP	44,402	54,901
ISHARES RUSSELL	39,319	50,142
ISHARES MSCI EAFE	61,087	61,602
BAIRD AGGREGATE BOND	64,580	64,008
JP MORGAN CORE PLUS	49,580	48,490
PRINCIPAL GLOBAL MULTI-STRATEGY	64,000	62,996
SCHWAB INTERNATIONAL INDEX FUND	98,955	98,458
SPDR DOW JONE GLOBAL REAL ESTATE	0	0
DFA INTL REAL ESTATE	30,000	24,514
SCHWAB US REIT	29,972	28,071

**TY 2016 Land, Etc.
Schedule****Name:** DONALD L BARNES FOUNDATION**EIN:** 43-1531070

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
IPAD	983	935	48	48
COMPUTER	3,583	537	3,046	3,046

TY 2016 Other Expenses Schedule**Name:** DONALD L BARNES FOUNDATION**EIN:** 43-1531070**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISOR FEE/BANK FEE	7,711	7,711	7,711	0
LICENSE REGISTRATION	11	0	11	0
BROKERAGE FEE	10	10	10	0
SERVICE CHARGE	22	22	22	0

TY 2016 Other Professional Fees Schedule**Name:** DONALD L BARNES FOUNDATION**EIN:** 43-1531070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	2,300	2,300	1,150	1,150

TY 2016 Taxes Schedule**Name:** DONALD L BARNES FOUNDATION**EIN:** 43-1531070

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAX	486	486	486	0