Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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: BARNEY FAMILY FOUNDATION

A Employer identification number: 36-7195126

Number and street (or P O box number if mail is not delivered to street address): C/O ROBERT T NAPIER, 200 S WACKER DRIVE

Room/suite: 750

B Telephone number (see page 10 of the instructions): (312) 756-1111

City or town, state, and ZIP code: CHICAGO, IL 60606

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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 40,645,719.

J Accounting method: [X] 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 page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	959,962.	959,962.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	925,038.			
	b Gross sales price for all assets on line 6a 25,617,853.				
	7 Capital gain net income (from Part IV, line 2)		925,038.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	260,855.	102,102.		ATCH 2
	12 **Total.** Add lines 1 through 11	2,145,855.	1,987,102.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	250,000.			250,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	15,980.			15,980.
	16a Legal fees (attach schedule) ATCH 3	4,954.	0.	0.	4,954.
	b Accounting fees (attach schedule) ATCH 4	72,750.	0.	0.	72,750.
	c Other professional fees (attach schedule) *	3,000.			3,000.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	29,908.	5,945.		16,868.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	33,891.	78,428.		3,088.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	410,483.	84,373.	0.	366,640.
	25 Contributions, gifts, grants paid	1,425,000.			1,425,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,835,483.	84,373.	0.	1,791,640.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	310,372.			
	b **Net investment income** (if negative, enter -0-)		1,902,729.		
	c **Adjusted net income** (if negative, enter -0-)				

INTERNAL REVENUE SERVICE
W&I ASSISTANCE
CHICAGO, IL 60604
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For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 5 JSA ** ATCH 6 Form **990-PF** (2010)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,497,172.	-21,574.	-21,574.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	19,203,375.	23,547,122.	25,843,435.
	c Investments - corporate bonds (attach schedule) ATCH 9	14,089,117.	14,540,285.	14,720,757.
	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 ▶ ATCH 10)	75,508.	103,101.	103,101.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	37,865,172.	38,168,934.	40,645,719.
Liabilities	17 Accounts payable and accrued expenses	6,610.	0.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	6,610.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	37,858,562.	38,168,934.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	37,858,562.	38,168,934.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	37,865,172.	38,168,934.	

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	37,858,562.
2	Enter amount from Part I, line 27a	2	310,372.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	38,168,934.
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	38,168,934.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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** 925,038.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,013,712.	35,973,054.	0.055978
2008	604,412.	45,084,446.	0.013406
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	0.069384
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.034692
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	37,250,307.
5	Multiply line 4 by line 3	5	1,292,288.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,027.
7	Add lines 5 and 6	7	1,311,315.
8	Enter qualifying distributions from Part XII, line 4	8	1,791,640.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	19,027.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	19,027.
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	19,027.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 11,705.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 50,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	61,705.
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	42,678.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 42,678. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MR. ROBERT NAPIER Telephone no ▶ 312-756-1111

Located at ▶ SAME AS TAXPAYER CHICAGO, IL ZIP + 4 ▶ 60604

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

			Yes	No
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?	16		X
	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 ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X (No)

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		250,000.	15,980.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 12		60,000.
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	34,842,916.
b	Average of monthly cash balances	1b	2,974,655.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	37,817,571.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	37,817,571.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	567,264.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,250,307.
6	**Minimum investment return.** Enter 5% of line 5	6	1,862,515.

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

1	Minimum investment return from Part X, line 6			1	1,862,515.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	19,027.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	19,027.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,843,488.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,843,488.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,843,488.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,791,640.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,791,640.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	19,027.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,772,613.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,843,488.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,410,039.	
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,791,640.				
a Applied to 2009, but not more than line 2a			1,410,039.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				381,601.
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)*)	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				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				1,461,887.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010 0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT ATTACHED				1,425,000.
Total ▶ 3a				1,425,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	959,962.	
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	925,038.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER REVENUE				260,855.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,145,855.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,145,855.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date: Nov 12, 2011 — Title: Principal

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK BURKE		10/27/2011		P00010768

Firm's name ▶ FRIEDMAN & HUEY ASSOC. LLP — Firm's EIN ▶ 36-3382360

Firm's address ▶ 1313 WEST 175TH STREET HOMEWOOD, IL 60430 — Phone no 708-799-6800

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					13,087.	
		JP MORGAN - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
12077438.		11216473.					860,965.	
		JP MORGAN - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
3,104,145.		2,969,644.					134,501.	
		JP MORGAN - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,170,761.		5,444,270.					-273,509.	
		JP MORGAN - SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
5,199,582.		5,062,428.					137,154.	
		JP MORGAN GLOBAL K-1 PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,750.		0.					1,750.	
		JP MORGAN GLOBAL K-1 PROPERTY TYPE: SECURITIES				P	VAR	VAR
3,002.		0.					3,002.	
		POWERSHARES DB AGRICULTURE FUND K-1 PROPERTY TYPE: SECURITIES				P	VAR	VAR
19,235.		0.					19,235.	
		POWERSHARES DB AGRICULTURE FUND K-1 PROPERTY TYPE: SECURITIES				P	VAR	VAR
28,853.		0.					28,853.	
TOTAL GAIN(LOSS)							925,038.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN PRIVATE BANK - INTEREST INCOME	366,895.	366,895.
JP MORGAN PRIVATE BANK - QUALIFIED DOMES	182,186.	182,186.
JP MORGAN PRIVATE BANK - QUALIFIED FOREI	67,896.	67,896.
JP MORGAN PRIVATE BANK - NON-QUAL DOMEST	342,529.	342,529.
JP MORGAN PRIVATE BANK - NON-QUAL DOMEST	456.	456.
TOTAL	959,962.	959,962.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY INCOME FROM K-1	260,855.	
INTEREST INCOME FROM K-1		7,420.
DIVIDEND INCOME FROM K-1		93,762.
ROYALTY INCOME FROM K-1		3.
OTHER INCOME FROM K-1		917.
TOTALS	260,855.	102,102.

BARNEY FAMILY FOUNDATION 36-7195126

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		4,954.			4,954.
	TOTALS	4,954.	0.	0.	4,954.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	72,750.			72,750.
TOTALS	72,750.	0.	0.	72,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CONSULTING		3,000.	3,000.
	TOTALS	3,000.	3,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	16,868.		16,868.
FOREIGN TAXES PAID	5,946.	5,946.	
FOREIGN TAXES - K-1	-1.	-1.	
EXCISE TAX	7,095.		
TOTALS	29,908.	5,945.	16,868.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER DEDUCTIONS FROM K-1		47,625.	
INSURANCE	2,835.		2,835.
ADR FEES	1,278.	1,278.	
MANAGEMENT FEES	29,525.	29,525.	
POSTAGE	15.		15.
PAYROLL SERVICE	118.		118.
FEES	100.		100.
MISCELLANEOUS DEDUCTION	20.		20.
TOTALS	33,891.	78,428.	3,088.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES	16,628,103.	19,998,282.
PRIVATE INVESTMENTS	5,115,754.	4,041,888.
BALKAN FINANCIAL SECTOR FUND	1,803,265.	1,803,265.
TOTALS	23,547,122.	25,843,435.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JP MORGAN A/C#5008-FIXED	14,540,285.	14,720,757.
TOTALS	14,540,285.	14,720,757.

BARNEY FAMILY FOUNDATION 36-7195126

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PAYROLL TAX REFUND	0.	0.
TAX DEPOSITS	68,301.	68,301.
PREPAID LEGAL FEES	1,525.	1,525.
DUE FROM BROKER	33,275.	33,275.
TOTALS	103,101.	103,101.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEPHEN M. BARNEY, SR 11510 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33408	TRUSTEE - PART TIME	0.	0.	0.
LYNNE C. BARNEY 11510 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33408	TRUSTEE - PART TIME	0.	0.	0.
STEPHEN M BARNEY, JR 726 MARITIME WAY PALM BEACH GARDENS, FL 33410	DIRECTOR - PART TIME	125,000.	4,743.	0.
KRISTEN BARNEY ADAMS 1923 SCHOOL ST CHICAGO, IL 60657	DIRECTOR - PART TIME	125,000.	11,237.	0.
	GRAND TOTALS	250,000.	15,980.	0.

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

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MICHAEL F RUTI, CPA, ESQ 715 GRANDVIEW LANE LAKE FOREST, IL 60045	ACCOUNTING	60,000.
TOTAL COMPENSATION		60,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICANS FOR PROSPERITY FOUNDATION 2111 WILSON BLVD, STE 350 ARLINGTON, VA 22201	NONE PUBLIC	CHARITABLE	100,000 00
DONORS TRUST 109 N. HENRY STREET ALEXANDRIA, VA 22314	NONE PUBLIC	CHARITABLE	100,000 00
LAW ENFORCEMENT ASSISTANCE FOUNDATION P O BOX17725 WEST PALM BEACH, FA 33416	NONE PUBLIC	CHARITABLE	2,500 00
TREASURE COAST WILDLIFE CENTER 8438 SW 48 AVENUE PALM CITY, FL 34990	NONE PUBLIC	CHARITABLE	10,000 00
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	NONE PUBLIC	CHARITABLE	500,000 00
HOOVER INSTITUTION 434 GALVEZ MALL STANFORD, CA 94305-601	NONE PUBLIC	CHARITABLE	25,000 00
HOPE RURAL SCHOOL 15929 SW 150TH STREET INDIANTOWN, FL 34956	NONE PUBLIC	CHARITABLE	10,000 00
SACRED HEART SCHOOLS 6250 N SHERIDAN RD CHICAGO, IL 60660	NONE PUBLIC	CHARITABLE	10,000 00
ST. CHRYSOSTOM'S DAY SCHOOL 1424 N DEARBORN PARKWAY CHICAGO, IL 60610	NONE PUBLIC	CHARITABLE	5,000.00
TEACH FOR AMERICA 300 W ADAMS, SUITE 1000 CHICAGO, IL 60606	NONE PUBLIC	CHARITABLE	50,000 00

CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA CHICAGO, IL 60614	NONE PUBLIC	CHARITABLE	20,000 00
CLEVELAND CLINIC FOUNDATION P.O. BOX 931517 CLEVELAND, OH 44193-1655	NONE PUBLIC	CHARITABLE	50,000 00
DAMON RUNYAN CANCER RESEARCH FOUNDATION ONE EXCHANGE PLAZA, 55 BROADWAY, SUITE 302 NEW YORK, NY 10006	NONE PUBLIC	CHARITABLE	25,000 00
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	NONE PUBLIC	CHARITABLE	50,000.00
CATO 1000 MASSACHUSETTS AVE, NW WASHINGTON, DC 20001	NONE PUBLIC	CHARITABLE	10,000 00
THE HEARTLAND INSTITUTE 19 S LASALLE CHICAGO, IL 60603	NONE PUBLIC	CHARITABLE	50,000 00
PHILANTROPY ROUNDTABLE 1150 17TH STREET, NW WASHINGTON, DC 20036	NONE PUBLIC	CHARITABLE	10,000 00
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002-4999	NONE PUBLIC	CHARITABLE	100,000 00
THE LINGAP CHILDREN'S FOUNDATION P O BOX 1553 JACKSON, MI 49204	NONE PUBLIC	CHARITABLE	5,000 00
THE LOST TREE VILLAGE FOUNDATION 1155 LOST TREE WAY NORTH PALM BEACH , FL 33408	NONE PUBLIC	CHARITABLE	25,000 00
MILTON & ROSE D. FRIEDMAN FOUNDATION ONE AMERICAN SQUARE, SUITE 1750 INDIANAPOLIS, IN 46282	NONE PUBLIC	CHARITABLE	25,000 00
MISERICORDIA HEART OF MERCY 6300 N. RIDGE AVE CHICAGO, IL 60660	NONE PUBLIC	CHARITABLE	25,000 00

PACIFIC RESEARCH INSTITUTE ONE EMBARCADERO CENTER, SUITE 350 SAN FRANCISCO, CA 94111	NONE PUBLIC	CHARITABLE	10,000.00
CHICAGO HOPE ACADEMY 2189 W. BOWLER ST CHICAGO, IL 60612	NONE PUBLIC	CHARITABLE	10,000 00
BIG SHOULDERS FUND 309 W. WASHINGTON , SUITE 550 CHICAGO, IL 60606	NONE PUBLIC	CHARITABLE	20,000 00
LAKE FOREST ACADEMY 1500 KENNEDY RD LAKE FOREST, IL 60045	NONE PUBLIC	CHARITABLE	17,500 00
ILLINOIS POLICY INSTITUTE 190 S. LASALLE STREET, SUITE 1630 CHICAGO, IL 60603	NONE PUBLIC	CHARITABLE	50,000 00
BOYS & GIRLS CLUBS OF CHICAGO 550 W. VAN BUREN STREET, SUITE 350 CHICAGO, IL 60607	NONE PUBLIC	CHARITABLE	10,000 00
N.U FEINBERG SCHOOL OF MEDICINE 750 N LAKE SHORE DR CHICAGO, IL 60611	NONE PUBLIC	CHARITABLE	50,000 00
THE JOHNS HOPKINS UNIVERSITY 201 N. CHARLES STREET, SUITE 2500 BALTIMORE, MD 21201	NONE PUBLIC	CHARITABLE	50,000 00
		TOTAL CONTRIBUTIONS PAID	1,425,000 00

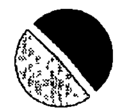
J.P.Morgan

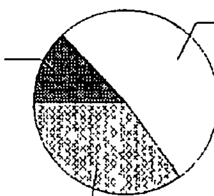
BARNEY FAMILY FDN (CHESTER FDN) ACCT Q73692008
For the Period 12/1/10 to 12/31/10

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap	9,367,675 00	10,421,275 00	1,053,600 00	28%
US Mid Cap/Small Cap	2,018,273 07	2,513,035 07	494,762 00	6%
Non US Equity	5,682,981 74	7,063,972 05	1,380,990 31	18%
Total Value	**$17,068,929.81**	**$19,998,282.12**	**$2,929,352.31**	**52%**

Asset Categories





Market Value/Cost	Current Period Value
Market Value	19,998,282 12
Tax Cost	17,063,772 04
Unrealized Gain/Loss	2,934,510 08
Estimated Annual Income	355,923 51
Accrued Dividends	6,400 00
Yield	1 78 %

Equity Detail

	Quantity	Price	Market Value	Tax Cost Adjusted Original	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
ABBOTT LABORATORIES 002824-10-0 ABT	5,000 000	47 91	239,550 00	256,039 50	(16,489 50)	8,800 00	3 67 %

	Quantity	Price	Market Value	Tax Cost Adjusted Original	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
ADOBE SYSTEMS INC 00724F-10-1 ADBE	10,000 000	30 78	307,800 00	270,299 00	37,501 00		
APPLIED MATERIALS INC 038222-10-5 AMAT	25,000 000	14 05	351,250 00	275,248 75	76,001 25	7,000 00	1 99 %
AVON PRODUCTS INC 054303-10-2 AVP	17,500 000	29 06	508,550 00	552,178.25	(43,628 25)	15,400 00	3 03 %
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	22,500 000	26 48	595,800 00	525,591 50	70,208 50	29,700 00	4 98 %
CISCO SYSTEMS INC 17275R-10-2 CSCO	22,500 000	20 23	455,175 00	473,600 00	(18,425 00)		
CONOCOPHILLIPS 20825C-10-4 COP	5,000 000	68 10	340,500 00	287,304 22	53,195 78	11,000 00	3 23 %
CORNING INC 219350-10-5 GLW	30,000 000	19 32	579,600 00	472,026 00	107,574 00	6,000 00	1 04 %
CREE INC 225447-10-1 CREE	10,000 000	65 89	658,900 00	509,499 75	149,400 25		
DUKE ENERGY CORP 26441C-10-5 DUK	30,000 000	17 81	534,300 00	491,269 25	43,030 75	29,400 00	5 50 %
ELI LILLY & CO 532457-10-8 LLY	15,000 000	35 04	525,600 00	526,410 93	(810 93)	29,400 00	5 59 %
FOREST OIL CORP 346091-70-5 FST	20,000 000	37 97	759,400 00	580,212 00	179,188 00		
HOME DEPOT INC 437076-10-2 HD	10,000 000	35 06	350,600 00	229,554 00	121,046 00	9,450 00	2 70 %

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
INTEL CORP 458140-10-0 INTC	25,000 000	21 03	525,750 00	469,549 50	56,200 50	15,750 00	3 00 %
MERCK AND CO INC 58933Y-10-5 MRK	15,000 000	36 04	540,600 00	424,124 00	116,476 00	22,800 00 5,700 00	4 22 %
MONSANTO CO 61166W-10-1 MON	12,500 000	69 64	870,500 00	876,741 25	(6,241 25)	14,000 00	1 61 %
NALCO HOLDING CO 62985Q-10-1 NLC	20,000 000	31 94	638,800 00	573,004 00	65,796 00	2,800 00 700 00	0 44 %
PFIZER INC 717081-10-3 PFE	25,000 000	17 51	437,750 00	427,222 50	10,527 50	20,000 00	4 57 %
POWERSHARES DB AGRICULTURE FUND 73936B-40-8 DBA	15,000 000	32 35	485,250 00	507,398.50	(22,148.50)		
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	20,000 000	35 78	715,600 00	660,673 00	54,927 00	39,000 00	5 45 %
Total US Large Cap	**355,000.000**		**$10,421,275.00**	$ 9,387,945.90	$ 1,033,329.10	**$260,500.00** **$6,400.00**	**2.50 %**
US Mid Cap/Small Cap							
AMERICAN SUPERCONDUCTOR CORP 030111-10-8 AMSC	7,500 000	28 59	214,425 00	195,441 75	18,983 25		
ENERSYS INC 29275Y-10-2 ENS	20,000 000	32 12	642,400 00	549,805 00	92,595 00		
GENERAL CABLE CORP 369300-10-8 BGC	20,000 000	35 09	701,800 00	490,827 00	210,973 00		

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Mid Cap/Small Cap							
MATTHEWS ASIAN FDS ASIA SMALL COS 577125-20-6 MSML X	24,801 988	21 16	524,810 07	505,872 24	18,937 83	2,232 17	0 43 %
VEECO INSTRUMENTS INC 922417-10-0 VECO	10,000 000	42 96	429,600 00	488,108 50	(58,508 50)		
Total US Mid Cap/Small Cap	**82,301.988**		**$2,513,035.07**	**$2,230,054.49**	**$282,980.58**	**$2,232.17**	**0.09 %**
Non US Equity							
AGNICO EAGLE MINES LTD 008474-10-8 AEM	10,000 000	76 70	767,000 00	555,252 50	211,747 50	6,400 00	0 83 %
AMERICAN CENTURY GLOBAL GOLD FUND 02507M-10-5 BGEI X	4,352 094	26 08	113,502 61	112,856 98	645 63	6,941 58	6 12 %
BARRICK GOLD CORP 067901-10-8 ABX	20,000 000	53 18	1,063,600 00	749,766 00	313,834 00	9,600 00	0 90 %
BUNGE LIMITED G16962-10-5 BG	10,000 000	65 52	655,200 00	588,759 50	66,440 50	9,200 00	1 40 %
GOLDCORP INC 380956-40-9 GG	20,000 000	45 98	919,600 00	801,844 00	117,756 00	7,200 00	0 78 %
MATTHEWS INDIA FUND 577130-85-9 MIND X	22,524 404	21 49	484,049 44	502,094 62	(18,045 18)	2,094 76	0 43 %
NOVAGOLD RESOURCES INC 66987E-20-6 NG	15,000 000	14 27	214,050 00	213,403 50	646 50		
PAN AMERICAN MINERALS CORP 697900-10-8 PAAS	34,500 000	41 21	1,421,745 00	673,591 55	748,153 45	1,725 00	0 12 %

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
Non US Equity							
ROYAL DUTCH SHELL PLC ADR 780259-10-7 RDS B	7,500 000	66 67	500,025 00	400,405 00	99,620 00	25,200 00	5 04 %
SILVER WHEATON CORPORATION 828336-10-7 SLW	10,000 000	39 04	390,400 00	377,720 00	12,680 00		
TOTAL SA SPONS ADR 89151E-10-9 TOT	10,000 000	53 48	534,800 00	517,774 00	17,026 00	24,830 00	4 64 %
Total Non US Equity	**163,876.498**		**$7,063,972.05**	**$5,493,467 65**	**$1,570,504.40**	**$93,191 34**	**1 32 %**

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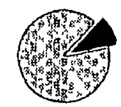
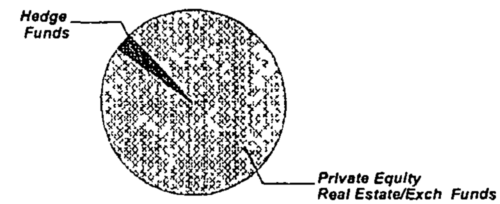
Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	132,225 47	134,302.26	2,076 79	1%
Private Equity/Real Estate/Exch. Funds	3,673,760 34	3,907,585 94	233,825 60	9%
Total Value	**$3,805,985.81**	**$4,041,888.20**	**$235,902.39**	**10%**

Asset Categories





Alternative Assets Detail

	Quantity	Price	Estimated Value	Cost
Hedge Funds				
APOLLO VALUE INVESTMENT FUND LTD CLASS S SERIES LETOIDES SIDE POCKET N/O Client 034999-98-7	1 326	2,384 90 11/30/10	3,162 38	1,056 27

Hedge Funds

	Quantity	Price	Estimated Value	Cost
APOLLO VALUE INVESTMENT FUND LTD CLASS S SERIES BROACH SIDE POCKET N/O Client 037891-95-9	12 201	1,555 12 11/30/10	18,973 97	12,170 63
APOLLO VALUE INVESTMENT FUND LTD CLASS S SERIES BRADCO SIDE POCKET N/O Client 037891-96-7	67 330	1,424.39 11/30/10	95,904 41	65,748 42
APOLLO VALUE INVESTMENT FUND LTD CLASS S SERIES CPC SIDE POCKET N/O Client 037891-97-5	11 082	1,448 38 11/30/10	16,050 99	7,689 70
APOLLO VALUE INVESTMENT FUND LTD CLASS A SERIES 1 2006 -1 N/O Client 037891-99-1	0 196	1,074 03 11/30/10	210 51	128 98
Total Hedge Funds	**92.135**		**$134,302.26**	**$86,794.00**

Private Equity/Real Estate/Exch. Funds

	Original Commitment Amount	Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value
J C FLOWERS II PRIVATE INVESTORS OFFSHORE L P (OFFSHORE) N/O Client 466116-92-8	1,500,000 00	1,445,139 51	79,998 65	378,196 50
JPM PARTNERS GLOBAL PRIVATE INVESTORS I LP N/O Client 480993-95-5	1,638,499 00	1,626,570 19	1,637,355 32	791,583 44
JPMORGAN GREATER CHINA PROPERTY FUND LLC (ONSHORE) N/O Client 430995-92-8	2,000,000 00	1,384,861 58		1,291,976 00
RIVERSTONE RENEWABLE AND ALTERNATIVE ENERGY - OFFSHORE II LP N/O Client 247676-91-9	1,250,000 00	599,980 68		639,808 75

	Original Commitment Amount	Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value
Private Equity/Real Estate/Exch. Funds				
RIVERSTONE GLOBAL ENERGY AND POWER OFFSHORE IV, LP N/O Client 247679-91-3	1,250,000 00	773,416 56	60,725 47	806,021 25
Total Private Equity/Real Estate/Exch. Funds	**$7,638,499.00**	**$5,829,968 52**	**$1,778,079.44**	**$3,907,585 94**

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

Fixed Income Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND 3844 30-Day Annualized Yield 2 95% 4812A4-35-1	704,557 168	11 83	8,334,911 30	8,189,384 51	145,526 79	248,708 68 23,954 94	2 98 %
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 30-Day Annualized Yield· 1 09% 4812C1-33-0	582,118 982	10 97	6,385,845 23	6,350,900 58	34,944 65	118,170 15 9,313 90	1 85 %
Total US Fixed Income - Taxable	**1,286,676.150**		**$14,720,756.53**	**$14,540,285.09**	**$180,471.44**	**$366,878.83** **$33,268.84**	**2.49 %**

BARNEY FAMILY FOUNDATION - CORP BOND
Account Number: A 14205-00-8

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
ACE INA HOLDINGS 5.8% MAR 15 2018 DTD 02/14/2008 @ 108.336 FIRST UNION CAP MKTS/WHEAT FIRST	145,000.000	12/30/08	03/01/10	157,087.20	133,400.00	L 22,224.93 O 1,462 27
ALLSTATE LF GLB FN TRST MEDIUM TERM NOTES 5 3/8% APR 30 2013 DTD 04/30/2008 @ 109.126 PERSHING & COMPANY	150,000.000	02/05/09	03/01/10	163,689 00	149,262 00	L 14,427 00
AMER EXPRESS CREDIT CO MEDIUM TERM NOTES 5 7/8% MAY 02 2013 DTD 06/02/2008 @ 108.872 JPMORGAN CLEARING CORP	300,000.000	01/06/09	03/01/10	326,616.00	297,558.00	L 29,058.00

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Capital Gain and Loss Schedule

Transactions

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
AMGEN INC SR NOTES 5.7% FEB 01 2019 DTD 01/16/2009 @ 108.70 UBS SECURITIES LLC	45,000.000	01/13/09	03/01/10	48,915.00	44,899.65	L 4,015.35
BB&T CORP NOTES 4 3/4% OCT 1 2012 DTD 9/24/2002 @ 105.691 SALOMON BROTHERS	225,000.000	03/24/09	03/01/10	237,804.75	216,639.00	S 18,936 59 O 2,229 16
BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 03/25/2009 @ 110.53 BANC OF AMERICA SEC LLC	150,000.000	03/18/09	03/01/10	165,795.00	149,499.00	S 16,296.00

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Capital Gain and Loss Schedule

Transactions

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
BANK OF NEW YORK MELLON MEDIUM TERM NOTE 4.95% NOV 01 2012 DTD 11/01/2007 @ 108.443 MAN SECURITIES/FIXED INCOME	150,000.000	02/26/09	03/01/10	162,664.50	152,607.00	L 10,057.50
BAXTER INTERNATIONAL INC 4% MAR 01 2014 DTD 02/26/2009 @ 105.326 BANC OF AMERICA SEC LLC	62,000.000	02/23/09	03/01/10	65,302.12	61,823.92	L 3,478.20
BOEING CAPITAL CORP NOTES 6 1/2% FEB 15 2012 DTD 11/9/2001 @ 109.819 BANC OF AMERICA SEC LLC	223,000.000	01/21/09	03/01/10	244,896.37	235,985.29	L 8,911.08

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CAPITAL ONE BANK 5 3/4% SEP 15 2010 DTD 9/8/2003 @ 102.437 FIRST UNION CAP MKTS/WHEAT FIRST	97,000.000	01/27/09	03/01/10	99,363.89	97,000.00	L 2,363.89
CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 7.15% FEB 15 2019 DTD 02/12/2009 @ 118.375 CREDIT SUISSE FIRST BOSTON LLC	215,000.000	08/05/09	03/01/10	254,506.25	243,984 15	S 10,522 10
CHEVRON CORP SR NOTES 3.95% MAR 03 2014 DTD 03/03/2009 @ 106.004 BANC OF AMERICA SEC LLC	105,000.000	05/05/09	03/01/10	111,304.20	108,073 35	S 3,230.85

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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 @ 112.402 FIRST UNION CAP MKTS/WHEAT FIRST	210,000.000	02/09/09	03/01/10	236,044.20	222,121.20	L 13,923.00
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005 @ 100.847 SUSQUEHANNA FINANCIAL GROUP INC.	733,000.000	01/09/09	03/01/10	739,208.51	699,633.84	L 34,153.17 O 5,421.50
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009 @ 109.64 SALOMON BROTHERS	190,000.000	01/29/09	03/01/10	208,316.00	188,719.40	L 19,596.60

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CREDIT SUISSE FB USA INC NOTES 6 1/8% NOV 15 2011 DTD 11/6/2001 @ 107.872 FIRST UNION CAP MKTS/WHEAT FIRST	415,000.000	02/13/09	03/01/10	447,668.80	428,607.85	L 19,060.95
DAIMLER CHRYSLER N A HOLDING CORP 7 3/4% JAN 18 2011 DTD 1/18/2001 @ 105.195 SALOMON BROTHERS	130,000.000	01/13/09	03/01/10	136,753.50	125,125.00	L 8,870.72 O 2,757.78
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008 @ 111.244 HSBC SECURITIES INC (HSBCSI)	90,000.000	05/28/09	03/01/10	100,119 60	94,355.10	S 5,764.50

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BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
DUKE ENERGY CAROLINAS 5 3/4% NOV 15 2013 DTD 11/17/2008 @ 111.867 KEYBANC CAPITAL MARKETS	152,000.000	02/11/09	03/01/10	170,037.84	165,146.48	L 4,891.36
EOF RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007 @ 110.046 FIRST UNION CAP MKTS/WHEAT FIRST	150,000.000	09/18/09	03/01/10	165,069.00	164,854.50	S 214.50
EATON CORP 6.95% MAR 20 2019 DTD 3/16/2009 @ 117.096 BANC OF AMERICA SEC LLC	150,000.000	03/12/09	03/01/10	175,644.00	149,410.50	S 26,233.50

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BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
ELECTRONIC DATA SYSTEMS NOTES 6% B AUG 1 2013 DTD 6/30/2003 @ 112.08 PERSHING & COMPANY	220,000.000	06/01/09	03/01/10	246,576.00	238,651.60	S 7,924.40
EMERSON ELECTRIC CO 5 3/4% NOV 01 2011 DTD 10/29/2001 @ 107.56 GOLDMAN SACHS EXECUTION & CLEARING	150,000.000	03/11/09	03/01/10	161,340 00	158,773 50	S 2,566 50
FPL GROUP CAPITAL INC 7 7/8% DEC 15 2015 DTD 12/12/2008 @ 122.018 GOLDMAN SACHS EXECUTION & CLEARING	150,000.000	02/20/09	03/01/10	183,027.00	173,442.00	L 9,585.00

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
GENERAL ELECTRIC CAPITAL CORP	575,000.000	02/10/09	03/01/10	622,460.50	588,725.25	L 33,735.25
MEDIUM TERM NOTES 6% JUN 15 2012						
DTD 6/7/2002						
@ 108.254						
JPMORGAN CLEARING CORP						
GOLDMAN SACHS GROUP INC	150,000.000	01/29/09	03/01/10	172,009.50	147,117.00	L 24,892.50
SR NOTES 7 1/2% FEB 15 2019						
DTD 02/05/2009						
@ 114.673						
MORGAN STANLEY & CO. INCORPORATED						
GOLDMAN SACHS GROUP INC	400,000.000	01/09/09	03/01/10	428,488.00	387,092.00	L 37,919.79
NOTES 5 1/4% APR 1 2013						O 3,476.21
DTD 3/31/2003	50,000.000	03/10/09	03/01/10	53,561.00	46,441.50	S 6,270.26
@ 107.122						O 849 24
MORGAN STANLEY & CO. INCORPORATED						

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
HONEYWELL INTERNATIONAL SR NOTES 3 7/8% FEB 15 2014 DTD 2/20/2009 @ 105.322 BANC OF AMERICA SEC LLC	150,000.000	02/18/09	03/01/10	157,983.00	149,370.00	L 8,613.00
HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002 @ 109.976 JPMORGAN CLEARING CORP	490,000.000	01/21/09	03/01/10	538,882.40	493,464.30	L 45,418.10
KEYCORP MEDIUM TERM NOTES 6 1/2% MAY 14 2013 DTD 05/14/2008 @ 106.312 KEYBANC CAPITAL MARKETS	149,000.000	01/21/09	03/01/10	158,404.88	143,785.00	L 13,284 08 O 1,335.80

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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
KIMBERLY CLARK CORP 6 1/4% JUL 15 2018 DTD 7/28/98 @ 113.941 DEUTSCHE BANC ALEX BROWN INC	138,000.000	12/29/08	03/01/10	157,238.58	150,091.56	L 7,147.02
ELI LILLY & CO 3.55% MAR 06 2012 DTD 03/06/2009 @ 104.898 MORGAN STANLEY & CO. INCORPORATED	46,000.000	03/03/09	03/01/10	48,253.08	45,953.08	S 2,300.00
MERRILL LYNCH & CO MEDIUM TERM NOTE 6.05% AUG 15 2012 DTD 8/15/2007 @ 107.236 BANC OF AMERICA SEC LLC	338,000.000	01/07/09	03/01/10	362,457.68	343,857.54	L 18,600.14

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004 @ 102.116 JPMORGAN CLEARING CORP	545,000.000	10/07/09	03/01/10	556,532.20	547,338.05	S 9,194 15
NATIONSBANK CORP SUB NOTES 7 3/4% AUG 15 2015 DTD 9/5/95 @ 112.613 KEYBANC CAPITAL MARKETS	620,000.000	12/30/08	03/01/10	698,200.60	649,791.00	L 48,409 60
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009 @ 105.342 BNP PARIBAS SECURITIES CORP.	285,000.000	02/04/09	03/01/10	300,224.70	292,333.05	L 7,891.65

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
NUCOR CORP 5.85% JUN 01 2018 DTD 06/02/2008 @ 109.86 HSBC SECURITIES INC (HSBCSI)	150,000.000	08/27/09	03/01/10	164,790.00	163,284.00	S 1,506 00
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 @ 110.155 FIRST UNION CAP MKTS/WHEAT FIRST	215,000.000	02/04/09	03/01/10	236,833.25	227,611.90	L 9,221.35
PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 02/13/2009 @ 115.118 PERSHING & COMPANY	145,000.000	02/10/09	03/01/10	166,921.10	147,038.70	L 19,882.40

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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PRAXAIR INC NOTES 4 3/8% MAR 31 2014 DTD 03/26/2009 @ 106.655 MORGAN STANLEY & CO. INCORPORATED	130,000.000	03/23/09	03/01/10	138,651.50	129,589.20	S 9,062.30
SBC COMMUNICATIONS INC NOTES 5 7/8% AUG 15 2012 DTD 8/19/2002 @ 109.682 FIRST UNION CAP MKTS/WHEAT FIRST	457,000.000	01/29/09	03/01/10	501,246.74	480,352.70	L 20,894 04
SHELL INTERNATIONAL FIN 4% MAR 21 2014 DTD 3/23/2009 @ 105.573 BANC OF AMERICA SEC LLC	150,000.000	08/27/09	03/01/10	158,359.50	156,931.50	S 1,428 00

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
SIMON PROPERTY GROUP LP 5 1/4% DEC 01 2016 DTD 12/12/2006 @ 100.799 KEYBANC CAPITAL MARKETS	225,000.000	01/06/09	03/01/10	226,797.75	161,437.50	L 56,078.60 O 9,281.65
SOUTHERN CALIF GAS CO 5 1/2% MAR 15 2014 DTD 11/21/2008 @ 110.52 GOLDMAN SACHS EXECUTION & CLEARING	149,000.000	12/24/08	03/01/10	164,674 80	155,138.80	L 9,536.00
STATE STREET CORP SR NOTES 4.3% MAY 30 2014 DTD 05/22/2009 @ 106.014 KEYBANC CAPITAL MARKETS	145,000.000	06/15/09	03/01/10	153,720.30	144,859.35	S 8,860.95

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Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
TARGET CORP NOTES 6.35% JAN 15 2011 DTD 1/10/2001 @ 104.922 SUSQUEHANNA FINANCIAL GROUP INC.	43,000.000	02/25/09	03/01/10	45,116.46	45,555.92	L -439 46
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009 @ 117.677 GOLDMAN SACHS EXECUTION & CLEARING	157,000.000	01/09/09	03/01/10	184,752.89	159,526.13	L 25,226 76
TRAVELERS COS INC SR NOTES 5.8% MAY 15 2018 DTD 05/13/2008 @ 108.473 FIRST UNION CAP MKTS/WHEAT FIRST	140,000.000	01/07/09	03/01/10	151,862.20	138,499.20	L 13,363.00

BARNEY FAMILY FOUNDATION - CORP BOND
Account Number: A 14205-00-8

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
WACHOVIA CORPORATION SUB NOTES 5 1/4% AUG 1 2014 DTD 7/22/2004 @ 105.126 MORGAN STANLEY & CO. INCORPORATED	365,000.000	01/12/09	03/01/10	383,709.90	353,199.55	L 28,115.88 O 2,394.47
WELLS FARGO COMPANY 5 1/4% OCT 23 2012 DTD 10/23/2007 @ 107.594 JPMORGAN CLEARING CORP	370,000.000	02/04/09	03/01/10	398,097.80	372,997.00	L 25,100.80
WYETH 5 1/2% FEB 15 2016 DTD 11/14/2005 @ 111.094 BANC OF AMERICA SEC LLC	145,000.000	01/28/09	03/01/10	161,086.30	152,890.90	L 8,195.40

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
APACHE FINANCE CANADA 4 3/8% MAY 15 2015 DTD 05/15/2003 @ 106.559 GOLDMAN SACHS EXECUTION & CLEARING	153,000.000	01/23/09	03/02/10	163,035.27	145,535.13	L 16,192.88 O 1,307 26
BP CAPITAL MARKETS PLC 5 1/4% NOV 07 2013 DTD 11/07/2008 @ 110.335 HSBC SECURITIES INC (HSBCSI)	292,000.000	01/07/09	03/02/10	322,178.20	311,695.40	L 10,482.80
COCA COLA ENTERPRISES NOTES 7 3/8% MAR 03 2014 DTD 11/03/2008 @ 118.293 KEYBANC CAPITAL MARKETS	150,000.000	02/10/09	03/02/10	177,439.50	169,864.50	L 7,575.00

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
JOHN DEERE CAPITAL CORP MEDIUM TERM FLOATING RATE NOTE JUN 10 2011 DTD 06/12/2008 @ 100.7763 JPMORGAN CLEARING CORP	140,000.000	07/01/09	03/02/10	141,086.82	139,057.80	S 1,706.90 O 322.12
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007 @ 108.609 FIRST TENNESSEE BANK NA-BOND DIVIS	140,000.000	01/13/09	03/01/10	152,052.60	138,367.60	L 13,685 00
GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007 @ 104.715 SUSQUEHANNA FINANCIAL GROUP INC.	600,000.000	01/06/09	03/02/10	628,290.00	588,072.00	L 40,218.00

J.P. Morgan

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
GEORGIA POWER COMPANY 6% NOV 01 2013 DTD 11/19/2008 @ 113.044 GOLDMAN SACHS EXECUTION & CLEARING	145,000.000	12/24/08	03/02/10	163,913.80	153,050.40	L 10,863.40
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005 @ 105.14 KEYBANC CAPITAL MARKETS	144,000.000	01/30/09	03/01/10	151,401.60	132,599.52	L 16,728.78 O 2,073 30
VERIZON GLOBAL FUNDING CORP NOTES 7 3/8% SEP 1 2012 DTD 8/26/2002 @ 113.862 FIRST UNION CAP MKTS/WHEAT FIRST	311,000.000	01/30/09	03/02/10	354,110.82	336,047.94	L 18,062.88

J.P. Morgan

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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009 @ 98.655 FIRST TENNESSEE BANK NA-BOND DIVIS	72,000.000	11/16/09	03/01/10	71,031.60	71,948.88	S -917.28
PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5.3% APR 24 2013 DTD 04/24/2008 @ 107.794 JEFFERIES & CO-BONDS DIRECT DIVISI	255,000.000	01/14/09	03/04/10	274,874.70	251,154.60	L 22,694.83 O 1,025 27

BARNEY FAMILY FOUNDATION - CORP BOND
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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 @ 110.803 FIRST TENNESSEE BANK NA-BOND DIVIS	75,000.000	02/04/09	03/04/10	83,102.25	74,879.25	L 8,223.00
Total Gain/Loss				**12,077,437.70**	**11,216,472.97**	**L 830,429.22**
				.00	**.00**	**O 30,535.51**
				3,104,144.80	**2,969,644.06**	**S 131,100.22**
				.00	**.00**	**O 3,400.52**

Note: Your capital gain and loss schedule will show an N/A for the gain or loss for sales where we have incomplete or missing tax cost. Please consult your tax advisor for appropriate tax reporting on these sales.

BARNEY FAMILY FDN (CHESTER FDN)
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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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Security Description		Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
MINDRAY MEDICAL INTERNATIONAL LTD		7,500.000	01/30/08	02/24/10	277,046.47	266,997.75	L 10,048.72
A/D/R							
@ 37.00	277,500.00						
BROKERAGE	450.00						
TAX &/OR SEC	3.53						
CREE INC		5,000.000	09/10/09	04/05/10	380,989.55	177,500.00	S 203,489.55
@ 76.2592	381,296.00						
BROKERAGE	300.00						
TAX &/OR SEC	6.45						
J.P. MORGAN SECURITIES INC.							
ANADARKO PETROLEUM CORP		5,000.000	06/23/09	07/08/10	214,835.86	214,042.50	L 793.36
@ 43.0279	215,139.50						
BROKERAGE	300.00						
TAX &/OR SEC	3.64						
J.P. MORGAN SECURITIES INC.							

BARNEY FAMILY FDN (CHESTER FDN)
Account Number: Q 73692-00-8

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
APACHE CORP @ 86.6684 216,671.00 BROKERAGE 150.00 TAX &/OR SEC 3.67 J.P. MORGAN SECURITIES INC.	2,500.000	06/22/09	07/08/10	216,517.33	178,900.00	L 37,617.33
BP PLC SPONSORED A/D/R @ 33.2711 166,355.50 BROKERAGE 300.00 TAX &/OR SEC 2.82	5,000.000	12/22/08	07/08/10	166,052.68	228,209.00	L -62,156.32
YAMANA GOLD INC @ 9.8497 492,485.00 BROKERAGE 3,000.00 TAX &/OR SEC 8.33 J.P. MORGAN SECURITIES INC.	50,000.000	05/07/09	07/09/10	489,476.67	542,837.50	L -53,360.83

BARNEY FAMILY FDN (CHESTER FDN)
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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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F indicates Foreign Exchange Gain/Loss on Capital Transactions
O indicates Ordinary Income Gain

Security Description		Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
AGCO CORP		12,500.000	09/16/09	07/13/10	374,396.15	363,882.00	S 10,514.15
@ 30.0122	375,152.50						
BROKERAGE	750.00						
TAX &/OR SEC	6.35						
J.P. MORGAN SECURITIES INC.							
GAFISA S A		20,000.000	06/04/09	07/13/10	273,023.36	167,119.00	L 105,904 36
SPONSORED A/D/R							
@ 13.7114	274,228.00						
BROKERAGE	1,200.00						
TAX &/OR SEC	4.64						
QUICKSILVER RESOURCES INC		10,000.000	10/10/08	07/13/10	116,460 02	273,051 50	L -156,591.48
@ 11.7062	117,062.00						
BROKERAGE	600.00						
TAX &/OR SEC	1.98						
J.P. MORGAN SECURITIES INC.							

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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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O indicates Ordinary Income Gain

Security Description		Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
APOLLO GROUP INC		3,000.000	04/29/10	08/16/10	125,269.77	174,135.60	S -48,865 83
CL A							
@ 41.8173	125,451.90						
BROKERAGE	180.00						
TAX &/OR SEC	2.13						
TEREX CORP		3,795.000	06/22/09	08/16/10	74,187.95	43,492.60	L 30,695.35
@ 19.6092	74,416.91						
BROKERAGE	227.70						
TAX &/OR SEC	1.26						
J.P. MORGAN SECURITIES INC.							
FLUOR CORP		2,500.000	06/22/09	08/17/10	118,016.75	118,900.00	L -883.25
@ 47.2675	472,675.00	7,500.000	11/10/09	08/17/10	354,050.26	353,211.00	S 839 26
BROKERAGE	600.00						
TAX &/OR SEC	7.99						
J.P. MORGAN SECURITIES INC.							

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Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
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Security Description		Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
TEREX CORP		11,205.000	06/22/09	08/17/10	221,214.32	128,414.90	L 92,799.42
@ 19.8028	221,890.37						
BROKERAGE	672.30						
TAX &/OR SEC	3.75						
J.P. MORGAN SECURITIES INC.							
APOLLO GROUP INC		2,000.000	04/29/10	08/18/10	83,378.58	116,090.40	S -32,711.82
CL A							
@ 41.75	83,500.00						
BROKERAGE	120.00						
TAX &/OR SEC	1.42						
ALPHA NATURAL RESOURCES INC		7,500.000	05/14/09	08/27/10	263,111.29	185,689.50	L 77,421.79
@ 35.1421	439,276.25	5,000 000	09/23/09	08/27/10	175,407.53	186,283 50	S -10,875.97
BROKERAGE	750.00						
TAX &/OR SEC	7.43						
J.P. MORGAN SECURITIES INC							

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Capital Gain and Loss Schedule

Transactions

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Security Description		Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
BUCYRUS INTERNATIONAL INC		5,000.000	06/22/09	08/27/10	280,968.74	127,189.00	L 153,779 74
CL A							
@ 56.2547	281,273.50						
BROKERAGE	300.00						
TAX &/OR SEC	4.76						
CAMECO CORP		20,000.000	11/21/07	08/27/10	479,945.86	724,238.70	L -244,292 84
@ 24.0577	481,154.00						
BROKERAGE	1,200.00						
TAX &/OR SEC	8.14						
J.P. MORGAN SECURITIES INC.							
CHESAPEAKE ENERGY CORP		10,000.000	10/10/08	08/27/10	205,078.52	127,716.00	L 77,362.52
@ 20.5682	411,364.00	10,000.000	09/14/09	08/27/10	205,078.52	266,819.00	S -61,740.48
BROKERAGE	1,200.00						
TAX &/OR SEC	6.96						
J P. MORGAN SECURITIES INC.							

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Capital Gain and Loss Schedule

Transactions

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Security Description		Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
JOY GLOBAL INC		5,000.000	06/22/09	08/27/10	277,723.80	165,300.00	L 112,423 80
@ 55.6057	278,028.50						
BROKERAGE	300.00						
TAX &/OR SEC	4.70						
J.P. MORGAN SECURITIES INC.							
NUCOR CORP		8,650.000	09/16/09	08/27/10	321,688.05	398,158.24	S -76,470 19
@ 37.25	322,212.50						
BROKERAGE	519.00						
TAX &/OR SEC	5.45						
J.P. MORGAN SECURITIES INC.							
PEABODY ENERGY CORP		5,000.000	04/16/09	08/27/10	208,588.47	127,793.50	L 80,794.97
@ 41.7784	417,784.00	5,000.000	09/23/09	08/27/10	208,588.46	191,358.50	S 17,229.96
BROKERAGE	600.00						
TAX &/OR SEC	7.07						
J.P. MORGAN SECURITIES INC.							

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Capital Gain and Loss Schedule

Transactions

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PRECISION DRILLING CORPORATION	36,200.000	09/03/08	08/27/10	228,041.62	650,922.20	L -422,880.58
@ 6.3596 230,217.52						
BROKERAGE 2,172 00						
TAX &/OR SEC 3.90						
J.P. MORGAN SECURITIES INC.						
QUICKSILVER RESOURCES INC	7,500.000	10/10/08	08/27/10	85,006.56	69,715.50	L 15,291.06
@ 11.3944 199,402.00	10,000.000	12/31/09	08/27/10	113,342.07	150,599.00	S -37,256.93
BROKERAGE 1,050.00						
TAX &/OR SEC 3.37						
J.P. MORGAN SECURITIES INC.						
SUNCOR ENERGY INC	10,000.000	09/09/08	08/27/10	304,546.84	457,387.20	L -152,840.36
@ 30.5152 457,728.00	5,000.000	09/02/09	08/27/10	152,273.42	149,799.50	S 2,473.92
BROKERAGE 900.00						
TAX &/OR SEC 7.74						
J P. MORGAN SECURITIES INC.						

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Capital Gain and Loss Schedule

Transactions

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
NUCOR CORP	3,850.000	09/04/09	08/30/10	143,179.07	168,827.51	S -25,648.44
@ 37.25 143,412.50						
BROKERAGE 231.00						
TAX &/OR SEC 2.43						
J.P. MORGAN SECURITIES INC.						
PRECISION DRILLING CORPORATION	12,371.000	09/09/08	08/30/10	77,663 81	206,798.45	L -129,134.64
@ 6.338 78,407.40						
BROKERAGE 742.26						
TAX &/OR SEC 1.33						
J.P. MORGAN SECURITIES INC.						
CIA SANEAMENTO BASICO DE SPONSORED A/D/R	2,700.000	06/04/09	09/01/10	107,727.63	82,531.71	L 25,195 92
@ 39.9598 107,891.46						
BROKERAGE 162.00						
TAX &/OR SEC 1.83						

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Security Description		Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CIA SANEAMENTO BASICO DE		4,800 000	06/04/09	09/02/10	192,012 59	146,723 04	L 45,289.55
SPONSORED A/D/R							
@ 40.0633	192,303.84						
BROKERAGE	288.00						
TAX &/OR SEC	3.25						
MOSAIC CO/THE		5,000.000	03/31/09	09/03/10	291,924.06	210,300.00	L 81,624 06
@ 58.4458	584,458.00	5,000.000	09/29/09	09/03/10	291,924.06	245,184.50	S 46,739.56
BROKERAGE	600.00						
TAX &/OR SEC	9.88						
J.P. MORGAN SECURITIES LLC							
POTASH CORP SASKATCHEWAN INC		2,500.000	10/02/09	09/03/10	371,468.71	211,944.25	S 159,524.46
@ 148.65	371,625.00						
BROKERAGE	150.00						
TAX &/OR SEC	6.29						
J.P. MORGAN SECURITIES LLC							

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Capital Gain and Loss Schedule

Transactions

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CENTRAIS ELETRICAS BRASILEIRAS S A SPONSORED A/D/R REPSTG 50 COM @ 12.615 126,150.00 BROKERAGE 600.00 TAX &/OR SEC 2.14	10,000.000	04/19/10	09/08/10	125,547.86	146,447.00	S -20,899.14
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 J.P.MORGAN SECURITIES LLC AS AGENT @ 10.99	90,991.770	12/01/10	12/13/10	1,000,000.00	993,365.86	S 6,634.14
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 J.P.MORGAN SECURITIES LLC AS AGENT @ 10.97	70,464.890	08/02/10	12/17/10	773,000.00	768,822.07	S 4,177.93

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
MERRILL LYNCH & CO INC REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE MERRILL LYNCH & CO INC CLASS ACTION. DUE Q73692008 FUTURE DISBURSEMENTS MAY	0.000	00/00/00	00/00/00	1,589.51	.00	L 1,589 51
Total Gain/Loss				**5,170,760.71**	**5,444,269.55**	**L -273,508.84**
				5,199,582.06	**5,062,427.93**	**S 137,154.13**

Note: Your capital gain and loss schedule will show an N/A for the gain or loss for sales where we have incomplete or missing tax cost. Please consult your tax advisor for appropriate tax reporting on these sales.