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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JMR BARKER FOUNDATION		A Employer identification number 13-6268289
	C/O JAMES R. BARKER		B Telephone number 978-282-4776
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 1370 AVE OF THE AMERICAS, 24TH FLOOR		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
City or town, state, and ZIP code NEW YORK, NY 10019		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 52,269,440.		(Part I, column (d) must be on cash basis)	

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))		(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	0.		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	252,894.	252,894.		STATEMENT 2
	4 Dividends and interest from securities	928,195.	928,195.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,227,271.			STATEMENT 1
	b Gross sales price for all assets on line 6a	1,609,091.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	-103,230.	-103,230.		STATEMENT 4	
12 Total. Add lines 1 through 11	-1,149,412.	1,077,859.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	125,000.	118,750.		6,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	6,223.	1,225.		4,978.
	b Accounting fees STMT 6	39,420.	7,884.		31,536.
	c Other professional fees				
	17 Interest	23,420.	23,420.		0.
	18 Taxes STMT 7	-140,614.	21,665.		422.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	182,009.	124,189.		57,820.
	24 Total operating and administrative expenses. Add lines 13 through 23	235,458.	297,133.		101,006.
	25 Contributions, gifts, grants paid	5,277,740.			2,646,500.
26 Total expenses and disbursements. Add lines 24 and 25	5,513,198.	297,133.		2,747,506.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-6,662,610.				
b Net investment income (if negative, enter -0-)		780,726.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,050,633.	99,250.	99,250.
	2	Savings and temporary cash investments		9,978,193.	17,818,449.	17,818,449.
	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 STMT 11		5,322,103.	5,613,871.	6,632,379.
	b	Investments - corporate stock STMT 12		5,396,382.	4,160,608.	2,960,786.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13		8,537,861.	5,288,560.	10,189,724.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 14)		22,510,690.	14,166,821.	14,568,852.	
16	Total assets (to be completed by all filers)		53,795,862.	47,147,559.	52,269,440.	
Liabilities	17	Accounts payable and accrued expenses		28,000.	28,000.	
	18	Grants payable		193,815.	2,826,555.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 15)		425,140.	102,439.	
23	Total liabilities (add lines 17 through 22)		646,955.	2,956,994.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		53,148,907.	44,190,565.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		53,148,907.	44,190,565.		
31	Total liabilities and net assets/fund balances		53,795,862.	47,147,559.		

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	53,148,907.
2	Enter amount from Part I, line 27a	2	-6,662,610.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	46,486,297.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2,295,732.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,190,565.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FIDELITY INVESTMENTS			
b K-1 VARIOUS INVEST PARTNERS			
c FIDELITY INVESTMENTS			
d K-1 VARIOUS INVEST PARTNERS			
e CAPITAL GAINS DIVIDENDS			

(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			-2,595,598.
b			35,643.
c			-1,177,321.
d			-99,086.
e 1,609,091.			1,609,091.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-2,595,598.
b			35,643.
c			-1,177,321.
d			-99,086.
e			1,609,091.

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	-2,227,271.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2007	1,922,471.	69,712,814.	.027577
2006	2,083,692.	60,574,894.	.034399
2005	2,898,003.	46,724,182.	.062024
2004	3,022,394.	43,260,095.	.069866
2003	1,933,557.	37,825,879.	.051117

2 Total of line 1, column (d)	2	.244983
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	.048997
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	64,068,228.
5 Multiply line 4 by line 3	5	3,139,151.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,807.
7 Add lines 5 and 6	7	3,146,958.
8 Enter qualifying distributions from Part XII, line 4	8	2,747,506.

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)		
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	1	15,615.
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	15,615.
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	15,615.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	111,133.
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	111,133.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	95,518.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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?		X
1b 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>		X
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		
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>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY</u>		
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>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **N/A**

14 The books are in care of ► **MAUREEN KEYES** Telephone no. ► **(212) 554-5064**
 Located at ► **1370 AVE OF THE AMERICAS, 24TH FL, NEW YORK, NY** ZIP+4 ► **10019**

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**

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <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 2008 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 2008.) 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 2008?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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 you answered "Yes" to 6b, also 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
SEE STATEMENT 16		125,000.	0.	0.

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

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

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

0

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Part VIII

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

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

[illegible]**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.

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.

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.

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	51,310,063.
b	Average of monthly cash balances	1b	13,733,823.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	65,043,886.
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	65,043,886.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	975,658.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	64,068,228.
6	Minimum investment return. Enter 5% of line 5	6	3,203,411.

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	3,203,411.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	15,615.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,615.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,187,796.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,187,796.
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	3,187,796.

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	2,747,506.
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	2,747,506.
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	2,747,506.

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.

Form 990-PF (2008)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,187,796.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			1,338,700.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 2,747,506.				
a Applied to 2007, but not more than line 2a			1,338,700.	
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 2008 distributable amount				1,408,806.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				1,778,990.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

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

Subtract line 2d from line 2c

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(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

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 of the person to whom applications should be addressed:

SEE FOOTNOTE ATTACHED

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

SEE FOOTNOTE ATTACHED

c Any submission deadlines:

SEE FOOTNOTE ATTACHED

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

SEE FOOTNOTE ATTACHED

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				
SEE ATTACHED STATEMENT				
Total				2646500.
b Approved for future payment				
SEE ATTACHED STATEMENT				
Total				2631240.

2008.04040 JMR BARKER FOUNDATION C/O J 03968162

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

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY INVESTMENTS		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-2,595,598.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1 VARIOUS INVEST PARTNERS		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	35,643.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDELITY INVESTMENTS		PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-1,177,321.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
K-1 VARIOUS INVEST PARTNERS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	-99,086.
CAPITAL GAINS DIVIDENDS FROM PART IV				1,609,091.
TOTAL TO FORM 990-PF, PART I, LINE 6A				-2,227,271.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
SOURCE		AMOUNT	
VARIOUS ACCOUNTS		252,894.	
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A		252,894.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS ACCOUNTS	2,537,286.	1,609,091.	928,195.
TOTAL TO FM 990-PF, PART I, LN 4	2,537,286.	1,609,091.	928,195.

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS PARTNERSHIPS	-103,230.	-103,230.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-103,230.	-103,230.	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	6,223.	1,225.		4,978.	
TO FM 990-PF, PG 1, LN 16A	6,223.	1,225.		4,978.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	39,420.	7,884.		31,536.	
TO FORM 990-PF, PG 1, LN 16B	39,420.	7,884.		31,536.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	-162,701.	0.		0.	
FOREIGN TAXES	13,648.	13,648.		0.	
PAYROLL TAXES	8,439.	8,017.		422.	
TO FORM 990-PF, PG 1, LN 18	-140,614.	21,665.		422.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TRAVEL & ENTERTAINMENT	20,328.	5,082.		15,246.	
CONSULTING EXPENSE	29,603.	1,480.		28,123.	
ADMINISTRATIVE EXPENSES	15,212.	761.		14,451.	
PRECIOUS METALS	15,557.	15,557.		0.	
OTHER PORTFOLIO EXPENSES	101,309.	101,309.		0.	
TO FORM 990-PF, PG 1, LN 23	182,009.	124,189.		57,820.	

FOOTNOTES

STATEMENT 9

PART XV, LINE 2- GUIDELINES FOR SUBMISSION OF GRANT REQUESTS

BEFORE A FORMAL PROPOSAL SUBMISSION IS MADE, AN ORGANIZATION REQUESTING A GRANT FROM THE FOUNDATION SHOULD SUBMIT A PRELIMINARY LETTER OF INQUIRY. THIS LETTER SHOULD BRIEFLY DESCRIBE THE PROGRAMS OF THE SPONSORING ORGANIZATION, INDICATE THE AMOUNT REQUESTED AND WHAT WILL BE ACCOMPLISHED AS A RESULT OF THE GRANT. THIS INFORMATION SHOULD BE DETAILED ENOUGH TO ENABLE THE FOUNDATION TO DETERMINE WHETHER THE GRANT REQUEST SHOULD BE CONSIDERED FURTHER. IF THE PROPOSAL IS WITHIN THE FOUNDATION'S CURRENT INTERESTS, ADDITIONAL INFORMATION INCLUDING A BUDGET FOR THE PROJECT, AUDITED FINANCIAL STATEMENTS AND AN IRS DETERMINATION LETTER WILL BE REQUESTED.

GENERALLY, GRANTS MADE BY THE FOUNDATION RANGE IN SIZE FROM \$1,000 TO \$1,000,000. ALTHOUGH MANY OF OUR GRANTS ARE MADE IN THE GREATER NEW YORK AREA, INQUIRIES FROM ALL PARTS OF THE UNITED STATES ARE WELCOME.

THE MEETING OF THE BOARD OF DIRECTORS FOR CONSIDERATION OF PROPOSALS IS NORMALLY HELD IN DECEMBER. INITIAL LETTERS OF OF INQUIRY MUST BE SUBMITTED BY NOVEMBER 1ST IN ORDER TO BE CONSIDERED.

JMR BARKER FOUNDATION
10 NAOMI DRIVE
GLOUCESTER, MA 01930
(978) 282-4776
MARGARET B. CLARK
PRESIDENT

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
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DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCE IN ACTIVITY FROM FLOW-THROUGHS	112,976.
ADJUST UNREALIZED GAINS TO ACTUAL	2,182,756.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,295,732.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY TIPS NOTE 3.875%	X		2,977,641.	3,932,367.
US TREASURY TIPS NOTE 2.3750%	X		1,040,587.	1,129,573.
US TREASURY TIPS NOTE 3.625%	X		0.	0.
US TREASURY TIPS NOTE 1.625%	X		1,595,643.	1,570,439.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,613,871.	6,632,379.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,613,871.	6,632,379.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	4,160,608.	2,960,786.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,160,608.	2,960,786.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	5,288,560.	10,189,724.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,288,560.	10,189,724.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MUTUAL FUNDS	22,395,038.	14,063,879.	14,465,910.
INTEREST RECEIVABLES	115,652.	102,942.	102,942.
TO FORM 990-PF, PART II, LINE 15	22,510,690.	14,166,821.	14,568,852.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	58,000.	0.
DEFERRED TAX LIABILITY	367,140.	102,439.
TOTAL TO FORM 990-PF, PART II, LINE 22	425,140.	102,439.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES R. BARKER 10 NAMOI DRIVE GLOUCESTER, MA 01930	VP, CFO & DIRECTOR 20.00	125,000.	0.	0.
RICHARD KAHN 224 WEST LAKE DRIVE MONTAUK, NY 11954	DIRECTOR 0.00	0.	0.	0.
W.B. BARKER 23910 NORTH LINE CAMP SAN ANTONIO, TX 78255	VP & DIRECTOR 0.00	0.	0.	0.
MARGARET BARKER CLARK P.O. BOX 743 SAXTONS RIVER, VT 05154	PRESIDENT & DIRECTOR 0.00	0.	0.	0.
JOHN W. HOLMAN, JR. HINTZ, HOLMAN & ROBILLARD, INC, 4 CONNELL DRIVE, SUITE 5100 BERKELEY HTS, NJ 07922	DIRECTOR 0.00	0.	0.	0.
ROBERT P. CONNOR 120 BROMPTON ROAD GARDEN CITY, NY 11530	TR/ ASST SECR & DIRECTOR 0.00	0.	0.	0.
MAUREEN A. HOPKINS 1370 AVENUE OF THE AMERICAS NEW YORK, NY 10019	SECRETARY 0.00	0.	0.	0.
MARGARET S. BARKER MOORE 5301 APACHE CREEK COVE AUSTIN, TX 78735	DIRECTOR 0.00	0.	0.	0.
WILLIAM S. BARKER 6 WILSON STREET NORTH BILLERICA, MA 01862	DIRECTOR 0.00	0.	0.	0.
TROY Y. MURRAY 47 WINGATE ROAD WELLESLEY, MA 02481	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		125,000.	0.	0.

JMR Barker Foundation
EIN 13-6268289
Schedule of Program Grants or Contributions
2008 Form 990-PF, Part XV, Line 3a

Charitable Organization	Relationship To Foundation	Foundation Status	Purpose of Grant or Contribution	2008 Grant
Amazon Conservation Trust	None	None	General	400,000
Americares	None	None	General	50,000
Amyotrophic Lateral Sclerosis	None	None	General	60,000
Appalachia Mountain Club	None	None	General	200,000
The Bridge Fund of New York, Inc	None	None	General	10,000
Byte Back	None	None	General	50,000
Child, Inc	None	None	General	110,000
Concerned Citizens of Montauk	None	None	General	10,000
Cottonwood Gulch Foundation	None	None	General	10,000
Eastside Community Connection	None	None	General	10,000
Girlstart	None	None	General	25,000
Gloucester Education Foundation	None	None	General	455,000
The Grammar School	None	None	General	5,000
Harvard University	None	None	General	100,000
The Horizons Initiative	None	None	General	5,000
Kimball Union Academy	None	None	General	425,000
Kistner Foundation (Red Gate Farm)	None	None	General	10,000
Literacy Coalition of Central Texas	None	None	General	25,000
Massachusetts Institute of Technology	None	None	General	50,000
Middlesex Canal Association	None	None	General	10,000
The Nature Conservancy - Seagrass Res Peconic Est	None	None	General	25,000
The Nature Museum at Grafton	None	None	General	10,000
Nectandra Institute	None	None	General	75,000
Newton-Wellesley Hospital Charitable Foundation	None	None	General	15,000
Non-Profit Coordinating Committee	None	None	General	1,500
Northfield Mount Hermon School	None	None	General	20,000
Open Door Preschool	None	None	General	100,000
Poet & Writers	None	None	General	5,000
Rockport Chamber Music Festival	None	None	General	61,000
Rockport Chamber Music Festival - Dev Brand Identify	None	None	General	27,000
Rockport Chamber Music Festival - Dir Of Development	None	None	General	92,000
St Anselm College	None	None	General	10,000
SOLI Chamber Ensemble	None	None	General	10,000
Vajradhatu (Karme Choling)	None	None	General	10,000
United Way Capital Area	None	None	General	100,000
Ventana Del Soul	None	None	General	10,000
RGK Center (Volunteerism Research)	None	None	General	50,000
Wheelchair Sports & Recreation Association	None	None	General	5,000
Total 2008 Grant and Contributions				<u>2,646,500</u>

JMR Barker Foundation**EIN 13-6268289****Schedule of Program Grants or Contributions Approved for Future Payment****2008 Form 990-PF, Part XV, Line 3b**

<u>Charitable Organization</u>	<u>Relationship To Foundation</u>	<u>Foundation Status</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Appalachia Mountain Club	None	None	General	100,000
Child, Inc (St Aloysius School)	None	None	General	100,000
Gloucester Education Foundation	None	None	General	460,216
Kimball Union Academy	None	None	General	1,600,000
Northfield Mount Hermon School	None	None	General	350,000
Rockport Chamber Music Festival	None	None	General	213,000
RGK Center (Volunteerism Research)	None	None	General	50,000
Present Value Adjustment				<u>(241,976)</u>
Total 2008 Grant and Contributions Approved for Future Payment				<u><u>2,631,240</u></u>