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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning _____, **2010, and ending** _____

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

The Barrios Trust 653 11th Street Oakland, CA 94607		A Employer identification number 94-3323331
		B Telephone number (see the instructions) 510-465-6511
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,790,652.		D 1 Foreign organizations, check here <input type="checkbox"/>
J Accounting method. <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis.)		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	30,000.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	154.	154.	N/A	
	4 Dividends and interest from securities	64,774.	64,774.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	30,062.			
	b Gross sales price for all assets on line 6a	493,930.			
	7 Capital gain net income (from Part IV, line 2)		30,062.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Statement 1	-422.	-685.			
12 Total. Add lines 1 through 11	124,568.	94,305.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	2,500.			2,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	3,035.			3,035.
	c Other prof fees (attach sch) See St 3	22,444.	22,444.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 4	720.	720.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	495.			495.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	2,089.	1,964.		125.
	24 Total operating and administrative expenses. Add lines 13 through 23	31,283.	25,128.		6,155.
	25 Contributions, gifts, grants paid Part XV	93,790.			93,790.
26 Total expenses and disbursements. Add lines 24 and 25	125,073.	25,128.		99,945.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-505.				
b Net investment income (if negative, enter 0)		69,177.			
c Adjusted net income (if negative, enter 0)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	87,124.	145,329.	145,329.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch.)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) Statement 6	389,449.	365,693.	365,693.
	b	Investments – corporate stock (attach schedule) Statement 7	456,593.	399,675.	399,675.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 8	773,243.	876,932.	876,932.	
14	Land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe See Statement 9)	2,755.	3,023.	3,023.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	1,709,164.	1,790,652.	1,790,652.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)	1,077.		
	23	Total liabilities (add lines 17 through 22)	1,077.	0.	
	NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
24		Unrestricted	1,708,087.	1,790,652.	
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
27		Capital stock, trust principal, or current funds			
28		Paid-in or capital surplus, or land, building, and equipment fund			
29		Retained earnings, accumulated income, endowment, or other funds			
30		Total net assets or fund balances (see the instructions)	1,708,087.	1,790,652.	
31		Total liabilities and net assets/fund balances (see the instructions)	1,709,164.	1,790,652.	

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	1,708,087.
2	Enter amount from Part I, line 27a	2	-505.
3	Other increases not included in line 2 (itemize) See Statement 10	3	83,070.
4	Add lines 1, 2, and 3	4	1,790,652.
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	1,790,652.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Capital Gain Distribution	P	Various	Various
b Sale of Publicly Traded Securities	P	Various	Various
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 5,281.			5,281.
b 488,649.		463,868.	24,781.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			5,281.
b			24,781.
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	30,062.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) [If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	84,585.	1,546,275.	0.054702
2008	294,236.	2,889,079.	0.101844
2007	197,592.	3,173,484.	0.062263
2006	175,888.	4,184,542.	0.042033
2005	168,500.	3,015,497.	0.055878

2 Total of line 1, column (d)	2	0.316720
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	0.063344
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,680,916.
5 Multiply line 4 by line 3	5	106,476.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	692.
7 Add lines 5 and 6	7	107,168.
8 Enter qualifying distributions from Part XII, line 4	8	99,945.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,384.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,384.
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	1,384.
6	Credits/Payments.		
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	3,085.
b	Exempt foreign organizations — tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,085.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,701.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax 1,701. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Joanne Casey</u> Telephone no <u>510-465-6511</u> Located at <u>653 11th Street Oakland, CA</u> ZIP + 4 <u>94607</u>			
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 <u>N/A</u>	15		N/A
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? Stmt 15 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Stmt 12 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	X
	7b	

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		2,500.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

2	

3	

4	

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

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

	Amount
1 N/A	

2	

All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1a	1,610,040.
b Average of monthly cash balances	1b	96,474.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,706,514.
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	1,706,514.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	25,598.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,680,916.
6 Minimum investment return. Enter 5% of line 5	6	84,046.

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	84,046.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,384.	
b Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	1,384.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	82,662.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	82,662.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	82,662.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	99,945.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	99,945.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,945.

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				82,662.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	20,795.			
b From 2006				
c From 2007	43,854.			
d From 2008	149,782.			
e From 2009	8,211.			
f Total of lines 3a through e	222,642.			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ \$ 99,945.				
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				82,662.
e Remaining amount distributed out of corpus	17,283.			
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	239,925.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	20,795.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	219,130.			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007	43,854.			
c Excess from 2008	149,782.			
d Excess from 2009	8,211.			
e Excess from 2010	17,283.			

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

N/A

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

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
See Statement 13

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 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 <i>Paid during the year</i> See Statement 14				
Total			▶ 3a	93,790.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

The Barrios Trust

Employer identification number

94-3323331

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- 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 foundation

Check 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 their 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).

BAA 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

Employer identification number

The Barrios Trust

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Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	L. Hildalgo and R. Ting 653 11th Street Oakland, CA 94607	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash 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

Employer identification number

The Barrios Trust

94-3323331

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 cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

▶ \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

The Barrios Trust

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income Investment Psp	\$ -685.	-685.	
Return of Capital	263.		
Total	\$ -422.	\$ -685.	0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 3,035.			\$ 3,035.
Total	\$ 3,035.	\$ 0.		\$ 3,035.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	\$ 22,444.	\$ 22,444.		
Total	\$ 22,444.	\$ 22,444.		\$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes Withheld	\$ 720.	\$ 720.		
Total	\$ 720.	\$ 720.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	\$ 10.			\$ 10.
Investment Expense	1,964.	\$ 1,964.		
Misc Operational Expense	115.			115.
Total	<u>\$ 2,089.</u>	<u>\$ 1,964.</u>		<u>\$ 125.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
US Treas 3.000% 07/15/12, 17,000 Sh	Mkt Val	\$ 21,964.	\$ 21,964.
FNMA 5.000% 06/01/35, 52,000 Sh	Mkt Val	23,758.	23,758.
FHLMC 5.500% 11/01/37, 52,000 Sh	Mkt Val	23,042.	23,042.
FNMA 6.000% 05/01/38, 115,000 Sh	Mkt Val	52,309.	52,309.
FNMA 6.000% 09/01/38, 28,000 Sh	Mkt Val	19,260.	19,260.
FNMA 6.000% 10/01/38, 56,000 Sh	Mkt Val	18,992.	18,992.
US Treas 2.375% 04/15/11, 36,000 Sh	Mkt Val	40,020.	40,020.
US Treas 4.000% 02/15/15, 23,000 Sh	Mkt Val	25,198.	25,198.
US Treas 0.875% 02/29/12, 31,000 Sh	Mkt Val	31,180.	31,180.
US Treas 1.375% 03/15/12, 6,000 Sh	Mkt Val	6,088.	6,088.
US Treas 2.375% 10/31/14, 28,000 Sh	Mkt Val	28,982.	28,982.
US Treas 2.500% 06/30/17, 9,000 Sh	Mkt Val	8,966.	8,966.
US Treas 2.375% 07/31/17, 48,000 Sh	Mkt Val	47,370.	47,370.
US Treas 3.625% 04/15/28, 6,000 Sh	Mkt Val	10,473.	10,473.
US Treas 2.500% 01/15/29, 7,000 Sh	Mkt Val	8,091.	8,091.
		<u>\$ 365,693.</u>	<u>\$ 365,693.</u>
	Total	<u>\$ 365,693.</u>	<u>\$ 365,693.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Ancor Ltd, 64 Sh	Mkt Val	\$ 1,749.	\$ 1,749.
BG Group PLC, 33 Sh	Mkt Val	3,366.	3,366.
BP PLC, 79 Sh	Mkt Val	3,489.	3,489.
Banco Santander, 181 Sh	Mkt Val	1,928.	1,928.
Canon Inc., 100 Sh	Mkt Val	5,134.	5,134.
GlaxoSmithKline PLC, 131 Sh	Mkt Val	5,138.	5,138.
Hong-Kong Electric Hldgs, 325 Sh	Mkt Val	2,031.	2,031.
ING Groep NV, 235 Sh	Mkt Val	2,301.	2,301.
KAO Corp. - JPY, 166 Sh	Mkt Val	4,464.	4,464.
National Grid PLC, 34 Sh	Mkt Val	1,509.	1,509.
Nippon Tel & Tel, 67 Sh	Mkt Val	1,537.	1,537.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Reed Elsevier NV, 99 Sh	Mkt Val	\$ 2,463.	\$ 2,463.
Royal Dutch Shell PLC, 66 Sh	Mkt Val	4,407.	4,407.
Societe Generale, 239 Sh	Mkt Val	2,598.	2,598.
Telecom Corp. New Zealand, 124 Sh	Mkt Val	1,042.	1,042.
Telstra Ltd, 220 Sh	Mkt Val	3,157.	3,157.
Total SA, 86 Sh	Mkt Val	4,599.	4,599.
Toyota Motor, 34 Sh	Mkt Val	2,673.	2,673.
Unilever PLC, 180 Sh	Mkt Val	5,558.	5,558.
Accenture Ltd, 90 Sh	Mkt Val	4,364.	4,364.
Argo Group, 69 Sh	Mkt Val	2,584.	2,584.
DR Horton Inc, 90 Sh	Mkt Val	1,074.	1,074.
Debenhams PLC, 585 Sh	Mkt Val	2,539.	2,539.
Hatchijuni Bank Ltd, 25 Sh	Mkt Val	1,403.	1,403.
KB Home, 120 Sh	Mkt Val	1,619.	1,619.
Lennar Corp, 75 Sh	Mkt Val	1,406.	1,406.
Old Republic International, 160 Sh	Mkt Val	2,181.	2,181.
Pultegroup Inc, 163 Sh	Mkt Val	1,226.	1,226.
Flextronics Intl LTD, 243 Sh	Mkt Val	1,908.	1,908.
Brasil Telecom Participaco, 37 Sh	Mkt Val	811.	811.
Briggs & Stratton Corp, 120 Sh	Mkt Val	2,363.	2,363.
Ciments Francais Spon Adr, 30 Sh	Mkt Val	1,444.	1,444.
Eqstra Hldgs Ltd-Zar, 250 Sh	Mkt Val	223.	223.
First Pacific Ltd Spon Adr, 795 Sh	Mkt Val	3,593.	3,593.
Home Retail Grp-Gbp, 155 Sh	Mkt Val	1,809.	1,809.
Keycorp New, 45 Sh	Mkt Val	398.	398.
Magna Intl Cl A , 30 Sh	Mkt Val	1,560.	1,560.
Magyar Telekom Telecomm Ltd, 145 Sh	Mkt Val	1,755.	1,755.
Masco Corp DE, 220 Sh	Mkt Val	2,785.	2,785.
Paperlinx Ltd, 150 Sh	Mkt Val	300.	300.
Promise Co Ltd Unspn Adr, 110 Sh	Mkt Val	305.	305.
Supervalu Inc, 295 Sh	Mkt Val	2,841.	2,841.
Telecom Argetina SA Adr, 70 Sh	Mkt Val	1,742.	1,742.
Tim Participacoes S A-Brl, 35 Sh	Mkt Val	1,195.	1,195.
Wolseley PLC Spon, 550 Sh	Mkt Val	1,721.	1,721.
Alcatel-Lucent Adr, 435 Sh	Mkt Val	1,288.	1,288.
Bank of America Corp, 19 Sh	Mkt Val	253.	253.
Singapore Telecomm, 122 Sh	Mkt Val	2,897.	2,897.
Taiwan Semiconductor, 257 Sh	Mkt Val	3,223.	3,223.
Takeda Pharmaceutical, 143 Sh	Mkt Val	3,482.	3,482.
Tokio Marine Hldgs Inc, 123 Sh	Mkt Val	3,641.	3,641.
United Overseas Bank Ltd, 71 Sh	Mkt Val	2,014.	2,014.
Telefonica SA Spon Adr, 68 Sh	Mkt Val	4,653.	4,653.
Bunge Ltd, 45 Sh	Mkt Val	2,948.	2,948.
Allergan Inc, 50 Sh	Mkt Val	3,434.	3,434.
C R Bard Inc NJ, 40 Sh	Mkt Val	3,671.	3,671.
Becton Dickinson & Co, 45 Sh	Mkt Val	3,803.	3,803.
CME Grp Inc Class A , 11 Sh	Mkt Val	3,539.	3,539.
Emerson Electric Co, 70 Sh	Mkt Val	4,002.	4,002.
Gilead Sciences Inc, 75 Sh	Mkt Val	2,718.	2,718.
Intuit Inc, 80 Sh	Mkt Val	3,944.	3,944.
McDonalds Corp, 50 Sh	Mkt Val	3,838.	3,838.
Monsanto Co New, 45 Sh	Mkt Val	3,134.	3,134.
Nike Inc Cl B, 45 Sh	Mkt Val	3,844.	3,844.
Norfolk Southern Corp, 65 Sh	Mkt Val	4,083.	4,083.
Praxair Inc, 60 Sh	Mkt Val	5,728.	5,728.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Proctor & Gamble Co, 65 Sh	Mkt Val	\$ 4,181.	\$ 4,181.
Schlumberger Ltd, 75 Sh	Mkt Val	6,263.	6,263.
Teva Pharmaceutical Inds, 70 Sh	Mkt Val	3,649.	3,649.
United Technologies Corp, 50 Sh	Mkt Val	3,936.	3,936.
Varian Medical Sys Inc, 50 Sh	Mkt Val	3,464.	3,464.
Western Union Co, 260 Sh	Mkt Val	4,828.	4,828.
Xerox Corp, 70 Sh	Mkt Val	806.	806.
Akamai Technologies Inc, 45 Sh	Mkt Val	2,117.	2,117.
EMC Corp-Mass, 190 Sh	Mkt Val	4,351.	4,351.
Expeditors Intl of Wash Inc, 75 Sh	Mkt Val	4,095.	4,095.
Express Scripts Inc, 75 Sh	Mkt Val	4,054.	4,054.
Goldman Sachs Group Inc, 25 Sh	Mkt Val	4,204.	4,204.
Google Inc, 9 Sh	Mkt Val	5,346.	5,346.
Illinois Tool Works, 65 Sh	Mkt Val	3,471.	3,471.
IBM Corp, 30 Sh	Mkt Val	4,403.	4,403.
Jacobs Engineering Group, 75 Sh	Mkt Val	3,439.	3,439.
Omnicom Group, 95 Sh	Mkt Val	4,351.	4,351.
Qualcomm Inc, 120 Sh	Mkt Val	5,939.	5,939.
Ross Stores Inc, 60 Sh	Mkt Val	3,795.	3,795.
Stryker Corp, 45 Sh	Mkt Val	2,417.	2,417.
Wells Fargo & Co, 100 Sh	Mkt Val	3,099.	3,099.
Waters Corp, 30 Sh	Mkt Val	2,331.	2,331.
Carrefour, 246 Sh	Mkt Val	2,061.	2,061.
Novartis, 96 Sh	Mkt Val	5,659.	5,659.
Seven & I Hldgs Co, 70 Sh	Mkt Val	3,736.	3,736.
Vodafone Group, 116 Sh	Mkt Val	3,067.	3,067.
Zurich Fincl Svcs, 82 Sh	Mkt Val	2,123.	2,123.
Willis Group Holdings, 100 Sh	Mkt Val	3,463.	3,463.
Stanley Black & Decker Inc, 33 Sh	Mkt Val	2,207.	2,207.
Brasil Telecom SA, 81 Sh	Mkt Val	728.	728.
CIA Saneamento, 35 Sh	Mkt Val	1,851.	1,851.
Embraer-Empresa, 60 Sh	Mkt Val	1,764.	1,764.
Gallagher Arthur J & Co, 60 Sh	Mkt Val	1,745.	1,745.
H Lundbeck, 210 Sh	Mkt Val	4,011.	4,011.
Intl Flavors & Fragrances Inc, 30 Sh	Mkt Val	1,668.	1,668.
Marshall & Ilsley Corp, 85 Sh	Mkt Val	588.	588.
Premier Foods PLC, 330 Sh	Mkt Val	967.	967.
Regions Financial Corp, 125 Sh	Mkt Val	875.	875.
Sara Lee Corp, 75 Sh	Mkt Val	1,313.	1,313.
Seiko Epson Corp, 225 Sh	Mkt Val	2,036.	2,036.
Suntrust Banks Inc, 40 Sh	Mkt Val	1,180.	1,180.
Telecom Corp New Zealand, 225 Sh	Mkt Val	1,890.	1,890.
USG Corp, 195 Sh	Mkt Val	3,282.	3,282.
Vivo Participacoes, 30 Sh	Mkt Val	978.	978.
Everest Reinsurance GP Ltd, 20 Sh	Mkt Val	1,696.	1,696.
Alexander & Baldwin Inc, 50 Sh	Mkt Val	2,001.	2,001.
Capitol Federal Financial Inc, 181 Sh	Mkt Val	2,156.	2,156.
Cemex SAB DE CV Spons, 93 Sh	Mkt Val	996.	996.
Cincinnati Financial Corp, 60 Sh	Mkt Val	1,901.	1,901.
DST Sys Inc, 40 Sh	Mkt Val	1,774.	1,774.
El Financial Corp, 4 Sh	Mkt Val	1,966.	1,966.
Fidelity National Finan Inc Cl A, 140 Sh	Mkt Val	1,915.	1,915.
Goodyear Tire & Rubber Co, 240 Sh	Mkt Val	2,844.	2,844.
Hellenic Telecommunication, 460 Sh	Mkt Val	1,840.	1,840.
ITV Plc-GBP, 100 Sh	Mkt Val	1,075.	1,075.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Ingram Micro Inc, Class A, 125 Sh	Mkt Val	\$ 2,386.	\$ 2,386.
Italcementi Fabrich Riunte, 140 Sh	Mkt Val	1,191.	1,191.
The Jones Group Inc, 65 Sh	Mkt Val	1,010.	1,010.
Kingfisher Plc, 50 Sh	Mkt Val	408.	408.
Kuoni Reisen Holding, 275 Sh	Mkt Val	2,624.	2,624.
MS&AD Insurance, 53 Sh	Mkt Val	666.	666.
Makhteshim-Agan Inds Ltd, 255 Sh	Mkt Val	2,581.	2,581.
Nortel Inversora, 30 Sh	Mkt Val	897.	897.
NV Energy Inc, 90 Sh	Mkt Val	1,265.	1,265.
Oshkosh Truck Corp, 10 Sh	Mkt Val	352.	352.
St. Joe Company, 55 Sh	Mkt Val	1,202.	1,202.
Thomas Cook Group, 300 Sh	Mkt Val	1,665.	1,665.
Toyo Suisan Kaisha Ltd, 8 Sh	Mkt Val	1,600.	1,600.
Astellas Pharma Inc, 84 Sh	Mkt Val	3,157.	3,157.
Eni Spa, 58 Sh	Mkt Val	2,537.	2,537.
France Telecom, 145 Sh	Mkt Val	3,057.	3,057.
Koninklijke Ahold NV, 97 Sh	Mkt Val	1,279.	1,279.
Sanofi-Aventis, 106 Sh	Mkt Val	3,416.	3,416.
Tesco Plc, 64 Sh	Mkt Val	1,291.	1,291.
Vinci SA, 140 Sh	Mkt Val	1,911.	1,911.
Herbalife Ltd, 35 Sh	Mkt Val	2,393.	2,393.
Checkpoint Software Tech, 60 Sh	Mkt Val	2,776.	2,776.
Costco Wholesale Corp, 55 Sh	Mkt Val	3,972.	3,972.
Donaldson Co Inc, 75 Sh	Mkt Val	4,371.	4,371.
EcoLab Inc, 80 Sh	Mkt Val	4,034.	4,034.
FTI Consulting Inc, 95 Sh	Mkt Val	3,542.	3,542.
Johnson Controls Inc, 90 Sh	Mkt Val	3,438.	3,438.
Occidental Petroleum Corp, 60 Sh	Mkt Val	5,886.	5,886.
Pepsico Inc, 70 Sh	Mkt Val	4,573.	4,573.
Visa Inc, 55 Sh	Mkt Val	3,871.	3,871.
	Total	\$ 399,675.	\$ 399,675.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
M.O.T. Family Investors	Mkt Val	\$ 89,498.	\$ 89,498.
Total Other Investments		\$ 89,498.	\$ 89,498.
<u>Other Publicly Traded Securities</u>			
Fixed Income Shares Ser C 9,206 Sh	Mkt Val	116,732.	116,732.
Fixed Income Shares Ser M 11,788 Sh	Mkt Val	121,299.	121,299.
Invesco Energy Fund Cl. A, 463.757 Sh	Mkt Val	19,204.	19,204.
Fundamental Investors Fd, 4,354.672 Sh	Mkt Val	159,816.	159,816.
Growth Fd of America Cl A, 5,121.745 Sh	Mkt Val	155,906.	155,906.
Ivy Global Natural Res. Fd, 779.656 Sh	Mkt Val	16,848.	16,848.
Jennison Natural Resources, 397.797 Sh	Mkt Val	22,706.	22,706.
Pimco Comm. Strategy Fd, 1,376.316 Sh	Mkt Val	12,607.	12,607.

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Statement 8 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities

Fundamental Investors Fd, Cl F1 41.82 Sh	Mkt Val	\$	1,534.	\$	1,534.
JP Morgan Income Builder Fd, 5,399.56 Sh	Mkt Val		50,702.		50,702.
New World Fund Class F1, 986.75 Sh	Mkt Val		53,501.		53,501.
Virtus Emerg Mrkts Fd, 5,561.73 Sh	Mkt Val		50,612.		50,612.
Wisdomtree Japan S/C DVD Fd, 135 Sh	Mkt Val		5,967.		5,967.
Total Other Publicly Traded Securities		\$	<u>787,434.</u>	\$	<u>787,434.</u>
Total		\$	<u>876,932.</u>	\$	<u>876,932.</u>

Statement 9
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Purchased Interest	\$ 3,023.	\$ 3,023.
Total	<u>\$ 3,023.</u>	<u>\$ 3,023.</u>

Statement 10
Form 990-PF, Part III, Line 3
Other Increases

FMV Adjustment of Investments	Total	\$	<u>83,070.</u>
	Total	\$	<u>83,070.</u>

Statement 11
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

<u>Name of Substantial Contributor</u>	<u>Address of Substantial Contributor</u>
Linda Hidalgo & Raul Ting	653 11th Street Oakland, CA 94607

The Barrios Trust

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Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Warren Wilson 653 11th Street Oakland, CA 94607	President 5.00	\$ 0.	\$ 0.	\$ 0.
Joanne Casey 653 11th Street Oakland, CA 94607	Vice President 5.00	0.	0.	0.
Natalie Delagnes Talbott 653 11th Street Oakland, CA 94607	Director 0.25	500.	0.	0.
Margot Maurer 653 11th Street Oakland, CA 94607	Director 0.25	500.	0.	0.
Laurel Nathanson 653 11th Street Oakland, CA 94607	Director 0.25	500.	0.	0.
Lori Perenon 653 11th Street Oakland, CA 94607	Director 0.25	500.	0.	0.
Donald Carter 653 11th Street Oakland, CA 94607	Director 0.25	500.	0.	0.
Total		\$ 2,500.	\$ 0.	\$ 0.

Statement 13
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Warren Wilson
 Joanne Casey

The Barrios Trust

94-3323331

Statement 14
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Oakland College Prep School 6100 Broadway Oakland, CA 94618	N/A	School	Scholarships for high school students who demonstrated academic ability and financial need.	\$ 10,000.
Girls Inc. of Alameda Co 13666 East 14th Street San Leandro, CA 94578,	N/A	509(a)(1)	To support the Eureka Program which is an academic mentoring program for high school girls	5,000.
Youth Tennis Advantage 650 California Street, 4th Fl. San Francisco, CA 94108	N/A	509(a)(1)	Empowering Youth Through Play Program	7,500.
Wee Poets 2012 Grant Street, Suite 2 Berkeley, CA 94703	N/A	509(a)(1)	Fund for production of student programs on educational cable channel	3,000.
Northern Light School 4500 Redwood Road Oakland, CA 94619	N/A	School	Scholarship fund for elementary school children	10,000.
The Crucible 1260 7th Street Oakland, CA 94607	N/A	509(a)(1)	Summer Youth Program	5,000.
Oakland Asian Students Ed Svcs 196 10th Street Oakland, CA 94607	N/A	509(a)(1)	After School Mentorship Project	7,500.
Destiny Arts Center 1000 42nd Street Oakland, CA 94608	N/A	509(a)(1)	General Support	10,000.
Brothers on the Rise c/o SF Study Center 1095 Market Street, Suite 602 San Francisco, CA 94103	N/A	509(a)(1)	Hire a Development Consultant and Upgrade Office Computers	8,740.

The Barrios Trust

94-3323331

Statement 14 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Asian Health Services Youth 310 8th Street, #307 Oakland, CA 94607	N/A	509(a) (1)	General Support	\$ 250.
Oakland Technical High School 4500 Broadway Oakland, CA 94607	N/A	School	Scholarships for Students to Attend the Edinburgh Fringe Drama Festival	2,000.
Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	N/A	509(a) (1)	General Support	300.
Kala Art Institute c/o Advita Society 1060 Heinz Avenue Berkeley, CA 94710	N/A	509(a) (1)	Mural at Martin Luther King Jr. Elementary School in Oakland	5,000.
Oaktown Jazz Workshop 5277 Broadway Ter Oakland, CA 94618	N/A	509(a) (1)	General Support	2,000.
Lincoln Child Center 4368 Lincoln Avenue Oakland, CA 94602	N/A	509(a) (1)	Counseling Program at Barack Obama Academy	7,500.
Claremont Middle School 5750 College Avenue Oakland, CA 94618	N/A	School	Project Seven Media Lab	10,000.
Total				\$ <u>93,790.</u>

Statement 15

Part VII-B, Question 1(a) (3)

Statements Regarding Activities For Which Form 4720 May Be Required

Warren Wilson and Joanne Casey provide space rent free to the Trust. The leasing of property by a disqualified person to a private foundation without charge is not an act of self dealing under Reg. Section 53.4941(d)-2(b)(2).

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **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	Name of exempt organization The Barrios Trust	Employer identification number 94-3323331
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 653 11th Street	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Oakland, CA 94607	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Joanne Casey -----

Telephone No. ▶ 510-465-6511 ----- 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 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- ▶ calendar year 20 10 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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	\$ 3,085.
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	\$ 3,085.
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	\$ 0.

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