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

2009

Department of the Treasury
Internal Revenue Service

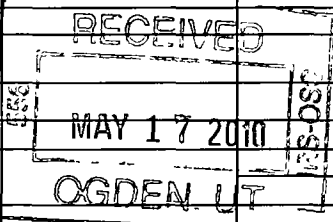
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning _____, **2009**, and ending _____

G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation Bernard and Pamela Barbash Family Foundation	A Employer identification number 16-1743055
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 119 Via Capri	B Telephone number (see the instructions) (561) 627-1922
	City or town State ZIP code Palm Beach Gardens FL 33418	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,924,274.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	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 the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	93,619.	93,619.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-108,663.			
	b Gross sales price for all assets on line 6a	604,176.			
	7 Capital gain net income (from Part IV, line 2)			0.	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		-15,044.	93,619.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	9,246.			9,246.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	32,722.	32,722.		
	17 Interest	3.	3.		
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	12,295.	6,596.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings	500.			500.	
22 Printing and publications					
23 Other expenses (attach schedule) Filing fees	200.				
24 Total operating and administrative expenses. Add lines 13 through 23	54,966.	39,321.		9,746.	
25 Contributions, gifts, grants paid	150,704.			150,704.	
26 Total expenses and disbursements. Add lines 24 and 25	205,670.	39,321.		160,450.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-220,714.				
b Net investment income (if negative, enter -0-)		54,298.			
c Adjusted net income (if negative, enter -0-)					



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	64,792.	5,697.	5,697.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	3,947,197.	3,883,696.	3,758,802.
	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)	282,361.	152,991.	159,775.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	4,294,350.	4,042,384.	3,924,274.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
FUNDED ASSETS AND RESOURCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,294,350.	4,042,384.	
	30 Total net assets or fund balances (see the instructions)	4,294,350.	4,042,384.	
	31 Total liabilities and net assets/fund balances (see the instructions)	4,294,350.	4,042,384.	

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	4,294,350.
2	Enter amount from Part I, line 27a	2	-220,714.
3	Other increases not included in line 2 (itemize) ▶ <u>Checks outstanding at end of year</u>	3	500.
4	Add lines 1, 2, and 3	4	4,074,136.
5	Decreases not included in line 2 (itemize) ▶ <u>See Other Decreases Stmt</u>	5	31,752.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,042,384.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a AT&T, 1,450 shs	P	03/29/08	02/04/09
b AOL, Inc., .909 shs	P	12/10/08	12/10/09
c Anadarko Petroleum, 300 shs	D	09/04/02	10/06/09
d Banco Santander, 1,150 shs	D	09/19/02	10/26/09
e See Columns (a) thru (d)			

(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 36,307.		52,797.	-16,490.
b 21.		15.	6.
c 19,468.		6,482.	12,986.
d 19,451.		10,265.	9,186.
e See Columns (e) thru (h)		643,260.	-114,351.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-16,490.
b			6.
c			12,986.
d			9,186.
e See Columns (i) thru (l)			-114,351.

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	-108,663.
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 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 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 (column (b) divided by column (c))
	2008	287,573.	4,573,018.	0.062885
	2007	109,961.	3,517,141.	0.031264
	2006	104,598.	2,034,900.	0.051402
	2005			
	2004			

2 Total of line 1, column (d)	2	0.145551
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	0.048517
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,269,399.
5 Multiply line 4 by line 3	5	158,621.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	543.
7 Add lines 5 and 6	7	159,164.
8 Enter qualifying distributions from Part XII, line 4	8	160,450.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		
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	1	543.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	543.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	543.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	700.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	700.
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	157.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 157. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>OH - Ohio</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities *Continued*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address	13		X
<p style="text-align: center;">▶ N/A</p>				
14	The books are in care of ▶ Bernard Barbash Telephone no ▶ (561) 627-1992 Located at ▶ 119 Via Capri Palm Beach Gardens FL ZIP + 4 ▶ 33418			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	▶ 15 <input type="checkbox"/>		

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
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	
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 2009?	1 c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__		
3 a	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 2009 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009</i>)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2009?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b 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 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
<u>Bernard Barbash</u> 119 Via Capri Palm Beach Gardens FL 33418	Pres & Treas.	0.10	0.	0.
<u>Pamela Barbash</u> 119 Via Capri Palm Beach Gardens FL 33418	VP	0.10	0.	0.
<u>Michael G. Schwartz</u> 221 E. Fourth St., Suite 2000 Cincinnati OH 45202	Secretary	0.10	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ▶ **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 -----	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments See instructions 3 -----	
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 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	3,294,117.
b	Average of monthly cash balances	1b	25,070.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,319,187.
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	
3	Subtract line 2 from line 1d	3	3,319,187.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	49,788.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,269,399.
6	Minimum investment return. Enter 5% of line 5	6	163,470.

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

1	Minimum investment return from Part X, line 6	1	163,470.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	543.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	543.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	162,927.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	162,927.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	162,927.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	160,450.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	160,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	543.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	159,907.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				162,927.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2009.				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	4,679.			
f Total of lines 3a through e	4,679.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 160,450.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				160,450.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	2,477.			2,477.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,202.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,202.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	2,202.			
e Excess from 2009	0.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

Bernard M. Barbash

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year See attached</p>				150,704.
Total				▶ 3a 150,704.
<p>b Approved for future payment</p>				
Total				▶ 3b

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise tax	5,699.			
Foreign tax withheld	6,596.	6,596.		
Total	12,295.	6,596.		

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

Checks issued in 2008 cleared in 2009	31,750.
Rounding	2.
Total	31,752.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
BASF SE, 325 shs	D	09/19/00	10/21/09
China Mobile Ltd, 905 shs	P	09/07/07	10/28/09
Credit Suisse Group, 325 shs	D	10/08/02	11/17/09
Coca Cola, 1,750 shs	P	05/23/08	06/01/09
Conocophillips, 475 shs	D	Various	09/14/09
Conocophillips, 800 shs	P	09/06/07	09/14/09
Exxon Mobil, 900 shs	P	05/22/08	02/10/09
Ishares MSCI Japan, 8,250 shs	P	09/06/07	04/01/09
Ishares MSCI Emerging Mkts, 500 shs	P	Various	10/21/09
Lockheed Martin, 550 shs	P	09/07/07	04/06/09
Pfizer, 3,200 shs	P	05/02/08	06/01/09
Telefonicaq Spon ADR, 750 shs	P	09/05/07	06/01/09
Time Warner Cable, 267.744 shs	P	12/10/08	09/16/09
Time Warner Cable New, .667 shs	P	12/10/08	09/16/09
RTS ING Groep, 1,752 shs	P	11/28/09	12/22/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
19,350.		5,699.	13,651.
43,403.		38,972.	4,431.
18,068.		4,622.	13,446.
85,481.		103,051.	-17,570.
22,036.		28,714.	-6,678.
37,113.		66,677.	-29,564.
68,909.		83,998.	-15,089.
65,207.		113,905.	-48,698.
20,613.		15,464.	5,149.
36,972.		53,478.	-16,506.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Continued

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
47,493.		65,921.	-18,428.
48,843.		54,782.	-5,939.
11,121.		7,962.	3,159.
12.		15.	-3.
4,288.		0.	4,288.
Total		<u>643,260.</u>	<u>-114,351.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			13,651.
			4,431.
			13,446.
			-17,570.
			-6,678.
			-29,564.
			-15,089.
			-48,698.
			5,149.
			-16,506.
			-18,428.
			-5,939.
			3,159.
			-3.
			4,288.
Total			<u>-114,351.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Vorys, Sater, Seymour	Legal fees	9,246.			9,246.
Total		<u>9,246.</u>			<u>9,246.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UBS	Management	32,722.	32,722.		
Total		<u>32,722.</u>	<u>32,722.</u>		

PART II - BALANCE SHEET

<u># of shs</u>	<u>Security</u>	<u>Date Acquired</u>	<u>By:</u>	<u>Cost</u>	<u>Market Value</u>
<i>Line 10b, Investments in corporate stock</i>					
4,200	Abb Ltd Spon ADR	Various	P	79,882	80,220
975	America Movil S.A.B. De C.V.	1/29/2008	P	56,960	45,806
300	Anadarko Petroleum Corp	12/29/2005	D	6,482	18,726
1,250	Anadarko Petroleum Corp	9/7/2007	P	61,774	78,025
2,510	Anglo Amern PLC New ADR	Various	P	60,656	54,941
96	AOL, Inc.	12/10/2008	P	1,630	2,235
3,400	Applied Materials	2/26/2009	P	33,505	47,396
950	AXA ADR	12/29/2005	D	17,861	22,496
1,300	AXA ADR	9/7/2007	P	51,033	30,784
121	Baidu Inc ADS	10/28/2009	P	47,830	49,759
1,350	Banco Santander S.A. Spon ADR	12/29/2005	D	8,000	22,194
3,363	Banco Santander S.A. Spon ADR	9/7/2007	P	59,603	55,288
1,400	Bank of Nova Scotia	9/14/2009	P	59,763	65,436
475	BASF AG Spon ADR	12/29/2005	D	8,419	29,809
1,000	BASF AG Spon ADR	9/7/2007	P	64,125	62,756
1,250	BHP Billiton Ltd Spon ADR	Various	P	66,475	95,725
1,000	BNP Paribas S.A. ADR	3/27/2008	P	51,031	40,101
1,450	Carnival Corp	2/10/2009	P	30,675	45,951
600	Caterpillar Inc	12/29/2005	D	13,331	34,194
800	Caterpillar Inc.	9/7/2007	P	58,950	45,592
950	Cenovus Energy	Various	P	26,873	23,940
1,300	Cheung Kong Holdings Ltd	8/27/2007	P	18,547	16,816
795	China Mobile Ltd Spon ADR	Various	P	50,647	36,912
725	Cisco Systems	8/27/2007	P	22,373	17,357
525	Credit Suisse Group Spon ADR	12/29/2005	D	13,996	25,809
1,100	Credit Suisse Group Spon ADR	9/7/2007	P	71,231	54,076
1,200	Cummins, Inc	6/1/2009	P	42,183	55,032
675	Devon Energy Corp	Various	P	53,000	49,613
1,250	Dover Corp	4/9/2009	P	39,892	52,013
200	E ON AG Spon ADR	12/29/2005	D	3,121	8,353
1,000	E ON AG Spon ADR	9/7/2007	P	54,715	41,765
2,300	Electronic Arts	2/5/2009	P	42,797	40,825
3,700	EMC Corp Mass	11/16/2007	P	72,141	64,639
950	Encana Corp	Various	P	28,535	30,771
1,350	Fortune Brands	4/7/2009	P	43,376	58,320
1,267	Freeport McMoran Copper & Gold	Various	P	99,492	101,727
1,950	General Electric	3/17/2008	P	67,530	29,504
1,155	General Electric	12/29/2005	D	40,520	17,475
500	Glaxo Smithkline PLC	12/29/2005	D	23,060	21,125
1,500	Hewlett Packard	11/20/2007	P	74,087	77,265
1,950	Honda Motor Co. ADR Japan	12/11/2008	P	45,665	66,105
400	Honeywell Int'l Inc.	12/29/2005	D	13,212	15,680
700	Honeywell Int'l Inc.	9/12/2007	P	39,293	27,440
700	ING Groep N V NL Spon ADR	12/29/2005	D	13,813	6,867

PART II - BALANCE SHEET

<u># of shs</u>	<u>Security</u>	<u>Date Acquired</u>	<u>By:</u>	<u>Cost</u>	<u>Market Value</u>
<i>Line 10b, Investments in corporate stock</i>					
4,200	Abb Ltd Spon ADR	Various	P	79,882	80,220
975	America Movil S.A.B. De C.V.	1/29/2008	P	56,960	45,806
300	Anadarko Petroleum Corp	12/29/2005	D	6,482	18,726
1,250	Anadarko Petroleum Corp	9/7/2007	P	61,774	78,025
2,510	Anglo Amern PLC New ADR	Various	P	60,656	54,941
96	AOL, Inc	12/10/2008	P	1,630	2,235
3,400	Applied Materials	2/26/2009	P	33,505	47,396
950	AXA ADR	12/29/2005	D	17,861	22,496
1,300	AXA ADR	9/7/2007	P	51,033	30,784
121	Baidu Inc ADS	10/28/2009	P	47,830	49,759
1,350	Banco Santander S A. Spon ADR	12/29/2005	D	8,000	22,194
3,363	Banco Santander S.A. Spon ADR	9/7/2007	P	59,603	55,288
1,400	Bank of Nova Scotia	9/14/2009	P	59,763	65,436
475	BASF AG Spon ADR	12/29/2005	D	8,419	29,809
1,000	BASF AG Spon ADR	9/7/2007	P	64,125	62,756
1,250	BHP Billiton Ltd Spon ADR	Various	P	66,475	95,725
1,000	BNP Paribas S A ADR	3/27/2008	P	51,031	40,101
1,450	Carnival Corp	2/10/2009	P	30,675	45,951
600	Caterpillar Inc.	12/29/2005	D	13,331	34,194
800	Caterpillar Inc.	9/7/2007	P	58,950	45,592
950	Cenovus Energy	Various	P	26,873	23,940
1,300	Cheung Kong Holdings Ltd	8/27/2007	P	18,547	16,816
795	China Mobile Ltd Spon ADR	Various	P	50,647	36,912
725	Cisco Systems	8/27/2007	P	22,373	17,357
525	Credit Suisse Group Spon ADR	12/29/2005	D	13,996	25,809
1,100	Credit Suisse Group Spon ADR	9/7/2007	P	71,231	54,076
1,200	Cummins, Inc	6/1/2009	P	42,183	55,032
675	Devon Energy Corp	Various	P	53,000	49,613
1,250	Dover Corp	4/9/2009	P	39,892	52,013
200	E ON AG Spon ADR	12/29/2005	D	3,121	8,353
1,000	E ON AG Spon ADR	9/7/2007	P	54,715	41,765
2,300	Electronic Arts	2/5/2009	P	42,797	40,825
3,700	EMC Corp Mass	11/16/2007	P	72,141	64,639
950	Encana Corp	Various	P	28,535	30,771
1,350	Fortune Brands	4/7/2009	P	43,376	58,320
1,267	Freeport McMoran Copper & Gold	Various	P	99,492	101,727
1,950	General Electric	3/17/2008	P	67,530	29,504
1,155	General Electric	12/29/2005	D	40,520	17,475
500	Glaxo Smithkline PLC	12/29/2005	D	23,060	21,125
1,500	Hewlett Packard	11/20/2007	P	74,087	77,265
1,950	Honda Motor Co ADR Japan	12/11/2008	P	45,665	66,105
400	Honeywell Int'l Inc	12/29/2005	D	13,212	15,680
700	Honeywell Int'l Inc	9/12/2007	P	39,293	27,440
700	ING Groep N V NL Spon ADR	12/29/2005	D	13,813	6,867

PART II - BALANCE SHEET

<u># of shs</u>	<u>Security</u>	<u>Date Acquired</u>	<u>By:</u>	<u>Cost</u>	<u>Market Value</u>
1,052	ING Groep N V NL Spon ADR	9/11/2007	P	42,412	10,320
3,225	Intel Corp	1/29/2008	P	66,035	65,790
571	Intesa Sanpaolo Spon ADR	12/29/2005	D	14,223	15,484
850	Intesa Sanpaolo Spon ADR	9/13/2007	P	37,490	23,049
1,150	Johnson & Johnson	5/2/2008	P	78,327	74,072
825	Merck & Co.	9/11/2007	P	41,161	30,146
3,300	Microsoft	3/17/2008	P	94,003	100,584
1,850	Mitsubishi UFJ Financial Group	12/29/2005	D	13,717	9,102
1,837	Nestle S.A. Spon ADR	6/2/2008	P	91,030	89,207
3,300	Nokia Corp Spon ADR Finland	1/25/2008	P	119,167	42,405
1,450	Nomura Holdings Inc.	12/29/2005	D	19,847	10,730
1,900	Nordstrom, Inc.	6/1/2009	P	41,861	71,402
1,100	Norfolk Sthn Corp	6/2/2009	P	44,262	57,662
825	Nucor Corp	9/12/2007	P	43,887	38,486
350	Occidental Petroleum	12/29/2005	D	7,992	28,473
1,000	Occidental Petroleum	9/7/2007	P	58,979	81,350
3,700	Oracle Corp.	11/16/2007	P	76,752	90,761
1,000	Panasonic (formerly Matsushita Elec Ind)	12/29/2005	D	11,538	14,350
2,400	Panasonic	9/11/2007	P	41,315	34,440
2,000	Petroleo Brasileiro S.A. Spon ADR	1/25/2008	P	105,322	95,360
725	Polo Ralph Lauren Corp	6/1/2009	P	42,195	58,711
1,150	PPG Industries	4/6/2009	P	50,628	67,321
650	Procter & Gamble	12/29/2005	D	42,328	39,410
275	Rio Tinto PLC Spon ADR	Various	P	72,694	59,232
925	Roche Holding Ltd Spon ADR Switz	6/2/2008	P	82,781	78,653
550	Schlumberger Ltd Netherlands	12/29/2005	D	44,521	35,800
500	Schlumberger Ltd Netherlands	9/12/2007	P	49,864	32,545
225	Siemens AG Spon ADR	12/29/2005	D	11,417	20,632
875	Siemens AG Spon ADR	Various	P	101,391	80,237
450	Sony Corp.	12/29/2005	D	14,852	13,050
6,700	Sumitomo Mitsui Financial Group	6/17/2008	P	57,414	19,035
1,050	Target Corp	12/10/2008	P	39,523	50,789
1,066	Time Warner Inc. New	12/10/2008	P	22,503	31,063
66	Total S.A. France Spon ADR	12/29/2005	D	2,142	4,227
850	Total S.A. France Spon ADR	9/6/2007	P	64,726	54,434
52	Transocean Inc	12/29/2005	D	2,515	4,306
490	Transocean Inc	9/7/2007	P	52,565	40,572
550	UBS AG	12/29/2005	D	16,340	8,531
1,025	UBS AG	9/7/2007	P	49,365	15,897
1,050	United Technologies	12/29/2005	D	54,096	72,881
950	Vale SA-SP Spon ADR	8/27/2007	P	22,802	27,578
1,300	Vale SA-SP Spon ADR	2/15/2008	P	40,969	37,739
1,050	Wal Mart Stores	5/22/2008	P	58,661	56,123
TOTAL INVESTMENTS IN CORPORATE STOCK				3,883,696	3,758,802

Bernard and Pamela Barbash Family Foundation
EIN: 16-1743055

FORM 990-PF
FYE 12/31/09

PART II - BALANCE SHEET

<u># of shs</u>	<u>Security</u>	<u>Date Acquired</u>	<u>By:</u>	<u>Cost</u>	<u>Market Value</u>
	<i>Line 13, Investments - Other</i>				
	Ishares MSCI Emerging Markets	Various	P	152,991	159,775
	TOTAL INVESTMENTS IN MUTUAL FUNDS			<hr/> 152,991	159,775

Bernard and Pamela Barbash Family Foundation
EIN: 16-1743055

FORM 990-PF
FYE 12/31/09

Part XV, Grants and Contributions Paid During the Year

<u>Grant Recipient</u>	<u>Amount Paid</u>
ACT	500.00
Adath Israel	25,200.00
AFMDA / ARMDI	500.00
Am. Soc. For Yad Vashem	500.00
American Israelite	100.00
American Jewish Committee	1,500.00
American Jewish Congress	500.00
Anti-Defamation League	500.00
Big Heart Brigade	100.00
B'nai Brith	500.00
Boys & Girls Clubs of Greater Cincinnati	1,000.00
Busch Wildlife Sanctuary	1,000.00
CAMERA	500.00
Cedar Road Synagogue	50.00
Cedar Village	6,950.00
Chabad Jewish Center	10,000.00
Chabad of Southern Ohio	15,000.00
Chabad on Campus	2,500.00
Cincinnati Children's Hospital	500.00
Cincinnati Museum Center	500.00
Crayons to Computers	1,000.00
Doctors Without Borders	1,000.00
Down Syndrome Association	5,000.00
Easter Seals	1,000.00
Freestore Foodbank	1,100.00
Habitat for Humanity	5,050.00
Hebrew Union College	1,000.00
Hillel Jewish Center	500.00
Holocaust Memorial Museum	1,000.00
Hospice of Cincinnati	500.00
Jewish Family Services	5,000.00
Jewish Federation	41,150.00
Jewish National Fund	1,000.00
Leukemia & Lymphoma Society	100.00
March of Dimes	500.00
One Way Farm	500.00

Bernard and Pamela Barbash Family Foundation
EIN: 16-1743055

FORM 990-PF
FYE 12/31/09

Part XV, Grants and Contributions Paid During the Year

<u>Grant Recipient</u>	<u>Amount Paid</u>
Palm Beach County	20.00
Simon Wiesenthal Center	500.00
Special Olympics	500.00
St. Rita School for the Deaf	100.00
Susan G. Komen Cure for Cancer	1,000.00
Temple Beth David	1,784.00
Tender Mercies	500.00
United Synagogue of Conservative Judaism	500.00
United Way of Greater Cincinnati	10,000.00
World Jewish Congress	500.00
Zion Memorial Park	1,500.00
Zionist Organist of America	500.00
Total Grants Paid	<u>150,704.00</u>