



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply

Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

A Employer identification number

26-6140904

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

767 FIFTH AVENUE

Room/suite

City or town, state, and ZIP code

NEW YORK, NY 10153

B Telephone number

(212) 256-8522

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationC 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 ►

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

► \$ 51,557,934.

J Accounting method

 Cash Accrual Other (specify) _____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 ►

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	7,000,000.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	71,757.	71,757.		STATEMENT 1
4	Dividends and interest from securities	37,885.	37,885.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<1,493,129.			
b	Gross sales price for all assets on line 6a	5,302,909.			
7	Capital gain net income (from Part IV, line 2)			0.	
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	5,616,513.	109,642.		0.
13	Compensation of officers, directors, trustees, etc.	0.	0.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 3			
b	Accounting fees		24,870.	12,435.	0.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4	35,590.	34,090.	0.
24	Total operating and administrative expenses. Add lines 13 through 23		60,460.	46,525.	0.
25	Contributions, gifts, grants paid		2,078,933.		2,078,933.
26	Total expenses and disbursements. Add lines 24 and 25		2,139,393.	46,525.	2,078,933.
27	Subtract line 26 from line 12		3,477,120.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		63,117.		
c	Adjusted net income (if negative, enter -0-)			N/A	

**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**

Form 990-PF (2010)

26-6140904

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	23,271,632.	9,705,975.	9,705,975.	
	2	Savings and temporary cash investments				
	3	Accounts receivable ► 732,745.		732,745.	732,745.	
		Less allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ►				
		Less allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ►				
		Less accumulated depreciation ►				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 5	2,265,772.	712,391.	746,857.
	14	Land, buildings, and equipment basis ►				
Net Assets or Fund Balances		Less accumulated depreciation ►				
	15	Other assets (describe ► STATEMENT 6)		20,995,004.	38,862,917.	40,372,357.
	16	Total assets (to be completed by all filers)		46,532,408.	50,014,028.	51,557,934.
	17	Accounts payable and accrued expenses			4,500.	
	18	Grants payable				
Liabilities	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ►)				
	23	Total liabilities (add lines 17 through 22)		0.	4,500.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>					
	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 ► <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		46,532,408.	50,009,528.	
	30	Total net assets or fund balances		46,532,408.	50,009,528.	
Part III Analysis of Changes in Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances		46,532,408.	50,014,028.	

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	46,532,408.
2	Enter amount from Part I, line 27a	2	3,477,120.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	50,009,528.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,009,528.

Form 990-PF (2010)

**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**

Form 990-PF (2010)

26-6140904

Page 3

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					
b	SEE ATTACHED STATEMENTS				
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 5,302,909.		6,796,038.			<1,493,129. >
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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					<1,493,129. >
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	<1,493,129. >
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	4,179,764.	32,776,246.	.127524
2008	2,588,333.	45,706,870.	.056629
2007	0.	165,099.	.000000
2006			
2005			

2 Total of line 1, column (d) **2** **.184153**

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** **.061384**

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 **4** **42,712,930.**

5 Multiply line 4 by line 3 **5** **2,621,890.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **631.**

7 Add lines 5 and 6 **7** **2,622,521.**

8 Enter qualifying distributions from Part XII, line 4 **8** **2,078,933.**

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

**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**

Form 990-PF (2010)

26-6140904

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on Investment Income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 **Credits/Payments**

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 334.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 2,500.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 2,834.

8 Enter any penalty for underpayment of estimated tax Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 1,572.

11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►

11 0.

Part VII-A | Statements Regarding Activities

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?

Yes No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

0.

(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?

2 X

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

6 X

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

NY

NY

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

of each state as required by General Instruction G? If "No," attach explanation

8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV

9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 X

Form 990-PF (2010)

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	<input checked="" type="checkbox"/>
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14 The books are in care of ► LENNY PARIS Located at ► 767 FIFTH AVENUE, NEW YORK, NY	Telephone no ► (212) 256-8500 ZIP+4 ► 10153	
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 checked="" type="checkbox"/>
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" 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.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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 2010?	1b	
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(i)(3) or 4942(i)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A 2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2010 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 2010.)	N/A 3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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 2010?	4b	<input checked="" type="checkbox"/>

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

Form 990-PF (2010)

26-6140904

Page 6

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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

Yes No

Yes No

Yes No

Yes No

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

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

N/A

5b



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

X

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

Yes No

N/A

7b



7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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.

(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
TIMOTHY BARAKETT C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.
MICHELE BARAKETT C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.

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

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

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

►

0

Form 990-PF (2010)

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

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

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,489,665.
b	Average of monthly cash balances	1b	10,947,384.
c	Fair market value of all other assets	1c	29,926,332.
d	Total (add lines 1a, b, and c)	1d	43,363,381.
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	43,363,381.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	650,451.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,712,930.
6	Minimum investment return. Enter 5% of line 5	6	2,135,647.

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	2,135,647.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,262.
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,262.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,134,385.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,134,385.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,134,385.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	2,078,933.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	2,078,933.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	2,078,933.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,134,385.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only			0.	
b Total for prior years				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008	294,734.			
e From 2009	2,541,218.			
f Total of lines 3a through e	2,835,952.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 2,078,933.			0.	
a Applied to 2009, 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 2010 distributable amount	0.			2,078,933.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	55,452.			55,452.
6 Enter the net total of each column as indicated below:	2,780,500.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 ..	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,780,500.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	239,282.			
d Excess from 2009	2,541,218.			
e Excess from 2010				

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 STATEMENT 8				
Total			► 3a	2,078,933.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue.				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	71,757.
4 Dividends and interest from securities			14	37,885.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	<1,493,129.>
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.	<1,383,487.>	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	<1,383,487.>
(See worksheet in line 13 instructions to verify calculations)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010**Name of the organization**TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.**Employer identification number**

26-6140904

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

Employer identification number

26-6140904

Part F Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TIMOTHY R. BARAKETT		Person <input checked="" type="checkbox"/>
	C/O TRB ADVISORS, L.P., 767 FIFTH	\$ 7,000,000.	Payroll <input type="checkbox"/>
	AVENUE		Noncash <input type="checkbox"/>
	NEW YORK, NY 10153		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution.)

Name of organization

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

Employer identification number

26-6140904

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P. - -

Employer identification number

26-6140904

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

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)
a	FUND REDEMPTION, ATTARA A-1-R/01-10	P	VARIOUS	VARIOUS
b	FUND REDEMPTION, ATTARA A-1 R/12-09	P	VARIOUS	VARIOUS
c	FUND REDEMPTION, ATWATER CAPITAL OFFSHORE LTD	P	VARIOUS	VARIOUS
d	FUND REDEMPTION, BEACON LIGHT OFFSHORE FUND LTD	P	VARIOUS	VARIOUS
e	FUND REDEMPTION, DRYDEN	P	VARIOUS	VARIOUS
f	ADXY CALL OPTION, USD PUT OPTION JULY 2, 2010 @ 1	P	VARIOUS	VARIOUS
g	ADXY CALL OPTION, USD PUT OPTION JULY 2, 2010 @ 11	P	VARIOUS	VARIOUS
h	ADXY PUT OPTION, USD CALL OPTION JULY 2, 1010 @ 10	P	VARIOUS	VARIOUS
i	AUD CALL USD PUT 2JULY10 @ 0.7925 CALL AUD394321.	P	VARIOUS	VARIOUS
j	AUD PUT USD CALL 02JULY10 PUT AUD394,321.76 CALL	P	VARIOUS	VARIOUS
k	NOK CALL USD PUT JULY 2, 2010, CALL NOK945,000, P	P	VARIOUS	VARIOUS
l	NOK PUT USD CALL JULY 2, 2010, PUT NOK945,000, CA	P	VARIOUS	VARIOUS
m				
n				
o				

(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 1,849,205.		2,000,000.	<150,795.>
b 247,266.		250,001.	<2,735.>
c 209,945.		199,475.	10,470.
d 401,706.		365,046.	36,660.
e 2,558,742.		3,967,566.	<1,408,824.>
f	<2,500.>		2,500.
g 14,633.		23,450.	<8,817.>
h	<7,000.>		7,000.
i 21,412.		18,719.	2,693.
j	<18,719.>		18,719.
k		8,520.	<8,520.>
l		<8,520.>	8,520.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			<150,795.>
b			<2,735.>
c			10,470.
d			36,660.
e			<1,408,824.>
f			2,500.
g			<8,817.>
h			7,000.
i			2,693.
j			18,719.
k			<8,520.>
l			8,520.
m			
n			
o			

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	<1,493,129.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRETION FROM BONDS PURCHASED AT A DISCOUNT INTEREST INCOME	6,367. 65,390.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	71,757.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	37,885.	0.	37,885.
TOTAL TO FM 990-PF, PART I, LN 4	37,885.	0.	37,885.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,870.	12,435.		0.
TO FORM 990-PF, PG 1, LN 16B	24,870.	12,435.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	750.	0.		0.
FEDERAL TAXES	600.	0.		0.
BANK FEES	30.	30.		0.
OTHER	150.	0.		0.
INVESTMENT ADVISORY FEES	34,060.	34,060.		0.
TO FORM 990-PF, PG 1, LN 23	35,590.	34,090.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CALL OPTION	COST	0.	0.
DUE FROM BROKER	COST	0.	0.
FIXED INCOME	COST	199,945.	223,057.
STRUCTURED INVESTMENTS	COST	512,446.	523,800.
TOTAL TO FORM 990-PF, PART II, LINE 13		712,391.	746,857.

FORM 990-PF	OTHER ASSETS	STATEMENT	6
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ATALAYA SPECIAL OPPORTUNITIES FUND III, LP	0.	1,650,000.	1,650,000.
ATTARA, LTD	2,250,000.	0.	0.
ATWATER CAPITAL OFFSHORE, LTD	4,000,000.	3,800,525.	4,000,000.
BEACON LIGHT OFFSHORE FUND, LTD	4,000,000.	3,634,954.	4,000,000.
CALEDONIAN/FORCE CAPITAL LTD	0.	4,000,000.	3,924,442.
CRISPIN CAPITAL PARTNERS OFFSHORE, LTD	0.	2,000,000.	2,185,415.
DRYDEN CAPITAL, LTD	4,745,004.	777,438.	554,654.
INDIAN CREEK INVESTMENTS LTD. - CLASS A	0.	3,000,000.	3,097,740.
NARRAGANSETT STRATEGIC OFFSHORE FUND, LTD	2,000,000.	2,000,000.	1,950,494.
PERMIAN FUND, LTD	0.	1,000,000.	1,171,692.
REDWOOD OFFSHORE FUND	0.	4,000,000.	4,474,831.
RDG CAPITAL MANAGEMENT	0.	4,000,000.	4,120,296.
SERENDIV OFFSHORE FUND, LTD	0.	4,000,000.	4,087,453.
SOUNDPOST CAPITAL OFFSHORE, LTD	0.	1,000,000.	895,352.
TREMBLANT PARTNERS LTD SUBCLASS E	4,000,000.	4,000,000.	4,259,988.
TO FORM 990-PF, PART II, LINE 15	20,995,004.	38,862,917.	40,372,357.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

TIMOTHY BARAKETT
MICHELE BARAKETT

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALVIN AILEY DANCE FOUNDATION, INC. 405 WEST 55TH STREET NEW YORK, NY 10019	NONE DONATION TO THE DENISE JEFFERSON FUND FOR THE AILEY SCHOOL	EXEMPT ORGANIZATI	1,000.
AMAZON WATCH 221 PINE STREET SAN FRANCISCO, CA 94104	NONE GENERAL DONATION TO SUPPORT INDIGENOUS PEOPLES PROTECTING THE AMAZON RAINFOR	EXEMPT ORGANIZATI	25,000.
BOTTOMLESS CLOSET 15 PENN PLAZA NEW YORK, NY 10001	NONE SPRING LUNCHEON	EXEMPT ORGANIZATI	5,000.
BOTTOMLESS CLOSET 15 PENN PLAZA NEW YORK, NY 10001	NONE GENERAL DONATION TO SUPPORT ORGANIZATION PROMOTING WOMEN IN PROFESSIONAL WOR	EXEMPT ORGANIZATI	10,000.
CAREERS THROUGH CULINARY ARTS PROGRAM 250 WEST 57TH STREET NEW YORK, NY 10107	NONE DONATION TO ANNUAL BENEFIT	EXEMPT ORGANIZATI	9,400.
CENTER FOR HEARING AND COMMUNICATIONS 50 BROADWAY NEW YORK, NY 10004	NONE DONATION TO ANNUAL BENEFIT	EXEMPT ORGANIZATI	5,000.

TIMOTHY AND MICHELE BARAKETT FOUNDATION

26-6140904

DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE DONATION TO THE DEVELOPMENTAL TRAUMA DISORDER FIELD TRIAL	EXEMPT ORGANIZATI	10,000.
DTD FIELD TRIAL, TRAUMA CENTER AT RJI 1269 BEACON STREET BROOKLINE, MA 02446	NONE DONATION TO ANNUAL BENEFIT	EXEMPT ORGANIZATI	25,000.
FABRETTO CHILDREN'S FOUNDATION 3124 NORTH 10TH STREET ARLINGTON, VA 22201	NONE DONATION TO THE HBS DEAN'S FUND	EXEMPT ORGANIZATI	10,000.
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE PLEDGE TO ATHLETIC DIRECTOR'S FUND	EXEMPT ORGANIZATI	5,000.
HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE GENERAL DONATION TO ORGANIZATION PROVIDING SCHOLARSHIP FUNDS TO ATHLETIC GIR	EXEMPT ORGANIZATI	250,000.
MARISSA LOREA FUND 37 WILBUR ROAD LINCOLN, RI 02865	NONE DONATION TOWARD PUBLIC-PRIVATE PARTNERSHIP TO HELP NYC'S NONPROFIT	EXEMPT ORGANIZATI	5,000.
MAYORS FUND TO ADVANCE NEW YORK CITY (GREATER NY) ONE CENTRE STREET NEW YORK, NY 10007	NONE DONATION TO ANNUAL BENEFIT	EXEMPT ORGANIZATI	30,000.
MICHAEL LYNCH MEMORIAL FOUNDATION P.O. BOX 132 BRONX, NY 10465	NONE DONATION TO SUPPORT THE 2010 NAMI WALK (NATIONAL ALLIANCE ON MENTAL ILLNESS)	EXEMPT ORGANIZATI	5,000.
NAMI OF COLLIER COUNTY 6216 TRAIL BOULEVARD NAPLES, FL 34108	NONE DONATION TO ANNUAL BENEFIT	EXEMPT ORGANIZATI	1,000.
NEW YORK ACADEMY OF ART 111 FRANKLIN STREET NEW YORK, NY 10013	NONE DONATION TO BENEFIT AUCTION HOSTED AT SOTHEBY'S	EXEMPT ORGANIZATI	1,000.

TIMOTHY AND MICHELE BARAKETT FOUNDATION

26-6140904

NEW YORK ACADEMY OF ART 111 FRANKLIN STREET NEW YORK, NY 10013	NONE DR. TED SCHWARTZ'S BRAIN TUMOR & EPILEPSY FUND	EXEMPT ORGANIZATI	19,700.
NEW YORK PRESBYTERIAN HOSPITAL 161 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NONE 2010 LIBRARY LIONS BENEFIT	EXEMPT ORGANIZATI	25,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE PRESIDENT'S COUNCIL MEMBERSHIP	EXEMPT ORGANIZATI	73,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE PLEDGE TO CAPITAL CAMPAIGN	EXEMPT ORGANIZATI	50,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE GENERAL DONATION TOWARD HOSPITAL'S GENERAL CAMPAIGN, EARMARKED FOR DR.	EXEMPT ORGANIZATI	1000000.
ST. LUKE'S ROOSEVELT HOSPITAL 1000 TENTH AVENUE NEW YORK, NY 10019	NONE DONATION TO THE ANNUAL SCHOLARSHIP PROGRAM FOR WRITERS AND READERS	EXEMPT ORGANIZATI	100,000.
SUN VALLEY WRITER'S CONFERENCE P.O. BOX 957 KETCHUM, ID 83340	NONE DONATION TO ANNUAL BENEFIT	EXEMPT ORGANIZATI	20,000.
THE CLINTON BUSH HAITI FUND 610 PRESIDENT CLINTON AVENUE LITTLE ROCK, AK 72201	NONE DONATION TO THE SCHOOL'S ANNUAL FUND CAMPAIGN	EXEMPT ORGANIZATI	10,000.
THE COUNCIL OF URBAN PROFESSIONALS 55 EXCHANGE PLACE NEW YORK, NY 10005	NONE PLEDGE TO NEW CAPITAL CAMPAGIN	EXEMPT ORGANIZATI	5,000.
THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE DONATION TO THE EPISCOPAL FUND FOR ADVANCED STUDY AND SUMMER PROGRAMS	EXEMPT ORGANIZATI	10,000.

TIMOTHY AND MICHELE BARAKETT FOUNDATION

26-6140904

THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE DONATION TO THE SCHOOL'S ANNUAL FUND CAMPAIGN	EXEMPT ORGANIZATI	333,333.
THE EPISCOPAL SCHOOL 35 EAST 69TH STREET NEW YORK, NY 10021	NONE DONATION TO THE PARENTS & SCIENCE DISCOVERY FUND	EXEMPT ORGANIZATI	25,000.
THE EPISCOPAL SCHOOL 35 EAST 69TH STREET NEW YORK, NY 10021	NONE DONATION TO THE ANNUAL SUPPORT CAMPAIGN	EXEMPT ORGANIZATI	5,000.
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE NEW YORK, NY 10065	NONE CHARITABLE DONATION	EXEMPT ORGANIZATI	500.
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE CHARITABLE DONATION	EXEMPT ORGANIZATI	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>2,078,933.</u>

Application for Extension of Time To File an
Exempt Organization Return

► 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
- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS, L.P.	Employer identification number 26-6140904
	Number, street, and room or suite no. If a P.O. box, see instructions. 767 FIFTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10153	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LENNY PARIS

- The books are in the care of ► 767 FIFTH AVENUE - NEW YORK, NY 10153

Telephone No. ► (212) 256-8500 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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2010 or► tax year beginning _____, and ending _____.2 If the tax year entered in line 1 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	\$ 2,834.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 334.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 2,500.

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.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)