Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning, SEP 1, 2008 **and ending** AUG 31, 2009

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
LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O EZKR LLP 120 BLOOMINGDALE RD

City or town, state, and ZIP code
WHITE PLAINS, NY 10605

A Employer identification number 20-2761633

B Telephone number (914)428-7733

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 23,595,808.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(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).)

	Line		(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	7,691.		N/A	
	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	890,199.	826,866.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	41,820.			
	b	Gross sales price for all assets on line 6a 41,820.				
	7	Capital gain net income (from Part IV, line 2)		41,820.		
	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				
	12	**Total.** Add lines 1 through 11	939,710.	868,686.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	7,691.	7,691.		0.
	c	Other professional fees STMT 3	58,262.	58,011.		0.
	17	Interest				
	18	Taxes STMT 4	28,760.	813.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	325.	325.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	95,038.	66,840.		0.
	25	Contributions, gifts, grants paid	1,246,000.			1,246,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,341,038.	66,840.		1,246,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-401,328.			
	b	**Net investment income** (if negative, enter -0-)		801,846.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

Form **990-PF** (2008)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	24,512.	125,813.	125,813.
	2	Savings and temporary cash investments			
	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 6	2,459,248.	1,180,485.	1,186,743.
	b	Investments - corporate stock STMT 7	4,479,020.	10,468,620.	12,008,035.
	c	Investments - corporate bonds STMT 8	15,054,122.	9,840,656.	10,275,217.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	22,016,902.	21,615,574.	23,595,808.
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 ▶ ☐ 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	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	22,016,902.	21,615,574.	
	30	**Total net assets or fund balances**	22,016,902.	21,615,574.	
	31	**Total liabilities and net assets/fund balances**	22,016,902.	21,615,574.	

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	22,016,902.
2	Enter amount from Part I, line 27a	2	-401,328.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21,615,574.
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	21,615,574.

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	SCHEDULE ATTACHED	P		
b	CAPITAL GAINS DIVIDENDS			
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	26,911.			26,911.
b	14,909.			14,909.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				26,911.
b				14,909.
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	41,820.
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). 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	1,165,000.	24,412,535.	.047721
2006	846,750.	25,165,272.	.033648
2005	1,416,202.	24,632,782.	.057493
2004	1,925,712.	23,644,124.	.081446
2003	1,143,352.	22,671,879.	.050430

2 Total of line 1, column (d)	2	.270738
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	.054148
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	23,477,319.
5 Multiply line 4 by line 3	5	1,271,250.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,018.
7 Add lines 5 and 6	7	1,279,268.
8 Enter qualifying distributions from Part XII, line 4	8	1,246,000.

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 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 ▶ ☐ and enter 1% of Part I, line 27b		1	16,037.
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	16,037.
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	16,037.
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 24,080.		
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	24,080.
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	8,043.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶	8,043. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ L. BARNETT C/O GIPSON HOFFMAN ET AL Telephone no. ▶ 310-556-4660
Located at ▶ 1901 AVENUE OF THE STARS LA, CALIFORNIA ZIP+4 ▶ 90067

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	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 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?	☐ Yes ☒ 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?	☐ Yes ☒ 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

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 X 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
LAWRENCE R. BARNETT 34 FINCHER WAY RANCHO MIRAGE, CA 92270	PRES & DIR 0.00	0.	0.	0.
LAWRENCE R. BARNETT JR. 1901 AVENUE OF THE STARS LOS ANGELES, CA 90067	VP & SEC 0.00	0.	0.	0.
LAUREY J. BARNETT 936 THAYER AVENUE LOS ANGELES, CA 90024	VP & ASST SEC 0.00	0.	0.	0.
JAMES JOSEPH BARNETT 67 REDWOOD WAY ATHERTON,CA 94027	VP & ASST SEC 0.00	0.	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

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."

(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 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.

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	23,759,680.
b	Average of monthly cash balances	1b	75,162.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	23,834,842.
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	23,834,842.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	357,523.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,477,319.
6	**Minimum investment return.** Enter 5% of line 5	6	1,173,866.

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	1,173,866.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	16,037.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	16,037.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,157,829.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,157,829.
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	1,157,829.

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	1,246,000.
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	1,246,000.
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	1,246,000.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,157,829.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004 584,867.				
c From 2005 238,359.				
d From 2006				
e From 2007				
f **Total** of lines 3a through e	823,226.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 1,246,000.				
a Applied to 2007, but not more than line 2a			0.	
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				1,157,829.
e Remaining amount distributed out of corpus	88,171.			
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	911,397.			
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				0.
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	911,397.			
10 Analysis of line 9:				
a Excess from 2004 584,867.				
b Excess from 2005 238,359.				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008 88,171.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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 2008, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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(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 foundation had $5,000 or more in assets at any time during the year-see the 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).)

LAWRENCE R. BARNETT

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 ▶ [X] 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:

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 *Paid during the year*				
SEE SCHEDULE ATTACHED			UNRESTRICTED	1,246,000.
Total ▶ 3a				1,246,000.
b *Approved for future payment*				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	890,199.	
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			18	41,820.	
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.		932,019.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 932,019.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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.

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 1/11/10 Title: Vice President

Paid Preparer's Use Only

Preparer's signature ▶ [signature] WILLIAM ZEBORIS, CPA	Date 1/8/10	Check if self-employed ▶ ☐ Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ EISMAN, ZUCKER, KLEIN & RUTTENBERG, LLP 120 BLOOMINGDALE RD STE 402 WHITE PLAINS, NY 10605	EIN ▶	Phone no. 914-428-7733

Form **990-PF** (2008)

823622
01-02-09

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, and 990-PF.**

OMB No 1545-0047

2008

Name of the organization
LAWRENCE & ISABEL BARNETT CHARITABLE
FOUNDATION INC.

Employer identification number
20-2761633

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.** (**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.) ▶ $ ____________

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.**

Name of organization	Employer identification number
LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.	20-2761633

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LAWRENCE R. BARNETT 34 FINCHER WAY RANCHO MIRAGE, CA 92270	$ 7,691.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	905,108.	14,909.	890,199.
TOTAL TO FM 990-PF, PART I, LN 4	905,108.	14,909.	890,199.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,691.	7,691.		0.
TO FORM 990-PF, PG 1, LN 16B	7,691.	7,691.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	58,262.	58,011.		0.
TO FORM 990-PF, PG 1, LN 16C	58,262.	58,011.		0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	813.	813.		0.
TAX-INVESTMENT INCOME	27,947.	0.		0.
TO FORM 990-PF, PG 1, LN 18	28,760.	813.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	325.	325.		0.
TO FORM 990-PF, PG 1, LN 23	325.	325.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE	X		644,773.	651,031.
SEE SCHEDULE		X	535,712.	535,712.
TOTAL U.S. GOVERNMENT OBLIGATIONS			644,773.	651,031.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			535,712.	535,712.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,180,485.	1,186,743.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE	10,468,620.	12,008,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,468,620.	12,008,035.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE	9,840,656.	10,275,217.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,840,656.	10,275,217.

LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.
RIDER TO FORM 990PF
FISCAL YEAR ENDED AUGUST 31, 2009

ISSUER/SECURITY	FACE/SHS	MATY DATE	RATE	Proceeds	Cost	Gain/(Loss)
American Express	10,000			319,509	25,675	293,834
American Express	2,000			52,740	5,135	47,605
Zimmer Heights	3,840			164,306	138,240	26,066
American Express	3,000			60,486	7,702	52,783
Americprise Financial	3,600			68,195	6,584	61,611
News Corp	38,694			282,345		282,345
Carnival Corp	775			18,112	15,663	2,449
General Growth	600			630	17,701	(17,071)
Merrill Lynch & Co	500,000	2/3/2014	5 000%	477,500	494,675	(17,175)
Goldman Sachs	500,000	1/15/2015	5 125%	462,905	498,270	(35,365)
Citigroup	500,000	2/14/2011	5 125%	490,700	496,622	(5,922)
Intl Lease Finance	500,000	9/15/2012	5 000%	367,500	490,315	(122,815)
HSBC Finance Corp	500,000	4/15/2015	5.250%	482,770	508,605	(25,835)
Nokia	1,295			16,695	17,802	(1,107)
DU Pont (E I) Dr Nemours	580			10,406	14,056	(3,649)
Textron	1,805			8,035	24,411	(16,375)
Staples	2,600			39,546	44,863	(5,318)
Citigroup	1,200			1,346	11,494	(10,147)
Merrill Lynch & Co	250,000	2/3/2014	5 000%	183,865	247,338	(63,473)
Goldman Sachs	500,000	1/15/2015	5.125%	443,900	498,270	(54,370)
Citigroup	250,000	2/14/2011	5 125%	223,598	248,311	(24,714)
Intl Lease Finance	250,000	9/15/2012	5 000%	131,875	245,314	(113,439)
HSBC Finance Corp	500,000	4/15/2015	5 250%	367,785	508,605	(140,820)
Lehman Brothers Holdings Inc	2,400			72	36,481	(36,409)
Comcast	3,480			43,917	55,032	(11,115)
Cisco Systems	620			9,747	10,149	(402)
American Express	1,070			13,345	2,747	10,598
AT&T	270			6,616	7,298	(682)
US Bancorp	380			5,142	9,014	(3,872)
State Street Corp	180			4,207	6,604	(2,397)
Johnson & Johnson	90			4,483	5,558	(1,075)
Themo Fisher Scientific	30			1,052	1,059	(7)
Kraft Foods	120			2,739	4,027	(1,288)
Walt Disney Co	120			2,079	2,651	(571)
Nabors Industries	80			732	3,171	(2,439)
Bank of America	10			61	175	(115)
Merck & Co	2,200			59,847	61,746	(1,899)
3M Co	1,240			60,504	59,041	1,463
Conocophillips	520			20,723	25,589	(4,866)
Cisco Systems	1,280			21,586	20,954	632
CVS Caremark	1,130			31,953	33,566	(1,613)
Pepsico	530			27,828	29,466	(1,639)
Taiwan Semiconductor	5,190			50,090	45,309	4,781
Bank of America	2,265			23,591	30,099	(6,508)
Goldman Sachs	200			24,117	13,838	10,279
Accenture	960			25,676	27,062	(1,387)
Corning	4,390			61,303	44,877	16,426
Intel	1,490			22,796	21,796	1,000
Safeway Inc	1,330			25,747	29,084	(3,337)
Nabors Industries	1,520			27,368	29,506	(2,138)
Exxon Mobil	690			48,154	53,227	(5,073)
The Travelers	1,395			60,500	57,734	2,766
Oracle	1,720			34,593	30,590	4,003
Mastercard	140			23,382	24,467	(1,084)

LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.
RIDER TO FORM 990PF
FISCAL YEAR ENDED AUGUST 31, 2009

ISSUER/SECURITY	FACE/SHS	MATY DATE	RATE	Proceeds	Cost	Gain/(Loss)
Apple	110			14,719	10,742	3,977
Accenture	390			12,081	13,007	(925)
Goldman Sachs	100,000	1/15/2015	5.125%	100,625	99,654	971
Safeway Inc	1,410			28,829	29,138	(309)
Digital Realty Trust	420			14,286	14,294	(8)
Intl Lease Finance	500,000	9/15/2012	5 000%	380,250	491,165	(110,915)
Qulcomm	310			14,093	11,368	2,726
Google	30			12,297	11,873	425
Verizon	520			15,314	17,640	(2,326)
Digital Realty Trust	1,340			52,720	40,371	12,348
Qulcomm	280			12,957	10,205	2,752
Oracle	610			13,059	10,102	2,957
Marvell Tech	950			12,924	12,480	444
Google	30			13,758	11,873	1,886
Cisco Systems	700			14,940	11,878	3,062
Akamai Technologies	2,510			45,465	50,658	(5,193)
Verizon	810			24,460	24,610	(150)
Qulcomm	550			26,075	19,942	6,133
American Intl Group	1,000			3,077	56,136	(53,059)
Bank of America	2,000			56,235	25,545	30,690
Cerner Corp	1,200			38,079	49,545	(11,466)
Chubb	2,000			95,286	56,940	38,347
Proctor and Gamble	1,000			58,391	53,473	4,918
Union Pacific	2,000			110,274	54,040	56,234
Suntech Power	1,500			9,210	47,982	(38,772)
Teva	2,000			84,034	57,631	26,403
Energysolutions	2,000			6,909	46,138	(39,229)
US Treasury Bill	200,000	11/19/2009		198,569	198,188 96	379 71
US Treasury Bill	50,000	11/19/2009		49,828	49,599.55	228 23
US Treasury Bill	25,000	11/19/2009		24,888	24,823.68	64 47
US Treasury Bill	10,000	11/19/2009		9,976	9,945	32
US Treasury Bill	270,000	11/19/2009		269,490	268,577	913
Time Warner	0			7	7	1
Cerner Corp	1,200			63,589	42,056	21,533
US Treasury Bill	45,000	11/19/2009		44,944	44,814	130
US Treasury Bill	50,000	11/19/2009		49,942	49,806	135
US Treasury Bill	50,000	11/19/2009		49,973	49,530	443
						-
				7,450,253	7,423,342	26,911

LAWRENCE AND ISABEL BARNETT CHARITABLE FOUNDATION INC.
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
Fiscal Year ended 8/31/2009

Date	Payee	Purpose	Amount
10/14	CURTIS PARENTS ASSOCIATION	Unrestricted	1,000
10/22	MCCALLUM THEATRE	Unrestricted	25,000
11/24	PHILLIPS BROOKS	Unrestricted	10,000
11/25	STANFORD UNIVERSITY	Unrestricted	10,000
12/1	MENLO SCHOOL	Unrestricted	15,000
12/2	STANFORD UNIVERSITY	Unrestricted	10,000
12/15	CURTIS SCHOOL	Unrestricted	20,000
12/22	STANFORD UNIVERSITY	Unrestricted	10,000
1/7	LE LYCEE FRANCAIS DE LOS ANGELAS	Unrestricted	25,000
1/9	NEW YORK UNIVERSITY	Unrestricted	10,000
1/26	LE LYCEE FRANCAIS DE LOS ANGELAS	Unrestricted	5,000
1/29	ALS ASSOCIATION	Unrestricted	500,000
2/12	UNIVERSITY OF SOUTHERN CALIFORNIA	Unrestricted	20,000
2/24	STANFORD LAW SCHOOL	Unrestricted	10,000
3/9	STANFORD BUSINESS SCHOOL	Unrestricted	10,000
3/27	EISENHOWER MEDICAL FOUNDATION	Unrestricted	5,000
4/27	NEW YORK UNIVERSITY	Unrestricted	10,000
5/6	LE LYCEE FRANCAIS DE LOS ANGELAS	Unrestricted	10,000
5/18	STANFORD LAW SCHOOL	Unrestricted	10,000
6/1	STANFORD UNIVERSITY	Unrestricted	10,000
6/19	LEADERS - SPORTS	Unrestricted	15,000
7/1	OHIO STATE UNIVERSITY	Unrestricted	500,000
7/10	CEDARS SINAI MEDICAL CENTER	Unrestricted	5,000
			1,246,000

Please
ATTACH
TO CA
199 also
– Mara

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
SCHEDULE OF CORPORATE STOCK HELD
8/31/2009

SECURITY	9/1/2008 COST	8/31/2009 COST	MARKET
3M CO.	61,644	61,644	57,680 00
ABB LTD ADR		37,244	47,925 00
ABBOTT LABORATORIES		85,768	72,820 30
ACCENTURE LTD		44,538	47,355 00
ACE LYD		60,781	69,399 40
AFLAC INC		40,738	52,602 90
AIR PRODUCTS & CHEMICALS INC		42,558	61,524 60
AKAMAI TECHNOLOGIES	55,157	55,157	26,460 00
AKAMAI TECHNOLOGIES	21,890		
AMERICAN EXPRESS	29,318	29,318	50,730 00
AMERICAN EXPRESS	46,215	4,955	65,272 60
AMERICAN INT'L GROUP	56,136		
AMERICAN TOWER CORP	57,178	57,178	63,300 00
AMERIPRISE FINANCIAL	6,584		
APPLE INC		73,177	136,250 10
APPLIED MATERIALS CORP	55,048	55,048	39,540 00
AT&T		43,586	41,419 50
AVON PRODUCTS		53,874	79,356 30
BANK AMERICA	25,544		
BARRICK GOLD MINING	77,350	77,350	90,220 00
BERSHIRE HATHAWAY	48,193	48,193	98,580 00
BNY MELLON MID CAP STK FD CL M	327,000	628,524	626,988 85
BNY MELLON US CORE EQ 130/30FD CL M	200,000	552,005	595,987 70
BROCADE COMMUNICATIONS SYSTEMS		51,298	45,084 60
BURLINGTON NTH SANTA FE		40,125	49,812 00
CAMECO CORP	58,230	58,230	39,870 00
CARDINAL HEALTH INC		44,169	43,570 80
CATERPILLER INC		42,425	55,957 85
CERNER Corp	49,545		
CHICAGO BRIDGE & IRON	66,054	66,054	78,700 00
CHUBB CORP	56,939		
CHEVRON CORP		58,393	67,841 80
CISCO		28,114	36,720 00
CISCO	53,871	53,871	64,800 00
COLGATE-PALMOLIVE COMPANY		55,052	63,612 50
COLGATE-PALMOLIVE COMPANY		48,581	58,160 00
COMCAST CORP SPL CL A		36,594	44,791 30
COMCAST CORP - NEW	55,258	55,234	62,566 88
COMCAST CORP -SPECIAL	16,182	16,184	21,885 00
CONOCOPHILLIPS		68,176	68,895 90
CVS CAREMARK CORP		37,952	52,903.20
DISNEY WALT, CO	55,361	54,526	65,100 00
DISNEY WALT, CO		54,544	70,047 60
DREYFUS PR GI REAL ESTATE FD	131,000	362,136	431,489 93
EATON CORP		62,408	78,767 00
EMC CORP	70,509	70,509	79,500 00
EMERSON ELECTRIC CORP.	51,202	51,202	42,444 00
EMERSON ELECTRIC CORP.		73,252	84,432 30
ENERGYSOLUTIONS, INC.	46,138		
EXELON CORP		43,242	43,017 20
EXXON MOBILE CORP		144,046	135,879 75
FEDEX CORP	51,046	51,046	41,226 00
FREEPORT-MCMORAN COPPER & GOLD, INC	17,205	30,139	41,566 80
FREEPORT-MCMORAN COPPER & GOLD, INC		40,755	50,384 00
GENERAL ELECTRIC	19,334	19,334	27,800 00
GENERAL ELECTRIC		84,425	78,882 50
GENERALR GROWTH PPTYS INC	17,701		
GILEAD SCIENCES		70,754	69,843 00
GOOGLE INC CLASS A	51,312	51,312	46,167 00
GOOGLE INC		60,441	85,408 95
GOLDMAN SACHS		28,719	57,083 70
HARTFORD FINL SVCS GROUP INC COM	44,154	44,154	28,464 00
HEWLETT PACKARD		92,156	121,651 90
HOME DEPOT INC		59,843	74,774 60
HONEYWELL	58,037	58,037	73,520 00
HONEYWELL		47,994	59,918 80
HUDSON CITY BANCORP		47,520	48,544 00
IBM	67,285	51,244	59,025 00
IBM		110,407	109,786 50
ICICI BANK LTF ADR F	66,008	66,008	45,780 00
INDIA FUND INC	76,883	94,479	70,995 50
INTEL CORP		88,686	121,920 00
INVESCO LTD	18,985	61,596	83,622 50
ISHARES FTSE/XINHUSA CHINA	37,254	37,254	70,758 00

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
SCHEDULE OF CORPORATE STOCK HELD
8/31/2009

	9/1/2008	8/31/2009	
SECURITY	COST	COST	MARKET
ISHARES INC MSCI JAPAN INDEX FUND	56,153	56,153	61,320 00
ISHARESTR MSCI EMERGING MKTS INDEX FD	196,200	488,886	596,739 00
ISHARESTR MSCI EMERGING MKTS INDEX FD		43,162	42,372 00
ISHARES S&P SMALLCAP 600 INDEX FUND	195,298	493,140	541,132 80
JOHNSON CTLS INC		49,565	80,750 20
JOHNSON & JOHNSON	40,258	40,258	72,528 00
JOHNSON & JOHNSON		81,600	82,198 40
JP MORGAN CHASE		83,249	122,122 60
KELLOGG CO		46,177	47,090 00
KOHLS CORP	17,638	59,973	86,155 30
KRAFT FOODS INC CL A		63,096	61,519 50
LEHMAN BROTHERS	36,481		
MANPOWER INC WIS	54,008	54,008	62,040 00
MASTERCARD		55,270	68,667 90
MARVALL TECHNOLOGY		50,267	69,387 50
MEDTRONIC INC		42,486	45,960 00
MICROSOFT	50,401	50,401	49,300 00
MICROSOFT		60,807	73,210 50
MONSANTO CO NEW		44,892	49,489 20
MORGAN STANLEY		27,729	47,204 80
NABORS INDUSTRIES LTD COM	18,230	38,888	56,399 20
NEWMONT MINING CORP	34,649	34,649	60,285 00
NEWS CORP	1,935		
PEPSICO		80,556	88,971 90
PEPSICO		39,356	45,336 00
PFIZER INC		57,440	60,287 00
PHILIP MORRIS INTERNATIONAL		74,793	85,934 80
PLAINS EXPLORATION & PR-W/I		77,272	72,975 00
PNC FINANCIAL SERVICES		58,802	69,421 70
OCCIDENTAL PETROLEUM		45,443	63,231 50
ORACLE CORP		27,785	39,821 60
PROCTOR & GAMBLE		71,796	67,908 05
PROCTOR & GAMBLE	53,472		
QUALCOMM		32,326	45,491 60
RAYTHEON COMPANY		45,054	47,180 00
ROCKWELL COLLINS, INC	66,745	66,745	46,040 00
ROYAL DUTCH PETROLEUM	53,892	53,892	66,564 00
SCHERING PLOUGH CORP		81,447	120,610 41
SCHLUMBERGER LTD NETHERLANDS		73,029	91,887 00
SCHLUMBERGER LTD NETHERLANDS	58,239	58,239	56,200 00
SEMPRA ENERGY		63,187	74,753 30
Siemens A G ADR	62,835	62,835	52,104 00
SOUTHWESTERN ENERGY CO		49,057	57,870 20
STATE STREET CORP		31,919	57,465 60
STRATGEIC FDS INC GLOBAL STK FD CL I	590,000	1,322,839	1,479,793 80
SUNTECH POWER HLDGS ADRF	47,982		
SYSCO CORPORATION	59,575	59,575	45,882 00
TARGET CORP		46,910	67,210 00
TEVA PHARMACEUTICALS	57,631		
TEVA PHARMACEUTICALS		68,325	81,885 00
TEXAS INSTRUMENTS	64,793	64,793	61,475 00
TEXAS INSTRUMENTS		59,634	70,081 50
THERMO FISHER SCIENTIFIC		53,359	68,719 20
TIME WARNER	49,261	12,191	12,331 28
TIME WARNER NEW		37,047	37,204 03
UNION PACIFIC CORP	54,039	47,461	59,810 00
UNION PACIFIC CORP		61,417	88,518 80
UNITED PARCEL SERVICE INC CL B	57,648	57,648	42,768 00
UNITED TECHNOLOGIES CORP	62,669	62,669	94,976 00
UNITED TECHNOLOGIES CORP		68,259	85,775 20
US BANCORP		36,754	45,692 40
VARIAN MEDICAL SYSTEMS		43,911	51,684 00
VERIZON COMMUNICATIONS INC		32,680	34,764 80
WALMART		61,457	60,535 30
WILLIAMS COS INC		76,474	84,008 04
YUMI BRANDS INC		55,322	72,610 00
ZIMMER HOLDINGS INC	138,240		
	4,479,022	10,468,606	12,008,035

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
94-3031397
SCHEDULE OF US GOVERNMENT BONDS HELD
8/31/2009

				8/31/2008							8/31/2009		
ISSUER	FACE	MATY DATE	RATE	Book	Market Value	Face	Cost	Face	Proceeds	Gain/(Loss)	Face	Book	Market Value
US TREASURY BILL	750,000	11/20/2008		744,327	747,276				750,000	5,673		-	-
US TREASURY BILL	300,000	11/19/2009					990,560		697,610	4,228	300,000	297,179	299,915
UST INFL IDX	200,000	4/15/2014					200,226					200,226	203,748
SCHWAB US TREASURY MONEY FUND				26,142	26,142							15,962	15,962
DREYFUS100% US TREASURY MONEY MARKET				128,406	128,406							131,406	131,406
DREYFUS MUNICIPLE MONEY MARKET				1,560,374	1,560,374							535,712	535,712
											-		
				2,459,248	2,462,197	-	-	-	750,000	5,673	-	1,180,486	1,186,743

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
94-3031397
SCHEDULE OF CORPORATE BONDS HELD
8/31/2009

				8/31/2008								8/31/2009	
ISSUER	FACE	MATY DATE	RATE	Book	Market	Face	Cost	Face	Proceeds	Gain/(Loss)	Face	Book	Market
BERGEN COUNTY NJ	800,000	12/1/2015	5 350%	803,928 00	819,684 00						800,000	803,928 00	821,768 00
CITIGROUP INC				1,239,250 00	1,234,437 50		13799 74	(750,000)	(715,844)	(40,783)	500,000	496,622 35	505,665 00
GOLDMAN SACHS GROUP INC	1,500,000	1/15/2015	5 125%	1,494,810 00	1,404,570 00			(1,100,000)	(1,007,430)	(88,764)	400,000	398,616 00	414,536 00
GOLDMAN SACHS GROUP INC	200,000	6/15/2012	3 250%				200318 4				200,000	200,318 40	208,428 60
HSBC FIN CORP	1,500,000	4/15/2015	5 250%	1,525,815 00	1,445,445 00			(1,000,000)	(850,555)	(166,655)	500,000	508,605 00	505,135 00
INTERNATIONAL LEASE FINANCE CORP				1,211,862 50	1,063,700 00		14932 17	(1,250,000)	(879,625)	(347,170)	-	-	
JPMORGAN CHASE	200,000	12/1/2011	3 125%				200448	200,000			200,000	200,448 00	207,483 40
KENTUCKY HSG CORP				935,653 95	968,643 90						945,000	935,653 95	939,367 80
LOS ANGELES CNTY CALIF SANTN	125,000	10/1/2017	5 000%	133,343 75	132,987 50		(1,876 00)				125,000	131,467 75	133,570 00
MERRILL LYNCH				1,236,887 50	1,113,700 00		-200		(681,365)	(80,848)	1,250,000	494,675 00	499,220 00
MISSISSIPPI ST	800,000	11/1/2008	3 260%	800,000 00	800,760 00			(800,000)	(800,000)		-	-	
NEW YORK STATE DORM AUTH ST PERS	500,000	12/15/2013		498,105 00	522,980 00						500,000	498,105 00	546,120 00
NEW YORK STATE DORM AUTH ST PERS	1,000,000	12/15/2013		996,210 00	1,045,960 00						1,000,000	996,210 00	1,092,240 00
OHIO STATE	1,235,000	10/1/2016	5 440%	1,252,907 00	1,235,531 05						1,235,000	1,252,907 00	1,244,027 85
PALM BEACH FLORIDA				500,000 00	531,190 00						500,000	500,000 00	562,350 00
PENNSYLVANIA				750,000 00	754,732 50						750,000	750,000 00	817,935 00
PENNSYLVANIA				625,000 00	627,431 25						625,000	625,000 00	663,400 00
TEXAS STATE	1,000,000	6/15/2007	3 130%	1,050,350 00	1,050,090 00		-2250 61				1,000,000	1,048,099 39	1,113,970 00
				15,054,122 70	14,751,822 70	-	425,171 70	(4,700,000 00)	(4,914,619 14)	(724,019 42)	10,530,000 00	9,840,655 84	10,275,216 65