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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

OMB No 1545-0052

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

10/01, 2008, and ending

09/30, 2009

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

THE BARKER WELFARE FOUNDATION

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

Room/suite

1007 GLEN COVE AVENUE

City or town, state, and ZIP code

GLEN HEAD, NY 11545-1589

A Employer identification number

36-6018526

B Telephone number (see page 10 of the instructions)

(516) 759-5592

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) ▶ \$

72,726,503.

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

(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) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	17,463.	17,463.		STMT 1
4 Dividends and interest from securities	393,482.	393,482.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,438,663.			
b Gross sales price for all assets on line 6a	14,377,775.			
7 Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11 Other income (attach schedule)	1,085,919.	1,085,869.		STMT 3
12 Total. Add lines 1 through 11	58,201.	1,496,814.		
13 Compensation of officers, directors, trustees, etc.	186,687.	18,669.		168,018.
14 Other employee salaries and wages	7,109.	711.		6,398.
15 Pension plans, employee benefits	46,161.	4,616.		41,545.
16a Legal fees (attach schedule) STMT 4	24,631.			24,631.
b Accounting fees (attach schedule) STMT 5	49,780.	19,406.		30,374.
c Other professional fees (attach schedule) STMT 6	213,270.	213,270.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	15,115.	2,857.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	16,500.	825.		15,675.
21 Travel, conferences, and meetings	36,547.	3,655.		32,892.
22 Printing and publications				
23 Other expenses (attach schedule) STMT 8	38,378.	1,844.		36,534.
24 Total operating and administrative expenses. Add lines 13 through 23	634,178.	265,853.		356,067.
25 Contributions, gifts, grants paid	2,184,200.			2,184,200.
26 Total expenses and disbursements. Add lines 24 and 25	2,818,378.	265,853.		2,540,267.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,760,177.			
b Net investment income (if negative, enter -0-)		1,230,961.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 7

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	87,717.	110,336.	110,336.
	2 Savings and temporary cash investments		1,694,753.	1,694,753.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	17,221.	10,463.	10,463.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 9	25,523,836.	23,548,889.	23,548,889.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 10	30,455,849.	28,723,767.	28,723,767.
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)			
Liabilities	15 Other assets (describe ▶ STMT 11)	2,063,000.	2,063,000.	18,638,295.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	58,147,623.	56,151,208.	72,726,503.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	58,147,623.	56,151,208.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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 (see page 17 of the instructions)	58,147,623.	56,151,208.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	58,147,623.	56,151,208.	

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	58,147,623.
2 Enter amount from Part I, line 27a	2	-2,760,177.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	763,762.
4 Add lines 1, 2, and 3	4	56,151,208.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	56,151,208.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-1,438,663.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. }			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	3,100,596.	59,995,544.	0.051680
2006	2,799,700.	61,887,896.	0.045238
2005	2,419,611.	58,519,501.	0.041347
2004	2,928,751.	55,831,132.	0.052457
2003	2,551,951.	54,343,181.	0.046960
2 Total of line 1, column (d)			2 0.237682
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047536
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 47,852,146.
5 Multiply line 4 by line 3			5 2,274,700.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,310.
7 Add lines 5 and 6			7 2,287,010.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 2,540,267.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)	1	12,310.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	12,310.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,310.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	22,731.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	22,731.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	10,421.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax	11	10,421. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ILLINOIS AND NEW YORK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the 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 WWW.BARKERWELFARE.ORG				
14	The books are in care of THE FOUNDATION Telephone no 516-759-5592			
	Located at 1007 GLEN COVE AVENUE, GLEN HEAD, NY ZIP + 4 11545-1589			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A			
	and enter the amount of tax-exempt interest received or accrued during the year	15		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)?	1b	X
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?	<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 page 20 of the instructions.)	2b	N/A
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)	3b	N/A
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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here. ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARANE H. ROSS C/O THE FOUNDATION	PRESIDENT/DIRECTOR	35 HRS/WK 69,216.	13,742.	NONE
SUSAN DEMAIO C/O THE FOUNDATION	ASSOC DIR/ASST SEC	40 HRS/WK 117,471.	21,301.	NONE
SEE ATTACHED SCHEDULE	1-3 HRS/WK	NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

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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** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 13		160,220.

Total number of others receiving over \$50,000 for professional services **NONE****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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments. See page 24 of the instructions	
3 NOT APPLICABLE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	45,409,187.
b	Average of monthly cash balances	1b	3,171,672.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	48,580,859.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	48,580,859.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	728,713.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,852,146.
6	Minimum investment return. Enter 5% of line 5	6	2,392,607.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,392,607.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	12,310.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,310.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,380,297.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,380,297.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,380,297.

Part XII Qualifying Distributions (see page 25 of the 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	2,540,267.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,540,267.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	12,310.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,527,957.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,380,297.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			1,289,148.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 2,540,267.				
a Applied to 2007, but not more than line 2a			1,289,148.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				1,251,119.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				1,129,178.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 page 27 of 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).)

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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 STATEMENT 14

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

SEE STATEMENT 14

c Any submission deadlines

FEBRUARY 1ST AND AUGUST 1ST OF CURRENT YEAR

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

SEE STATEMENT 14

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 15		PUBLIC CHARITIES		2,184,200.
Total			▶ 3a	2,184,200.
b Approved for future payment SEE ATTACHED STATEMENT 16		PUBLIC CHARITIES		760,000.
Total			▶ 3b	760,000.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	17,463.	
		14	393,482.	
		14	1,085,869.	
		18	-1,438,663.	
				50.
			58,151.	50.
				58,201.

[illegible]

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	THE BARKER WELFARE FOUNDATION	36-6018526
	Number, street, and room or suite no. If a P O box, see instructions	
	1007 GLEN COVE AVENUE	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		
GLEN HEAD, NY 11545-1589		

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► THE FOUNDATION

Telephone No ► 516 759-5592

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or
 ► ☒ tax year beginning 10/01, 2008, and ending 09/30, 2009

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 12,268
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 22,731
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ - 0 -

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14,377,775.		SEE PART IV SCHEDULE						
		15,816,438.					-1,438,663.	
TOTAL GAIN (LOSS)							----- -1,438,663. =====	

	9.30.2008		PURCHASES	PROCEEDS	COST	GAIN/(LOSS)	9.30.2009	
	COST	MARKET					COST	MARKET
COMMON STOCKS	23,681,446	25,523,836	7,680,491	7,113,453	9,453,187	(2,339,734)	21,908,750	23,548,889
MUTUAL FUNDS	29,835,538	26,937,836	819,918	779,915	-	779,915	30,655,456	28,723,767
MONEY MARKET FUNDS	3,518,013	3,518,013	4,539,991	6,363,835	6,363,251	584	1,694,753	1,694,753
SECURITIES CLASS ACTION SETTLEMENTS				120,572	-	120,572		
TOTAL	57,034,997	55,979,685	13,040,400	14,377,775	15,816,438	(1,438,663)	54,258,959	53,967,409

Common Stock

	9/30/2008			Purchases			Sales			9/30/2009		
	Shares/ Principal	Book Basis	Shares/ Principal	Shares/ Principal	Book Basis	Shares/ Principal	Proceeds	Book Basis	Gain/(Loss)	Shares/ Principal	Book Basis	Market Value
II VI Inc	-	-	-	-	69,387.24	-	-	-	-	69,387	69,387.24	66,144.00
Accenture Ltd Bermuda CIA	13,900	429,482.04	-	2,800	-	4,000	130,159.74	107,484.40	22,895.34	9,800	322,017.84	368,973.00
AccuNet Corp	11,800	260,517.93	-	5,900	101,408.02	-	-	-	-	17,500	381,923.95	281,050.00
Alcon Inc	1,800	187,858.82	-	-	-	-	-	-	-	1,800	187,858.82	249,606.00
Align Technology Inc	18,500	211,617.80	-	-	-	5,500	69,188.11	62,913.40	6,284.71	13,000	148,704.40	184,860.00
American Express Co	7,900	292,674.26	-	4,800	118,603.93	4,700	154,147.39	172,756.18	(18,600.79)	7,800	236,322.01	284,420.00
Ansys Inc	6,100	228,370.30	-	6,000	232,509.00	-	-	-	-	12,100	460,878.30	452,782.00
Apache Corp	4,300	116,183.58	-	-	-	-	-	-	-	4,300	116,183.58	394,869.00
Autodesk Inc	8,900	276,763.00	-	-	-	8,900	152,384.64	276,763.00	(124,398.38)	-	-	-
Automatic Data Processing	9,300	369,081.26	-	750	26,385.17	-	-	-	-	10,050	397,468.43	394,965.00
Bank New York Mellon Corp	13,800	541,416.81	-	2,950	75,606.85	-	-	-	-	16,750	617,023.68	485,562.50
Berkley WR Corp	-	-	-	9,400	223,130.28	-	-	-	-	9,400	223,130.28	237,632.00
Berkshire Hathaway Inc	80	338,185.79	-	50	128,809.57	-	-	-	-	140	466,995.36	485,220.00
Best Buy Inc	10,000	487,216.30	-	1,100	21,908.28	2,700	102,881.57	130,121.10	(27,239.53)	8,400	378,033.46	315,168.00
BP PLC Spd ADR	7,500	514,387.29	-	2,500	102,658.75	-	-	-	-	10,000	617,046.04	532,300.00
Canon Inc ADR	10,100	471,044.68	-	-	-	-	-	-	-	10,100	471,044.68	403,899.00
Cardinal Health Inc	9,500	584,028.89	-	2,100	(61,868.81)	2,700	98,839.34	169,224.66	(70,385.32)	8,800	352,636.42	238,520.00
Carefusion Corp	-	-	-	8,050	203,003.37	-	-	-	-	8,050	203,003.37	175,480.00
Carmax Inc	18,300	277,123.78	-	-	-	18,300	118,695.93	277,123.78	(158,427.83)	-	-	-
Caterpillar Inc	3,000	181,008.00	-	-	-	3,000	128,988.73	181,008.00	(54,021.27)	-	-	-
Chicago Bridge & Iron	12,800	186,128.00	-	-	-	3,700	90,718.77	135,595.38	(44,876.61)	16,100	562,869.27	239,104.00
Cintas Corp	19,800	696,564.65	-	-	-	21,500	413,420.21	374,859.45	38,560.76	17,500	447,098.76	411,950.00
Cisco Sys Inc	18,700	504,763.56	-	20,300	317,194.65	-	-	-	-	6,300	242,701.00	284,193.00
Consolid Energy Inc	2,500	141,925.00	-	3,800	100,776.00	-	-	-	-	1,600	163,618.40	184,944.00
Core Laboratories NV	-	-	-	1,800	163,618.40	-	-	-	-	1,800	163,618.40	184,944.00
Covance Inc	-	-	-	2,850	155,719.83	-	-	-	-	2,850	155,719.83	143,487.50
Covidien Ltd	7,300	287,083.66	-	12,800	333,085.35	-	-	-	-	8,500	331,291.82	387,770.00
Dentistry Ind Inc	8,800	488,669.91	-	275	13,500.93	-	-	-	-	12,600	333,085.35	435,204.00
Diageo PLC Sponsored ADR	9,300	287,686.36	-	-	-	4,850	172,911.38	143,607.40	29,303.88	7,075	502,170.84	435,041.75
Donaldson Company Inc	24,300	509,378.85	-	-	-	24,300	357,949.13	509,378.85	(151,429.72)	-	-	-
East West Bancorp Inc	-	-	-	3,100	105,980.17	3,100	130,134.65	105,980.17	24,174.48	-	-	-
EQT Corp	8,400	189,307.20	-	-	-	-	-	-	-	-	-	-
Expeditors Intl Wash Inc	12,000	207,195.58	-	6,100	217,430.18	-	-	-	-	15,500	408,737.38	544,825.00
Faternal Co	7,500	391,687.15	-	4,500	176,639.85	-	-	-	-	16,500	383,835.43	636,350.00
Fiserv Inc	6,300	139,377.98	-	-	-	3,000	147,780.30	162,583.70	(14,803.40)	4,500	229,103.45	216,900.00
Genentech Inc New	5,750	430,089.08	-	-	-	6,300	113,284.52	139,377.98	(26,093.46)	-	-	-
General Electric Co	34,100	1,242,483.30	-	8,100	134,057.28	5,750	541,704.46	430,089.08	111,615.38	-	-	-
Glacier Bancorp Inc	-	-	-	8,500	115,186.08	42,200	519,480.91	1,376,540.58	(857,079.67)	-	-	-
Granger W W Inc	5,100	398,552.46	-	8,500	115,186.08	8,500	132,680.84	115,186.08	17,494.86	-	-	-
Heartland PMT Sys Inc	11,300	276,655.80	-	-	-	1,800	163,004.97	130,455.82	32,549.35	3,300	288,096.84	284,888.00
Idexx Laboratories Inc	11,000	353,868.27	-	-	-	11,300	101,985.31	279,655.80	(177,870.59)	-	-	-
Intel Corp	16,600	348,559.18	-	2,100	29,652.00	-	-	-	-	11,000	353,868.27	550,000.00
Iron Mountain Inc	14,475	303,516.69	-	-	-	-	-	-	-	16,700	379,211.18	385,959.00
Jacobs Engineering Group	2,500	146,925.00	-	8,600	320,171.55	-	-	-	-	14,475	303,516.69	385,903.50
K Tron Intl Inc	2,300	253,942.90	-	1,060	68,117.20	-	-	-	-	11,100	467,086.55	510,045.00
Kimberly Clark Corp	8,900	538,490.39	-	-	-	1,900	117,155.05	122,657.02	(5,501.97)	3,360	322,060.10	318,905.60
Laboratory Corp Amer Hlths	6,200	271,683.80	-	-	-	3,500	231,877.79	157,398.40	74,481.39	7,000	416,833.37	412,860.00
Market Corp	700	222,634.00	-	550	170,006.24	-	-	-	-	2,700	114,287.40	177,390.00
Meridian Bioscience Inc	-	-	-	8,850	108,489.42	-	-	-	-	1,250	392,540.24	412,275.00
McGraw Hill Cos Inc	8,900	359,582.05	-	8,700	222,429.25	8,600	185,946.76	282,686.02	(76,739.26)	6,850	108,489.42	171,318.50
Monanto Co	-	-	-	3,000	240,312.00	-	-	-	-	11,000	319,305.28	276,540.00
Nestle SA	-	-	-	6,250	258,662.81	-	-	-	-	3,000	240,312.00	232,200.00
NII Hlths Inc	5,200	401,923.70	-	-	-	-	-	-	-	5,200	401,923.70	156,312.00
Psychex Inc	8,100	257,498.26	-	-	-	8,100	220,111.02	257,498.26	(37,387.24)	-	-	-
Price T Rowe Group Inc	8,000	127,003.60	-	-	-	-	-	-	-	8,000	127,003.60	385,800.00
Procter & Gamble co	4,850	239,725.50	-	2,350	118,483.39	2,300	132,728.44	114,125.40	18,603.04	4,700	242,083.48	272,224.00

Qualcomm Inc	10,000	130,050.00	3,700	163,910.00	-	-	-	13,700	283,960.00	616,226.00
Resmed Inc	4,300	181,751.54	6,200	273,870.69	-	-	-	10,500	455,822.23	474,600.00
Rio Tinto PLC	300	86,803.01	750	63,729.53	-	-	-	1,050	160,532.54	178,804.50
Robert Half Intl Inc	18,000	424,654.99	-	-	18,000	23,946.43	-	18,000	-	-
Rockwell Automation Inc	-	-	10,500	298,288.30	3,250	373,202.02	424,654.99	7,250	188,685.23	308,650.00
Roper Inds Inc New	7,500	416,511.00	1,400	56,207.48	-	-	-	8,900	472,718.48	453,722.00
Schlumberger Ltd	8,000	188,080.11	3,900	140,511.15	-	-	-	11,900	328,591.28	709,240.00
Smith International Inc	5,000	192,481.00	4,700	135,316.56	-	-	-	9,700	327,797.56	278,390.00
SRA International Inc CL A	9,125	274,392.46	-	-	8,125	141,356.40	274,392.46	-	-	-
SI Mary LD & Expl Co	10,000	144,745.00	-	-	10,000	184,857.75	144,745.00	-	-	-
Staples	18,300	408,855.04	-	-	18,300	325,136.41	408,855.04	-	-	-
Stencyde Inc	-	-	8,700	423,591.01	-	-	-	8,700	423,591.01	421,428.00
Stryker Corp	5,600	144,632.04	-	-	-	-	-	5,600	144,632.04	254,408.00
Sunpower Corp	2,400	206,744.16	2,400	71,353.92	4,800	124,556.79	278,098.08	-	-	-
Sysco Corp	12,000	354,488.41	3,550	82,771.30	-	-	-	15,550	437,259.71	388,417.50
Technic Corp	5,400	148,924.28	-	-	-	-	-	5,400	148,924.28	337,824.00
Teva Pharmaceuticals Inds Ltd	6,000	232,704.30	-	-	-	-	-	6,000	232,704.30	303,360.00
3M Co	-	-	8,100	366,636.43	-	-	-	6,100	366,636.43	450,180.00
Time Warner Inc	34,450	592,918.10	-	-	2,882	89,009.85	148,942.28	14,025	512,815.07	403,639.50
Time Warner Inc New Com	-	-	(31,568)	(445,975.82)	-	-	12.69	-	-	-
Timble NAV Ltd	-	-	14,025	51,775.00	-	-	-	15,000	326,356.75	358,650.00
Tyco Electronics Intl Ltd	13,900	275,181.75	2,500	81,079.18	-	-	-	18,700	571,101.18	416,638.00
Tyco Intl Ltd	13,900	490,022.00	4,800	117,895.88	-	-	-	12,550	432,594.55	432,724.00
Ultra Pete Corp	9,500	388,722.44	4,800	286,867.74	1,750	59,037.88	74,023.77	9,500	460,425.74	485,120.00
United Parcel Svc Inc Cl B	3,500	173,558.00	6,000	12,707.79	-	-	-	7,500	534,837.32	428,172.00
UTL Worldwide Inc	7,300	521,929.53	300	-	-	-	-	-	-	-
VCA Atrial Inc	13,000	357,184.40	-	-	13,000	159,393.40	357,184.40	-	-	-
VISA Inc	6,200	181,236.96	-	-	6,200	196,311.61	191,236.96	-	-	-
Walgreen Co	-	-	2,200	135,822.06	-	-	-	2,200	135,822.06	152,042.00
Wal-Mart Stores Inc	10,800	385,529.77	-	-	10,800	281,684.97	385,529.77	-	-	-
White Mountain's Ins Grp Ltd	11,000	530,155.44	4,000	198,644.40	4,700	257,785.95	226,481.72	10,300	500,318.12	505,627.00
Whole Foods Market Inc	325	144,690.00	-	-	325	60,523.19	144,690.00	-	-	-
Whole Common Stocks	4,500	99,676.80	-	-	4,500	56,531.31	99,676.80	-	-	-
		23,681,448.00		7,680,490.93		7,113,453.12	9,453,187.02		21,908,749.91	23,548,888.65

Mutual Funds

Artio Global Funds (Julius Bear Intl Eq Fd Cl I)	1,750	57,502.50	-	-	-	-	-	1,750	57,502.50	52,272.50
Artisan Small Cap Value Fund	288,865	3,850,640.14	9,808	95,506.98	-	-	-	308,473	4,046,147.12	4,196,457.62
Baring Focused Intl Fd	13,133	2,000,000.00	-	-	-	-	-	13,133	2,000,000.00	1,478,762.00
Mwam - Total Return Bond Fd	612,597	6,000,000.00	11,757	102,989.82	-	-	-	824,354	6,102,989.82	6,087,450.64
PIMCO Total Return Fund II	1,089,833	11,183,131.77	44,522	424,738.95	-	-	-	1,144,454	11,617,870.72	12,062,549.82
Quant Foreign Value Fund	85,212	2,119,775.89	25,124	172,551.18	-	-	-	120,335	2,282,327.07	1,458,056.55
Vanguard Explorer Fund Admiral Shares	65,751	4,514,487.67	632	24,130.79	-	-	-	66,383	4,538,618.46	3,392,188.27
Total Mutual Funds		29,935,537.97		819,917.72		779,915.14	-		30,635,455.69	28,723,767.40

Money Market Funds

BANA Money Market Svgs	2,085,180	2,085,180.03	2,730,536	2,730,536.43	3,742,049	3,738,907.83	3,738,323.69	1,073,668	1,079,392.77	1,079,392.77
Federated US Treasury Cash	1,432,833	1,432,832.62	1,809,455	1,809,455.01	2,626,927	2,626,927.28	2,626,927.28	615,360	615,360.35	615,360.35
Total Money Market Funds		3,518,012.65		4,539,991.44		6,365,835.21	6,365,250.97		1,694,753.12	1,694,753.12

Securities Class Action Settlements

Enron Corporation				60,166.23	-	-	-		60,166.23	
Waste Management				193.27	-	-	-		193.27	
Bristol-Myers Squibb				10,682.01	-	-	-		10,682.01	
AT&T				1,567.77	-	-	-		1,567.77	
Tyco Intl Ltd				4,045.84	-	-	-		4,045.84	
Sprint				29.72	-	-	-		29.72	
CVS Corporation				25.56	-	-	-		25.56	
MBIA				3,117.73	-	-	-		3,117.73	
US West				12.47	-	-	-		12.47	
Tenet Securities				7,205.40	-	-	-		7,205.40	
Feddie Mac				20.54	-	-	-		20.54	
Cardinal Health Inc				33,505.36	-	-	-		33,505.36	
Total Securities Class Action Settlements				120,571.90	-	-	-		120,571.90	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - MONEY MARKET FUNDS	17,463.	17,463.
TOTAL	17,463.	17,463.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME - COMMON STOCKS	393,482.	393,482.
TOTAL	393,482.	393,482.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME - MUTUAL FUNDS	1,085,869.	1,085,869.
OTHER INCOME	50.	
	-----	-----
TOTALS	1,085,919.	1,085,869.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PATTERSON, BELKNAP, WEBB & TYLER LLP - LEGAL FEES	24,631.			24,631.
TOTALS	24,631.			24,631.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
CONDON O'MEARA MCGINTY & DONNELLY LLP - AUDIT & TAX PREPARATION	31,596.	12,638.		18,958.
DEMASCO, SENA & JAHELKA - BOOKKEEPING SERVICES	16,500.	6,600.		9,900.
PAYCHEX - PAYROLL SERVICE	1,684.	168.		1,516.
	-----	-----	-----	-----
TOTALS	49,780.	19,406.		30,374.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAL & MANAGEMENT FEES -		
- D.F. DENT & COMPANY, INC.	86,507.	86,507.
- FIDUCIARY MANAGEMENT, INC.	73,713.	73,713.
- BARING ASSET MANAGEMENT, INC.	21,550.	21,550.
CONSULTING FEES -		
- LOWERY ASSET CONSULTING	31,500.	31,500.
	-----	-----
TOTALS	213,270.	213,270.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL EXCISE TAX	12,258.	
FOREIGN TAXES	2,857.	2,857.
	-----	-----
TOTALS	15,115.	2,857.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TELEPHONE	2,722.	136.	2,586.
STATIONERY & SUPPLIES	1,331.	67.	1,264.
POSTAGE	2,226.	111.	2,115.
DUES & SUBSCRIPTIONS	1,922.	96.	1,826.
OFFICE EXPENSE	32.	2.	30.
REPAIRS & MAINTENANCE	5,374.	269.	5,105.
INSURANCE	23,256.	1,163.	22,093.
STATE FILING FEES	1,515.		1,515.
TOTALS	38,378.	1,844.	36,534.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
	-----	----
COMMON STOCKS	23,548,889.	23,548,889.
- (SEE PART IV SCHEDULE)	-----	-----
TOTALS	23,548,889.	23,548,889.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS	28,723,767.	28,723,767.
- (SEE PART IV SCHEDULE)		
TOTALS	28,723,767.	28,723,767.

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
ART WORKS, AT APPRAISED VALUE		
AT DATE OF RECEIPT - ON LOAN	1,560,000.	16,750,000.
ASSETS, LOCATED AT BARKER		
CIVIC CENTER AT APPRAISED	503,000.	1,888,295.
VALUE AT DATE OF RECEIPT		
	-----	-----
TOTALS	2,063,000.	18,638,295.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

UNREALIZED GAIN ON INVESTMENTS

763,762.

TOTAL

763,762.
=====

THE BARKER WELFARE FOUNDATION
EIN: 36-6018526
SEPTEMBER 30, 2009

990-PF

Name	Title	Contributions to Employee Benefit Plans	Expense Allowance	Compensation	Hours per Week
Katrina H. Becker	Vice President	None	None	None	1-3
Diane Curtis	Director	None	None	None	1-3
Danielle H. Moore	Secretary	None	None	None	1-3
John B. Hickox	Director Deceased 9/7/09	None	None	None	1-3
Mary Lou Linnen	Director	None	None	None	1-3
Stephen B. Ross	Director	None	None	None	1-3
Thomas P. McCormick	Treasurer	None	None	None	1-3
Sarane R. O'Connor	Director	None	None	None	1-3
Alexander B. Ross	Director	None	None	None	1-3
Alline Matheson	Director	None	None	None	1-3

Address: c/o The Barker Welfare Foundation

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
D.F. DENT & COMPANY, INC. 2 EAST READ STREET, SIXTH FLOOR BALTIMORE, MD 21202	INVESTMENT MGMT	86,507.
FIDUCIARY MANAGEMENT, INC. 100 EAST WISCONSIN AVENUE, SUITE 2200 MILWAUKEE, WI 53202	INVESTMENT MGMT	73,713.
TOTAL COMPENSATION		----- 160,220. =====

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

MS. SARANE H. ROSS, PRESIDENT
THE BARKER WELFARE FOUNDATION
P.O. BOX 2, GLEN HEAD, NY 11545
516-759-5592

THE BARKER WELFARE FOUNDATION

GENERAL POLICY

The mission of the Barker Welfare Foundation is to make grants to qualified charitable organizations whose initiatives improve the quality of life, with an emphasis on strengthening youth and families and to reflect the philosophy of Catherine B. Hickox, the Founder

In advance of submitting a request, a 2-3 page letter, copy of the first page of your most recent 990 filed with the IRS and a current budget (including income and expense) for the whole organization. A telephone call is suggested to determine if the organization seeking to apply for a grant falls within the current General Policy of the Foundation. Inquiries should be made to Sarane H. Ross, President, The Barker Welfare Foundation, P O. Box 2, Glen Head, NY 11545 or (516) 759-5592.

If a request for a grant appears suitable, a Grant Process sheet, a Grant Application Form and a Checklist of required information will be sent.

1. Grants are made to tax-exempt organizations which have received a ruling by the Internal Revenue Service that they are organizations described in Section 501 (c) (3) and classified in Section 509 (a) (1), (2), or (3) of the Internal Revenue Code (publicly supported organizations and their affiliates).
2. Consideration will be given to applications from institutions and agencies operating in the field of health, welfare, education, cultural activities and civic affairs, primarily serving the metropolitan areas of Chicago (see #3), New York and Michigan City, Indiana.
3. The funding policy for metropolitan Chicago has changed. As of May 21, 1994, requests for funding will no longer be accepted unless invited (initiated) by the Foundation.
4. In general, as a matter of present policy, appeals for the following will be declined:
 - A. Organizations not located in nor directly serving the areas defined in #2.
 - B. National health, welfare, or education agencies, institutions or funds.
 - C. Scholarships, fellowships, loans, student aid and appeals from individuals.
 - D. Medical and scientific research.
 - E. Private elementary and secondary schools, colleges, universities, professional schools and trade organizations.
 - F. Films, program advertising, conferences, seminars, benefits and fundraising costs.
 - G. Start-up organizations, emergency funds, and deficit financing.
 - H. Lobbying-related or legislative activities.
 - I. Endowment funds and intermediary organizations.

THE BARKER WELFARE FOUNDATION

EIN: 36-6018526

September 30, 2009

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

CHICAGO	\$ 379,000
OTHER	341,200
MICHIGAN CITY	142,000
NEW YORK	1,322,000
 TOTAL	 <u>\$ 2,184,200</u>

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

#	Name	Address	Purpose	Amount
	Chicago			
1	Adler Planetarium	1300 South Lake Shore Drive Chicago, IL 60605	for payment on a pledge of \$100,000 for the Sky Theater Renovation Project.	\$ 25,000.00
2	Art Institute of Chicago	111 S. Michigan Avenue Chicago, IL 60603	for final payment on a pledge of \$30,000 payable over 2 years for Museum Education Student and Teacher Programs.	\$ 15,000.00
3	Big Brothers-Big Sisters of Metropolitan Chicago	560 West Lake Street, 5th Floor Chicago, IL 60661	for first payment on a pledge of \$10,000 payable over 2 years for General Operating Support and \$10,000 to upgrade the agency's telephone system.	\$ 15,000.00
4	Chicago Child Care Society	5467 South University Avenue Chicago, IL 60615	for final payment on a pledge of \$40,000 payable over 2 years for the Next Step Program.	\$ 20,000.00
5	Chicago Commons Association	700 North Sacramento Blvd, Suite 141 Chicago, IL 60612	for final payment on a pledge of \$60,000 payable over 2 years for the Adult Education & Training Program.	\$ 30,000.00
6	Chicago Historical Society	1601 North Clark Street Chicago, IL 60614	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000.00
7	Chicago Lighthouse for People Who are Blind or Visually Impaired	1850 West Roosevelt Road Chicago, IL 60608	first payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500.00
8	Chicago Public Library Foundation	20 North Michigan Avenue, Suite 102 Chicago, IL 60602	for first payment on a pledge of \$30,000 payable over 2 years for the Teacher in the Library Program.	\$ 15,000.00
9	Chicago Symphony Orchestra	220 South Michigan Avenue Chicago, IL 60604	for first payment on a pledge of \$30,000 payable over 2 years for CSO's Institute for Learning, Access and Training	\$ 15,000.00
10	Chicago Youth Centers	104 S. Michigan Avenue, 14th Floor Chicago, IL 60603-59	for final payment on a pledge of \$30,000 for the Teen Leadership Development Program.	\$ 15,000.00
11	Court Appointed Special Advocates of Cook County	910 West Van Buren #339 Chicago, IL 60607	for final payment on a pledge of \$20,000 payable over 2 years for volunteer recruitment, training, supervision and retention program	\$ 10,000.00
12	Field Museum of Natural History	1400 South Lake Shore Drive Chicago, IL 60605	for final payment on a pledge of \$100,000 payable over 2 years for the Crown Family-Play Lab	\$ 50,000.00
13	Girl Scouts of Greater Chicago and Northwest Indiana, Inc.	222 South Riverside Plaza, Suite 2120 Chicago, IL 60606	for the final payment on a pledge of \$24,000 payable over 2 years for the GirlSpace Program.	\$ 12,000.00
14	Lyric Opera of Chicago	20 North Wacker Drive Chicago, IL 60606	for first payment on a pledge of \$30,000 payable over 2 years for the Education and Community Engagement Program.	\$ 15,000.00
15	Planned Parenthood Chicago Area	18 S. Michigan Avenue 6th Floor Chicago, IL 60603	for first payment on a pledge of \$40,000 payable over 2 years for the Colpo Program.	\$ 20,000.00
16	Recording for the Blind & Dyslexic, Inc. (Illinois Unit)	180 N. Michigan Avenue, Suite 620 Chicago, IL 60601	for first payment on a pledge of \$24,000 payable over 2 years for the Educational Outreach & book production for Chicago Public Schools.	\$ 12,000.00
17	Rehabilitation Institute of Chicago Foundation	345 East Superior Street, Room 1640 Chicago, IL 60611	for The Women with Disabilities Center.	\$ 20,000.00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

18	Thresholds	4101 North Ravenswood Chicago, IL 60613	for final payment on a pledge of \$20,000 payable over 2 years for the Homeless Families Program.	\$ 10,000 00
19	Trust for Public Land - Chicago	53 West Jackson Blvd, Suite 815 Chicago, IL 60604	for first payment on a pledge of \$15,000 payable over 2 years for Chicago Parks for People	\$ 7,500 00
20	Window to the World Communications, Inc (WTTW/Channel 11)	5400 North St. Louis Avenue Chicago, IL 60625	for first payment on a pledge of \$30,000 payable over 2 years for Television Programming and services to children.	\$ 15,000 00
21	YMCA of Metropolitan Chicago	801 N. Dearborn Street Chicago, IL 60610	for final payment on a pledge of \$100,000 payable over 2 years for the Village Foundation cabin at YMCA Camp Duncan.	\$ 25,000 00
22	YWCA of Metropolitan Chicago	360 North Michigan Avenue, Suite 800 Chicago, IL 60601	for final payment on a pledge of \$20,000 payable over 2 years for Child Sexual Violence and Support Services.	\$ 10,000 00
			Total:	\$ 379,000 00
	Other			
1	Aiken Corporation of South Carolina	P.O. Box 1177 Aiken, SC 29802	for the General Fund	\$ 5,002.00
2	American College of the Building Arts	21 Magazine Street Charleston, SC 29401	for the General Fund.	\$ 1,000 00
3	American Society of the Order of St. John	1875 K. Street, NW, 6th Floor Washington, DC 20006	for the General Fund	\$ 500 00
4	Arizona Classic Jazz Society	10918 E. Michigan Avenue Sun Lakes, AZ 85248	for the General Fund.	\$ 6,000 00
5	Art Institute of Chicago	111 S. Michigan Avenue Chicago, IL 60603	for the building fund for the new wing \$2,000 and for the Photography Department (new gallery space) \$1,850	\$ 3,850 00
6	Augusta Preparatory Day School, Inc.	285 Flowing Wells Road Martinez, GA 30907	toward building a wall on the athletic field.	\$ 4,500.00
7	Big Apple Circus, Ltd.	505 Eighth Avenue, 19th Floor New York, NY 10018	for the Clown Care Unit in New York.	\$ 4,000 00
8	Boys and Girls Club of Michigan City, Inc.	301 East Eighth Street Michigan City, IN 46360	for General Operating Support.	\$ 2,500 00
9	Brandywine Conservancy, Inc.	P.O. Box 141 Chadds Ford, PA 19317	for the General Fund.	\$ 500 00
10	Brooklyn Academy of Music, Inc.	30 Lafayette Avenue Brooklyn, NY 11217	for the Children's Education Program.	\$ 1,000.00
11	Byers School Foundation	210 West Rittenhouse Square, Suite 400 Philadelphia, PA 19103	for the General Fund.	\$ 500 00
12	Chaplin School	100 East End Avenue New York, NY 10028	for the General Fund.	\$ 500.00
13	Christ Church of the Ascension	4015 East Lincoln Drive Paradise Valley, AZ 85253	for the General Fund.	\$ 900 00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

14	Christian Record Services, Inc.	P O Box 6097 Lincoln, NE 68506	for National Camps for Blind Children. (MTPM)	\$ 500.00
15	Citizens Concerned for the Homeless, Inc.	1005 W 8th Street Michigan City, IN 46360	for General Operating Support.	\$ 2,500.00
16	City Critters, Inc.	P.O Box 1345, Canal Street Station, New York, NY 10013	for the General Fund.	\$ 500.00
17	Civil War Preservation Trust	11 Public Square, Suite 200 Hagerstown, MD 21740	for the General Fund.	\$ 1,003.00
18	Cornell University - College Veterinary Medicine	Box 223623 Pittsburgh, PA 15251	for the General Fund.	\$ 500.00
19	Episcopal Church of St. Peter & St. Paul	1795 Johnson Ferry Road Marietta, GA 30062	for the General Fund	\$ 550.00
20	Ethel Walker School, Inc.	230 Bushy Hill Road Simsbury, CT 06070	for the General Fund.	\$ 500.00
21	First Serve - NM, Inc.	P O Box 31904 Santa Fe, NM 87594	for General Operating Support	\$ 1,500.00
22	Food Depot	1222 Siler Road Santa Fe, NM 87507	for first payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500.00
23	Foxcroft School	P.O Box 5555 Middleburg, VA 20118	for the General Fund.	\$ 5,000.00
24	George Mason University Foundation, Inc.	Mercatus Center 4400 University Drive, MS 1A3 Fairfax, VA 22030	for the General Fund.	\$ 2,496.00
25	Grand Teton National Park Foundation	P O Box 249 Moose, WY 83012	for the General Fund.	\$ 500.00
26	Green Vale School	250 Valentine's Lane Old Brookville, NY 11545	for the General Fund.	\$ 500.00
27	Habitat for Humanity International	121 Habitat Street Americus, GA 31709	for final payment on a pledge of \$150,000 payable over 3 years for Operation Home Delivery to rebuild homes affected by Hurricane Katrina and Rita.	\$ 50,000.00
28	Harbor Springs Area Historical Society, Inc.	P.O Box 812 Harbor Springs, MI 49740	for the General Fund.	\$ 4,000.00
29	Hitchcock Foundation	P.O. Box 1702 Aiken, SC 29802	to protect and preserve the Hitchcock Woods.	\$ 4,999.00
30	Hospital Albert Schweitzer Deschapelles, Haiti	P O Box 81046 Pittsburgh, PA 15217	for the General Fund.	\$ 2,000.00
31	Hunter Museum of Art	10 Bluff View Chattanooga, TN 37403	for the General Fund.	\$ 1,000.00
32	Hunter Museum of Art	10 Bluff View Chattanooga, TN 37403	for Exhibition Programming.	\$ 5,000.00
33	Julliard School	60 Lincoln Center Plaza New York, NY 10023	for the Estonia Piano Scholarship.	\$ 1,000.00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

34	Life Link	P O Box 6094 2325 Cerrillos Road Santa Fe, NM 87502	for final payment on a pledge of \$10,000 payable over 2 year for support of Las Alas clinical treatment and training program.	\$ 5,000 00
35	Little Traverse Conservancy, Inc.	3264 Powell Road Harbor Springs, MI 49740	for the General Fund	\$ 3,000 00
36	Little Traverse Conservancy, Inc.	3264 Powell Road Harbor Springs, MI 49740	for the Pond Hill Farm Development Rights purchase.	\$ 550 00
37	Marine Corps Coordinating Council of Louisville, Inc.	P O Box 355 Prospect, KY 40059	for the General Fund	\$ 500 00
38	Mayo Foundation	200 First Street SW Rochester, MN 55905	for the General Fund	\$ 1,000.00
39	Metropolitan Opera Association, Inc	Lincoln Center New York, NY 10023	for the General Fund \$2,013 and for "Save the Met Broadcasts \$500.	\$ 2,500 00
40	Metropolitan Opera Association, Inc.	Lincoln Center New York, NY 10023	for the Lindemann Young Artists Development Program	\$ 3,500 00
41	Michigan City Area Schools Grant	817 Lafayette Street Michigan City, IN 46360	for the Even Start Family Learning Center - General Support.	\$ 2,500 00
42	Millbrook School	131 Millbrook School Road Millbrook, NY 12545	for the General Fund.	\$ 500.00
43	Minnie Pearl Cancer Foundation	2410 Patterson Street, Suite 110 Nashville, TN 37203	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 17,700 00
44	Miss Porter's School, Inc.	60 Main Street Farmington, CT 06032	for the Annual Fund.	\$ 1,843 00
45	Municipal Art Society of New York	457 Madison Avenue New York, NY 10022	for the Capacity Building Project.	\$ 5,000 00
46	Museum of New Mexico Foundation	P O Box 2065 Santa Fe, NM 87504	for first payment on a pledge of \$10,000 payable over 2 years for the New Mexico History Museum Campaign.	\$ 5,000.00
47	National Audubon Society, Inc.	Silver Bluff Audubon Center & Sanctuary 4542 Silver Bluff Road Jackson, SC 29831	for the General Fund.	\$ 2,000 00
48	National Parks Conservation Association	1300 19th Street, NW, Suite 300 Washington, DC 20036	for the General Fund.	\$ 500 00
49	National Sporting Library, Inc.	P O. Box 1335 Middleburg, VA 20118	for the General Fund.	\$ 2,500 00
50	Nature Conservancy, Inc.	4245 North Fairfax Drive, Suite 100 Arlington, VA 22203	for the General Fund.	\$ 500 00
51	Nature Conservancy, Inc. - Arizona	1510 E. Fort Rowell Road Tucson, AZ 85719	for the General Fund.	\$ 500.00
52	Nature Conservancy, Inc. - South Carolina	P.O. Box 5475 Columbia, SC 29250	for the General Fund.	\$ 500.00
53	New York Regional Association of Grant Makers	79 Fifth Avenue New York, NY 10003	for General Operating Support.	\$ 4,050 00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

54	Northern Michigan Hospital/Burns Clinic Foundation	416 Connable Avenue Petoskey, MI 49770	for the Community Free Clinic(DDC)	\$ 4,000 00
55	Northern Michigan Hospital/Burns Clinic Foundation	416 Connable Avenue Petoskey, MI 49770	for first payment on a pledge of \$20,000 payable over 2 years for the Community Free Health Clinic.	\$ 10,000 00
56	Oasis Community Corporation	20 Jay Street, Suite 802 Brooklyn, NY 11201	for the Lego Robotics Engineering & KidzLit Literacy Academic Enrichment Programs	\$ 5,000 00
57	Orange County Classic Jazz Festival, Inc.	1520 W. Yale Avenue Orange, CA 92867	for the General Fund.	\$ 1,500 00
58	Pegasus Therapeutic Riding, Inc.	310 Peach Lake Road Brewster, NY 10509	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.	\$ 5,000 00
59	Phillips Academy	180 Main Street Andover, MA 01810	for the General Fund.	\$ 500 00
60	Pioneer Memorial Church (IN)	400 University Blvd Bremen Springs, MI 49103	for Neighbor to Neighbor.	\$ 5,000 00
61	Planned Parenthood of Nassau County Foundation	540 Fulton Avenue Hempstead, NY 11500	for the Capital Campaign for the Electronic Health Records Project.(DAM)	\$ 5,000 00
62	Portledge School	355 Duck Pond Road Locust Valley, NY 11560	for the Annual Fund.	\$ 1,000.00
63	Resources for Children with Special Needs, Inc.	116 East 16th Street, 5th Floor New York, NY 10003	for General Operating Support.	\$ 1,500 00
64	Ridgefield Academy, Inc.	223A West Mountain Road Ridgefield, CT 06877	for the Annual Fund.	\$ 500 00
65	Ridgefield Academy, Inc.	223A West Mountain Road Ridgefield, CT 06877	for the Annual Fund \$3,500 and for the Capital and Endowment Campaign \$5,000	\$ 8,500 00
66	Rio Salado Town Lake Foundation	O'Connor House, P O. Box 32099 Phoenix, AZ 85064	to relocate Sandra and John O'Connor's original adobe house.	\$ 1,850 00
67	Rockland Country Day School	34 Kings Highway Congers, NY 10920	for the Annual Fund.	\$ 500 00
68	Rose Hill Art Center Inc. (Alken Center for the Arts)	122 Laurens Street SW Alken, SC 29801	for the General Fund.	\$ 1,000 00
69	Saint Chrysostom's Church	1424 North Dearborn Parkway Chicago, IL 60610	for the General Fund	\$ 500 00
70	Saint Elizabeth Shelter Corporation	804 Alarid Street Santa Fe, NM 87501	for first payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500 00
71	Saint John's Episcopal Church (MI)	P O. Box 82 Harbor Springs, MI 49740	for the General Fund.	\$ 650 00
72	Saint John's Episcopal Church (MI)	P.O. Box 82 Harbor Springs, MI 49740	for the Community Fund.	\$ 600 00
73	Salvation Army Michigan City	P O. Box 14, 1201 South Franklin Street Michigan City, IN 46361	for General Operating Support.	\$ 2,500 00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

74	Samantan Counseling Centers, Inc.	P O Box 9090, 121 W. Ninth Street Michigan City, IN 46361	for General Operating Support.	\$ 7,500 00
75	San Diego Jazz Party	8959 Caminito Fresco La Jolla, CA 92037	for the General Fund	\$ 500 00
76	Santa Fe Farmers' Market Institute	607 Cerrillos Road, Suite F Santa Fe, NM 87505	for the Rallyard Campaign - to relocate the Farmer's Market building in the Rallyard	\$ 5,000.00
77	Santa Fe Opera	P O. Box 2408 Santa Fe, NM 87504	for final payment on a pledge of \$15,000 payable over 3 years for the construction of one model vocal studio.	\$ 5,000.00
78	Santa Fe Rape Crisis Center, Inc.	P.O. Box 29541 Santa Fe, NM 87592	for final payment on a pledge of \$7,000 payable over 2 years for General Operating Support.	\$ 3,500 00
79	Santa Fe Teen Arts Center	P.O. Box 33196 Santa Fe, NM 87594	for equipment.	\$ 5,000 00
80	Solomon R. Guggenheim Foundation	1071 Fifth Avenue New York, NY 10128	for the Education Programs.	\$ 5,000 00
81	South Carolina Coastal Conservation League, Inc.	P O. Box 1765 Charleston, SC 29402	for the General Fund	\$ 500 00
82	St. John's Church	3738 Butler Road Glyndon, MD 21071	for the General Fund	\$ 1,000.00
83	St. Paul's Episcopal Church	305 West Seventh Street Chattanooga, TN 37402	for the General Fund.	\$ 500 00
84	St. Philip's in the Hills Episcopal Church	P.O. Box 65840 Tucson, AZ 85728	for the General Fund	\$ 500 00
85	St. Vincent Hospital Foundation	455 St. Michael's Drive Santa Fe, NM 87505	for first payment on a pledge of \$10,000 payable over 2 years toward building and equipping a pediatric emergency area.	\$ 5,000 00
86	Town of Palm Beach United Way, Inc.	44 Coconut Row, M201, P.O. Box 1141 Palm Beach, FL 33480	for the General Fund.	\$ 40,000 00
87	Trinity Episcopal Church	1579 Northern Boulevard Roslyn, NY 11576	for oil tank replacements.	\$ 10,657 00
88	United States Equestrian Team Foundation, Inc.	P O Box 355 Gladstone, NJ 07934	for the General Fund.	\$ 2,000 00
89	WNYC Foundation	One Centre Street New York, NY 10007	for General Operating Support.	\$ 1,500 00
90	Women's Care Center, Inc.	402 West 8th Street Michigan City, IN 46360	for the Michigan City site	\$ 2,500.00
91	Woodstock Day School	P O. Box 1 Woodstock, NY 12498	for the Annual Fund	\$ 500 00
92	Woodstock Day School	P.O. Box 1 Woodstock, NY 12498	for the Annual fund \$10,500 and for the Window Replacement Fund \$500.	\$ 11,000 00
			Total	\$ 341,200 00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

	<u>Michigan City</u>			
1	Boys and Girls Club of Michigan City, Inc.	301 East Eighth Street Michigan City, IN 46360	for final payment on a pledge of \$24,000 payable over 2 years for General Operating Support.	\$ 12,000 00
2	Citizens Concerned for the Homeless, Inc.	1005 W. 8th Street Michigan City, IN 46360	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
3	Friends of Barker Civic Center, Inc.	631 Washington Street Michigan City, IN 46360	for General Operating Support.	\$ 10,000.00
4	Jack & Shirley Lubeznik Center for the Arts, Inc.	101 West 2nd Street Michigan City, IN 46360	for final payment on a pledge of \$30,000 payable over 2 years for the Youth Arts-Education Programming	\$ 15,000 00
5	Junior Achievement, Inc.- Michigan City	1339 North Jonathan Ct LaPorte, IN 46350	for first payment on a pledge of \$10,000 payable over 2 years for the Michigan City Economic Education Programs for 31 elementary classes	\$ 5,000 00
6	Open Door Health Center, Inc	301 West Homer Michigan City, IN 46360	for first payment on a pledge of \$20,000 payable over 2 years for the Adolescent Health	\$ 10,000 00
7	Open Door Health Center, Inc (B)	301 West Homer Michigan City, IN 46360	for first payment on a pledge of \$30,000 payable over 2 years for Access to Health.	\$ 15,000 00
8	Parents Council for Hand. & Retarded Child/LaPorte City, Inc.	3200 S. Cleveland Avenue Michigan City, IN 46360	for final payment on a pledge of \$20,000 payable over 2 years for general operating support of the Childcare Services.	\$ 10,000 00
9	Salvation Army-Michigan City	P O Box 14 1201, South Franklin Street Michigan City, IN 46361	for first payment on a pledge of \$20,000 payable over 2 years for emergency services and basic needs	\$ 10,000.00
10	Samaritan Counseling Centers, Inc	P O. Box 9090, 121 W. Ninth Street Michigan City, IN 46361	for first payment on a pledge of \$20,000 payable over 2 year for General Operating Support.	\$ 10,000.00
11	Social and Learning Institute for the Disadvantaged, Inc.	201 East Garfield Street Michigan City, IN 46360	toward building the dining hall/all purpose recreation room	\$ 10,000 00
12	Women's Care Center, Inc.	402 West 8th Street Michigan City, IN 46360	for final payment on a pledge of \$10,000 payable over 2 years to expand programs at the Michigan City site.	\$ 15,000.00
13	Youth Service Bureau-Big Brothers Big Sisters of LaPorte City, Inc.	906 Michigan Avenue LaPorte, IN 46350	for first payment on a pledge of \$20,000 payable over 2 years for the Teen Court.	\$ 10,000 00
			Total	\$ 142,000.00
	<u>New York</u>			
1	Albert G. Oliver Program, Inc.	80 Maiden Lane, Suite 706 New York, NY 10038	for first payment on a pledge of \$20,000 payable over 2 years for the Scholar Services/Counseling Program.	\$ 10,000 00
2	Alcoholism Council of New York	2 Washington Street, 7th Floor New York, NY 10004	for first payment on a pledge of \$12,500 payable over 2 years for General Operating Support.	\$ 7,500 00
3	American Museum of Natural History	Central Park West at 79th Street New York, NY 10024	for final payment on a pledge of \$30,000 payable over 2 years for the Astronomy Moveable Museum Program.	\$ 15,000 00
4	Arts Connection	520 Eighth Avenue, Suite 321 New York, NY 10018	for first payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000 00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

5	Asphalt Green, Inc.	555 East 90th Street New York, NY 10128	for final payment on a pledge of \$100,000 payable over 3 years for the AquaCenter renovations.	\$ 20,000 00
6	Barrier Free Living Holding, Inc.	270 East Second Avenue New York, NY 10009	for the elevator project.	\$ 15,000 00
7	Big Apple Circus, Ltd	505 Eighth Avenue, 19th Floor New York, NY 10018	for final payment on a pledge of \$16,000 payable over 2 years for the Clown Care Unit in New York.	\$ 8,000.00
8	Big Brothers and Big Sisters of New York City, Inc	223 East 30th Street New York, NY 10016	for first payment on a pledge of \$30,000 payable over 2 years for the Mentoring Growth Initiative.	\$ 15,000 00
9	Big Brothers-Big Sisters of Long Island, Inc.	70 Acom Lane Levittown, NY 11756	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
10	Brooklyn Academy of Music, Inc.	30 Lafayette Avenue Brooklyn, NY 11217	for first payment on a pledge of \$24,000 payable over 2 years for the Children's Education programs	\$ 12,000 00
11	Brooklyn Botanic Garden Corporation	1000 Washington Avenue Brooklyn, NY 11225	for first payment on a pledge of \$16,000 payable over 2 years for the Children's Education Program.	\$ 8,000 00
12	Brooklyn Children's Museum Corporation	145 Brooklyn Avenue Brooklyn, NY 11213	for the first payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500 00
13	Brooklyn Public Library Foundation, Inc.	Grand Army Plaza Brooklyn, NY 11238	for final payment on a pledge of \$24,000 payable over 2 years for Live Online Homework	\$ 12,000 00
14	Brooklyn Youth Chorus, Inc.	179 Pacific Street Brooklyn, NY 11201	for final payment on a pledge of \$25,000 payable over 2 years for the Choral Music Education & Performance Program.	\$ 12,500 00
15	Caring Community, Inc.	20 Washington Square North New York, NY 10011	for General Operating Support.	\$ 5,000 00
16	Carnegie Hall Corporation	881 Seventh Avenue New York, NY 10019	for first payment on a pledge of \$20,000 payable over 2 years for LinkUp!	\$ 10,000 00
17	Center for Alternative Sentencing and Employment Services, Inc.	346 Broadway, 3rd Floor West New York, NY 10013	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support	\$ 10,000.00
18	Center for Arts Education, Inc.	225 West 34th Street, Suite 1112 New York, NY 10122	for final payment on a pledge of \$40,000 payable over 2 years for General Operating Support.	\$ 20,000.00
19	Children's Aid Society	105 East 22nd Street New York, NY 10010	for final payment on a pledge of \$25,000 payable over 2 years for The Next Generation Center.	\$ 12,500 00
20	Church of the Holy Apostles	296 Ninth Avenue New York, NY 10001	to purchase a new bread slicer, new steam kettle cooker and installation.	\$ 20,000 00
21	City Harvest, Inc.	875 Eighth Avenue, 4th Floor New York, NY 10018	for final payment on a pledge of \$24,000 for General Operating Support.	\$ 12,000.00
22	City Parks Foundation, Inc.	830 Fifth Avenue, Room 280 New York, NY 10021	for final payment on a pledge of \$15,000 payable over 2 years for the Puppet Mobile.	\$ 7,500.00
23	Coalition for Hispanic Family Services	315 Wyckoff Avenue, 4th Floor Brooklyn, NY 11237	for first payment on a pledge of \$12,000 payable over 2 years for the Arts and Literacy After School and Summer Program.	\$ 6,000 00
24	Court Appointed Special Advocates, Inc.	50 Broadway New York, NY	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000 00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

25	Door - A Center for Alternatives, Inc.	121 Avenue of the Americas New York, NY 10013	for first payment on a pledge of \$18,000 payable over 2 years for General Operating Support.	\$ 9,000.00
26	Dorot, Inc.	171 West 85th Street New York, NY 10024	for first payment on a pledge of \$15,000 payable over 2 years for the Homeless Prevention Program (HPP).	\$ 7,500.00
27	DreamYard Drama Project, Inc	872 Gerard Avenue, 3rd Floor Bronx, NY 10452	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
28	Education Clinic, Inc.	St. Aloysius Education Clinic 219 West 132nd Street New York, NY 10027	for first payment on a pledge of \$10,000 payable over 2 years for General Operating Support.	\$ 5,000.00
29	Elder Craftsmen, Inc.	307 Seventh Avenue, Suite 1401 New York, NY 10001	for first payment on a pledge of \$22,000 payable over 2 years for the Craft Training Programs for Seniors.	\$ 11,000.00
30	ENACT, Inc.	630 Ninth Avenue, Suite 301 New York, NY 10011	for final payment on a pledge of \$12,000 payable over 2 years for the ENACT program at the New Preparatory Middle School for Technology and Arts.	\$ 6,000.00
31	Friends of the Cold Spring Harbor Fish Hatchery, Inc.	1660 Route 25A Cold Spring, NY 11724	for final payment on a pledge of \$60,000 payable over 3 years for renovations to the Walter L. Ross II Aquarium.	\$ 20,000.00
32	Goddard-Riverside Community Center	593 Columbus Avenue New York, NY 10024	for first payment on a pledge of \$50,000 payable over 2 years for General Operating Support.	\$ 25,000.00
33	Green Guerillas, Inc.	307 7th Avenue, Room 1601 New York, NY 10001	for first payment on a pledge of \$10,000 payable over 2 years for the Youth Mural Project.	\$ 5,000.00
34	Hamilton Madison House, Inc.	50 Madison Street New York, NY 10038	for final payment on a pledge of \$15,000 payable over 2 years for the After School Programs	\$ 7,500.00
35	Hartley House	413 West 46th Street New York, NY 10036	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
36	Helen Keller International, Inc.	352 Park Avenue South, Suite 1200 New York, NY 10010	for final payment on a pledge of \$15,000 payable over 2 years for the ChildSight Program.	\$ 7,500.00
37	Henry Street Settlement	265 Henry Street New York, NY 10002	for first payment on a pledge of \$30,000 payable over 2 years for the Arts-in Education Program.	\$ 15,000.00
38	Highbridge Community Life Center, Inc.	979 Ogden Avenue Bronx, NY 10452	for final payment on a pledge of \$20,000 payable over 2 years for Nurse's Aide Training Program.	\$ 10,000.00
39	Hope Program, Inc.	One Smith Street Brooklyn, NY 11201	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
40	Hudson Guild	441 West 26th Street New York, NY 10001	for General Operating Support.	\$ 7,500.00
41	ICD International Center for the Disabled, Inc.	340 East 24th Street New York, NY 10010	for final payment on a pledge of \$25,000 payable over 2 years for Traumatic Brain Injury Rehabilitation.	\$ 12,500.00
42	iMentor	40 Exchange Place, Suite 401 New York, NY 10003	for final payment on a pledge of \$10,000 payable over 2 years to support 20 mentee-mentor pairs enrolled in the Program in the New York City Schools.	\$ 5,000.00
43	Inwood House	320 East 82nd Street New York, NY 10028	for final payment on a pledge of \$25,000 payable over 2 years for the Teen Choice Program.	\$ 12,500.00
44	Island Harvest LTD.	199 Second Street Mineola, NY 11501	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

45	Jacob A. Riis Neighborhood Settlement	10-25 Forty-First Avenue Long Island City, NY 11101	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
46	Juilliard School	60 Lincoln Center Plaza New York, NY 10023	for payment on a pledge of \$50,000 for the Second Century Fund to purchase equipment for the new Music Technology Center and the Rosemary and Meredith Wilson Theater	\$ 12,500.00
47	King Manor Association of Long Island, Inc.	90-04 161 Street, #704 Jamaica, NY 11432	for General Operating Support	\$ 10,000.00
48	Kingsbridge Heights Community Center, Inc.	3101 Kingsbridge Terrace Bronx, NY 10463	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
49	Learning Leaders, Inc.	80 Maiden Lane, Suite 1100 New York, NY 10038	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
50	Learning Through an Expanded Arts Program, Inc.	441 West End Avenue, 2G New York, NY 10024	for first payment on a pledge of \$20,000 payable over 2 yr for the Active Learning Leads to Literacy (ALLL).	\$ 10,000.00
51	Lenox Hill Neighborhood House, Inc.	331 East 70th Street New York, NY 10021	for first payment on a pledge of \$35,000 payable over 2 years for Older Adult Services.	\$ 17,500.00
52	Lighthouse International, Inc.	111 East 59th Street New York, NY 10022	for final payment on a pledge of \$40,000 payable over 2 years for the Early Intervention Program.	\$ 20,000.00
53	Long Island Crisis Center, Inc.	2740 Martin Avenue Bellmore, NY 11710	for final payment on a pledge of \$15,000 payable over 2 years for the LICC Online.	\$ 7,500.00
54	Long Island Museum of American Art, History & Carriages	1200 Route 25A Stony Brook, NY 11790	for revitalization of the Carriage Museum Exhibitions and Programs.	\$ 12,500.00
55	Mercy Center, Inc.	377 East 145th Street Bronx, NY 10454	for first payment on a pledge of \$22,000 payable over 2 years for General Operating Support.	\$ 11,000.00
56	Metropolitan Opera Association, Inc.	Lincoln Center New York, NY 10023	for payment on a pledge of \$50,000 for replacement of the Met stage wagons.	\$ 12,500.00
57	Metropolitan Opera Association, Inc.	Lincoln Center New York, NY 10023	for final payment on a pledge of \$150,000 payable over 3 years for Met Free Opera in the Parks Concerts.	\$ 50,000.00
58	Morris-Jumel Mansion, Inc.	65 Jumel Terrace New York, NY 10032	for final payment on a pledge of \$10,000 payable over 2 years for the Education Program.	\$ 5,000.00
59	Municipal Art Society of New York	457 Madison Avenue New York, NY 10022	for first payment on a pledge of \$15,000 payable over 2 years for the Capacity Building	\$ 7,500.00
60	Museum of the City of New York	1220 Fifth Avenue New York, NY 10029	for payment on a pledge of \$50,000 for the Capital Campaign.	\$ 12,500.00
61	National Dance Institute, Inc.	594 Broadway, Room 805 New York, NY 10012	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
62	National Foundation for Teaching Entrepreneurs to Disadvantaged and Handicapped	120 Wall Street New York, NY 10005	for the NFTE New York Metro Program.	\$ 10,000.00
63	Neighborhood Coalition for Shelter, Inc.	157 East 86th Street, 2nd Floor New York, NY 10028	for first payment on a pledge of \$26,000 payable over 2 years for General Operating Support.	\$ 13,000.00
64	Neighbors Together Corp.	2094 Fulton Street Brooklyn, NY 11233	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

65	New Destiny Housing Corporation	1140 Broadway, Suite 1002 New York, NY 10001	for first payment on a pledge of \$15,000 payable over 2 years for the HousingLink Program.	\$ 7,500 00
66	New York Botanical Garden	200th Street and Southern Blvd Bronx, NY 10458	for the first payment on a pledge of \$30,000 payable over 2 years for the Children's Education Program	\$ 15,000.00
67	New York City Outward Bound Center, Inc.	29-46 Northern Blvd Long Island City, NY 11101	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
68	New York Council on Adoptable Children, Inc.	589 Eighth Avenue, 15th Floor New York, NY 10018	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
69	New York Hall of Science	47-01 111th Street Queens, NY 11368	for first payment on a pledge of \$20,000 payable over 2 years for the Science Career Ladder	\$ 10,000 00
70	New York Historical Society	170 Central Park West New York, NY 10024	for final payment on a pledge of \$20,000 payable over 2 years for the French Founding Father Lafayette's Return to Washington's America- Elementary School Education Programs	\$ 10,000 00
71	New York Landmarks Conservancy, Inc.	One Whitehall Street New York, NY 10004	for final payment on a pledge of \$30,000 payable over 2 years for the Sacred Sites Program.	\$ 15,000 00
72	New York Public Library, Astor, Lenox & Tilden Foundations	Fifth Avenue and 42 Street New York, NY 10018	for payment on a pledge of \$75,000 payable over 3 years for the Children's Room Renovation in the branch libraries	\$ 12,500 00
73	North Shore Boys & Girls Club, Inc.	P O Box 162 200, Glen Head Road Glen Head, NY 11545	for first payment on a pledge of \$8,000 payable over 2 years for General Operating Support and a payment of \$1,000 for dry erase board and rolling book carts	\$ 4,000 00
74	One Stop Senior Services	747 Amsterdam Avenue, 3rd Street New York, NY 10025	for first payment on a pledge of \$15,000 payable over 2 years for the Care Management Program.	\$ 7,500.00
75	Operation Exodus Inner City, Inc	21 Wadsworth Avenue New York, NY 10033	for first payment on a pledge of \$15,000 payable over 2 years for the After School Program.	\$ 7,500 00
76	Opportunities for a Better Tomorrow, Inc.	783 4th Avenue Brooklyn, NY 11232	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
77	Orpheon, Inc.	330 West 42nd Street, 12th Floor New York, NY 10036	for final payment on a pledge of \$15,000 payable over 2 years for "Musical Connections" the School Partnership Program and "Live in Concert."	\$ 7,500.00
78	Partnership for After School Education, Inc.	120 Broadway, Suite 3048 New York, NY 10271	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
79	Partnership for the Homeless, Inc.	305 Seventh Avenue, 13th Floor New York, NY 10001	for final payment on a pledge of \$24,000 payable over 2 years for Furnish a Future.	\$ 12,000 00
80	Partnership with Children, Inc	299 Broadway, Suite 1300 New York, NY 10007	for final payment on a pledge of \$25,000 payable over 2 years for Open Heart - Open Mind.	\$ 12,500 00
81	Planned Parenthood of Nassau County Foundation	540 Fulton Avenue Hempstead, NY 11500	for final payment on a pledge of \$20,000 payable over 2 years for the Hempstead, NY 11500	\$ 10,000 00
82	Planned Parenthood of Nassau County Foundation	540 Fulton Avenue Hempstead, NY 11500	for the Capital Campaign.	\$ 12,500.00
83	Planned Parenthood of New York City, Inc.	26 Bleecker Street New York, NY 10012	for first payment on a pledge of \$30,000 payable over 2 years for "Filling in the Gaps" Providing Educational Program for underserved New Yorkers.	\$ 15,000.00
84	Prep for Prep	328 West 71st Street New York, NY 10023	for final payment on a \$30,000 pledge payable over 2 years for General Operating Support.	\$ 15,000.00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

85	Queens Community House, Inc.	108-25 62nd Drive Forest Hills, NY 11375	for final payment on a pledge of \$30,000 payable over 2 years for the Hot Spots Teen Outreach Program.	\$ 15,000.00
86	Queens Museum of Art	New York City Building Flushing Meadows Corona Park Flushing, NY 11368	for final payment on a pledge of \$20,000 payable over 2 years for the ArtAccess Program.	\$ 10,000.00
87	Recording for the Blind & Dyslexic, Inc.	20 Roszel Road, Suite 1005 Princeton, NJ 08540	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
88	Resources for Children with Special Needs, Inc.	116 East 16th Street, 5th Floor New York, NY 10003	for final payment on a pledge of \$15,000 payable over 2 year for General Operating Support for the NYC Studio	\$ 7,500.00
89	ROW New York	10-27 46th Avenue, Suite 101 Long Island City, NY 11101	for final payment on a pledge of \$12,000 payable over 2 years for General Operating Support.	\$ 6,000.00
90	Sadie Nash Leadership Project, Inc.	157 Montague Street Brooklyn, NY 11201	for first payment on a pledge of \$10,000 payable over 2 years for the Summer Institute.	\$ 5,000.00
91	Safe Horizon, Inc.	2 Lafayette Street, 3rd Floor New York, NY 10007	for first payment on a pledge of \$24,000 payable over 2 years for the Queens Child Advocacy Center	\$ 12,000.00
92	Saint Matthew's & Saint Timothy's Center, Inc.	26 West 84th Street New York, NY 10024	for first payment on a pledge of \$20,000 payable over 2 years for the Star Learning Center.	\$ 10,000.00
93	Sanctuary for Families, Inc.	P O Box 1406, Wall Street Station New York, NY 10268	for final payment on a pledge of \$35,000 payable over 2 years for General Operating Support.	\$ 17,500.00
94	SCO Family Services (Center for Family Life)	345 43rd Street Brooklyn, NY 11232	for first payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000.00
95	Search and Care, Inc.	1844 Second Avenue New York, NY 10128	for final payment on a pledge of \$10,000 payable over 2 years for General Operating Support.	\$ 5,000.00
96	Service Program for Older People, Inc	302 West 91 Street, 2nd Floor New York, NY 10024	for first payment on a pledge of \$24,000 payable over 2 years for General Operating Support.	\$ 12,000.00
97	Smithsonian Institution-Cooper Hewitt Museum	2 East 91st Street New York, NY 10128	for final payment on a pledge of \$50,000 payable over 2 years for compact shelving for objects from the decorative arts collection too offsite storage.	\$ 25,000.00
98	Society for the Third Street Music School Settlement, Inc.	235 East 11th Street New York, NY 10003	for final payment on a pledge of \$12,000 payable over 2 years for The MILES PROGRAM	\$ 6,000.00
99	Society of the Third Street Music School Settlement, Inc	235 East 11th Street New York, NY 10003	for first payment on a pledge of \$12,000 payable over 2 years for The School Partnership Program - MILES (Music Instruction on the Lower	\$ 6,000.00
100	Solomon R. Guggenheim Foundation	1071 Fifth Avenue New York, NY 10128	for first payment on a pledge of \$25,000 payable over 2 years for the School Programs at the Sackler Center.	\$ 12,500.00
101	St. Christopher's, Inc	71 South Broadway Dobbs Ferry, NY 10522	for the construction of the Teaching Kitchen	\$ 12,500.00
102	St. Luke's Chamber Ensemble, Inc.	330 West 42nd Street, 9th Floor New York, NY 10036	for first payment on a pledge of \$20,000 payable over 2 years for the Education Programs.	\$ 10,000.00
103	Staten Island Institute of Arts and Sciences	75 Stuyvesant Place Staten Island, NY 10301	for final payment on a pledge of \$20,000 payable over 2 year for the Title 1 Education	\$ 10,000.00
104	Studio Museum in Harlem, Inc.	144 West 125th Street New York, NY 10027	for final payment on a pledge of \$20,000 payable over 2 years for the School Programs.	\$ 10,000.00

The Barker Welfare Foundation
Grants for the fiscal year ended September 30, 2009

105	Sunnyside Community Services, Inc.	43-31 39th Street Sunnyside, NY 11104	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
106	TADA Theater and Dance Alliance, Inc.	15 West 28th Street, 3rd Floor New York, NY 10001	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
107	Trust for Public Land (NYC)	666 Broadway, 9th Floor New York, NY 10012	for first payment on a pledge of \$25,000 payable over 2 years for "People for Parks - NYC "	\$ 12,500 00
108	United Neighborhood Houses of New York, Inc.	70 West 36th Street, 5th Floor New York, NY 10018	for final payment on a pledge of \$50,000 payable over 2 years for the UNH Professional Development Program.	\$ 25,000 00
109	University Settlement Society of New York	184 Eldridge Street New York, NY 10002	for first payment on a pledge of \$20,000 payable over 2 years for the Senior Programs.	\$ 10,000 00
110	Urban Dove, Inc.	311 West 24th Street Box 14D New York, NY 10011	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
111	Urban Pathways, Inc.	575 Eighth Avenue, 9th Floor New York, NY 10018	for first payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500 00
112	Ventas Therapeutic Community Foundation, Inc.	912 Amsterdam Avenue New York, NY 10025	for first payment on a pledge of \$25,000 payable over 2 years for the Mothers and Babies Program.	\$ 12,500 00
113	Whitney Museum of American Art	945 Madison Avenue New York, NY 10021	for first payment on a pledge of \$15,000 payable over 2 years for General Operating Support of the Education Department.	\$ 7,500 00
114	Women's Prison Association & Home, Inc.	110 Second Avenue New York, NY 10003	for General Operating Support.	\$ 8,000 00
115	Young Peoples Chorus of New York City, Inc.	1395 Lexington Avenue New York, NY 10128	for first payment on a pledge of \$16,000 payable over 2 years for the Satellite Schools Program.	\$ 8,000 00
Total:				\$ 1,322,000 00

THE BARKER WELFARE FOUNDATION

EIN: 36-6018526

September 30, 2009

PART XV - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

APPROVED FOR FISCAL YEAR ENDING 9/30/2010

CHICAGO	\$	37,500
OTHER		30,000
MICHIGAN CITY		10,000
NEW YORK		291,000
TOTAL	\$	<u>368,500</u>

APPROVED FOR FISCAL YEAR ENDING 9/30/2011

CHICAGO	\$	27,500
OTHER		22,500
MICHIGAN CITY		32,500
NEW YORK		309,000
TOTAL	\$	<u>391,500</u>

APPROVED FOR FISCAL YEAR ENDING 9/30/2010 AND 9/30/2011

GRAND TOTAL	\$	<u>760,000</u>
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The Barker Welfare Foundation
Pledges approved for the fiscal year ending 9/30/10

#	Name	Address	Purpose	Amount
<u>Chicago</u>				
1	Chicago Lighthouse for People Who are Blind or Visually Impaired	1850 West Roosevelt Road Chicago, IL 60608	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500.00
2	Lyric Opera of Chicago	20 North Wacker Drive Chicago, IL 60606	for final payment on a pledge of \$30,000 payable over 2 years for the Education and Community Engagement Program.	\$ 15,000.00
3	Window to the World Communications, Inc. (WTTW/Channel 11)	5400 North St. Louis Avenue Chicago, IL 60625	for final payment on a pledge of \$30,000 payable over 2 years for Television Programming and services to children	\$ 15,000.00
			Total:	\$ 37,500.00
<u>Other</u>				
1	Food Depot	1222 Siler Road Santa Fe, NM 87507	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500.00
2	Minnie Pearl Cancer Foundation	2410 Patterson Street, Suite 110 Nashville, TN 37203	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000.00
3	Saint Elizabeth Shelter Corporation	804 Alarid Street Fe, NM 87501	Santa Fe for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500.00
4	Northern Michigan Hospital/Burns Clinic Foundation	416 Connable Avenue Petoskey, MI 49770	for final payment on a pledge of \$20,000 payable over 2 years for the Community Free Health Clinic.	\$ 10,000.00
			Total	\$ 30,000.00
<u>Michigan City</u>				
1	Samaritan Counseling Centers, Inc	P.O. Box 9090 121 W Ninth Street Michigan City, IN 46361	for final payment on a pledge of \$20,000 payable over 2 year for General Operating Support.	\$10,000.00
			Total:	\$ 10,000.00
<u>New York</u>				
1	Albert G. Oliver Program, Inc.	80 Maiden Lane, Suite 706 New York, NY 10038	for final payment on a pledge of \$20,000 payable over 2 years for the Scholar Services/Counseling Program.	\$ 10,000.00
2	Arts Connection	520 Eighth Avenue, Suite 321 New York, NY 10018	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000.00

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3	Big Brothers and Big Sisters of New York City, Inc	223 East 30th Street New York, NY 10016	for final payment on a pledge of \$30,000 payable over 2 years for the Mentoring Growth Initiative.	\$ 15,000 00
4	Brooklyn Academy of Music, Inc	30 Lafayette Avenue Brooklyn, NY 11217	for final payment on a pledge of \$24,000 payable over 2 years for the Children's Education programs	\$ 12,000 00
5	Brooklyn Botanic Garden Corporation	1000 Washington Avenue Brooklyn, NY 11225	for final payment on a pledge of \$16,000 payable over 2 years for the Children's Education Program.	\$ 8,000 00
6	Door, Inc.- A Center for Alternatives, Inc.	121 Avenue of the America New York, NY 10013	for final payment on a pledge of \$18,000 payable over 2 years for General Operating Support.	\$ 9,000 00
7	Dorot, Inc	171 West 85th Street New York, NY 10024	for final payment on a pledge of \$15,000 payable over 2 years for the Homeless Prevention Program (HPP)	\$ 7,500 00
8	Goddard-Riverside Community Center	693 Columbus Avenue New York, NY 10024	for final payment on a pledge of \$50,000 payable over 2 years for General Operating Support.	\$ 25,000 00
9	Kingsbridge Heights Community Center	3101 Kingsbridge Terrace Bronx, NY 10463	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500 00
10	Lenox Hill Neighborhood House, Inc.	331 East 70th Street New York, NY 10021	for final payment on a pledge of \$35,000 payable over 2 years for Older Adult Services.	\$ 17,500 00
11	Mercy Center, Inc.	377 East 145th Street Bronx, NY 10454	for final payment on a pledge of \$22,000 payable over 2 years for General Operating Support.	\$ 11,000 00
12	New Destiny Housing Corporation	1140 Broadway, Suite 1002 New York, NY 10001	for final payment on a pledge of \$15,000 payable over 2 years for the HousingLink Program.	\$ 7,500 00
13	New York Public Library, Astor, Lenox & Tilden Foundations	Fifth Avenue and 42 Street New York, NY 10018	for final payment on a pledge of \$75,000 payable over 3 years for the Children's Room Renovation in the branch libraries.	\$ 25,000 00
14	Recording for the Blind & Dyslexic, Inc.	20 Roszel Road, Suite 1005 Princeton, NJ 08540	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support for the NYC Studio	\$ 10,000 00
15	Sadie Nash Leadership Project, Inc	157 Montague Street Brooklyn, NY 11201	for final payment on a pledge of \$10,000 payable over 2 years for the Summer Institute.	\$ 5,000 00
16	Safe Horizon, Inc.	2 Lafayette Street, 3rd Floor New York, NY 10007	for final payment on a pledge of \$24,000 payable over 2 years for the Queens Child Advocacy Center	\$ 12,000 00
17	Saint Matthew's & Saint Timothy's Center, Inc.	26 West 84th Street New York, NY 10024	for final payment on a pledge of \$20,000 payable over 2 years for the Star Learning Center	\$ 10,000 00
18	SCO Family Services (Center for Family Life)	345 43rd Street Brooklyn, NY 11232	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
19	Society of the Third Street Music School Settlement, Inc.	235 East 11th Street New York, NY 10003	for final payment on a pledge of \$12,000 payable over 2 years for The School Partnership Program - MILES (Music Instruction on the Lower Eastside)	\$ 6,000 00
20	Solomon R. Guggenheim Foundation	1071 Fifth Avenue New York, NY 10128	for final payment on a pledge of \$25,000 payable over 2 years for the School Programs at the Sackler Center	\$ 12,500 00
21	Sunnyside Community Services	43-31 39th Street Sunnyside, NY 11104	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 7,500 00

The Barker Welfare Foundation
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22	University Settlement Society of New York	184 Eldridge Street New York, NY 10002	for final payment on a pledge of \$20,000 payable over 2 years for the Senior Programs.	\$ 10,000.00
23	Urban Pathways, Inc	575 Eighth Avenue, 9th Floor New York, NY 10018	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500.00
24	Veritas Therapeutic Community Foundation, Inc	912 Amsterdam Avenue New York, NY 10025	for final payment on a pledge of \$25,000 payable over 2 years for the Mothers and Babies Program.	\$ 12,500.00
25	Young Peoples Chorus of New York City, Inc.	1395 Lexington Avenue New York, NY 10128	for final payment on a pledge of \$16,000 payable over 2 years for the Satellite Schools Program	\$ 8,000.00
			Total	\$ 291,000.00

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#	Name	Address	Purpose	Amount
<u>Chicago</u>				
1	Art Institute of Chicago	111 S Michigan Avenue Chicago, IL 60603	for final payment on a pledge of \$30,000 payable over 2 years for Museum Education: Student and Teacher Program.	\$ 15,000 00
2	Thresholds	4101 North Ravenswood Chicago, IL 60613	for final payment on a pledge of \$25,000 payable over 2 years for the Homeless Families Program.	\$ 12,500 00
			Total:	\$ 27,500 00
<u>Other</u>				
1	Comerstones Community Partnerships	P.O. Box 2341 Santa Fe, NM 87504	for final payment on a pledge of \$10,000 payable over 2 years for the restoration of San Miguel Chapel	\$ 5,000.00
2	First Serve - NM, Inc.	P.O. Box 31904 Santa Fe, NM 87594	for final payment on a pledge of \$5,000 payable over 2 years for the New Mexico After School Program.	\$ 2,500 00
3	National Dance Institute of New Mexico	1140 Alto Street Santa Fe, NM 87501	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500 00
4	Santa Fe Opera	P O. Box 2408 Santa Fe, NM 87504	for final payment on a pledge of \$10,000 payable over 2 years for the construction of one model/prototype vocal studio and installation of surrounding landscaping.	\$ 5,000 00
5	Wheelwright Museum	704 Camino Lejo, P O. Box 5153 Santa Fe, NM 87502	for final payment on a pledge of \$10,000 payable over 2 years for the Capital Campaign to expand exhibition space.	\$ 5,000 00
6	Youth Shelters and Family Services, Inc.	P.O. Box 28279 Santa Fe, NM 87592	for final payment on a pledge of \$5,000 payable over 2 years for General Operating Support.	\$ 2,500 00
			Total:	\$ 22,500 00
<u>Michigan City</u>				
1	Harmony House/CASA Program of LaPorte County, Inc.	1005 Michigan Avenue LaPorte, IN 46350	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
2	LaPorte County Child Abuse Prevention Council, Inc.	7451 West Johnson Road Michigan City, IN 46360	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500 00
3	Stepping Stone Shelter for Women, Inc	P O Box 1045 Michigan City, IN 46360	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500 00
			Total	\$ 32,500.00

The Barker Welfare Foundation
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	New York			
1	Adaptive Design Association, Inc	313 West 36th Street New York, NY 10024	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
2	Big Brothers-Big Sisters of Long Island, Inc	70 Acorn Lane Levittown, NY 11756	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
3	City Harvest, Inc.	575 Eighth Avenue, 4th Floor New York, NY 10018	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500 00
4	Court Appointed Special Advocates, Inc.	50 Broadway, 31st Floor New York, NY 10004	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000 00
5	DreamYard Drama Project, Inc.	1085 Washington Ave, Ground Floor Bronx, NY 10456	for final payment on a pledge of \$25,000 payable over 2 years for the Bronx Arts Learning Community	\$ 12,500 00
6	Grand Street Settlement, Inc.	80 Pitt Street New York, NY 10002	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000.00
7	Greenhope Services for Women, Inc.	23 West 123rd Street, 5th Floor New York, NY 10027	for final payment on a pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
8	Hartley House	413 West 46th Street New York, NY 10036	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
9	Highbridge Community Life Center, Inc.	979 Ogden Avenue Bronx, NY 10452	for final payment on a pledge of \$25,000 payable over 2 years for the Health Careers Training Program.	\$ 12,500 00
10	Jacob A. Riis Neighborhood Settlement	10-25 Forty-First Avenue Long Island City, NY 11101	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
11	Oasis Community Corporation	20 Jay Street, Suite 802 Brooklyn, NY 11201	for final payment on a pledge of \$12,000 payable over 2 years for the Lego Robotics Engineering & KidzLit Literacy Academic Enrichment Programs.	\$ 6,000 00
12	Partnership for the Homeless, Inc.	305 Seventh Avenue, 13th Floor New York, NY 10001	for final payment on a pledge of \$25,000 payable over 2 years for Furnish a Future Program.	\$ 12,500 00
13	Partnership with Children, Inc	299 Broadway, Suite 1300 New York, NY 10007	for final payment on a pledge of \$25,000 payable over 2 years for Open Heart-Open Mind.	\$ 12,500 00
14	Peer Health Exchange, Inc.	1460 Broadway, Suite 5-24D New York, NY 10036	for final payment on pledge of \$15,000 payable over 2 years for General Operating Support.	\$ 7,500 00
15	Point Community Development Corporation	940 Garrison Avenue Bronx, NY 10474	for final payment on a pledge of \$14,000 payable over 2 years for the Youth Development Program.	\$ 7,000 00
16	Prep for Prep	328 West 71st Street New York, NY 10023	for final payment on a pledge of \$30,000 payable over 2 years for General Operating Support.	\$ 15,000 00
17	Project Renewal, Inc	200 Varick Street, 9th Floor New York, NY 10014	for final payment on a pledge of \$25,000 payable over 2 years for the MedVan	\$ 12,500 00
18	Queens Museum of Art	New York City Building Queens, NY 11368	for final payment on a pledge of \$20,000 payable over 2 years for the ArtAccess Program.	\$ 10,000 00

The Barker Welfare Foundation
Pledges approved for the fiscal year ending 9/30/11

19	Reading Excellence and Discovery Foundation, Inc.	80 Maiden Lane, 11th Floor New York, NY 10038	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
20	ROW New York	10-27 46th Avenue, Suite 101 Long Island City, NY 11101	for final payment on a pledge of \$12,000 payable over 2 years for General Operating Support.	\$ 6,000 00
21	Sanctuary for Families, Inc.	P O. Box 1406, Wall Street Station New York, NY 10268	for final payment on a pledge of \$35,000 payable over 2 years for General Operating Support.	\$ 17,500 00
22	St. John's Bread and Life	795 Lexington Avenue Brooklyn, NY 11221	for final payment on a pledge of \$25,000 payable over 2 years for the Mobile Soup Kitchen.	\$ 12,500 00
23	Stanley M. Isaacs Neighborhood Center	415 East 93rd Street New York, NY 10128	for final payment on a pledge of \$25,000 payable over 2 years for General Operating Support.	\$ 12,500 00
24	Staten Island Institute of Arts and Sciences	75 Stuyvesant Place Staten Island, NY 10301	for final payment on a pledge of \$20,000 payable over 2 years for the Title I Education Program.	\$ 10,000 00
25	Streetwise Partners, Inc.	11 Park Place, Suite 701 New York, NY 10007	for final payment on a pledge of \$20,000 payable over 2 years for the 3-Part Career Empowerment Programming.	\$ 10,000 00
26	TADA Theater and Dance Alliance, Inc	15 West 28th Street, 3rd Floor New York, NY 10001	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
27	United Neighborhood Houses of New York, Inc	70 West 36th Street, 5th Floor New York, NY 10018	for final payment on a pledge of \$20,000 payable over 2 years for General Operating Support.	\$ 10,000 00
28	Wildlife Conservation Society	2300 Southern Blvd Bronx, NY 10460	for final payment on a pledge of \$30,000 payable over 2 years for the Conservation Education Programs.	\$ 15,000 00
Total				\$ 309,000 00

THE BARKER WELFARE FOUNDATION

EIN: 36-6018526

CONFORMITY STATEMENT

I CERTIFY THAT THE ATTACHED IS AN ACCURATE COPY OF THE AMENDED BY-LAWS.

<u>Sarane H. Ross</u>	<u>4/14/10</u>
SIGNATURE OF OFFICER OR TRUSTEE	DATE
<u>SARANE H. ROSS</u>	<u>PRESIDENT</u>
TYPE OR PRINT NAME AND TITLE	

BY-LAWS
OF
THE BARKER WELFARE FOUNDATION
AS AMENDED THROUGH MAY 15, 2009

ARTICLE I
NAME, SEAL AND OFFICES

Section 1. Name. The name of the corporation is The Barker Welfare Foundation (hereinafter the "Foundation").

Section 2. Seal. The Board of Directors of the Foundation (hereinafter the "Board") shall obtain a seal for the Foundation which bears the name of the corporation and the words "Corporate Seal" and "Illinois".

Section 3. Offices. The Foundation may have offices at such places as the Board may from time to time designate, or the purposes of the Foundation may require.

ARTICLE II
MEMBERSHIP

Section 1. Number, Election, Qualifications, Term of Office, Removal and Resignation.

A. Number and Election. The Foundation shall have at least six (6) but no more than sixteen (16) members (the "Members"). The number of Members within that range may be increased or decreased by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting at which a quorum exists and for which notice of a proposed increase or decrease in the number of Members has been given. Members may be elected to fill

vacancies by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting at which a quorum exists.

B. Qualifications. To be eligible for appointment as a Member, a candidate for Membership (i) must be a lineal descendent by blood of Catherine Barker Hickox (the “Donor”), an adopted child of any such descendent who was no more than ten-years old at the time of adoption, or a lineal descendent by blood of any such adopted child (each such descendent or adopted child, a “Family Member”) and (ii) must have served as a director of the Foundation for a continuous period of at least three (3) years immediately prior to appointment as a Member and must have served on a Grants Advisory Committee for the same period. To the extent possible, the Members should consist of an equal number of representatives of each of the four branches of the Donor’s family (the “Family Branches”); each of the Donor’s four children (Katrina H. Becker, Sarane H. Ross, J. Barker Hickox and Charles C. Hickox (each, an “Elder”)) together with his or her respective Family Members constitute a Family Branch.

C. Term of Office. Each Member shall continue to be a Member until his or her death, resignation or removal. However, absences from any two consecutive meetings of the Members that are not excused by the President shall be considered a resignation. A Member represented at a meeting by proxy shall be deemed absent for purposes of this subsection (C).

D. Removal. Any Member may be removed, with or without cause, by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting at which a quorum exists and for which written notice of the proposed action to remove has been given, pursuant to Sections 2, 3, or 4, of this Article II.

E. Resignation. Any Member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Foundation.

Section 2. Annual Meeting; Notice. The annual meeting of the Membership shall be held in May at a place within or without the State of Illinois as determined by the Board. Written notice stating the place, day and hour of the meeting shall be mailed not less than thirty (30) days before the date of the annual meeting.

Section 3. Regular Meetings; Notice. Regular meetings shall be held at such intervals and at such times as the Board or the Members may determine. Written notice stating the place, day and hour of the meeting shall be mailed not less than thirty (30) days before the date of the regular meeting.

Section 4. Special Meetings; Notice. Special meetings of the Members may be called at any time and at any place by the President, or by the President at the request of a majority of the Members or a majority of the directors. Written notice stating the place, day, hour and the purpose or purposes for which the meeting is called shall be mailed not less than thirty (30) days before the date of the special meeting.

Section 5. Waiver of Notice. Notice of any meeting need not be given to any Member who submits a signed waiver of notice in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting lack of notice, prior to the conclusion of the meeting, shall constitute a waiver of notice.

Section 6. Proxies and Quorum. Every Member entitled to vote at a meeting of Members may vote by proxy which proxy must be signed by the Member. A Member's proxy may not be a blanket authorization for another person to act on behalf of the Member, but rather the proxy must state the Member's specific vote for or against a proposal. At all meetings of the Members,

a majority of the Members entitled to vote represented in person or by proxy shall constitute a quorum for the transaction of business.

Section 7. Action of the Members. The action of the majority of the Members present and voting, either in person or by proxy, at a meeting of the Members at which a quorum exists shall be the act of the Members, except as otherwise provided by these By-Laws. Members may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation shall constitute attendance in person. Any action which may be taken at a meeting of the Members may be taken without a meeting and without a vote, if a consent in writing, setting forth the action, shall be signed by all of the Members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall manage and control the affairs and property of the Foundation. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these By-Laws, or the laws of the State of Illinois, shall be and hereby are vested in and shall be exercised by the Board. The Board shall have full power to adopt rules and regulations governing all actions which it takes, except as otherwise provided by the laws of the State of Illinois, and shall have full authority with respect to the distribution and payment of monies received by the Foundation from time to time; provided, however, that the fundamental and basic purposes and powers of the Foundation, and the limitations thereon, as

expressed in the Certificate of Incorporation, as it may be amended from time to time, shall not thereby be amended or changed.

Section 2. Number, Election, Qualifications, Term of Office, Removal and Resignation.

A. Number and Election. The Board shall consist of at least ten (10) but no more than fifteen (15) directors. The number of directors within that range may be changed by majority vote of the Members present and voting either in person or by proxy at any meeting of the Membership at which a quorum exists. No decrease in the number of directors shall serve to diminish the term of any director then in office. The directors shall be elected by a majority vote of the Members present and voting either in person or by proxy at the annual meeting of the Members at which a quorum exists. A vacancy on the Board arising at any time and from any cause may be filled for the unexpired term by majority vote of the directors present and voting at any meeting of the Board at which a quorum exists.

B. Qualifications. The Board shall include “family directors” and at least one “non-family director,” provided that at all times at least a majority of the directors are family directors. To be eligible for election as a family director, an individual must be a Family Member who has served on a Grants Advisory Committee for a continuous period of at least three (3) years immediately prior to election as a director. At such time as when all of the Elders have ceased serving as directors, each director will be expected to serve on a Grants Advisory Committee. To the extent possible, the family directors should consist of an equal number of representatives of each Family Branch. A person who does not meet the eligibility requirements for a family director may serve as a non-family director; provided, however, that a spouse of a Family Member is not eligible to serve as a family or non-family director. The director in each Family Branch who has served on the Board for the longest period of time (whether consecutive

or nonconsecutive periods) is referred to as the "Senior Director" in that Family Branch. The terms "Family Member", "Family Branch" and "Elder" are defined in Article II, Section 1.B of these By-Laws.

C. Term of Office. The terms of office of all directors shall expire at the next annual Members' meeting following their election and, in any event, each director shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. All directors are eligible for unlimited reelection.

D. Removal. Any director may be removed, with or without cause, by a vote of two-thirds (2/3) of the Members present and voting either in person or by proxy at any meeting of the Membership at which a quorum exists, and for which written notice of the proposed removal action has been given, pursuant to Sections 2, 3, or 4, of Article II.

E. Resignation. Any director may resign at any time by giving written notice of such resignation to the President or the Secretary of the Foundation.

Section 3. Annual Meeting; Notice. The annual meeting of the Board shall be held at a time and place fixed by the Board, and shall, when possible, be on the same date and at the same place as the annual meeting of the Members and immediately following the Members' meeting. Notice of the date, time and place of such annual meeting shall be mailed at least thirty (30) days in advance of the meeting date.

Section 4. Regular and Special Meetings; Notice. Regular meetings shall be held at such intervals and at such times and places as the Board may determine. Written notice of any such meeting shall be mailed to all directors at least thirty (30) days prior to its scheduled date. A special meeting of the Board may be called at any time and place by the President of the Foundation, or by any other individual so authorized by the Board, or upon written demand to

the President of a majority of the directors then in office. Notice of the date, time and place of any special meeting shall be mailed to all directors at least thirty (30) days prior to its scheduled date. Except as otherwise provided in these By-Laws, any business may be transacted at any duly-called Board meeting.

Section 5. Waiver of Notice. Notice of any meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 6. Quorum. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business.

Section 7. Action of the Board. The action of a majority of the directors present at a meeting of the Board at which a quorum exists shall be the act of the Board, except as otherwise provided by these By-Laws. Any director may participate in a meeting of the Board by means of a conference telephone or similar device by which all persons can hear all other persons participating in the meeting at the same time. Any Board action may be taken without a meeting if all directors consent in writing.

Section 8. Adjournment. At any meeting of the Board, whether or not there is a quorum present, a majority of the directors present may adjourn the meeting to another time and place without further notice to any absent director. At any such adjourned meeting at which a quorum (as provided in Article III, Section 6) is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 9. Organization. At all meetings of the Board, the President of the Foundation, or, in his or her absence, a temporary chairperson chosen by the directors from among their number, shall preside. The Secretary of the Foundation or the Assistant Secretary, if any, shall act as secretary at all meetings of the Board. In the absence of the Secretary and the Assistant Secretary, if any, the presiding officer shall appoint any individual present to act as secretary of the meeting.

Section 10. Compensation. Directors shall serve without fixed salary for their services as such. Directors shall be allowed reimbursement for reasonable expenses, on resolution of the Board, for: (i) attendance at each meeting of the Board; (ii) attendance at meetings of the Foundation's committees; and (iii) other activities directly related to the Foundation's grant-making activities. Such reimbursement shall be consistent with the Foundation's operating guidelines. The Board shall have the power, at its sole discretion, to contract with any director for services rendered to the Foundation (not including services rendered in his or her capacity as director) and to pay said director compensation appropriate to the value of such services.

ARTICLE IV

OFFICERS

Section 1. Family Officers.

A. Family Officer Positions. At any time when all four Family Branches are represented on the Board, the Family Officers shall be the President, the First Vice President, the Second Vice President and the Secretary. At any time when only three Family Branches are represented on the Board, the Family Officers shall be the President, the Vice President and the Secretary. As of the date of adoption of these amended By-Laws, the Family Branch of

Charles H. Hickox is not represented on the Board, and the persons holding the Family Officer positions are:

President - Sarane H. Ross ("SHR");

Vice President - Katrina H. Becker ("KHB"); and

Secretary - Danielle Hickox Moore.

B. Qualifications. Family Officer positions shall be held only by Family Members who are serving as directors of the Foundation, and a Family Officer's term shall end if he or she ceases to be a director. A Family Member may not hold more than one Family Officer position, and at no time may Family Members from the same Family Branch hold more than one Family Officer position.

C. Rotation of Family Branches through Family Officer Positions. Subject to the following principles, the Family Branches will rotate through the Family Officer positions from Secretary to Vice President (or, if applicable, to Second Vice President to First Vice President) to President. When a Family Officer position becomes vacant, the Family Branch holding the immediately lower position will move up into the vacant position, and the Family Branch of the individual who held the vacant Family Officer position will move into the Secretary position. The rotation of Family Branches through the Family Officer positions will be governed by the following principles.

(i) Except as provided in Section 3 of Article IV, for so long as SHR is a Member and a director of the Foundation, she will be entitled to serve, at her discretion, as the President of the Foundation and the President position will not be subject to rotation.

(ii) Except as provided in Section 3 of Article IV, for so long as KHB is a Member and a director of the Foundation, she will be entitled to serve, at her discretion, in

whichever Family Officer position (i.e., Vice President or President) she holds from time to time and that Family Officer position will not be subject to rotation.

(iii) When a vacancy occurs in a Family Officer position that will not be filled by KHB, the Senior Director in the appropriate Family Branch will fill the vacancy in that Family Officer position.

(iv) When two or more Family Members, other than SHR and KHB, are serving as Family Officers, such Family Members will serve as Family Officers for a two-year term and such Family Officer positions will rotate, as described above, every two years effective with the date of the annual meeting of the Board held at the end of the second year of the term. If a Family Member becomes a Family Officer at any time other than at an annual meeting of the Board at which the rotation of Family Officers occurs, that Family Member will serve a partial term as a Family Officer until the next annual meeting of the Board at which the rotation of Family Officers occurs and then a full two-year term.

(v) If a member of the Family Branch of Charles H. Hickox is elected to the Board and the positions of First Vice President and Second Vice President are thus created, the individual then serving as Vice President will become the First Vice President, the individual then serving as Secretary will become the Second Vice President, and the Family Member in the Family Branch of Charles H. Hickox elected to the Board will become the Secretary.

(vi) If a vacancy occurs in the office of Secretary, due to a reason other than rotation, the member of the same Family Branch that held the office of Secretary who is the next longest serving director in that Family Branch will fill the vacancy for the unexpired term and then will serve a full two-year term as Secretary.

Section 2. Non-Family Officers.

A. Non-Family Officer Positions. The Non-Family Officers of the Foundation, which will be held only by individuals who are not Family Members, shall be the Treasurer and such other officers with powers and duties not inconsistent with these By-Laws as the Board may from time to time determine.

B. Election and Term of Office. The Non-Family Officers shall be elected by a vote of the majority of the directors present and voting at the annual meeting of the Board at which a quorum exists. The Treasurer shall be elected from among the non-family directors; the other Non-Family Officers, if any, may be elected from among the non-family directors or from such other persons as the directors see fit. Each Non-Family Officer shall serve for a term fixed by the Board, and each shall serve until a successor shall have been elected and qualified, or until the officer's earlier death, resignation or removal. The Treasurer's term shall end if he or she ceases to be a director. Any two or more Non-Family Officer positions may be held by the same individual, but no instrument to be signed by more than one officer may be signed by one person in more than one capacity.

C. Vacancy. A vacancy in a Non-Family Officer position arising at any time may be filled for the unexpired term of that office by a majority vote of the directors present and voting at any meeting of the Board at which a quorum exists.

Section 3. Removal. Any officer of the Foundation may be removed, with or without cause, by a vote of two-thirds (2/3) of the directors then in office at any meeting of the Board at which a quorum exists, and for which written notice of the proposed removal action has been given pursuant to Sections 3 or 4 of Article III.

Section 4. Resignation. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Foundation.

Section 5. President: Powers and Duties. The President shall preside at all meetings of the Board, shall have and exercise general charge and supervision of the affairs of the Foundation, subject to the control of the Board, and shall do and perform such other duties as may be assigned by the Board. The President shall be an ex officio, voting member of every committee. The President may sign or countersign all contracts, agreements, instruments and checks authorized by the Board.

Section 6. Vice-President: Powers and Duties. At the request of the President or in the event of the President's absence or disability, the Vice-President (or the First Vice President or the Second Vice President, as appropriate) shall perform the duties and exercise the powers of the President. The Vice-President (or the First Vice President and Second Vice President, as appropriate) shall have such other powers and perform such other duties as the Board may determine.

Section 7. Secretary: Powers and Duties. The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall have custody of the corporate seal, if any then exists. The Secretary shall attend and keep the minutes of all the meetings of the Board. The Secretary, shall have authority to certify bylaws, resolutions and other documents of the Foundation as true and correct copies thereof. The Secretary may affix the corporate seal, if any then exists, when so authorized or ordered by the Board, and shall perform such other duties as may be assigned by the Board. If the Board elects an Assistant Secretary, the Board or the Secretary may assign any of the duties of the Secretary to the Assistant Secretary.

Section 8. Treasurer: Powers and Duties. The Treasurer shall deposit or cause to be deposited all monies and other valuable effects of the Foundation in the name and to the credit of the Foundation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of the accounts of the Foundation. He or she shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned by the Board. The Treasurer may sign or countersign all contracts, agreements, instruments and checks authorized by the Board. If the Board elects an Assistant Treasurer, the Board or the Treasurer may assign any of the duties of the Treasurer to the Assistant Treasurer.

Section 9. Compensation. The President may receive compensation as determined by the Board, in connection with fulfillment of his or her duties as set forth in Section 5 of this Article IV. The compensation, if any, of any other officers shall be fixed by the Board and shall be reasonable in amount, and the fact that any officer is also a director of the Foundation shall not preclude his or her receiving a salary for services rendered in his or her capacity as an officer.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1. Appointment. For so long as Sarane H. Ross is a Member and a director of the Foundation, she will be entitled to serve as the Executive Director of the Foundation. When Sarane H. Ross ceases to be the Executive Director, the Board shall appoint an Executive Director, who shall not be a Family Member or related to a Family Member. The Executive Director shall not be eligible to serve as a non-family director.

Section 2. Duties and Compensation. The Executive Director shall be the chief operating officer of the Foundation. The Executive Director shall be responsible for the actual administrative and day-to-day operations of the Foundation, subject to the supervision of the President. The Executive Director shall be an employee of the Foundation and receive compensation as determined by the Board, in connection with fulfillment of his or her duties.

ARTICLE VI

COMMITTEES

Section 1. Executive Committee. The Board may designate an Executive Committee to consist of the Family Officers and the Treasurer. Each member of the Executive Committee shall serve at the pleasure of the Board. The Executive Committee shall have and may exercise all of the powers and authority of the Board, to the extent allowed by applicable Illinois law, but shall be required to notify the full Board of any actions it takes or decisions made, other than those in the ordinary course of operations, within a reasonable time thereafter.

Section 2. Other Committees. The Board may, from time to time and by a majority vote of the directors then in office, appoint committees for any purpose and may delegate to each such committee such powers as the Board may deem appropriate and which are not inconsistent with Illinois law. In appointing a committee, the Board shall appoint the chair of the committee, shall specify the term of the committee's existence, and shall define the committee's powers and duties. Each committee shall consist of at least one director and shall have the power to further delegate such powers if the Board so provides in appointing the committee. In addition, the President of the Foundation shall be a member ex officio of every committee and shall have the right to vote.

Section 3. Quorum. A majority of all of the members of the Executive Committee shall constitute a quorum at any meeting thereof. A majority of all of the members of any other committee established by the Board shall constitute a quorum at any meeting thereof. Procedures of the Executive Committee and any other committee shall be governed by rules fixed by the Board.

ARTICLE VII

AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Foundation, and empower them to perform such acts or duties on behalf of the Foundation, as the Board may see fit, so far as may be consistent with these By-Laws and to the extent authorized or permitted by law.

ARTICLE VIII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Contracts. The Board, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 1, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or to any amount.

Section 2. Loans. The Foundation shall not borrow money, whether by issuing notes, bonds or otherwise, except with the approval of the Board.

Section 3. Banks; Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the funds of the Foundation. The Board shall determine who shall be authorized from time to time on the Foundation's behalf to sign checks, drafts or other orders for the payment of money.

Section 4. Investments. The funds of the Foundation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE IX

INDEMNIFICATION

Section 1. Indemnification. The Foundation shall indemnify each director, as described in Article III hereof, each of its officers, as described in Article IV hereof, each of its employees and agents designated for indemnification by the Board within its discretion, and each person serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "directors and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether by or in the right of the Foundation or not, in a manner and to the fullest extent now or hereafter permitted by the Corporations Law of the State of Illinois. Persons serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (the "enterprise") shall be indemnified only to the extent not indemnified by that enterprise.

Section 2. Applicability and Non-Exclusivity. Every reference in this Article IX to directors and officers of the Foundation shall include every director and officer thereof or former director and officer thereof. The right of indemnification herein provided for shall be in addition to any and all rights to which any director, officer, employee or agent of the Foundation otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE X

FISCAL YEAR

The fiscal year of the Foundation shall be as determined by the Board.

ARTICLE XI

AMENDMENTS

Section 1. Amendments to the By-Laws. The Members shall have the power to make, alter, amend and repeal the Foundation's By-Laws by a vote of two-thirds (2/3) of the entire Membership at any meeting of the Members at which a quorum exists. Written notice setting forth the proposed amendment shall be given to each Member with the notice of the Members' meeting. The Board may propose amendments to the By-Laws for submission to the vote of the Members by a majority vote of the directors present and voting at any meeting of the Board at which a quorum exists.

Section 2. Amendments to the Certificate of Incorporation. The certificate of incorporation shall be amended as follows. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of the Members. Written notice setting forth the proposed amendment shall be given to each Member

with the notice of the Members' meeting. At such a meeting of the Members at which a quorum exists the proposed amendment shall be adopted if it receives the affirmative vote of at least two-thirds (2/3) of the votes of the Members present and voting either in person or by proxy.

Section 3. Meeting Notice and Limitation on Amendments. Notice of the proposed amendment or amendments shall be included in the meeting notices that are mailed to the directors or Members within the time provided by these By-Laws for notices of meetings. No action shall be taken to alter or amend the By-Laws or the Certificate of Incorporation that would adversely affect the qualification of the Foundation as an organization (i) exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Code Section 501(c)(3), and (ii) contributions to which are deductible under Code Section 170(c)(2).

ARTICLE XII

LIMITATIONS

Section 1. Exempt Activities. Notwithstanding any other provision of these By-Laws, no Member, director, officer, employee or representative of the Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization (i) exempt from Federal income taxation under Code Section 501(a), as an organization described in Code Section 501(c)(3), and (ii) contributions to which are deductible under Code Section 170(c)(2).

Section 2. Prohibition Against Sharing in Corporate Earnings. No Member, director, officer or employee of, or other person connected with, the Foundation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the

Foundation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Foundation or the reimbursement of expenses incurred by any such person on behalf of the Foundation, in connection with effecting any of the purposes of the Foundation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent Jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended), and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).