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Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

Header section A-M containing organization details: Barachel Foundation Inc, Dallas TX 75219, 2011, 2010, Gross receipts \$ 411,329.

Part I Summary table with columns for Revenue, Expenses, and Assets. Includes rows for mission statement, revenue (999,492), expenses (679,777), and net assets (118,506).

Part II Signature Block

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.

Sign Here: Signature of officer Dennis L Head, Director, dated 15 NOV 2012.

Paid Preparer Use Only: Preparer Lynda Benson, HRB TAX GROUP INC, DALLAS TX 75230, PTIN 11-14-12.

May the IRS discuss this return with the preparer shown above? (see instructions) Yes X No

For Paperwork Reduction Act Notice, see the separate Instructions. Form 990 (2011)

SCANNED DEC 11 2012

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission.
To support humanitarian and educational projects.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 610,428 including grants of \$ _____) (Revenue \$ 367,907)
See attachment #2

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 610,428

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and their status (Yes, No, or N/A).

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | | X |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J | | X |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25 | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? N/A | | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? N/A | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? N/A | | |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | |
| a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | | X |
| b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M | | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 | | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 | | X |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? | X | |

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question ID, question text, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable trusts.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (3), 1b (3), 2 (X), 3, 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b (N/A), 11a (X), 11b, 12a (X), 12b (N/A), 12c (N/A), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b (N/A).

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed > NONE
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: > See attachment #3

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|-----------------------------------|--|---|----------|-----------------------|---------|--------------|---------------------|--------|--|---|---|
| | | INDIVIDUAL | DIRECTOR | INSTITUTIONAL TRUSTEE | OFFICER | KEY EMPLOYEE | HIGHEST COMPENSATED | FORMER | | | |
| Dennis Head President | | X | | | X | | | | 0 | 0 | 0 |
| Elaine Aldridge Head Secretary | | X | | | X | | | | 0 | 0 | 0 |
| Shonda Renee Cirotto | | X | | | | | | | 0 | 0 | 0 |

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|----------|---------|---------|--------------|---------------------|--------|--|---|---|
| | | INDIVIDUAL | DIRECTOR | TRUSTEE | OFFICER | KEY EMPLOYEE | HIGHEST COMPENSATED | FORMER | | | |
| | | | | | | | | | | | |
| 1b Sub-total | | | | | | | | 0 | 0 | 0 | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | | | | |
| d Total (add lines 1b and 1c) | | | | | | | | 0 | 0 | 0 | |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

| | Yes | No |
|---|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶

Part VIII Statement of Revenue

| | | (A) | (B) | (C) | (D) |
|--|--|----------------------|------------------------------------|----------------------------|---|
| | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512, 513, or 514 |
| OTHER CONTRIBUTIONS SIMILAR ORGANIZATIONS GOVERNMENT GRANTS AND NONCASH CONTRIBUTIONS | 1a Federated campaigns | 1a | | | |
| | b Membership dues | 1b | | | |
| | c Fundraising events | 1c | | | |
| | d Related organizations | 1d | | | |
| | e Government grants (contributions) | 1e | | | |
| | f All other contributions, gifts, grants, & similar amounts not included above | 1f | 411,329 | | |
| | g Noncash contributions included in lines 1a-1f | \$ | 35 | | |
| | h Total. Add lines 1a-1f | | 411,329 | | |
| PROGRAM SERVICE REVENUE | 2a _____ | Business Code | | | |
| | b _____ | | | | |
| | c _____ | | | | |
| | d _____ | | | | |
| | e _____ | | | | |
| | f All other program service revenue | | | | |
| | g Total. Add lines 2a-2f | | | | |
| OTHER REVENUE | 3 Investment income (including dividends, interest, and other similar amounts) | | | | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | |
| | 5 Royalties | | | | |
| | 6a Gross Rents | (i) Real | (ii) Personal | | |
| | b Less: rental expenses | | | | |
| | c Rental income or (loss) | | | | |
| | d Net rental income or (loss) | | | | |
| | 7a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | |
| | b Less: cost or other basis and sales expenses | | | | |
| | c Gain or (loss) | | | | |
| | d Net gain or (loss) | | | | |
| | 8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | |
| | b Less: direct expenses | b | | | |
| | c Net income or (loss) from fundraising events | | | | |
| | 9a Gross income from gaming activities. See Part IV, line 19 | a | | | |
| | b Less: direct expenses | b | | | |
| | c Net income or (loss) from gaming activities | | | | |
| | 10a Gross sales of inventory, less returns and allowances | a | | | |
| b Less: cost of goods sold | b | | | | |
| c Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | Business Code | | | |
| 11a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d All other revenue | | | | | |
| e Total. Add lines 11a-11d | | | | | |
| 12 Total revenue. See instructions | | 411,329 | | | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 5,000 | 5,000 | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | | | | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | | | | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | | | | |
| 10 Payroll taxes | | | | |
| 11 Fees for services (non-employees): | | | | |
| a Management | 7,954 | | 7,954 | |
| b Legal | | | | |
| c Accounting | 1,016 | | 1,016 | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17. | | | | |
| f Investment management fees | | | | |
| g Other | | | | |
| 12 Advertising and promotion | 7,954 | 3,977 | 3,977 | |
| 13 Office expenses | 203 | | 203 | |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | | | | |
| 17 Travel | 72 | 72 | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 377 | 377 | | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | | | | |
| 23 Insurance | | | | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a <u>Student Tuition</u> | 365,234 | 365,234 | | |
| b <u>Student Allowance</u> | 213,673 | 213,673 | | |
| c <u>Applications/Registrations</u> | 44,974 | 44,909 | 65 | |
| d <u>Student Rent</u> | 31,521 | 31,521 | | |
| e All other expenses | 1,799 | 1,799 | | |
| 25 Total functional expenses. Add lines 1 through 24e | 679,777 | 666,562 | 13,215 | |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | | | | |

Part X Balance Sheet

| | | (A) | | (B) |
|--|--|-------------------|---------|-------------|
| | | Beginning of year | | End of year |
| A S S E T S | 1 Cash -- non-interest-bearing | 142,283 | 1 | 41,715 |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 25,000 | 4 | |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501 (c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | 51,790 | 8 | 76,791 |
| | 9 Prepaid expenses and deferred charges | | 9 | |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D. | 10a | | |
| | b Less: accumulated depreciation | 10b | 10c | |
| | 11 Investments -- publicly traded securities | | 11 | |
| | 12 Investments -- other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments -- program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets See Part IV, line 11 | | 15 | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 219,073 | 16 | 118,506 | |
| L I A B I L I T I E S | 17 Accounts payable and accrued expenses | 22,121 | 17 | 22,521 |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | | 21 | |
| | 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L. | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | 95,985 |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 22,121 | 26 | 118,506 |
| N E T A S S E T B A L A N C E S | Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 83,742 | 27 | |
| | 28 Temporarily restricted net assets | 113,210 | 28 | |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 Total net assets or fund balances | 196,952 | 33 | | |
| 34 Total liabilities and net assets/fund balances | 219,073 | 34 | 118,506 | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

| | | | |
|----------|--|----------|----------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 411,329 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 679,777 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -268,448 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 196,952 |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

| | Yes | No |
|--|-----|----|
| 1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| b Were the organization's financial statements audited by an independent accountant? | | X |
| c If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? N/A If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | | |
| d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits N/A | | |

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

| | |
|--|---|
| Name of the organization Barachel Foundation Inc | Employer identification number 02-0727568 |
|--|---|

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions--subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III--Functionally integrated
 - d Type III--Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | Yes | No |
|--|----------|----|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | 11g(i) | X |
| (ii) A family member of a person described in (i) above? | 11g(ii) | X |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11g(iii) | X |

h Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | No | Yes | No | |
| | | | | | | | | | |
| Total | | | | | | | | | |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.)

If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | 120,604 | 999,492 | 382,543 | 1,502,639 |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | 120,604 | 999,492 | 382,543 | 1,502,639 |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6.) | | | | | | 1,502,639 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | 120,604 | 999,492 | 382,543 | 1,502,639 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | -228 | | | -228 |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | -228 | | | -228 |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | 120,376 | 999,492 | 382,543 | 1,502,411 |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3 % support tests -- 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3 % support tests -- 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

m 84

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

Barachel Foundation Inc

Employer identification number

02-0727568

Students from China: Assist students to adjust to American culture and to American college campus.

Work in India: Provide support to an orphanage under the management of Pastor Roosevelt.

Work in Peru: Provide support to multiple orphanages under the management of Pastor Mario.

Part VI Section C: Documents are available for public inspection at the office of Barachel during normal business hours.

Section C Part VI, Documents are made available at the office of Barachel for the public to examine. Copies can be requested at the office or in writing.

Part VI, Section A, 2: There is a family relationship between certain board members.

990 PRINCIPAL OFFICER NAME AND ADDRESS

Attachment 1: Form 990 Page 1, Line F

| | | |
|---|---|--|
| Open to Public Inspection | For calendar year 2011, or tax period beginning | , and ending |
| Name of Organization Barachel Foundation Inc | | Employer Identification Number 02-0727568 |

990, Page 1, Line F

Principal officer name Dennis L Head
or
Business Name.

Street Address 3811 Turtle Creek Blvd
Ste 850

U.S. Address:

Zip code 75206 City Dallas State TX
or

Foreign Address

City

Province or State

Country

Postal code

990 PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENT

Attachment 2: Form 990 Page 2, Part III

| | | |
|---|---|--|
| Open to Public Inspection | For calendar year 2011, or tax period beginning | , and ending |
| Name of Organization Barachel Foundation Inc | | Employer Identification Number 02-0727568 |

| | | | | | |
|--|-----------|---------|----------------------|----------|---------|
| Part III - Statement of Program Service Accomplishments | | | | | |
| Code | Expenses: | 610,428 | including Grants of. | Revenue: | 367,907 |
| Exempt Purpose Achievements | | | | | |

The Barachel Foundation assisted over 35 Chinese students with tuition and expenses to attend intensive English programs and undergraduate classes at three universities in the United States.

990 BOOKS ARE IN CARE OF

Attachment 3: Form 990 Page 6, Part VI, Section C, Line 20

| | | |
|--|--|---|
| Open to Public Inspection | For calendar year 2011 or tax period beginning | , and ending |
| Name of Organization Barachel Foundation Inc | | Employer Identification Number 02-0727568 |

Part VI - Line 20

Individual Name Dennis L Head
or
Business Name:

Street Address 3811 Turtle Creek Blvd
Ste 850

U.S. Address:

Zip code 75219 City Dallas State TX

Foreign Address

City

Province or State

Country

Postal code

Phone Number (214) 219-3321

Fax Number (214) 219-3223

990 PAGE 10, OTHER EXPENSES

Attachment 4: Form 990 Page 10, Line 24 - Other Expenses

| | |
|--|--|
| Open to Public Inspection | For calendar year 2011 or tax period beginning _____, and ending _____ |
| Name of Organization Barachel Foundation Inc | Employer Identification Number 02-0727568 |

| Other Expenses | (A) Total | (B) Program Services | (C) Management and General | (D) Fundraising |
|-----------------------------------|-----------|----------------------|----------------------------|-----------------|
| Student DeMinimis Expenses | 1,799 | 1,799 | | |
| | | | | |
| Total: | 1,799 | 1,799 | | |

2011 Federal Depreciation Schedule

Barachel Foundation Inc
02-0727568

11-14-2012

| Description | Date | Method | Year | Cost | Land/ Other | §179 | Spec Allow | Basis | Prior | Current |
|-----------------|--------------|--------|------|--------|----------------|------|---------------|--------|--------|---------|
| Form 990 | | | | | | | | | | |
| Well | 08-01-09 | S/L | 0 | 74,189 | 0 | 0 | 0 | 74,189 | 22,399 | 0 |
| 1 Asset | Totals | | | 74,189 | 0 | 0 | 0 | 74,189 | 22,399 | 0 |
| 1 Asset | Grand Totals | | | 74,189 | 0 | 0 | 0 | 74,189 | 22,399 | 0 |

* Asset disposed this year

~C Carryover basis in like-kind exchange transaction

~B Excess basis in like-kind exchange transaction

2011 AMT Depreciation Schedule

Barachel Foundation Inc
02-0727568

11-14-2012

| Description | Date | Method | Year | Basis | Prior | AMT | Regular | Adjust |
|---------------------|----------|--------|------|---------------|----------|----------|----------|----------|
| Form 990 | | | | | | | | |
| Well | 08-01-09 | S/L | 0 | 74,189 | 0 | 0 | 0 | 0 |
| 1 Asset | | | | 74,189 | 0 | 0 | 0 | 0 |
| 1 Asset | | | | 74,189 | 0 | 0 | 0 | 0 |
| Grand Totals | | | | 74,189 | 0 | 0 | 0 | 0 |

* Asset disposed this year

~C Carryover basis in like-kind exchange transaction

~B Excess basis in like-kind exchange transaction

2011 DETAIL STATEMENTS

Barachel Foundation Inc
02-0727568

STATEMENT #1 - All other contributions etc. (990-EO PG 9 Line 1f)

| | |
|--------------------------------|---------|
| Church at Turtle Creek..... | 500 |
| Patsy Nunnally..... | 10,000 |
| Judy Bruant..... | 10,100 |
| Pingze Gao..... | 10,000 |
| Individuals..... | 1,330 |
| Hong Yang..... | 10,000 |
| Piper Terrill Corporation..... | 400 |
| Strong Group..... | 1,092 |
| Distributions 4640..... | 183,807 |
| Distributions 4720..... | 10,152 |
| Distributions 4300 Series..... | 81,961 |
| Zhenjun Shen..... | 4,000 |
| Distributions 4600 Series..... | 87,987 |

TOTAL CARRIED TO 990-EO PG 9 Line 1f..... 411,329
