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

OMB No. 1545-0052

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.THE BARNES FAMILY FOUNDATION
5037 STERN AVE
SHERMAN OAKS, CA 91423-1241

A Employer identification number

95-4832150

B Telephone number (see the instructions)

818-784-0498

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 foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 3,218,305.

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

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

321.

321.

4 Dividends and interest from securities

119,706.

119,706.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-53,861.

b Gross sales price for all assets on line 6a 255,637.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

0.

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)

SEE STATEMENT 1

-1,953.

-1,953.

12 Total. Add lines 1 through 11

64,213.

118,074.

0.

13 Compensation of officers, directors, trustees, etc

56,500.

56,500.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 2

1,000.

1,000.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instr) SEE STM 3

2,248.

248.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

1,186.

1,186.

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

14,978.

12,450.

2,528.

24 Total operating and administrative expenses. Add lines 13 through 23

75,912.

12,450.

61,462.

25 Contributions, gifts, grants paid PART XV

104,150.

104,150.

26 Total expenses and disbursements. Add lines 24 and 25

180,062.

12,450.

0.

165,612.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-115,849.

b Net investment income (if negative, enter -0-)

105,624.

c Adjusted net income (if negative, enter -0-)

0.

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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	3,000.	3,000.	3,000.
	2	Savings and temporary cash investments	448,318.	55,548.	55,548.
	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)	2,812,482.	3,089,403.	3,159,757.
	c	Investments — corporate bonds (attach schedule)			
	LIABILITIES	11	Investments — land, buildings, and equipment: basis		
		Less: accumulated depreciation (attach schedule)			
12		Investments — mortgage loans			
13		Investments — other (attach schedule)			
14		Land, buildings, and equipment: basis			
		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)	3,263,800.	3,147,951.	3,218,305.
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)	0.	0.		
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒				
	27	Capital stock, trust principal, or current funds	3,263,800.	3,147,951.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	3,263,800.	3,147,951.	
	31	Total liabilities and net assets/fund balances (see the instructions)	3,263,800.	3,147,951.	

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	3,263,800.
2	Enter amount from Part I, line 27a	2	-115,849.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,147,951.
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	3,147,951.

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 PER SCHEDULE		P	VARIOUS	VARIOUS
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 255,637.		309,498.	-53,861.
b			
c			
d			
e			

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			-53,861.
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	-53,861.
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	-53,861.

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)

N/A

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			
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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. ☐ 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 ☐ and enter 1% of Part I, line 27b		1	2,112.
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	2,112.
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	2,112.
6 Credits/Payments:			
a 2009 estimated tax prmts and 2008 overpayment credited to 2009	6a	2,049.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,049.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	70.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ Refunded ☐	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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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?		N/A
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) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <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: N/A	13	X	
14	The books are in care of MARY VILLAR Telephone no. 818-784-0498 Located at 5037 STERN AVE SHERMAN OAKS CA ZIP + 4 91423-1241			
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 N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If 'Yes,' list the years 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see 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 20__ , 20__ , 20__ , 20__		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 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 2009? 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 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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?**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
MARY VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 40.00	49,500.	0.	0.
ROBERT VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 8.00	7,000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter **NONE**.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,766,586.
b Average of monthly cash balances	1b	246,754.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,013,340.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,013,340.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	45,200.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,968,140.
6 Minimum investment return. Enter 5% of line 5	6	148,407.

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	148,407.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,112.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	2,112.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	146,295.
4 Recoveries of amounts treated as qualifying distributions.		4	
5 Add lines 3 and 4		5	146,295.
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	146,295.

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	165,612.
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	165,612.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	165,612.

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				146,295.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			162,303.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 165,612.				
a Applied to 2008, but not more than line 2a			162,303.	
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				3,309.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 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				142,986.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
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	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHEDULE	N/A	PUBLIC	SEE SCHEDULE	104,150.
Total			▶ 3a	104,150.
b Approved for future payment				
Total			▶ 3b	

2009

FEDERAL STATEMENTS

PAGE 1

CLIENT BARNES

THE BARNES FAMILY FOUNDATION

95-4832150

5/07/10

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LOSS PER K-1	\$ -1,953.		
TOTAL	\$ -1,953.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 1,000.			\$ 1,000.
TOTAL	\$ 1,000.	\$ 0.	\$ 0.	\$ 1,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY GENERAL	\$ 50.			\$ 50.
FRANCHISE TAX BOARD	10.			10.
INTERNAL REVENUE SERVICE	2,000.			
VARIOUS FOREIGN TAXES	188.			188.
TOTAL	\$ 2,248.	\$ 0.	\$ 0.	\$ 248.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	\$ 170.			\$ 170.
COMPUTER EXPS	948.			948.
INVESTMENT EXPS	12,450.	\$ 12,450.		
OFFICE EXPS	770.			770.
TELEPHONE	521.			521.
USPO	119.			119.
TOTAL	\$ 14,978.	\$ 12,450.	\$ 0.	\$ 2,528.

Barnes Family Foundation: Grants and Contributions Paid During 2009

(reported as part of Part XV of 990 PF)

Recipient	2009 Amount	If an individual, relationship to any foundation mgr. or contributor	Foundation status of recipient	Purpose of grant or contribution
Ahead With Horses, Inc. Sun Valley, CA 91352	\$5,000.00	N/A	Public	Provide financial help for therapeutic and developmental horseback riding experiences for physically and mentally challenged kids.
ALS Association Agoura Hills, CA 91301	\$500.00	N/A	Public	To provide support, medical supplies and research for ALS victims and families.
Ashland Home (Women's Step House of Orange County)	\$1,000.00	N/A	Public	To aid them in their mission in providing a safe and caring facility for women to get sober with dignity and to build a foundation for recovery.
Association of Small Foundations Bethesda, MD 20814	\$500.00	N/A	Public	To provide resources for charitable grantmakers.
BCR (Burbank Center for the Retarded) Burbank, CA 91502	\$2,500.00	N/A	Public	To assist in providing educational and social opportunities for mentally retarded children and adults.
Boy Scouts of America Van Nuys, CA 91406	\$1,000.00	N/A	Public	To support "Handicapable" program, which brings scouting opportunities to young people who are physically and mentally challenged.
Burbank Community YMCA Burbank, CA 91502	\$1,000.00	N/A	Public	To fund the Youth & Government Program.
Burbank Philharmonic Orchestra Burbank, CA 91510	\$500.00	N/A	Public	To help fund free concerts that would provide classical music to area residents who otherwise would not be able to afford them.
California Association of Scholars Berkeley, CA 94709-2140	\$5,000.00	N/A	Public	Assist in restoring traditional values in education on college campuses.
Camp Pendleton Armed Services YMCA Camp Pendleton, CA 92055	\$5,000.00	N/A	Public	To provide funding for educational and recreational programs for families of active military personnel.
Caregivers Volunteers Assisting The Elderly, Ventura, CA 93003	\$1,500.00	N/A	Public	To financially support services to the elderly.
Children of the Night	\$1,000.00	N/A	Public	To help fund the housing and education of children who have been abused or forced into prostitution.

Children's Hospital Los Angeles Foundation. Los Angeles, CA 90027	\$1,000.00	N/A	Public	To financially assist hospitalized children and their families with services not covered by insurance.
City of Hope Duarte, CA 91010	\$1,000.00	N/A	Public	To support City of Hope's mission to prevent and cure cancer and other diseases.
Claremont Institute Claremont, CA 91711	\$1,000.00	N/A	Public	To help educate the public regarding America's Founding Principles.
Cleaning For A Reason	\$1,000.00	N/A	Public	To help fund free house cleaning services for cancer patients.
Constitutional Rights Foundation, Orange County Irvine, CA 92623-7777	\$2,500.00	N/A	Public	To help young people become participatory citizens by understanding rule of law, the legal process and their constitutional heritage
Devil Pups, Inc.	\$1,000.00	N/A	Public	To help defray the cost of this worthwhile youth leadership program
DOLLS, Inc. Encino, CA 91316	\$3,000.00	N/A	Public	To provide a one-time necessity for a senior in need.
Food on Foot Beverly Hills, CA 90210	\$1,500.00	N/A	Public	To provide weekend meals to homeless and other needy individuals.
Hillsdale College Hillsdale, MI 49242	\$500.00	N/A	Public	To support the values of traditional education at the university level.
Hospice of the Valley (Phoenix, AZ)	\$500.00	N/A	Public	To lend financial support in providing aid to people with terminal diseases in the last stages of their lives.
Intentional Communities of Washtenaw, Ann Arbor, MI 48104	\$1,000.00	N/A	Public	To provide financial support in housing adults with disabilities.
John Douglas French Alzheimer's Foundation, Los Angeles, CA 90025	\$1,000.00	N/A	Public	To help provide financial support for alzheimer research and support to afflicted patients and their families.
Los Angeles Mission Los Angeles, CA 90055	\$2,500.00	N/A	Public	To provide financial assistance for meals, shelter, spiritual guidance and other services to homeless and other needy people.
Loyola High School Los Angeles, CA 90006	\$1,000.00	N/A	Public	To provide scholarships for needy students.

Manhattan Institute For Policy Research, Inc. New York, NY 10164	\$250.00	N/A	Public	To promote education in the area of public policy.
Mary Health of the Sick Hospital Newbury Park, CA 91320	\$2,500.00	N/A	Public	To help defray the cost of quality care for patients relying on insufficient government subsidies.
Media Research Center Alexandria, VA 22314	\$250.00	N/A	Public	to support balanced reporting in the media.
Motion Picture & Television Fund Woodland Hills, CA 91364	\$2,500.00	N/A	Public	To provide health care, housing and financial help to entertainment industry employees.
Multiple Sclerosis Society	\$1,000 00	N/A	Public	To help in defraying the costs associated with the treatment of patients and families that suffer from Multiple Sclerosis
My Stuff Bags Foundation Westlake Village, CA 91316	\$2,500.00	N/A	Public	To provide personal items to abused and neglected children who are in foster care.
New Directions Los Angeles, CA 90073	\$1,000.00	N/A	Public	To provide financial assistance for rehab training and housing for homeless veterans
New Horizons North Hills, CA 91343-4999	\$1,500.00	N/A	Public	To assist in providing services and residential programs to clients with developmental disabilities.
Notre Dame High School Sherman Oaks, CA 91423	\$5,000.00	N/A	Public	Financial aid for students in need
Olive View - UCLA Medical Center Sylmar, CA 91342	\$1,000.00	N/A	Public	Provide funding for "Comfort-Care" rooms for terminally ill patients and their families.
One Generation Van Nuys, CA 91406	\$2,000.00	N/A	Public	To help provide day care for seniors, alzheimer's patients and young children
Operation Gratitude Encino, CA 91436	\$2,500.00	N/A	Public	To defray shipping costs of care packages going to military personnel.
Pepperdine University Malibu, CA 90263	\$2,500.00	N/A	Public	To sponsor Youth Citizenship Seminar
Philanthropy Roundtable Washington, D.C. 20036	\$500.00	N/A	Public	To provide resources for charitable grantmakers.

Pregnancy Counseling Center Mission Hills, CA 91345	\$2,500.00	N/A	Public	To help fund a clinic for pregnant women.
Providence High School Burbank, CA 91505	\$1,000.00	N/A	Public	To provide financial aid for needy students.
Reagan Legacy Foundation	\$2,500.00	N/A	Public	Support youth leadership scholarships and scholarships for airmen and sailor aboard the U.S.S. Ronald Reagan and their families.
Ronald McDonald House Oak Brook, ILL 60523	\$1,000.00	N/A	Public	To support families of children with catastrophic diseases.
Salvation Army Los Angeles, CA 90015	\$2,500.00	N/A	Public	To provide financial assistance for food, shelter, child care and other services for low-income families.
San Fernando Valley Rescue Mission, Van Nuys, CA 91499	\$2,500.00	N/A	Public	To help finance the housing, food and spiritual support of the homeless, mentally ill and needy.
Sisters of St. Joseph of Carondelet Los Angeles, CA 90049	\$1,000.00	N/A	Public	To provide funding that will help improve the quality of life of elderly and infirm sisters.
Soldiers' Angels Pasadena, CA 91104	\$2,500.00	N/A	Public	To defray shipping costs of care packages sent to military personnel.
St. Cyril of Jerusalem Church Encino, CA 91436	\$1,000.00	N/A	Public	To assist with various ministries which aid families in the San Fernando Valley.
St. Finbar Church Burbank, CA 91506	\$5,000.00	N/A	Public	To help St. Finbar Church provide care and comfort to the elderly of the parish.
St. Finbar Church Fiesta Burbank, CA 91506	\$150.00	N/A	Public	To help St. Finbar Church provide care and comfort to the elderly of the parish
St. Francis De Sales Church	\$1,500.00	N/A	Public	To provide tuition assistance to financially challenged St. Francis De Sales parish families.
Strive Foundation	\$5,000.00	N/A	Public	To help fund afterschool programs that teach innercity kids responsibility, academics and the arts.
Tierra Del Sol Foundation Sunland, CA 91040	\$2,500.00	N/A	Public	To improve quality of life for developmentally disabled adults by providing funds for recreational and cultural experiences.

Tri-Valley Special Olympics Tarzana, CA 91356	\$2,500.00	N/A	Public	To fund training and competitions for athletes with special needs.
UCP / Wheels for Humanity North Hollywood, CA 91605	\$1,000.00	N/A	Public	Refurbish wheelchairs that are out-moded in the U.S and send them to developing countries.
University of California, Santa Barbara -- Music Dept.	\$1,000.00	N/A	Public	To help fund Music Affiliates Student Scholarships.
West Valley Family YMCA	\$1,000.00	N/A	Public	To support educational and recreational programs for families in the West San Fernando Valley.
Total Grants for 2009:	\$104,150.00			

Capital Gains / Losses on Investment Income - 2009

(Supplemental Gain / Loss Schedule, Part IV of 990 PF)

Description	Quantity	Per Share	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
AOL, INC.	0.2242	\$ 28.94	P	12/17/03	12/10/09	\$ 5.18	\$ 6.37	(\$1.19)	LT
AOL, INC.	0.0560	\$ 28.16	P	03/31/04	12/10/09	\$ 1.29	\$ 1.55	(\$0.26)	LT
AOL, INC.	0.1121	\$ 26.51	P	08/09/04	12/10/09	\$ 2.59	\$ 2.92	(\$0.33)	LT
AOL, INC.	0.0011	\$ 28.43	P	03/16/06	12/10/09	\$ 0.03	\$ 0.03	\$0.00	LT
AOL, INC.	0.0012	\$ 28.36	P	06/16/06	12/10/09	\$ 0.03	\$ 0.03	\$0.00	LT
AOL, INC.	0.0013	\$ 28.51	P	09/18/06	12/10/09	\$ 0.03	\$ 0.01	\$0.02	LT
AOL, INC.	0.0010	\$ 35.83	P	12/18/06	12/10/09	\$ 0.02	\$ 0.04	(\$0.02)	LT
AOL, INC.	0.0011	\$ 32.54	P	03/16/07	12/10/09	\$ 0.02	\$ 0.04	(\$0.02)	LT
AOL, INC.	0.0010	\$ 34.66	P	06/18/07	12/10/09	\$ 0.02	\$ 0.04	(\$0.02)	LT
AOL, INC.	0.0014	\$ 30.46	P	09/18/07	12/10/09	\$ 0.03	\$ 0.04	(\$0.01)	LT
AOL, INC.	0.0015	\$ 27.40	P	12/18/07	12/10/09	\$ 0.03	\$ 0.04	(\$0.01)	LT
AOL, INC.	0.0018	\$ 23.46	P	03/18/08	12/10/09	\$ 0.04	\$ 0.04	\$0.00	LT
AOL, INC.	0.0017	\$ 25.34	P	06/17/08	12/10/09	\$ 0.04	\$ 0.04	\$0.00	LT
AOL, INC.	0.0018	\$ 23.28	P	09/16/08	12/10/09	\$ 0.04	\$ 0.04	\$0.00	LT
AOL, INC.	0.0026	\$ 16.05	P	12/16/08	12/10/09	\$ 0.06	\$ 0.04	\$0.02	ST
AOL, INC.	0.0031	\$ 13.55	P	03/17/09	12/10/09	\$ 0.07	\$ 0.04	\$0.03	ST
AOL, INC.	0.0027	\$ 21.44	P	09/16/09	12/10/09	\$ 0.08	\$ 0.06	\$0.02	ST
ARCH CAPITAL GROUP, LTD.	400.0000	\$ 58.65	P	05/10/06	03/16/09	\$ 20,596.16	\$ 23,458.84	(\$2,862.68)	LT
NUVEEN CALIFORNIA MUNICIPAL	7,093.0870	\$ 1,040.00	P	12/27/00	12/16/09	\$ 69,157.60	\$ 73,768.10	(\$4,610.50)	LT
NUVEEN CALIFORNIA MUNICIPAL	528.8100	\$ 10.13	P	06/04/01	12/16/09	\$ 5,155.90	\$ 5,356.85	(\$200.95)	LT
NUVEEN CALIFORNIA MUNICIPAL	70.4110	\$ 10.14	P	07/03/01	12/16/09	\$ 686.50	\$ 713.97	(\$27.47)	LT
PIMCO SHORT TERM FUND CL P	305.4990	\$ 9.70	P	07/21/09	10/19/09	\$ 3,000.00	\$ 2,963.34	\$36.66	ST
PIMCO SHORT TERM FUND CL P	1,226.9940	\$ 9.70	P	07/21/09	09/01/09	\$ 12,000.00	\$ 11,901.84	\$98.16	ST
TIME WARNER CABLE, INC.	0.3516	\$ 52.21	P	12/17/03	03/30/09	\$ 9.62	\$ 18.16	(\$8.54)	LT
TIME WARNER CABLE, INC.	0.0879	\$ 50.80	P	03/31/04	03/30/09	\$ 2.40	\$ 4.42	(\$2.02)	LT
TIME WARNER CABLE, INC.	0.1758	\$ 47.83	P	08/09/04	03/30/09	\$ 4.81	\$ 8.32	(\$3.51)	LT
TIME WARNER CABLE, INC.	0.0018	\$ 51.30	P	03/16/06	03/30/09	\$ 0.05	\$ 0.09	(\$0.04)	LT
TIME WARNER CABLE, INC.	0.0018	\$ 51.06	P	06/16/06	03/30/09	\$ 0.05	\$ 0.09	(\$0.04)	LT
TIME WARNER CABLE, INC.	0.0020	\$ 51.34	P	09/18/06	03/30/09	\$ 0.05	\$ 0.10	(\$0.05)	LT
TIME WARNER CABLE, INC.	0.0016	\$ 64.80	P	12/18/06	03/30/09	\$ 0.04	\$ 0.10	(\$0.06)	LT
TIME WARNER CABLE, INC.	0.0017	\$ 58.63	P	03/16/07	03/30/09	\$ 0.05	\$ 0.10	(\$0.05)	LT
TIME WARNER CABLE, INC.	0.0016	\$ 62.61	P	06/18/07	03/30/09	\$ 0.04	\$ 0.10	(\$0.06)	LT
TIME WARNER CABLE, INC.	0.0021	\$ 54.96	P	09/18/07	03/30/09	\$ 0.06	\$ 0.12	(\$0.06)	LT
TIME WARNER CABLE, INC.	0.0024	\$ 49.42	P	12/18/07	03/30/09	\$ 0.06	\$ 0.12	(\$0.06)	LT
TIME WARNER CABLE, INC.	0.0028	\$ 42.24	P	03/18/08	03/30/09	\$ 0.08	\$ 0.12	(\$0.04)	LT

Capital Gains / Losses on Investment Income - 2009

(Supplemental Gain / Loss Schedule: Part IV of 990 PF)

Description	Quantity	Per Share	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
TIME WARNER CABLE, INC.	0.0026	\$ 45.63	P	06/17/08	03/30/09	\$ 0.07	\$ 0.12	(\$0.05)	ST
TIME WARNER CABLE, INC.	0.0028	\$ 41.90	P	09/16/08	03/30/09	\$ 0.08	\$ 0.12	(\$0.04)	ST
TIME WARNER CABLE, INC.	0.0041	\$ 28.88	P	12/16/08	03/30/09	\$ 0.11	\$ 0.12	(\$0.01)	ST
TIME WARNER CABLE, INC.	0.0050	\$ 24.48	P	03/17/09	03/30/09	\$ 0.15	\$ 0.12	\$0.03	LT
TIME WARNER, INC.	0.3248	\$ 39.45	P	12/17/03	03/27/09	\$ 7.12	\$ 12.78	(\$5.66)	LT
TIME WARNER, INC.	0.0812	\$ 38.39	P	03/31/04	03/27/09	\$ 1.78	\$ 3.11	(\$1.33)	LT
TIME WARNER, INC.	0.1624	\$ 36.15	P	08/09/04	03/27/09	\$ 3.56	\$ 5.86	(\$2.30)	LT
TIME WARNER, INC.	0.0017	\$ 38.79	P	03/16/06	03/27/09	\$ 0.04	\$ 0.06	(\$0.02)	LT
TIME WARNER, INC.	0.0017	\$ 38.59	P	06/16/06	03/27/09	\$ 0.04	\$ 0.06	(\$0.02)	LT
TIME WARNER, INC.	0.0018	\$ 38.78	P	09/18/06	03/27/09	\$ 0.04	\$ 0.07	(\$0.03)	LT
TIME WARNER, INC.	0.0015	\$ 48.94	P	12/18/06	03/27/09	\$ 0.03	\$ 0.07	(\$0.04)	LT
TIME WARNER, INC.	0.0016	\$ 44.33	P	03/16/07	03/27/09	\$ 0.03	\$ 0.07	(\$0.04)	LT
TIME WARNER, INC.	0.0015	\$ 47.30	P	06/18/07	03/27/09	\$ 0.05	\$ 0.08	(\$0.04)	LT
TIME WARNER, INC.	0.0020	\$ 41.52	P	09/18/07	03/27/09	\$ 0.04	\$ 0.08	(\$0.04)	LT
TIME WARNER, INC.	0.0022	\$ 37.32	P	12/18/07	03/27/09	\$ 0.05	\$ 0.08	(\$0.03)	LT
TIME WARNER, INC.	0.0026	\$ 31.91	P	03/18/08	03/27/09	\$ 0.06	\$ 0.08	(\$0.02)	LT
TIME WARNER, INC.	0.0024	\$ 34.47	P	06/17/08	03/27/09	\$ 0.05	\$ 0.08	(\$0.03)	ST
TIME WARNER, INC.	0.0026	\$ 31.67	P	09/16/08	03/27/09	\$ 0.06	\$ 0.08	(\$0.02)	ST
TIME WARNER, INC.	0.0038	\$ 21.83	P	12/16/08	03/27/09	\$ 0.08	\$ 0.08	\$0.00	ST
TIME WARNER, INC.	0.0045	\$ 18.48	P	03/17/09	03/27/09	\$ 0.11	\$ 0.08	\$0.03	ST
UTS FTP UNCOMMON VALUES 08 R	18,151.0000	\$ 9.90	P	07/01/08	07/01/09	\$ 135,611.57	\$ 179,681.22	(\$44,069.65)	ST
UTS FTP UNCOMMON VALUES 08 R	0.4514	\$ 9.90	P	07/01/08	01/25/09	\$ 3.15	\$ 4.46	(\$1.31)	ST
UTS FTP UNCOMMON VALUES 08 R	0.0010	\$ 9.50	P	09/10/08	01/25/09	\$ 0.01	\$ 0.01	\$0.00	ST
UTS FTP UNCOMMON VALUES 08 R	42.0000	\$ 9.50	P	09/10/08	07/01/09	\$ 313.79	\$ 399.08	(\$85.29)	ST
UTS FTP UNCOMMON VALUES 08 R	30.0000	\$ 6.99	P	10/10/08	07/01/09	\$ 224.14	\$ 209.76	\$14.38	ST
UTS FTP UNCOMMON VALUES 08 R	0.0007	\$ 6.99	P	10/10/08	01/25/09	\$ 0.01	\$ 0.01	\$0.00	ST
UTS FTP UNCOMMON VALUES 08 R	110.0000	\$ 6.94	P	12/10/08	07/01/09	\$ 821.84	\$ 763.09	\$58.75	ST
UTS FTP UNCOMMON VALUES 08 R	0.0035	\$ 6.94	P	12/10/08	01/25/09	\$ 0.02	\$ 0.02	\$0.00	ST
UTS FTP UNCOMMON VALUES 08 R	25.0000	\$ 6.87	P	01/10/09	07/01/09	\$ 186.78	\$ 171.87	\$14.91	ST
UTS FTP UNCOMMON VALUES 08 R	67.4216	\$ 6.21	P	03/25/09	07/01/09	\$ 503.73	\$ 418.56	\$85.17	ST
UTS FTP UNCOMMON VALUES 08 R	0.9635	\$ 6.86	P	04/27/09	07/09/09	\$ 6.60	\$ 6.61	(\$0.01)	ST
UTS FTP UNCOMMON VALUES 08 R	35.5784	\$ 6.86	P	04/27/09	07/01/09	\$ 265.82	\$ 243.98	\$21.84	ST
UTS UNCOMMON VALUES TR#2007	557.0000	\$ 0.88	P	06/25/08	07/01/09	\$ 358.97	\$ 491.32	(\$132.35)	LT
UTS UNCOMMON VALUES TR#2007	2.0000	\$ 0.56	P	10/27/08	07/01/09	\$ 1.29	\$ 1.12	\$0.17	ST

Capital Gains / Losses on Investment Income - 2009

(Supplemental Gain / Loss Schedule: Part IV of 990 PF)

Description	Quantity	Per Share	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
UTS UNCOMMON VALUES TR#2007	3.0000	\$ 0.56	P	11/25/08	07/01/09	\$ 1.93	\$ 1.67	\$0.26	ST
UTS UNCOMMON VALUES TR#2007	2.0000	\$ 0.59	P	12/26/08	07/01/09	\$ 1.29	\$ 1.18	\$0.11	ST
UTS UNCOMMON VALUES TR#2007	1.0000	\$ 0.56	P	01/26/09	07/01/09	\$ 1.29	\$ 0.56	\$0.73	ST
UTS UNCOMMON VALUES TR#2007	1.0000	\$ 0.52	P	03/25/09	07/01/09	\$ -	\$ 0.52	(\$0.52)	ST
VANGUARD INTL EQUITY INDEX FD	169.0000	\$ 52.51	P	09/29/05	06/17/09	\$ 6,698.46	\$ 8,874.19	(\$2,175.73)	LT
Totals:						\$ 255,637.29	\$ 309,498.57	(\$53,861.28)	
Gains from Sale of Various Options									
Other Income (Limited Partnerships)									
Totals:								(\$53,861.28)	

Total Gain / Loss for SHORT TERM: (\$43,834.49)
Total Gain / Loss for LONG TERM: (\$10,035.59)
Total Gain / Loss: (\$53,861.28)