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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 SEP 1, 2010, and ending AUG 31, 2011

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Name of foundation
LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.

A Employer identification number
20-2761633

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O CITRIN; 709 WESTCHESTER AVE.

B Telephone number
(914) 949-2990

City or town, state, and ZIP code
WHITE PLAINS, NY 10604

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 ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 25,404,837.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	9,081.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	680,921.	680,521.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	785,516.			
	b Gross sales price for all assets on line 6a 5,913,279.				
	7 Capital gain net income (from Part IV, line 2)		785,516.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,475,518.	1,466,037.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	90,000.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	9,081.	9,081.		0.
	c Other professional fees STMT 3	50,913.	50,913.		0.
	17 Interest				
	18 Taxes STMT 4	30,769.	1,235.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,614.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 5	175.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	185,552.	61,229.		0.
	25 Contributions, gifts, grants paid	1,244,518.			1,244,518.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,430,070.	61,229.		1,244,518.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	45,448.			
	b **Net investment income** (if negative, enter -0-)		1,404,808.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	56,955.	73,109.	73,109.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	764,293.	1,285,628.	1,310,866.
	b Investments - corporate stock STMT 7	11,961,525.	12,481,049.	15,651,057.
	c Investments - corporate bonds STMT 8	8,913,703.	7,902,138.	8,369,805.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	21,696,476.	21,741,924.	25,404,837.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	21,696,476.	21,741,924.	
	30 Total net assets or fund balances	21,696,476.	21,741,924.	
	31 Total liabilities and net assets/fund balances	21,696,476.	21,741,924.	

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	21,696,476.
2 Enter amount from Part I, line 27a	2	45,448.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,741,924.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,741,924.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	5,893,794.		5,127,763.	766,031.
b	19,485.			19,485.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				766,031.
b				19,485.
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	785,516.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,061,000.	23,634,536.	.044892
2008	1,246,000.	23,477,319.	.053072
2007	1,165,000.	24,412,535.	.047721
2006	846,750.	25,165,272.	.033648
2005	1,416,202.	24,632,782.	.057493

2	Total of line 1, column (d)	2	.236826
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	.047365
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	24,525,483.
5	Multiply line 4 by line 3	5	1,161,650.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,048.
7	Add lines 5 and 6	7	1,175,698.
8	Enter qualifying distributions from Part XII, line 4	8	1,244,518.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	14,048.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	14,048.
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	14,048.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	22,800.		
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	22,800.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9	**Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,752.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 8,752. **Refunded** ▶			11	0.

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 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 ▶ L. BARNETT C/O GIPSON HOFFMAN ET AL Telephone no. ▶ 310-556-4660
Located at ▶ 1901 AVENUE OF THE STARS LA, CALIFORNIA ZIP+4 ▶ 90067

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **5b**

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

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

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** No: X

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? N/A **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.

(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
LAWRENCE R. BARNETT 34 FINCHER WAY RANCHO MIRAGE, CA 92270	PRES & DIR 0.00	0.	0.	0.
LAWRENCE R. BARNETT JR. 1901 AVENUE OF THE STARS LOS ANGELES, CA 90067	VP & SEC 20.00	90,000.	0.	0.
LAUREY J. BARNETT 936 THAYER AVENUE LOS ANGELES, CA 90024	VP & ASST SEC 0.00	0.	0.	0.
JAMES JOSEPH BARNETT 67 REDWOOD WAY ATHERTON, CA 94027	VP & ASST SEC 0.00	0.	0.	0.

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	24,833,936.
b	Average of monthly cash balances	1b	65,032.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	24,898,968.
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	24,898,968.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	373,485.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,525,483.
6	**Minimum investment return.** Enter 5% of line 5	6	1,226,274.

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	1,226,274.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a 14,048.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	14,048.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,212,226.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,212,226.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,212,226.

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	1,244,518.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,244,518.
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	5	14,048.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,230,470.

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					1,212,226.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009	813,329.				
f **Total** of lines 3a through e		813,329.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,244,518.					
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) **		398,945.			
d Applied to 2010 distributable amount					845,573.
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).)		366,653.			366,653.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		845,621.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		845,621.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009	446,676.				
e Excess from 2010	398,945.				

** SEE STATEMENT 9

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 foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [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 SCHEDULE ATTACHED	NONE		UNRESTRICTED	1,244,518.
Total			▶ 3a	1,244,518.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	680,921.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	785,516.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,466,437.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,466,437.

(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).

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: 12/7/11 Title: Vice President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM ZEBORIS, CPA	[signature]	12/5/11		P00088278

Firm's name ▶ CITRIN COOPERMAN & COMPANY, LLP — Firm's EIN ▶ 22-2428965

Firm's address ▶ 709 WESTCHESTER AVENUE WHITE PLAINS, NY 10604 — Phone no. (914) 949-2990

Form 990-PF (2010)

023622 04-26-11

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
LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.

Employer identification number
20-2761633

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private 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 its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.

Employer identification number
20-2761633

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LAWRENCE R. BARNETT 34 FINCHER WAY RANCHO MIRAGE, CA 92270	$ 9,081.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.	20-2761633

Part II **Noncash Property** (see instructions)

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

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

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

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

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

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

Name of organization	Employer identification number
LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.	20-2761633

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

(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

(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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	700,406.	19,485.	680,921.
TOTAL TO FM 990-PF, PART I, LN 4	700,406.	19,485.	680,921.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	9,081.	9,081.		0.
TO FORM 990-PF, PG 1, LN 16B	9,081.	9,081.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	50,913.	50,913.		0.
TO FORM 990-PF, PG 1, LN 16C	50,913.	50,913.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	1,235.	1,235.		0.
TAX-INVESTMENT INCOME	29,534.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,769.	1,235.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	175.	0.		0.
TO FORM 990-PF, PG 1, LN 23	175.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE	X		1,070,437.	1,095,675.
BNY MUNICIPAL MM		X	215,191.	215,191.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,070,437.	1,095,675.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			215,191.	215,191.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,285,628.	1,310,866.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE	12,481,049.	15,651,057.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,481,049.	15,651,057.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE	7,902,138.	8,369,805.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,902,138.	8,369,805.

FORM 990-PF | ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS | STATEMENT 9

PURSUANT TO IRC SECTION 4942(H)(2) AND REGULATION 53.4942(A)-3(D)(2), THE ABOVE-REFERENCED FOUNDATION HEREBY ELECTS TO TREAT $398,945 OF THE CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
SCHEDULE OF CORPORATE STOCK HELD
8/31/2011

	9/1/2010	8/31/2011	
SECURITY	COST	COST	MARKET
3M CO.	61,645	61,645	66,384 00
ABB LTD ADR	47,929	47,929	63,810 00
ABBOTT LABORATORIES	83,630	-	-
ACCENTURE LTD	58,124	33,944	59,752 85
ACE LYD	50,727	-	
ACME PACKET INC	-	91,975	67,809 60
AFLAC INC	61,985	-	
AGILENT TECHNOLOGIES INC	-	58,356	57,148 50
AIR PRODUCTS & CHEMICALS INC	56,567	56,567	83,507 40
ALLERGEN INC	69,131	-	-
ALLSTATE CORP	-	82,826	69,509 50
AMAZON.COM INC	-	86,228	94,701 20
AMGEN INC	56,907	-	-
AMERICAN EXPRESS	29,319	29,320	74,565 00
AMERICAN EXPRESS	4,955	-	-
AMERICAN TOWER CORP	57,178	57,178	107,720 00
APPLE INC	73,177	68,294	292,470 80
APPLIED MATERIALS CORP	55,048	-	-
AT&T	106,458	69,572	74,902 40
AVON PRODUCTS	53,874	-	-
B B & T CORPORATION	-	100,170	85,593 60
BAIDU.COM INC	-	83,574	89,800 48
BARRICK GOLD MINING	77,350	77,350	131,950 00
BAXTER INTERNATIONAL INC	73,217	73,217	92,926 80
BNY MELLON MID CAP STK FD CL M	633,023	633,243	833,828 39
BNY MELLON US CORE EQ 130/30FD CL M	554,246	557,385	717,071 90
CAMECO CORP	58,230	-	-
CAMERON INTERNATIONAL CORPORATION	-	109,455	111,194 40
CARDINAL HEALTH INC	51,193	51,193	82,875 00
CARNIVAL CORP	90,738	90,738	75,308 40
CATERPILLER INC	42,425	42,425	112,385.00
CELAMSE CORP	61,142	61,142	84,147 90
CHEVRON CORP	55,267	55,267	90,932 80
CHEVRON CORP	59,035	59,035	79,072 00
CHICAGO BRIDGE & IRON	66,056	32,924	89,375 00
CISCO	53,872	53,872	47,010 00
CITIGROUP INC	112,300	145,037	109,016 55
COCA-COLA CO	-	115,614	133,855 00
COLGATE-PALMOLIVE COMPANY	42,384	-	-
COLGATE-PALMOLIVE COMPANY	48,581	48,581	71,976 00
COMCAST CORP - NEW	55,234	-	-
COMCAST CORP -SPECIAL	16,184	-	-
COSTCO WHSL CORP NEW	83,683	54,891	73,042 20
COVIDIEN PLC	52,757	62,047	81,922 60
DEERE & CO	54,731	54,731	79,203 60

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
SCHEDULE OF CORPORATE STOCK HELD
8/31/2011

	9/1/2010	8/31/2011	
SECURITY	COST	COST	MARKET
DISNEY WALT, CO	54,526	54,526	85,150 00
DISNEY WALT, CO	63,487	63,487	102,520 60
DOVER CORP	-	88,114	81,678.40
DREYFUS PR GI REAL ESTATE FD	389,048	413,106	557,673 68
DREYFUS/NEWTON INTERNATIONAL EQUITY	240,000	240,000	268,480 00
DREYFUS EMERGING MARKETS FUND	760,000	760,000	787,434 09
EATON CORP	52,488	30,752	67,002.00
EMC CORP	70,509	126,297	106,850 70
EMERSON ELECTRIC CORP.	51,202	51,202	55,860 00
EMERSON ELECTRIC CORP.	52,632	-	-
EXXON MOBILE CORP	-	65,791	59,216 00
EXXON MOBILE CORP	231,608	192,752	208,366 30
F5 NETWORKS INC	53,491	-	-
FEDEX CORP	51,046	51,046	47,232 00
FREEPORT-MCMORAN COPPER & GOLD, INC	30,139	30,139	62,185 20
FREEPORT-MCMORAN COPPER & GOLD, INC	40,755	-	-
GENERAL ELECTRIC	50,572	50,572	65,240 00
GENERAL ELECTRIC	84,425	68,303	76,738 55
GOOGLE INC CLASS A	51,312	51,312	54,096 00
GOOGLE INC	92,949	-	-
HALLIBURTON CO	-	45,724	69,660 90
HALLIBURTON CO	77,717	46,218	53,244 00
HARTFORD FINL SVCS GROUP INC COM	65,529	24,766	22,968 00
HEWLETT PACKARD	37,121	-	-
HIGHBRIDGE DYNAMIC COMMODITIES	-	150,000	140,502 95
HOME DEPOT INC	55,743	46,818	73,436 00
HONEYWELL	58,038	58,038	95,620 00
HONEYWELL	47,994	47,994	77,930 30
HOSPIRA INC	-	87,972	73,920 00
IBM	51,244	51,244	85,955 00
IBM	58,239	125,463	170,362 81
ICICI BANK LTF ADR F	66,008	66,008	59,040 00
ILLINOIS TOOL WORKS INC		48,648	46,540 00
INDIA FUND INC	94,479	94,479	71,582 10
INTEL CORP	43,956	71,830	88,773 30
INTERNATIONAL GAME TECHNOLOGY	76,216	-	-
INVESCO LTD	61,596	61,596	73,749 00
ISHARES FTSE/XINHUSA CHINA	37,254	37,254	69,534 00
ISHARESTR MSCI EMERGING MKTS INDEX FD	488,886	488,886	722,475 00
ISHARESTR MSCI EMERGING MKTS INDEX FD	55,443	55,443	64,125 00
ISHARES INC MSCI JAPAN INDEX FUND	56,154	56,154	59,100 00
ISHARES TR S&P LATIN AMER	47,817	47,817	47,080 00
ISHARES S&P SMALLCAP 600 INDEX FUND	493,140	493,140	709,694.80
JOHNSON CTLS INC	45,242	45,242	96,277 60
JOHNSON & JOHNSON	40,259	40,259	78,960 00
JP MORGAN CHASE	92,868	138,182	149,864 40

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
SCHEDULE OF CORPORATE STOCK HELD
8/31/2011

	9/1/2010	8/31/2011	
SECURITY	COST	COST	MARKET
JUNIPER NETWORKS INC	51,872	-	-
KRAFT FOODS INC CL A	63,096	90,167	107,861 60
LAS VEGAS SANDS CORP	-	78,449	82,894 60
MANPOWER INC WIS	54,009	-	-
MASTERCARD	40,415	-	-
MEAD JOHNSON NUTRITION COMPANY	-	26,020	27,787 50
MEDTRONIC INC	47,756	47,756	42,084 00
MERCK & CO	46,964	-	-
METLIFE INC	-	48,543	40,320.00
METLIFE INC	-	71,878	71,232 00
MICROSOFT	63,486	63,486	66,500 00
MICROSOFT	60,807	-	-
MORGAN STANLEY	69,384	-	-
NEWFIELD EXPL CO	-	89,510	67,386 00
NEWMONT MINING CORP	34,650	34,650	93,930 00
NXP SEMICONDUCTORS N V	-	116,381	62,716 50
OCCIDENTAL PETROLEUM	36,409	-	-
PEPSICO	94,307	53,111	68,940.10
PEPSICO	39,356	39,356	51,544 00
PFIZER INC	57,440	112,542	127,735.40
PHILIP MORRIS INTERNATIONAL	62,911	32,371	58,922 00
PLAINS EXPLORATION & PR-W/I	58,927	46,141	48,820 60
PNC FINANCIAL SERVICES	33,550	72,249	80,725 40
PROCTOR & GAMBLE	-	49,379	50,944 00
PROCTOR & GAMBLE	71,796	103,755	109,848 00
QUALCOMM		-	-
QUESTSTAR CORP	61,190	-	-
QEP RESOURCES, INC	48,930	48,930	60,913 30
RAYTHEON COMPANY	54,153	54,153	51,876 00
ROCKWELL COLLINS, INC	66,745	66,745	50,460 00
ROVI CORPORATION	-	85,785	83,113 00
ROYAL DUTCH PETROLEUM	53,892	53,892	80,460 00
SALESFORCE.COM INC	70,045	70,045	96,562 50
SCHLUMBERGER LTD NETHERLANDS	54,839	32,249	62,105 40
SCHLUMBERGER LTD NETHERLANDS	58,239	58,239	78,120 00
SEMPRA ENERGY	63,187	63,187	78,254 80
Siemens A G ADR	62,835	62,835	61,920 00
SHIRE PLC	-	73,746	82,535 00
SOUTHWESTERN ENERGY CO	44,370	44,370	53,889 00
SPDR S&P CHINA ETF	52,420	52,420	49,518 00
SPDR GOLD TRUST		51,151	71,088 00
STATE STREET CORP	58,967	88,545	86,846 40
STRATGEIC FDS INC GLOBAL STK FD CL I	1,333,847	1,351,773	1,770,119 28
SYSCO CORPORATION	59,575	-	-
TARGET CORP	46,910	-	-
TERADATA CORP	77,890	73,580	114,668 40

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
SCHEDULE OF CORPORATE STOCK HELD
8/31/2011

	9/1/2010	8/31/2011	
SECURITY	COST	COST	MARKET
TEXAS INSTRUMENTS	64,794	64,794	65,525 00
TEXAS INSTRUMENTS	47,707	-	-
TIME WARNER NEW	34,522	-	-
UNION PACIFIC CORP	47,461	47,461	92,170 00
UNION PACIFIC CORP	41,498	41,498	92,170 00
UNITED PARCEL SERVICE INC CL B	57,648	57,648	53,912.00
UNITED TECHNOLOGIES CORP	62,669	62,669	118,800 00
UNITED TECHNOLOGIES CORP	57,522	57,522	91,698 75
US BANCORP	58,292	58,292	69,630 00
VALERO ENERGY CORP	54,620	79,783	88,380 80
VARIAN MEDICAL SYSTEMS	43,911	43,911	68,352 00
VERIZON COMMUNICATIONS INC	61,852	34,505	45,567 90
WALGREEN CO	-	92,709	79,926 70
WALMART	46,310	-	-
WATSON PHARMACEUTICALS INC	-	58,755	83,228 80
WELLS FARGO & CO	90,610	90,610	86,652 00
YUM! BRANDS INC	41,938	32,837	69,593 60
ZIMMER HOLDINGS INC	55,571	78,370	81,921 60
	11,961,524	12,481,049	15,651,057

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
94-3031397
SCHEDULE OF US GOVERNMENT BONDS HELD
8/31/2011

			8/31/2010		8/31/2011	
				Market		Market
ISSUER	FACE	MATY DATE	Book	Value	Book	Value
US TREASURY BILL	300,000	9/15/2011		-	299,803	299,999
US TREASURY BILL	100,000	2/10/2011	99,912	99,924	-	-
US TREASURY BILL	90,000	9/23/2010	89,906	89,991	-	-
US TREASURY BILL	300,000	12/22/2011	-	-	299,869	299,981
US TREASURY BILL	100,000	3/17/2011	-	-		
UST INFL IDX	200,000	4/15/2014	200,226	215,453	200,226	225,155
SCHWAB US TREASURY MONEY FUND			99,151	99,151	141,843	141,843
DREYFUS 100% US TREASURY MONEY MARKET			128,695	128,695	128,696	128,696
			617,890	633,214	1,070,437	1,095,675

LAWRENCE AND ISABEL BARNETT FOUNDATION
RIDER TO FORM 990 PF
94-3031397
SCHEDULE OF CORPORATE BONDS HELD
8/31/2011

ISSUER	FACE	MATY DATE	RATE	8/31/2010 Book	Market	8/31/2011 Book	Market
BERGEN COUNTY NJ	800,000	12/1/2015	5 350%	803,928.00	848,112 00	688,363 00	718,428.00
GENERAL ELEC CAP	500,000	9/15/2017	5 625%	-	-	549,290 00	555,455.00
GOLDMAN SACHS GROUP INC	1,500,000	1/15/2015	5 125%	398,616 00	429,844 00	398,616 00	420,372 00
GOLDMAN SACHS GROUP INC	200,000	6/15/2012	3 250%	200,318.40	209,250 60	200,318.40	204,634 80
HSBC FIN CORP	1,500,000	4/15/2015	5 250%	508,605.00	541,100.00	508,605 00	531,090.00
JPMORGAN CHASE	200,000	12/1/2011	3 125%	200,448 00	206,665 60	200,448.00	201,347 60
KENTUCKY HSG CORP	945,000	1/1/2015	5 850%	935,653.95	1,016,980 65	-	-
MASSACHUSETTS ST	500,000	12/15/2019	4 485%	-	-	514,270 00	551,565 00
MERRILL LYNCH	500,000	2/3/2014	5 000%	494,675 00	527,195.00	494,675 00	507,950 00
NEW YORK STATE DORM AUTH ST PERS	500,000	12/15/2013	5 500%	199,242.00	225,546 00	-	-
NEW YORK STATE DORM AUTH ST PERS	1,000,000	12/15/2013	5 500%	996,210.00	1,127,730.00	996,210 00	1,101,970 00
OHIO STATE	1,235,000	10/1/2016	5 440%	1,252,907 00	1,321,734 05	1,252,907 00	1,337,467 95
PALM BEACH FLORIDA	500,000	6/1/2014	5.798%	500,000.00	573,650.00	500,000 00	565,720 00
PENNSYLVANIA	750,000	10/1/2015	5 593%	750,000 00	860,070 00	-	-
PENNSYLVANIA	625,000	10/1/2016	5 623%	625,000 00	706,775 00	-	-
TEXAS STATE	1,000,000	6/15/2007	3 130%	1,048,099 39	1,131,920 00	1,048,099 39	1,093,790.00
VERIZON COMMUNICATION	500,000	2/15/2018	5 500%	-	-	550,335 00	580,015 00
				8,913,702 74	9,726,572 90	7,902,136 79	8,369,805 35

LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC.
RIDER TO FORM 990PF
FISCAL YEAR ENDED AUGUST 31, 2011

ISSUER/SECURITY	FACE/SHS	Proceeds	Cost	Gain/(Loss)
Scwabb				
APPLIED MATERIALS INC	3,000	35,236 30	55,048 30	(19,812.00)
HARTFORD FINL SVCS	800	18,983 03	40,763 18	(21,780.15)
TIME WARNER INC NEW	1,333	41,955.45	34,521 80	7,433 65
CAMECO CORP	1,500	50,859 28	58,229 82	(7,370.54)
SYSCO CORPORATION	1,800	54,210 92	59,574 80	(5,363 88)
COMCAST	4,084	94,652 23	55,233 58	39,418 65
EMC CORP	1,000	27,008 98	13,436 05	13,572.93
EMC CORP	4,000	106,922.34	57,073 15	49,849.19
COMCAST	1,050	23,705.04	5,339.96	18,365.08
COMCAST	450	10,159 30	10,843.75	(684 45)
CHICAGO BRIDGE & IRON	2,000	80,747 44	26,505 40	54,242 04
CHICAGO BRIDGE & IRON	500	20,069 56	6,626 35	13,443 21
FREEPORT MCMORAN COPPER	600	32,416 81	15,283 14	17,133.67
FREEPORT MCMORAN COPPER	1,000	51,137 21	25,471 90	25,665 31
MANPOWERGROUP	1,200	70,417 52	54,008 56	16,408 96
		718,481	517,960	200,522
BNY				-
ABBOTT LABORATORIES	1,610	74,872	83,629 79	(8,758)
ACCENTURE	320	16,852	12,789 03	4,063
ACCENTURE	340	20,368	11,391 41	8,977
ACE LTD	1,110	67,514	50,727.11	16,787
AFLAC INC	480	27,251	21,550.72	5,700
AFLAC INC	1,305	70,291	40,433.79	29,857
AGILENT TECHNOLOGIES	450	19,827	17,070 39	2,757
ALLERGAN INC	380	25,944	21,757 66	4,187
ALLERGAN INC	860	61,848	47,373 02	14,475
ALLSTATE CORP	550	13,974	17,204 17	(3,231)
AMERICAN EXPRESS CO	1,930	87,361	4,955.26	82,405
AMGEN INC	1,040	55,846	56,907 45	(1,061)
APPLE INC	50	18,205	4,882 87	13,322
AT&T	530	15,121	15,370.00	(249)
AT&T	540	15,561	14,592.21	969
AT&T TRADE DATE	260	7,265	6,923 93	341
AVON PRODUCTS	270	7,852	6,342 30	1,510
AVON PRODUCTS	990	26,486	23,195 87	3,290
AVON PRODUCTS	1,230	25,741	24,336 29	1,405
BERGEN CNTY N J	115,000	115,000	115,564 65	(565)
COLGATE-PALMOLIVE CO	685	52,830	42,383 77	10,446
COSTCO WHSL CORP	480	26,989	28,791 22	(1,803)
COVIDIEN PLC	250	12,615	10,097.75	2,517
EATON CORP	480	41,879	21,735 80	20,143
EMERSON ELECTRIC CORP	1,700	85,603	52,631 52	32,972
EXXON MOBIL CORP	500	41,552	38,856 48	2,695
F5 NETWORKS INC	740	67,465	53,490 97	13,974
GENERAL ELECTRIC COMPANY	970	15,830	16,121 40	(291)
GOOGLE INC	29	16,951	16,606 36	345
GOOGLE INC	52	28,065	24,870.46	3,194
GOOGLE INC	41	19,597	13,705 26	5,892
GOOGLE INC	121	58,022	37,767 20	20,254
HALLIBURTON CO	710	22,397	20,901 27	1,496
HALLIBURTON CO	360	16,581	10,597 82	5,984

LAWRENCE & ISABEL BARNETT CHARITABLE FOUNDATION INC
RIDER TO FORM 990PF
FISCAL YEAR ENDED AUGUST 31, 2011

ISSUER/SECURITY	FACE/SHS	Proceeds	Cost	Gain/(Loss)
HEWLETT PACKARD	650	26,763	27,869.60	(1,107)
HEWLETT PACKARD	1,330	52,758	39,265 24	13,493
HOME DEPOT INC	370	13,535	8,924.40	4,611
INTEL CORP	810	17,605	16,613 67	992
INTERNATIONAL BUSINESS MACHINES C	124	21,090	16,283 01	4,807
INTERNATIONAL GAME TECHNOLOGY	1,790	31,646	38,944 49	(7,298)
INTERNATIONAL GAME TECHNOLOGY	1,820	32,279	37,271 95	(4,993)
JUNIPER NETWORKS INC	830	33,225	24,961 48	8,264
JUNIPER NETWORKS INC	1,820	56,482	47,203 52	9,279
KENTUCKY	945,000	945,000	935,653 95	9,346
MASTERCARD INC	245	48,282	40,414 73	7,867
MERCK & CO	810	29,999	18,664.17	11,335
MERCK & CO	1,658	54,131	28,299 90	25,831
MICROSOFT CORPORATION	800	20,200	20,848 00	(648)
MICROSOFT CORPORATION	2,170	55,166	39,958 52	15,207
MORGAN STANLEY & CO INC	3,050	68,324	69,384.19	(1,060)
NEW YORK ST DORM AUTH	200,000	220,132	199,242.00	20,890
OCCIDENTAL PETROLEUM CORP	163	16,308	8,622 93	7,685
OCCIDENTAL PETROLEUM CORP	532	54,728	27,786 36	26,941
PENNSYLVANIA	750,000	750,000	750,000.00	-
PENNSYLVANIA	625,000	625,000	625,000 00	-
PEPSICO INC	290	18,775	18,198 50	577
PEPSICO INC	420	26,684	22,997 24	3,686
PHILLIP MORRIS INTERNAT	750	51,661	30,540.27	21,120
PLAINS EXPLORATION & PR	460	17,126	12,786.02	4,340
PROCTER & GAMBLE CO	290	18,272	18,968 18	(696)
QUESTAR CORP	1,210	21,556	18,474 16	3,082
QUESTAR CORP	1,430	25,071	21,833 10	3,237 61
QUESTAR CORP.	260	4,548	3,969 65	578 13
QUESTAR CORP	260	4,541	3,734 90	806.12
QUESTAR CORP	127	2,220	1,690 57	530
QUESTAR CORP	863	15,037	11,487 87	3,549
RIVERBED TECHNOLOGY INC	1,820	44,399	69,975.72	(25,577)
ROYAL DUTCH SHELL SETTLEMENT	0	34	-	34
SCHLUMBERGER	310	25,462	14,878 42	10,584
SCHLUMBERGER	180	15,941	7,711 56	8,229
SOUTHWESTERN ENERGY CO	700	33,277	22,543.64	10,734
TAIWAN SEMICONDUCTOR	1,600	21,750	16,747 04	5,003
TAIWAN SEMICONDUCTOR	1,980	24,018	20,724 46	3,293
TAIWAN SEMICONDUCTOR	2,770	33,726	28,993 31	4,733
TARGET CORP	1,750	85,578	63,708 79	21,869
TERADATA CORPORATION	650	24,052	20,679 49	3,372
TERADATA CORPORATION	510	28,327	25,948 14	2,379
TEXAS INSTRUMENTS INC	2,280	64,208	47,707 18	16,501
VERIZON	460	14,913	13,526.12	1,387
VERIZON	470	15,316	13,820.16	1,496
WALMART	920	49,765	46,310.18	3,455
WATSON PHARMACEUTICALS INC	320	19,903	15,980 03	3,923
YUM! BRAND	340	16,945	9,100 92	7,844
		5,175,313	4,609,803	565,510
		5,893,794	5,127,763	766,031

LAWRENCE AND ISABEL BARNETT CHARITABLE FOUNDATION INC.
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
Fiscal Year ended 8/31/2011

Date	Payee	Purpose	Amount
9/30/2010	USC Marshall School of business	Unrestricted	1,000.00
10/20/2010	McCallum Theatre	Unrestricted	25,000.00
10/25/2010	Cystic Fibrosis Foundation	Unrestricted	1,000.00
11/3/2010	USC Marshall School of Business	Unrestricted	10,000.00
11/4/2010	USC Law School	Unrestricted	10,000.00
11/17/2010	Stanford University	Unrestricted	10,000.00
11/22/2010	New York University	Unrestricted	40,000.00
11/22/2010	Stanford Graduate School of Business	Unrestricted	10,000.00
11/22/2010	Stanford University	Unrestricted	10,000.00
11/23/2010	Menlo School	Unrestricted	20,000.00
12/6/2010	Virginia Waring International Piano Competetion	Unrestricted	5,000.00
12/8/2010	Stanford University	Unrestricted	200,000.00
12/13/2010	Curtiss School	Unrestricted	25,000.00
12/13/2010	Menlo School	Unrestricted	15,000.00
12/22/2010	Stanford Law School	Unrestricted	10,000.00
12/22/2010	Stanford University	Unrestricted	10,000.00
1/4/2011	Stanford University	Unrestricted	10,000.00
1/12/2011	Le Lycee Francais	Unrestricted	25,000.00
1/24/2011	Le Lycee Francais	Unrestricted	5,000.00
1/28/2011	Somaly Mam Foundation	Unrestricted	1,000.00
3/11/2011	USC	Unrestricted	10,000.00
4/11/2011	Cedar-Sinai sports spectacular	Unrestricted	25,000.00
4/12/2011	ALS Association	Unrestricted	500,000.00
4/18/2011	Le Lycee Francais	Unrestricted	5,000.00
5/17/2011	Ohio State University	Unrestricted	25,000.00
6/9/2011	Foundation for The People of Burma	Unrestricted	10,117.88
6/20/2011	Cedar-Sinai sports spectacular	Unrestricted	5,000.00
7/13/2011	Cedar-Sinai Medical Center	Unrestricted	10,000.00
8/18/2011	USC Law School	Unrestricted	10,000.00
8/24/2011	Children's hospital Council	Unrestricted	1,400.00
8/24/2011	Stamford University	Unrestricted	200,000.00
			1,244,517.88