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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 ,

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

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

A Employer identification number: 95-4832150

B Telephone number (see the instructions): 818-784-0498

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization: [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, column (c), line 16) ► $ 3,416,982.

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 the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	121.	121.		
	4 Dividends and interest from securities	136,668.	136,668.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-39,666.			
	b Gross sales price for all assets on line 6a 431,968.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-3,038.	-3,038.		
	12 **Total.** Add lines 1 through 11	94,085.	133,751.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	57,500.			57,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	1,000.			1,000.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	1,558.			238.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,335.			1,335.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	17,369.	14,827.		2,542.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	78,762.	14,827.		62,615.
	25 Contributions, gifts, grants paid PART XV	81,400.			81,400.
	26 **Total expenses and disbursements.** Add lines 24 and 25	160,162.	14,827.	0.	144,015.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-66,077.			
	b **Net investment income** (if negative, enter -0-)		118,924.		
	C **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	3,000.	3,000.	3,000.
	2 Savings and temporary cash investments	55,548.	133,370.	133,370.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	3,089,403.	2,945,504.	3,280,612.
	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)			
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	3,147,951.	3,081,874.	3,416,982.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,147,951.	3,081,874.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	3,147,951.	3,081,874.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,147,951.	3,081,874.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,147,951.
2 Enter amount from Part I, line 27a	2	-66,077.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	3,081,874.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,081,874.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PER SCHEDULE	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	431,968.		471,634.	-39,666.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-39,666.
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	-39,666.
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	-39,666.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009			
2008			
2007			
2006			
2005			

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

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	2,378.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,378.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	2,378.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 2,120.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	2,120.
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	258.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►	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 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 ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CA			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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 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 ► MARY VILLAR Telephone no ► 818-784-0498

Located at ► 5037 STERN AVE SHERMAN OAKS CA ZIP + 4 ► 91423-1241

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A. ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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 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 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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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

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

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MARY VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 40.00	49,500.	0.	0.
ROBERT VILLAR 5037 STERN AVE SHERMAN OAKS, CA 91423-1241	TRUSTEE 10.00	8,000.	0.	0.

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

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

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

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

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

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

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

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	3,200,368.
b Average of monthly cash balances		1b	110,716.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	3,311,084.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	3,311,084.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	49,666.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,261,418.
6 **Minimum investment return.** Enter 5% of line 5		6	163,071.

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

1 Minimum investment return from Part X, line 6		1	163,071.
2a Tax on investment income for 2010 from Part VI, line 5	2a 2,378.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	2,378.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	160,693.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	160,693.
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	160,693.

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	144,015.
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	144,015.
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	144,015.

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				160,693.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			142,986.	
b Total for prior years: 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 144,015.				
a Applied to 2009, but not more than line 2a			142,986.	
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				1,029.
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		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				159,664.
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)	0.			
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				

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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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))

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 ► [X] 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 Paid during the year				
SEE ATTACHED SCHEDULE	N/A	PUBLIC	SEE SCHEDULE	81,400.
Total			► 3a	81,400.
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 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					121.
4 Dividends and interest from securities					136,668.
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					-39,666.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a LOSS PER K-1	900003				-3,038.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					94,085.
13 Total. Add line 12, columns (b), (d), and (e)				13	94,085.

(See worksheet in line 13 instructions 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 the instructions)
N/A	

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			

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
N/A		

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: [signature] Date: 5-14-2011 Title: TRUSTEE Director

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☒ if self-employed	PTIN
REX IMPERIAL CPA MST	[signature]	5/13/11	X	P00356077

Firm's name ▶ REX IMPERIAL, ~~CPA~~, MST — Firm's EIN ▶ 95-4011836

Firm's address ▶ 22020 CLARENDON STREET STE 110, WOODLAND HILLS, CA 91367-6336 — Phone no (818) 710-0276

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
LOSS PER K-1	$ -3,038.		
TOTAL	$ -3,038.	$ 0.	$ 0.

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

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

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY GENERAL	$ 25.			$ 25.
FRANCHISE TAX BOARD	10.			10.
INTERNAL REVENUE SERVICE	1,320.			
VARIOUS FOREIGN TAXES	203.			203.
TOTAL	$ 1,558.	$ 0.	$ 0.	$ 238.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	$ 250.			$ 250.
COMPUTER EXPS	1,113.			1,113.
INVESTMENT EXPS	14,827.	$ 14,827.		
OFFICE EXPS	528.			528.
TELEPHONE	471.			471.
USPO	180.			180.
TOTAL	$ 17,369.	$ 14,827.	$ 0.	$ 2,542.

St. Finbar Church Burbank, CA 91506	$5,000.00	N/A	Public	To help St. Finbar Church provide care and comfort to the elderly of the parish.
St. Finbar Church Fiesta Burbank, CA 91506	$150.00	N/A	Public	To help St. Finbar Church provide care and comfort to the elderly of the parish.
St. Francis De Sales Church Sherman Oaks, CA 91423	$1,500.00	N/A	Public	To provide tuition assistance to financially challenged St. Francis De Sales parish families.
Strive Foundation Los Angeles, CA 90003	$1,500.00	N/A	Public	To help fund afterschool programs that teach innercity kids responsibility, academics and the arts.
Tierra Del Sol Foundation Sunland, CA 91040	$1,500.00	N/A	Public	To improve quality of life for developmentally disabled adults by providing funds for recreational and cultural experiences.
Tri-Valley Special Olympics Tarzana, CA 91356	$1,500.00	N/A	Public	To fund training and competitions for athletes with special needs.
UCP / Wheels for Humanity North Hollywood, CA 91605	$1,000.00	N/A	Public	Refurbish wheelchairs that are out-moded in the U.S. and send them to developing countries.
University of California, Santa Barbara -- Music Dept.	$1,000.00	N/A	Public	To help fund Music Affiliates Student Scholarships.
Total Grants for 2010:	**$81,400.00**			

New Directions Los Angeles, CA 90073	$1,000.00	N/A	Public	To provide financial assistance for rehab training and housing for homeless veterans.
New Horizons lorth Hills, CA 91343-4999	$1,000.00	N/A	Public	To assist in providing services and residential programs to clients with developmental disabilities.
Notre Dame High School Sherman Oaks, CA 91423	$2,500.00	N/A	Public	Financial aid for students in need.
Olive View - UCLA Medical Center Sylmar, CA 91342	$2,000.00	N/A	Public	Provide funding for "Comfort-Care" rooms for terminally ill patients and their families.
One Generation Van Nuys, CA 91406	$1,000.00	N/A	Public	To help provide day care for seniors, alzheimer's patients and young children.
Operation Gratitude Encino, CA 91436	$2,500.00	N/A	Public	To defray shipping costs of care packages going to military personnel.
Pepperdine University Malibu, CA 90263	$2,500.00	N/A	Public	To sponsor Youth Citizenship Seminar
Philanthropy Roundtable Washington, D.C. 20036	$500.00	N/A	Public	To provide resources for charitable grantmakers.
Prager University Herndon, VA 20171	$1,000.00	N/A	Public	To provide financial assistance to help teach values that promote moral and ethical behavior in government and in daily life.
Pregnancy Counseling Center Mission Hills, CA 91345	$2,500.00	N/A	Public	To help fund a clinic for pregnant women.
Providence High School Burbank, CA 91505	$1,000.00	N/A	Public	To provide financial aid for needy students.
Ronald McDonald House Oak Brook, ILL 60523	$1,000.00	N/A	Public	To support families of children with catastrophic diseases.
Salvation Army Los Angeles, CA 90015	$1,500.00	N/A	Public	To provide financial assistance for food, shelter, child care and other services for low-income families.
San Fernando Valley Rescue Mission, Van Nuys, CA 91499	$1,000.00	N/A	Public	To help finance the housing, food and spiritual support of the homeless, mentally ill and needy.
Sisters of St. Joseph of Carondolet Los Angeles, CA 90049	$500.00	N/A	Public	To provide funding that will help improve the quality of life of elderly and infirm sisters.
Soldiers' Angels Pasadena, CA 91104	$2,500.00	N/A	Public	To defray shipping costs of care packages sent to military personnel.
St. Cyril of Jerusalem Church Encino, CA 91436	$1,000.00	N/A	Public	To assist with various ministries which aid families in the San Fernando Valley.

Constitutional Rights Foundation, Orange County Irivne, CA 92623-7777	$2,500.00	N/A	Public	To help young people become participatory citizens by understanding rule of law, the legal process and their constitutional heritage.
Devil Pups, Inc. Westlake Village, CA 91361	$1,000.00	N/A	Public	To help defray the cost of this worthwhile youth leadership program.
Food on Foot Beverly Hills, CA 90210	$1,500.00	N/A	Public	To provide weekend meals to homeless and other needy individuals.
Hillsdale College Hillsdale, MI 49242	$500.00	N/A	Public	To support the values of traditional education at the university level.
Hope of the Valley Sun Valley, CA 91353	$1,500.00	N/A	Public	To meet the needs and encourage the self-sufficiency of the hungry and homeless in the San Fernando Valley.
Intentional Communities of Washtenaw, Ann Arbor, MI 48104	$1,000.00	N/A	Public	To provide financial support in housing adults with disabilities.
John Douglas French Alzheimer's Foundation, Los Angeles, CA 90025	$1,000.00	N/A	Public	To help provide financial support for alzheimer research and support to afflicted patients and their families.
KUSC Los Angeles, CA 90007	$500.00	N/A	Public	Support the availability of classical music to Los Angeles County residents.
os Angeles Mission Los Angeles, CA 90055	$1,500.00	N/A	Public	To provide financial assistance for meals, shelter, spiritual guidance and other services to homeless and other needy people.
Loyola High School Los Angeles, CA 90006	$1,000.00	N/A	Public	To provide scholarships for needy students.
Manhattan Institute For Policy Research, Inc. New York, NY 10164	$500.00	N/A	Public	To promote education in the area of public policy.
Mary Health of the Sick Hospital Newbury Park, CA 91320	$1,500.00	N/A	Public	To help defray the cost of quality care for patients relying on insufficient government subsidies.
Media Research Center Alexandria, VA 22314	$250.00	N/A	Public	To support balanced reporting in the media.
Motion Picture & Television Fund Woodland Hills, CA 91364	$2,500.00	N/A	Public	To provide health care, housing and financial help to entertainment industry employees.
Multiple Sclerosis Society Carlsbad, CA 92008	$1,000.00	N/A	Public	To help in defraying the costs associated with the treatment of patients and families that suffer from Multiple Sclerosis.
My Stuff Bags Foundation Westlake Village, CA 91316	$1,500.00	N/A	Public	To provide personal items to abused and neglected children who are in foster care.

Barnes Family Foundation: Grants and Contributions Paid During 2010

(reported as part of Part XV of 990 PF)

Recipient	2010 Amount	If an individual, relationship to any foundation mgr. or contributor	Foundation status of recipient	Purpose of grant or contribution
Ahead With Horses, Inc. Sun Valley, CA 91352	$2,500.00	N/A	Public	Provide financial help for therapeutic and developmental horseback riding experiences for physically and mentally challenged kids.
ALS Association Agoura Hills, CA 91301	$500.00	N/A	Public	To provide support, medical supplies and research for ALS victims and families.
Association of Small Foundations Bethesda, MD 20814	$500.00	N/A	Public	To provide resources for charitable grantmakers.
BCR (Burbank Center for the Retarded) Burbank, CA 91502	$2,500.00	N/A	Public	To assist in providing educational and social opportunities for mentally retarded children and adults.
Boy Scouts of America Van Nuys, CA 91406	$2,500.00	N/A	Public	To support "Handicapable" program, which brings scouting opportunities to young people who are physically and mentally challenged.
Burbank Philharmonic Orchestra Burbank, CA 91510	$500.00	N/A	Public	To help fund free concerts that would provide classical music to area residents who otherwise would not be able to afford them.
California Association of Scholars Berkeley, CA 94709-2140	$5,000.00	N/A	Public	Assist in restoring traditional values in education on college campuses.
Camp Pendleton Armed Services YMCA Camp Pendleton, CA 92055	$5,000.00	N/A	Public	To provide funding for educational and recreational programs for families of active military personnel.
Caregivers Volunteers Assisting The Elderly, Ventura, CA 93003	$1,000.00	N/A	Public	To finanacially support services to the elderly.
Children's Hospital Los Angeles Foundation. Los Angeles, CA 90027	$1,000.00	N/A	Public	To financially assist hospitalized children and their families with servicies not covered by insurance.
City of Hope Duarte, CA 91010	$1,000.00	N/A	Public	To support City of Hope's mission to prevent and cure cancer and other diseases.
Claremont Institute Claremont, CA 91711	$1,000.00	N/A	Public	To help educate the public regarding America's Founding Prinicples.
Cleaning For A Reason	$1,000.00	N/A	Public	To help fund free house cleaning services for cancer patients.

Capital Gains / Losses - Investment Income - 2010

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

Description	Quantity	Per Share	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
PIMCO TOTAL RETURN FUND CL P	2,338.6340	$ 10.16	P	04/08/09	12/15/10	$ 25,000.00	$ 23,760.52	$1,239.48	LT
RR DONNELLEY & SONS CO	300.0000	$ 32.65	P	04/22/05	03/29/10	$ 6,442.08	$ 9,795.00	($3,352.92)	LT
RR DONNELLEY & SONS CO	2.3166	$ 33.67	P	03/02/06	03/29/10	$ 49.75	$ 77.99	($28 24)	LT
RR DONNELLEY & SONS CO	2.4448	$ 32.15	P	06/02/06	03/29/10	$ 52.50	$ 78.60	($26.10)	LT
RR DONNELLEY & SONS CO	2.4314	$ 32.59	96	09/05/06	03/29/10	$ 52.21	$ 79.23	($27 02)	LT
RR DONNELLEY & SONS CO	2.2499	$ 35.50	P	12/04/06	03/29/10	$ 48.31	$ 79.87	($31.56)	LT
RR DONNELLEY & SONS CO	2.2350	$ 36.00	P	03/02/07	03/29/10	$ 47.99	$ 80.46	($32 47)	LT
RR DONNELLEY & SONS CO	1.8803	$ 43.10	P	06/04/07	03/29/10	$ 40.38	$ 81.04	($40.66)	LT
RR DONNELLEY & SONS CO	2.2902	$ 35.60	P	09/05/07	03/29/10	$ 49.18	$ 81.53	($32.35)	LT
RR DONNELLEY & SONS CO	2.2573	$ 36.38	P	12/04/07	03/29/10	$ 48.47	$ 82.12	($33 65)	LT
RR DONNELLEY & SONS CO	2.6603	$ 31.09	P	03/04/08	03/29/10	$ 57.13	$ 82.70	($25 57)	LT
RR DONNELLEY & SONS CO	2.5909	$ 32.19	P	06/03/08	03/29/10	$ 55.64	$ 83.40	($27 76)	LT
RR DONNELLEY & SONS CO	2.9293	$ 28.70	P	09/03/08	03/29/10	$ 62.90	$ 84.07	($21 17)	LT
RR DONNELLEY & SONS CO	7.0398	$ 12.05	P	12/02/08	03/29/10	$ 151.17	$ 84.83	$66.34	LT
RR DONNELLEY & SONS CO	11.5701	$ 7.49	P	03/03/09	03/29/10	$ 248.45	$ 86.66	$161.79	LT
RR DONNELLEY & SONS CO	6.1659	$ 14.54	P	06/02/09	03/29/10	$ 132.40	$ 89.67	$42.73	ST
RR DONNELLEY & SONS CO	5.3193	$ 17.16	P	09/02/09	03/29/10	$ 114.22	$ 91.28	$22.94	ST
RR DONNELLEY & SONS CO	4.4019	$ 21.05	P	12/02/09	03/29/10	$ 94.52	$ 92.66	$1.86	ST
RR DONNELLEY & SONS CO	0.4289	$ 20.19	P	03/02/10	03/29/10	$ 9.22	$ 8.66	$0.56	ST
RR DONNELLEY & SONS CO	4.2170	$ 20.19	P	03/02/10	03/29/10	$ 90.57	$ 85.14	$5.43	ST
UTS FTP UNCOMMON VALUES 09 R	13,932.0000	$ 9.90	P	07/01/09	07/15/10	$ 177,936.71	$ 137,926.80	$40,009.91	LT
UTS FTP UNCOMMON VALUES 09 R	27.4777	$ 11.92	P	09/25/09	07/15/10	$ 350.93	$ 327.40	$23.53	ST
UTS FTP UNCOMMON VALUES 09 R	18.4792	$ 12.46	P	11/25/09	07/15/10	$ 236.01	$ 230.33	$5.68	ST
UTS FTP UNCOMMON VALUES 09 R	57.4977	$ 12.74	P	12/28/09	07/15/10	$ 734.35	$ 732.44	$1.91	ST
UTS FTP UNCOMMON VALUES 09 R	27.3073	$ 13.67	P	03/25/10	07/15/10	$ 348.76	$ 373.34	($24.58)	ST
UTS FTP UNCOMMON VALUES 09 R	18.2986	$ 14.22	P	04/26/10	07/15/10	$ 233.71	$ 260.16	($26.45)	ST
UTS FTP UNCOMMON VALUES 09 R	0..1002	$ 12.84	P	06/25/10	07/15/10	$ 1.22	$ 1.29	($0 07)	ST
UTS FTP UNCOMMON VALUES 09 R	30.9399	$ 12.84	P	06/25/10	07/15/10	$ 395.17	$ 397.20	($2.03)	ST
Totals:						$ 431,967.93	$ 471,633.52	($39,665.59)	

Capital Gains / Losses Investment Income - 2010

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

Description	Quantity	Per Share	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
ISHARES TR RUSSELL 2000 GROWTH	1.0203	$ 73.06	P	07/10/08	05/20/10	$ 71.27	$ 74.54	($3 27)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.8041	$ 70.29	P	10/01/08	05/20/10	$ 56.17	$ 56.52	($0.35)	LT
ISHARES TR RUSSELL 2000 GROWTH	3.4927	$ 49.46	P	12/31/08	05/20/10	$ 243.97	$ 172.75	$71.22	LT
ISHARES TR RUSSELL 2000 GROWTH	0.7109	$ 46.22	P	03/31/09	05/20/10	$ 49.66	$ 32.86	$16.80	LT
ISHARES TR RUSSELL 2000 GROWTH	1.0260	$ 53.00	P	07/10/09	05/20/10	$ 71.67	$ 54.38	$17.29	ST
ISHARES TR RUSSELL 2000 GROWTH	0.6959	$ 66.37	P	09/29/09	05/20/10	$ 48.61	$ 46.19	$2.42	ST
ISHARES TR RUSSELL 2000 GROWTH	1.3719	$ 69.02	P	12/31/09	05/20/10	$ 95.83	$ 94.69	$1.14	ST
ISHARES TR RUSSELL 2000 GROWTH	0.9095	$ 73.59	P	03/31/10	05/20/10	$ 62.95	$ 66.93	($3 98)	ST
ISHARES TR RUSSELL 2000 GROWTH	0.2438	$ 73.59	P	03/31/10	05/20/10	$ 17.02	$ 17.94	($0 92)	ST
L 3 COMMUNICATIONS HOLDINGS INC	300.0000	$ 87.57	P	02/28/07	12/16/10	$ 21,105.39	$ 26,270.22	($5,164.83)	LT
L 3 COMMUNICATIONS HOLDINGS INC	0.7577	$ 98.98	P	06/18/07	12/16/10	$ 53.31	$ 74.99	($21.68)	LT
L 3 COMMUNICATIONS HOLDINGS INC	0.7730	$ 97.27	P	09/18/07	12/16/10	$ 54.38	$ 75.18	($20.80)	LT
L 3 COMMUNICATIONS HOLDINGS INC	0.6954	$ 108.40	P	12/18/07	12/16/10	$ 48.92	$ 75.38	($26 46)	LT
L 3 COMMUNICATIONS HOLDINGS INC	0.8321	$ 108.97	P	03/18/08	12/16/10	$ 58.54	$ 90.67	($32.13)	LT
L 3 COMMUNICATIONS HOLDINGS INC	0.9276	$ 98.02	P	06/17/08	12/16/10	$ 65.26	$ 90.92	($25 66)	LT
L 3 COMMUNICATIONS HOLDINGS INC	0.9306	$ 98.00	P	09/16/08	12/16/10	$ 65.47	$ 91.20	($25 73)	LT
L 3 COMMUNICATIONS HOLDINGS INC	1.3396	$ 68.28	P	12/16/08	12/16/10	$ 94.24	$ 91.47	$2.77	LT
L 3 COMMUNICATIONS HOLDINGS INC	1.7384	$ 61.66	P	03/17/09	12/16/10	$ 122.30	$ 107.19	$15.11	LT
L 3 COMMUNICATIONS HOLDINGS INC	1.4846	$ 72.61	P	06/16/09	12/16/10	$ 104.44	$ 107.80	($3 36)	LT
L 3 COMMUNICATIONS HOLDINGS INC	1.3724	$ 78.93	P	09/16/09	12/16/10	$ 96.55	$ 108.32	($11.77)	LT
L 3 COMMUNICATIONS HOLDINGS INC	1.2688	$ 85.75	P	12/16/09	12/16/10	$ 89.26	$ 108.80	($19.54)	ST
L 3 COMMUNICATIONS HOLDINGS INC	1.3489	$ 92.56	P	03/16/10	12/16/10	$ 94.90	$ 124.85	($29.95)	ST
L 3 COMMUNICATIONS HOLDINGS INC	1.5299	$ 81.96	P	06/16/10	12/16/10	$ 107.63	$ 125.39	($17 76)	ST
L 3 COMMUNICATIONS HOLDINGS INC	1.0010	$ 68.51	P	09/16/10	12/16/10	$ 70.42	$ 68.58	$1.84	ST
MONSANTO CO. NEW	200.0000	$ 75.98	P	01/30/09	05/12/10	$ 11,416.52	$ 15,196.00	($3,779 48)	LT
MONSANTO CO. NEW	0.6659	$ 79.59	P	04/27/09	05/12/10	$ 38.01	$ 53.00	($14.99)	LT
MONSANTO CO. NEW	0.6293	$ 84.50	P	07/27/09	05/12/10	$ 35.92	$ 53.18	($17.26)	ST
MONSANTO CO. NEW	0.7923	$ 67.32	P	11/02/09	05/12/10	$ 45.23	$ 53.34	($8.11)	ST
MONSANTO CO. NEW	0.7011	$ 76.38	P	02/01/10	05/12/10	$ 40.02	$ 53.55	($13.53)	ST
MONSANTO CO. NEW	0.6317	$ 63.74	P	05/03/10	05/12/10	$ 35.89	$ 40.27	($4 38)	ST
MONSANTO CO. NEW	0.2114	$ 63.74	P	05/03/10	05/12/10	$ 12.07	$ 13.47	($1.40)	ST
PACTIV CORP	1,000.0000	$ 23.70	P	05/05/08	11/16/10	$ 33,250.00	$ 23,697.10	$9,552.90	LT
PIMCO SHORT TERM FUND CL P	502.5130	$ 9.70	P	07/21/09	11/04/10	$ 5,000.00	$ 4,874.38	$125.62	LT
PIMCO SHORT TERM FUND CL P	477.1020	$ 9.70	P	07/21/09	03/29/10	$ 4,709.00	$ 4,627.89	$81.11	ST
PIMCO SHORT TERM FUND CL P	4,559.2710	$ 9.70	P	07/21/09	04/05/10	$ 44,954.41	$ 44,224.93	$729.48	ST

Capital Gains / Losses Investment Income - 2010

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

Description	Quantity	Per Share	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
ALPINE GLOBAL PREMIERE	36.1641	$ 6.69	P	04/07/10	07/22/10	$ 207.35	$ 241.94	($34 59)	ST
ALPINE GLOBAL PREMIERE	37.1621	$ 6.54	P	05/07/10	07/22/10	$ 213.07	$ 243.13	($30 06)	ST
ALPINE GLOBAL PREMIERE	43.4308	$ 5.63	P	06/08/10	07/22/10	$ 249.02	$ 244.36	$4.66	ST
ALPINE GLOBAL PREMIERE	0.5412	$ 5.41	P	07/08/10	07/22/10	$ 3.12	$ 2.93	$0.19	ST
ALPINE GLOBAL PREMIERE	44.8657	$ 5.41	P	07/08/10	07/22/10	$ 257.23	$ 242.86	$14.37	ST
INTERNATIONAL GAME TECHNOLOGY	483.0000	$ 37.90	P	04/19/07	10/21/10	$ 6,897.85	$ 18,305.02	($11,407.17)	LT
INTERNATIONAL GAME TECHNOLOGY	3.1494	$ 37.15	P	07/24/07	10/21/10	$ 44.98	$ 117.00	($72 02)	LT
INTERNATIONAL GAME TECHNOLOGY	3.0069	$ 42.05	P	10/24/07	10/21/10	$ 42.94	$ 126.44	($83.50)	LT
INTERNATIONAL GAME TECHNOLOGY	2.9675	$ 42.75	P	01/08/08	10/21/10	$ 42.38	$ 126.86	($84.48)	LT
INTERNATIONAL GAME TECHNOLOGY	3.0931	$ 41.15	P	04/03/08	10/21/10	$ 44.17	$ 127.28	($83.11)	LT
INTERNATIONAL GAME TECHNOLOGY	5.2707	$ 24.23	P	07/02/08	10/21/10	$ 75.27	$ 127.70	($52 43)	LT
INTERNATIONAL GAME TECHNOLOGY	4.3982	$ 16.50	P	10/03/08	10/21/10	$ 62.81	$ 72.57	($9 76)	LT
INTERNATIONAL GAME TECHNOLOGY	6.5424	$ 11.19	P	01/21/09	10/21/10	$ 93.43	$ 73.21	$20.22	LT
INTERNATIONAL GAME TECHNOLOGY	2.8338	$ 10.83	P	04/08/09	10/21/10	$ 40.47	$ 30.69	$9.78	LT
INTERNATIONAL GAME TECHNOLOGY	2.0950	$ 14.73	P	07/13/09	10/21/10	$ 29.92	$ 30.86	($0.94)	LT
INTERNATIONAL GAME TECHNOLOGY	1.4336	$ 21.61	P	10/12/09	10/21/10	$ 20.47	$ 30.98	($10.51)	LT
INTERNATIONAL GAME TECHNOLOGY	1.5412	$ 20.16	P	01/19/10	10/21/10	$ 22.01	$ 31.07	($9 06)	ST
INTERNATIONAL GAME TECHNOLOGY	1.5698	$ 19.85	P	04/12/10	10/21/10	$ 22.42	$ 31.16	($8 74)	ST
INTERNATIONAL GAME TECHNOLOGY	1.9816	$ 15.77	P	07/12/10	10/21/10	$ 28.30	$ 31.25	($2.95)	ST
INTERNATIONAL GAME TECHNOLOGY	0.0129	$ 14.73	P	10/11/10	10/21/10	$ 0.18	$ 0.19	($0 01)	ST
INTERNATIONAL GAME TECHNOLOGY	2.1168	$ 14.73	P	10/11/10	10/21/10	$ 30.24	$ 31.18	($0.94)	ST
ISHARES TR RUSSELL 2000 GROWTH	250.0000	$ 60.39	P	12/02/03	05/20/10	$ 17,462.53	$ 15,097.50	$2,365.03	LT
ISHARES TR RUSSELL 2000 GROWTH	50.0000	$ 59.47	P	12/03/03	05/20/10	$ 3,492.51	$ 2,973.50	$519.01	LT
ISHARES TR RUSSELL 2000 GROWTH	200.0000	$ 58.64	P	12/04/03	05/20/10	$ 13,970.02	$ 11,728.00	$2,242.02	LT
ISHARES TR RUSSELL 2000 GROWTH	100.0000	$ 57.80	P	12/05/03	05/20/10	$ 6,985.01	$ 5,780.00	$1,205.01	LT
ISHARES TR RUSSELL 2000 GROWTH	50.0000	$ 56.00	P	12/10/03	05/20/10	$ 3,492.51	$ 2,800.00	$692.51	LT
ISHARES TR RUSSELL 2000 GROWTH	0.7628	$ 69.70	P	12/30/05	05/20/10	$ 53.28	$ 53.16	$0.12	LT
ISHARES TR RUSSELL 2000 GROWTH	0.2935	$ 79.75	P	03/31/06	05/20/10	$ 20.50	$ 23.40	($2 90)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.5743	$ 70.80	P	06/29/06	05/20/10	$ 40.11	$ 40.66	($0 55)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.6981	$ 71.47	P	10/03/06	05/20/10	$ 48.76	$ 49.89	($1.13)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.6116	$ 79.63	P	12/28/06	05/20/10	$ 42.72	$ 48.70	($5.98)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.5913	$ 80.55	P	03/30/07	05/20/10	$ 41.30	$ 47.62	($6 32)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.8243	$ 87.83	P	07/06/07	05/20/10	$ 57.58	$ 72.39	($14 81)	LT
ISHARES TR RUSSELL 2000 GROWTH	1.5333	$ 87.90	P	10/02/07	05/20/10	$ 107.10	$ 134.77	($27 67)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.8697	$ 80.73	P	01/04/08	05/20/10	$ 60.75	$ 70.21	($9 46)	LT
ISHARES TR RUSSELL 2000 GROWTH	0.8755	$ 72.69	P	03/31/08	05/20/10	$ 61.15	$ 63.64	($2.49)	LT

Capital Gains / Losses Investment Income - 2010

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

Description	Quantity	Per Share	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/Loss	LT/ST
ALPINE GLOBAL PREMIERE	5,000.0000	$ 20.00	P	04/25/07	07/22/10	$ 28,668.06	$ 98,380.00	($69,711 94)	LT
ALPINE GLOBAL PREMIERE	34.8014	$ 18.20	P	07/13/07	07/22/10	$ 199.54	$ 622.20	($422 66)	LT
ALPINE GLOBAL PREMIERE	37.9808	$ 16.80	P	08/15/07	07/22/10	$ 217.77	$ 625.61	($407 84)	LT
ALPINE GLOBAL PREMIERE	39.3650	$ 16.33	P	09/04/07	07/22/10	$ 225.70	$ 629.92	($404 22)	LT
ALPINE GLOBAL PREMIERE	39.1236	$ 16.56	P	10/16/07	07/22/10	$ 224.32	$ 635.01	($410 69)	LT
ALPINE GLOBAL PREMIERE	42.0296	$ 15.53	P	11/14/07	07/22/10	$ 240.98	$ 639.06	($398 08)	LT
ALPINE GLOBAL PREMIERE	48.9434	$ 13.44	P	12/06/07	07/22/10	$ 280.62	$ 642.09	($361.47)	LT
ALPINE GLOBAL PREMIERE	48.9361	$ 13.57	P	01/16/08	07/22/10	$ 280.58	$ 648.29	($367 71)	LT
ALPINE GLOBAL PREMIERE	49.1730	$ 13.63	P	02/01/08	07/22/10	$ 281.94	$ 656.08	($374 14)	LT
ALPINE GLOBAL PREMIERE	48.6273	$ 13.91	P	03/04/08	07/22/10	$ 278.81	$ 663.97	($385 16)	LT
ALPINE GLOBAL PREMIERE	52.1672	$ 13.09	P	04/17/08	07/22/10	$ 299.11	$ 670.94	($371 83)	LT
ALPINE GLOBAL PREMIERE	50.7636	$ 13.58	P	05/16/08	07/22/10	$ 291.06	$ 679.54	($388.48)	LT
ALPINE GLOBAL PREMIERE	53.0431	$ 13.12	P	06/11/08	07/22/10	$ 304.13	$ 687.22	($383 09)	LT
ALPINE GLOBAL PREMIERE	65.1112	$ 10.79	P	07/17/08	07/22/10	$ 373.32	$ 694.10	($320.78)	LT
ALPINE GLOBAL PREMIERE	72.3129	$ 9.83	P	08/19/08	07/22/10	$ 414.61	$ 706.12	($291.51)	LT
ALPINE GLOBAL PREMIERE	78.6833	$ 9.15	P	09/12/08	07/22/10	$ 451.14	$ 714.86	($263 72)	LT
ALPINE GLOBAL PREMIERE	132.9660	$ 5.49	P	10/14/08	07/22/10	$ 762.38	$ 725.62	$36.76	LT
ALPINE GLOBAL PREMIERE	150.4220	$ 4.96	P	11/18/08	07/22/10	$ 862.46	$ 746.77	$115.69	LT
ALPINE GLOBAL PREMIERE	209.8567	$ 3.65	P	12/09/08	07/22/10	$ 1,203.24	$ 765.83	$437.41	LT
ALPINE GLOBAL PREMIERE	191.8646	$ 4.13	P	01/14/09	07/22/10	$ 1,100.08	$ 792.42	$307.66	LT
ALPINE GLOBAL PREMIERE	55.9254	$ 3.46	P	02/23/09	07/22/10	$ 320.65	$ 193.39	$127.26	LT
ALPINE GLOBAL PREMIERE	78.9046	$ 2.47	P	03/06/09	07/22/10	$ 452.41	$ 195.06	$257.35	LT
ALPINE GLOBAL PREMIERE	61.0463	$ 3.23	P	04/09/09	07/22/10	$ 350.02	$ 197.43	$152.59	LT
ALPINE GLOBAL PREMIERE	49.8362	$ 4.00	P	05/07/09	07/22/10	$ 285.74	$ 199.26	$86.48	LT
ALPINE GLOBAL PREMIERE	43.0096	$ 4.67	P	06/05/09	07/22/10	$ 246.60	$ 200.76	$45.84	LT
ALPINE GLOBAL PREMIERE	43.3295	$ 4.66	P	07/10/09	07/22/10	$ 248.43	$ 202.05	$46.38	LT
ALPINE GLOBAL PREMIERE	35.8459	$ 5.67	P	08/12/09	07/22/10	$ 205.53	$ 203.35	$2.18	ST
ALPINE GLOBAL PREMIERE	34.8625	$ 5.86	P	09/04/09	07/22/10	$ 199.89	$ 204.42	($4.53)	ST
ALPINE GLOBAL PREMIERE	33.3631	$ 6.16	P	10/06/09	07/22/10	$ 191.29	$ 205.47	($14.18)	ST
ALPINE GLOBAL PREMIERE	34.1725	$ 6.04	P	11/09/09	07/22/10	$ 195.93	$ 206.47	($10.54)	ST
ALPINE GLOBAL PREMIERE	34.1177	$ 6.08	P	12/07/09	07/22/10	$ 195.62	$ 207.49	($11.87)	ST
ALPINE GLOBAL PREMIERE	31.5385	$ 6.61	P	01/19/10	07/22/10	$ 180.83	$ 208.52	($27.69)	ST
ALPINE GLOBAL PREMIERE	279.2183	$ 6.61	P	01/19/10	07/22/10	$ 1,600.93	$ 1,846.08	($245 15)	ST
ALPINE GLOBAL PREMIERE	35.2213	$ 6.18	P	02/08/10	07/22/10	$ 201.95	$ 217.84	($15.89)	ST
ALPINE GLOBAL PREMIERE	34.8151	$ 6.29	P	03/09/10	07/22/10	$ 199.62	$ 218.90	($19 28)	ST