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Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation PETER K. BARKER FOUNDATION		A Employer identification number 13-3198247
Number and street (or P O box number if mail is not delivered to street address) BCRS ASSOCIATES, LLC 77 WATER STREET	Room/suite 9TH FL	B Telephone number (see instructions) (212) 440-0800
City or town, state, and ZIP code NEW YORK, NY 10005		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,790,886.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
	<input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		NONE		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		127.	127.		ATCH 1
4 Dividends and interest from securities		48,725.	48,725.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		239,103.			
b Gross sales price for all assets on line 6a 1,102,389.					
7 Capital gain net income (from Part IV, line 2)			239,103.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		287,955.	287,955.		
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 3		5,550.	2,775.		2,775.
c Other professional fees (attach schedule) *		20,965.	20,965.		
17 Interest					
18 Taxes (attach schedule) (see instructions) *		1,000.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		830.	785.		45.
24 Total operating and administrative expenses. Add lines 13 through 23		28,345.	24,525.		2,820.
25 Contributions, gifts, grants paid		157,225.			157,225.
26 Total expenses and disbursements Add lines 24 and 25		185,570.	24,525.		160,045.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		102,385.			
b Net investment income (if negative, enter -0-)			263,430.		
c Adjusted net income (if negative, enter -0-)				0	

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Operating and Administrative Expenses E2 635

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	98,537.	86,262.	86,262.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	2,235,868.	2,350,527.	2,704,624.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,334,405.	2,436,789.	2,790,886.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,334,405.	2,436,789.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	2,334,405.	2,436,789.			
31	Total liabilities and net assets/fund balances (see instructions)	2,334,405.	2,436,789.			

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	2,334,405.
2	Enter amount from Part I, line 27a	2	102,385.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,436,790.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,436,789.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	SEE PART IV SCHEDULE				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	239,103.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	149,889.	2,817,680.	0.053196
2009	119,945.	2,508,736.	0.047811
2008	175,744.	3,181,150.	0.055245
2007	197,511.	4,047,556.	0.048798
2006	181,645.	3,701,709.	0.049071
2	Total of line 1, column (d)		2 0.254121
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.050824
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 2,993,831.
5	Multiply line 4 by line 3		5 152,158.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,634.
7	Add lines 5 and 6		7 154,792.
8	Enter qualifying distributions from Part XII, line 4 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		8 160,045.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,634.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,634.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,634.
6 Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	2,331.
b	Exempt foreign organizations - tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	2,331.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	303.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a 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? <i>If "No," attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 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 BCRS ASSOCIATES, LLC Telephone no 212-440-0800
Located at 77 WATER STREET, 9TH FL; NEW YORK, NY ZIP + 4 10005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2011, 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 instructions)? 1b N/A
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 2011? 1c N/A
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes X 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) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 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 2011) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	NONE	0

Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).	0
2 N/A	
3 N/A	
4 N/A	

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

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

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	2,886,436.
b	Average of monthly cash balances	1b	152,986.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,039,422.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,039,422.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,591.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,993,831.
6	Minimum investment return. Enter 5% of line 5	6	149,692.

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	149,692.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,634.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,634.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	147,058.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	147,058.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	147,058.

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	160,045.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	160,045.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	2,634.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	157,411.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				147,058.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				0.
b From 2007				3,578.
c From 2008				18,038.
d From 2009				0.
e From 2010				10,343.
f Total of lines 3a through e	31,959.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 160,045.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions).		NONE		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				147,058.
e Remaining amount distributed out of corpus	12,987.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,946.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	44,946.			
10 Analysis of line 9				
a Excess from 2007	3,578.			
b Excess from 2008	18,038.			
c Excess from 2009	0.			
d Excess from 2010	10,343.			
e Excess from 2011	12,987.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 2011, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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)(ii)					
(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 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))

ATTACHMENT 10

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT ATTACHED				157,225.
Total				157,225.
b <i>Approved for future payment</i> N/A				
Total				3b

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust PETER K. BARKER FOUNDATION	Employer identification number 13-3198247
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Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	6,026.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	6,026.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	233,077.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	233,077.

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		6,026.
14	Net long-term gain or (loss):			
a	Total for year	14a		233,077.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		239,103.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)			30
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
147,457.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VAR 147,457.	VAR
25,074.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 20,676.				P	VAR 4,398.	VAR
190,187.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 147,129.				P	VAR 43,058.	VAR
309,869.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 308,241.				P	VAR 1,628.	VAR
429,802.		SEE STATEMENT ATTACHED PROPERTY TYPE: SECURITIES 387,240.				P	VAR 42,562.	VAR
TOTAL GAIN (LOSS)							<u>239,103.</u>	

PETER K. BARKER FOUNDATION

13-3198247

SUPPLEMENTARY STATEMENTS

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS THE ORGANIZATION DOES NOT PRESENTLY RECEIVE APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST ON CHECKING	7.	7.	
INTEREST ON BDA	120.	120.	
TOTAL	<u>127.</u>	<u>127.</u>	

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS	48,725.	48,725.	
TOTAL	<u>48,725.</u>	<u>48,725.</u>	

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BCRS ASSOCIATES, LLC	5,550.	2,775.	2,775.	2,775.
TOTALS	<u>5,550.</u>	<u>2,775.</u>	<u>2,775.</u>	<u>2,775.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES-- GS CO	20,965.	20,965.		
TOTALS	<u>20,965.</u>	<u>20,965.</u>		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
4TH QTR ESTIMATE TAX PAYMENT - FYE 12/31/2011	1,000.			
TOTALS	1,000.			

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	785.	785.		10.
BANK CHARGES	10.			25.
ATTORNEY GENERAL OF CA	25.			10.
FRANCHISE TAX BOARD OF CA	10.			
TOTALS	830.	785.		45.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE LONG POSITION ATTACHED I	585,345.	589,080.	653,734.
SEE LONG POSITION ATTACHED II	804,721.	839,908.	1,146,007.
SEE LONG POSITION ATTACHED III	845,802.	921,539.	904,883.
TOTALS	<u>2,235,868.</u>	<u>2,350,527.</u>	<u>2,704,624.</u>

ATTACHMENT 8

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ROUNDING	1.
TOTAL	<u>1.</u>

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

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PETER K. BARKER C/O BCBS ASSOCIATES, LLC 77 WATER STREET - 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
ROBIN B. BARKER C/O BCBS ACSSOCIATES, LLC 77 WATER STREET - 9TH FLOOR NEW YORK, NY 10005	TRUSTEE/PARTTIME	0	0	0
GRAND TOTALS		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

PETER K. BARKER; C/O BCRS ASSOCIATES, LLC
77 WATER STREET, 9TH FL., NEW YORK, NY 10005

Barker Foundation -
From 01-Jan-2011 To 31-Dec-2011

Base Currency USD

Realized Gains/Losses Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
GOLDMAN SACHS GROUP, INC (THE) CMN		11-May-11	1,000	147,457	16		Not Available

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Barker Foundation - Delaware
 From 01-Jan-2011 To 31-Dec-2011
 Separate Account Strategy Delaware Large Cap Growth

Base Currency USD

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
PERRIGO COMPANY CMN	7-Sep-10	12-Apr-11	22	1,871.24	1,273.55	597.69	Short-Term
POLYCOM INC CMN	7-Sep-10	13-Apr-11	59	2,860.43	1,616.35	1,244.08	Short-Term
POLYCOM INC CMN	7-Sep-10	26-Apr-11	81	4,743.54	2,219.06	2,524.48	Short-Term
POLYCOM INC CMN	7-Sep-10	6-May-11	46	2,654.04	1,260.21	1,393.83	Short-Term
MEDCO HEALTH SOLUTIONS, INC CMN	12-Apr-11	26-Oct-11	67	3,439.22	3,719.46	-280.24	Short-Term
MEDCO HEALTH SOLUTIONS, INC CMN	9-May-11	26-Oct-11	38	1,950.60	2,401.00	-450.4	Short-Term
MEDCO HEALTH SOLUTIONS, INC CMN	27-Sep-10	10-Aug-11	12	641.73	614.34	27.39	Short-Term
MEDCO HEALTH SOLUTIONS, INC CMN	7-Sep-10	10-Aug-11	86	4,599.08	3,897.11	701.97	Short-Term
THE BANK OF NY MELLON CORP CMN	6-Jan-11	24-Aug-11	117	2,314.74	3,675.51	-1,360.77	Short-Term
				<u>25,074.62</u>	<u>20,676.59</u>	<u>4,398.03</u>	
TOTAL							
VERISIGN INC CMN	28-Jul-08	3-Jan-11	55	1,835.20	1,830.71	4.5	Long-Term
VERISIGN INC CMN	15-Jul-08	3-Jan-11	118	3,937.35	4,003.73	-66.39	Long-Term
EXPEDITORS INTL WASH INC CMN	8-Feb-05	6-Jan-11	84	4,581.97	2,339.40	2,242.57	Long-Term
NIKE CLASS-B CMN CLASS B	1-Apr-09	14-Jan-11	47	3,907.75	2,208.53	1,699.22	Long-Term
PRICELINE COM INC CMN	21-Sep-09	18-Jan-11	10	4,391.23	1,647.68	2,743.55	Long-Term
GOOGLE, INC CMN CLASS A	22-Mar-06	18-Jan-11	3	1,920.44	1,028.95	891.49	Long-Term
PRICELINE COM INC CMN	24-Sep-09	18-Jan-11	4	1,756.49	638.61	1,117.88	Long-Term
NOVO-NORDISK A/S ADR ADR CMN	4-Mar-09	19-Jan-11	41	4,667.19	1,911.11	2,756.08	Long-Term
NIKE CLASS-B CMN CLASS B	1-Apr-09	19-Jan-11	5	416.44	234.95	181.49	Long-Term
NIKE CLASS-B CMN CLASS B	9-Apr-09	19-Jan-11	9	749.6	473.36	276.24	Long-Term
TERADATA CORPORATION CMN	19-Oct-07	20-Jan-11	66	3,010.24	1,830.66	1,179.59	Long-Term
TERADATA CORPORATION CMN	11-Oct-07	20-Jan-11	3	136.83	80.92	55.91	Long-Term
INTUIT INC CMN	8-Feb-05	19-Jan-11	104	4,924.92	1,976.00	2,948.92	Long-Term
TERADATA CORPORATION CMN	19-Oct-07	23-Feb-11	79	3,691.05	2,191.24	1,499.81	Long-Term
VERISIGN INC CMN	12-Aug-08	24-Feb-11	130	4,582.26	4,272.02	310.24	Long-Term
PRICELINE COM INC CMN	30-Sep-09	15-Mar-11	3	1,358.85	490.38	868.47	Long-Term
VERISIGN INC CMN	24-Sep-09	23-Feb-11	5	2,111.78	798.27	1,313.52	Long-Term
VERISIGN INC CMN	28-Jul-08	20-Jan-11	70	2,276.63	2,329.99	-53.36	Long-Term
PRICELINE COM INC CMN	28-Jul-08	24-Feb-11	29	1,022.20	965.28	56.91	Long-Term
INTUIT INC CMN	24-Sep-09	15-Mar-11	5	2,264.76	798.26	1,466.49	Long-Term
SYNGENTA AG SPONSORED ADR CMN	8-Feb-05	19-Apr-11	28	1,520.24	532	988.24	Long-Term
SYNGENTA AG SPONSORED ADR CMN	27-Feb-09	9-May-11	11	769.75	454.57	315.18	Long-Term
INTUIT INC CMN	26-Feb-09	9-May-11	24	1,679.45	961.43	718.02	Long-Term
PROCTER & GAMBLE COMPANY (THE) CMN	8-Feb-05	9-May-11	102	5,529.66	1,938.00	3,591.66	Long-Term
PROCTER & GAMBLE COMPANY (THE) CMN	8-Feb-05	11-May-11	246	16,215.49	12,363.08	3,852.41	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	1-Feb-06	11-May-11	112	7,382.66	6,655.40	727.26	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	2-Mar-09	11-May-11	33	2,175.25	1,566.91	608.34	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	5-Feb-09	21-Jul-11	16	1,016.29	771.77	244.52	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	30-Jan-09	21-Jul-11	316	20,071.74	14,294.86	5,776.88	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	30-Mar-09	25-Jul-11	33	2,167.63	1,301.11	866.52	Long-Term
VISA INC CMN CLASS A	27-Mar-08	20-Oct-11	19	1,735.28	1,210.87	524.42	Long-Term
VISA INC CMN CLASS A	1-Apr-08	20-Oct-11	41	3,744.56	2,523.38	1,221.17	Long-Term

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PRICELINE COM INC CMN	30-Sep-09	24-Oct-11	5	2,577.81	817.3	1,760.51	Long-Term
PERRIGO COMPANY CMN	7-Sep-10	24-Oct-11	30	3,032.40	1,736.66	1,295.74	Long-Term
PRICELINE COM INC CMN	30-Sep-09	27-Oct-11	6	3,120.32	980.76	2,139.56	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	27-Sep-10	26-Oct-11	85	4,363.19	4,351.60	11.6	Long-Term
PRICELINE COM INC CMN	20-Oct-09	27-Oct-11	2	1,040.11	351.51	688.6	Long-Term
WALGREEN CO CMN	8-Feb-05	8-Nov-11	200	6,506.61	8,738.00	-2,231.39	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	5-Feb-09	25-Jul-11	39	2,561.74	1,881.19	680.55	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	2-Mar-09	25-Jul-11	78	5,123.49	2,962.73	2,160.76	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	12-Feb-10	8-Aug-11	35	1,792.19	2,163.61	-371.41	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	30-Mar-09	8-Aug-11	20	1,024.11	788.55	235.56	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	12-Feb-10	10-Aug-11	13	695.21	803.63	-108.42	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	22-Jul-10	10-Aug-11	31	1,657.81	1,533.56	124.25	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	3-May-10	10-Aug-11	42	2,246.06	2,431.20	-185.14	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	23-Jul-10	10-Aug-11	28	1,497.37	1,396.50	100.87	Long-Term
MEDCO HEALTH SOLUTIONS, INC CMN	15-Oct-08	19-Aug-11	246	4,781.80	7,696.36	-2,914.56	Long-Term
THE BANK OF NY MELLON CORP CMN	24-Nov-08	24-Aug-11	63	1,246.40	1,916.19	-669.79	Long-Term
THE BANK OF NY MELLON CORP CMN	15-Oct-08	24-Aug-11	115	2,275.17	3,597.89	-1,322.72	Long-Term
THE BANK OF NY MELLON CORP CMN	29-Jan-09	24-Aug-11	173	3,422.65	4,686.28	-1,263.63	Long-Term
THE BANK OF NY MELLON CORP CMN	2-Mar-09	24-Aug-11	143	2,829.13	3,084.65	-255.52	Long-Term
THE BANK OF NY MELLON CORP CMN	5-Feb-09	24-Aug-11	96	1,899.28	2,684.72	-785.45	Long-Term
THE BANK OF NY MELLON CORP CMN	19-Jan-10	24-Aug-11	88	1,741.00	2,563.50	-842.5	Long-Term
CROWN CASTLE INTL CORP COMMON STOCK	29-Jun-07	6-Oct-11	118	4,830.16	4,260.41	569.75	Long-Term
CROWN CASTLE INTL CORP COMMON STOCK	26-Jun-07	6-Oct-11	42	1,719.21	1,432.86	286.35	Long-Term
TERADATA CORPORATION CMN	19-Oct-07	6-Oct-11	56	3,017.11	1,553.28	1,463.83	Long-Term
ADOBE SYSTEMS INC CMN	30-Apr-09	20-Oct-11	90	2,349.34	2,457.54	-108.2	Long-Term
ADOBE SYSTEMS INC CMN	1-May-09	20-Oct-11	16	417.66	439.47	-21.81	Long-Term
MASTERCARD INCORPORATED CMN CLASS A	5-Feb-08	20-Oct-11	15	4,868.66	3,175.44	1,693.22	Long-Term

TOTAL

190,187.17 147,128.82 43,058.36

TOTAL

215,261.79 167,805.41 47,456.39

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Barker Foundation - LCV Conc
 From 01-Jan-2011 To 31-Dec-2011
 Separate Account Strategy GSAM Large Cap Value (Concentrated)

Base Currency USD

Description	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Gain Type
DOW CHEMICAL CO CMN	27-May-10	13-Jan-11	230	8,181.79	6,350.21	1,831.59	Short-Term
RANGE RESOURCES CORPORATION CMN	19-Jan-10	14-Jan-11	107	5,139.61	5,629.08	-489.47	Short-Term
RANGE RESOURCES CORPORATION CMN	26-Feb-10	14-Jan-11	41	1,969.38	2,080.44	-111.06	Short-Term
RANGE RESOURCES CORPORATION CMN	25-Feb-10	14-Jan-11	32	1,537.08	1,628.65	-91.57	Short-Term
RANGE RESOURCES CORPORATION CMN	26-Feb-10	21-Jan-11	15	683.57	761.14	-77.57	Short-Term
RANGE RESOURCES CORPORATION CMN	9-Mar-10	21-Jan-11	53	2,415.27	2,716.99	-301.72	Short-Term
RANGE RESOURCES CORPORATION CMN	4-Mar-10	21-Jan-11	98	4,465.97	4,865.87	-399.9	Short-Term
RANGE RESOURCES CORPORATION CMN	10-Mar-10	21-Jan-11	44	2,005.13	2,262.26	-257.13	Short-Term
RANGE RESOURCES CORPORATION CMN	28-Jul-10	21-Jan-11	109	4,967.26	4,179.69	787.57	Short-Term
ARCHER DANIELS MIDLAND CO CMN	15-Jun-10	2-Feb-11	119	4,193.98	3,172.17	1,021.81	Short-Term
ARCHER DANIELS MIDLAND CO CMN	16-Jun-10	2-Feb-11	377	13,286.80	10,048.09	3,240.71	Short-Term
ARCHER DANIELS MIDLAND CO CMN	30-Jul-10	8-Feb-11	104	5,092.04	4,566.11	525.93	Short-Term
WEATHERFORD INTERNATIONAL LTD CMN	4-Feb-11	2-Mar-11	201	4,071.00	4,888.88	-817.88	Short-Term
WEATHERFORD INTERNATIONAL LTD CMN	22-Dec-10	2-Mar-11	382	7,736.93	8,675.27	-938.34	Short-Term
WEATHERFORD INTERNATIONAL LTD CMN	21-Dec-10	2-Mar-11	403	8,162.26	9,116.31	-954.05	Short-Term
CLIFFS NATURAL RESOURCES INC CMN	14-Jan-11	11-Mar-11	54	4,692.31	4,693.31	-1	Short-Term
AFLAC INCORPORATED CMN	18-May-10	18-Mar-11	99	5,038.77	4,464.09	574.68	Short-Term
CBS CORPORATION CMN CLASS B	29-Nov-10	25-Mar-11	305	7,571.30	4,922.32	2,648.98	Short-Term
EMC CORPORATION MASS CMN	28-Apr-10	30-Mar-11	200	5,389.53	3,891.57	1,497.96	Short-Term
BIODIESEL INC CMN	18-May-10	4-Apr-11	86	6,283.67	4,349.95	1,933.72	Short-Term
ENERGY CORPORATION CMN	3-Sep-10	12-Apr-11	16	1,045.87	1,280.46	-234.59	Short-Term
EMC CORPORATION MASS CMN	28-Apr-10	27-Apr-11	147	4,134.54	2,860.30	1,274.24	Short-Term
CBS CORPORATION CMN CLASS B	29-Nov-10	4-May-11	244	6,400.70	3,937.86	2,462.84	Short-Term
HESS CORPORATION CMN	22-Mar-11	4-May-11	185	14,304.57	15,141.23	-836.66	Short-Term
CBS CORPORATION CMN CLASS B	30-Nov-10	4-May-11	26	682.04	423.11	258.94	Short-Term
DOW CHEMICAL CO CMN	18-May-10	4-May-11	135	5,367.16	3,727.29	1,639.87	Short-Term
JPMORGAN CHASE & CO CMN	29-Nov-10	16-May-11	124	5,380.31	4,879.60	500.71	Short-Term
CBS CORPORATION CMN CLASS B	30-Nov-10	6-Jul-11	52	1,475.10	846.21	628.89	Short-Term
CBS CORPORATION CMN CLASS B	6-Dec-10	6-Jul-11	259	7,347.14	4,541.58	2,805.56	Short-Term
CBS CORPORATION CMN CLASS B	7-Dec-10	6-Jul-11	244	6,921.63	4,362.98	2,558.65	Short-Term
COMCAST CORPORATION CMN CLASS A VOTING	12-Aug-10	18-Jul-11	270	6,418.09	4,889.58	1,528.51	Short-Term
COMCAST CORPORATION CMN CLASS A VOTING	16-May-11	18-Jul-11	67	1,592.64	1,656.58	-63.94	Short-Term
CLIFFS NATURAL RESOURCES INC CMN	14-Jan-11	21-Sep-11	38	2,475.17	3,302.70	-827.53	Short-Term
CLIFFS NATURAL RESOURCES INC CMN	14-Jan-11	29-Sep-11	82	4,489.56	7,126.88	-2,637.32	Short-Term
CLIFFS NATURAL RESOURCES INC CMN	1-Feb-11	29-Sep-11	58	3,175.54	5,153.21	-1,977.67	Short-Term
CAMERON INTERNATIONAL CORP CMN	7-Mar-11	30-Sep-11	130	5,538.43	6,065.32	-526.89	Short-Term
OCCIDENTAL PETROLEUM CORP CMN	16-May-11	30-Sep-11	16	1,158.36	1,647.04	-488.68	Short-Term
CVS CAREMARK CORPORATION CMN	16-May-11	6-Oct-11	39	1,304.91	1,498.04	-193.13	Short-Term
CONOCOPHILLIPS CMN	30-Mar-11	25-Oct-11	62	4,406.04	4,954.85	-548.81	Short-Term
EVEREST RE GROUP LTD CMN	28-Jan-11	10-Nov-11	44	3,942.70	3,768.84	173.86	Short-Term
EVEREST RE GROUP LTD CMN	25-Jan-11	10-Nov-11	42	3,763.48	3,600.02	163.46	Short-Term
MAXIM INTEGRATED PRODUCTS INC CMN	27-Jan-11	10-Nov-11	17	1,523.31	1,465.08	58.24	Short-Term
BANK OF AMERICA CORP CMN	8-Aug-11	22-Nov-11	635	15,676.88	13,563.73	2,113.15	Short-Term
BANK OF AMERICA CORP CMN	17-May-11	30-Nov-11	425	2,254.91	5,032.53	-2,777.62	Short-Term
CONOCOPHILLIPS CMN	30-Mar-11	13-Dec-11	199	14,064.10	15,903.46	-1,839.36	Short-Term
BANK OF AMERICA CORP CMN	16-May-11	28-Nov-11	152	837.92	1,836.16	-998.24	Short-Term
FORD MOTOR COMPANY CMN	6-Jul-11	30-Nov-11	11	58.36	132.88	-74.52	Short-Term
BANK OF AMERICA CORP CMN	7-Mar-11	15-Dec-11	409	4,193.50	5,741.22	-1,547.72	Short-Term
CAMERON INTERNATIONAL CORP CMN	12-Apr-11	16-Dec-11	205	9,712.89	12,718.39	-3,005.50	Short-Term
PPL CORPORATION CMN	12-Apr-11	22-Dec-11	187	5,514.04	4,882.21	631.83	Short-Term
GOOGLE INC CMN CLASS A	22-Apr-11	22-Dec-11	2	1,261.19	1,073.46	187.72	Short-Term
CISCO SYSTEMS, INC CMN	11-Oct-11	22-Dec-11	790	14,327.57	13,395.58	931.99	Short-Term

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GOOGLE, INC CMN CLASS A	14-Jan-11	22-Dec-11	10	6,305 92	6,228 67	77 25 Short-Term
EQT CORPORATION CMN	23-Aug-11	22-Dec-11	249	13,654 77	13,167 13	687 64 Short-Term
BOSTON SCIENTIFIC CORP COMMON STOCK	9-Feb-11	22-Dec-11	2,236	11,704 54	15,489 96	-3,785 43 Short-Term
EQT CORPORATION CMN	18-Oct-11	22-Dec-11	65	3,616 71	4,227 45	-610 74 Short-Term
CISCO SYSTEMS, INC CMN	19-Oct-11	22-Dec-11	284	5,150 87	4,935 13	215 54 Short-Term
BOSTON SCIENTIFIC CORP COMMON STOCK	31-Mar-11	22-Dec-11	714	3,737 50	5,271 23	-1,533 74 Short-Term
WELLPOINT, INC CMN	16-May-11	22-Dec-11	28	1,869 25	2,257 36	-388 11 Short-Term
				<u>309,869.66</u>	<u>308,241.69</u>	<u>1,627.97</u>
BAXTER INTERNATIONAL INC CMN	23-Jan-08	13-Jan-11	43	2,164 78	2,588 67	-423 89 Long-Term
BAXTER INTERNATIONAL INC CMN	11-Jan-08	13-Jan-11	32	1,611 00	2,037 37	-426 37 Long-Term
BAXTER INTERNATIONAL INC CMN	16-Jan-08	13-Jan-11	65	3,272 34	4,191 06	-918 72 Long-Term
THE TRAVELERS COMPANIES, INC CMN	31-Jan-08	25-Jan-11	120	6,742 92	5,670 00	1,072 92 Long-Term
THE TRAVELERS COMPANIES, INC CMN	29-Nov-07	25-Jan-11	14	786 67	726 85	59 82 Long-Term
HONEYWELL INTL INC CMN	30-Dec-08	26-Jan-11	31	1,720 10	998 08	724 02 Long-Term
OCCIDENTAL PETROLEUM CORP CMN	26-Jun-09	25-Jan-11	28	2,698 87	1,811 08	887 79 Long-Term
THE TRAVELERS COMPANIES, INC CMN	22-Jan-09	25-Jan-11	23	1,292 39	905 39	387 Long-Term
HONEYWELL INTL INC CMN	18-Sep-08	26-Jan-11	112	6,214 54	4,875 33	1,339 21 Long-Term
THE TRAVELERS COMPANIES, INC CMN	22-Jan-09	26-Jan-11	92	5,179 12	3,621 56	1,557 56 Long-Term
OCCIDENTAL PETROLEUM CORP CMN	26-Jan-11	26-Jan-11	63	6,158 87	4,074 92	2,083 95 Long-Term
BAXTER INTERNATIONAL INC CMN	28-Jun-09	4-Feb-11	92	2,790 83	3,431 49	-640 66 Long-Term
BAXTER INTERNATIONAL INC CMN	23-Jan-08	8-Feb-11	57	5,973 36	5,801 50	171 86 Long-Term
BAXTER INTERNATIONAL INC CMN	5-Jun-09	8-Feb-11	122	3,378 37	3,893 22	-514 85 Long-Term
BIODIAC INC CMN	4-Dec-09	8-Feb-11	69	1,616 24	1,049 79	566 45 Long-Term
BIODIAC INC CMN	28-Oct-09	23-Feb-11	24	808 12	577 55	230 57 Long-Term
BIODIAC INC CMN	3-Aug-09	23-Feb-11	12	5,050 76	3,633 48	1,417 28 Long-Term
OCCIDENTAL PETROLEUM CORP CMN	4-Aug-09	23-Feb-11	75	623 75	370 51	253 24 Long-Term
OCCIDENTAL PETROLEUM CORP CMN	9-Jul-09	24-Feb-11	6	6,029 55	3,751 52	2,278 04 Long-Term
OCCIDENTAL PETROLEUM CORP CMN	26-Jun-09	24-Feb-11	58	7,074 64	4,638 26	2,436 38 Long-Term
AFLAC INCORPORATED CMN	7-May-09	18-Mar-11	139	5,242 36	4,162 07	1,080 29 Long-Term
AFLAC INCORPORATED CMN	19-Aug-09	18-Mar-11	103	232 29	303 22	-70 93 Long-Term
SLM CORPORATION CMN	29-Jan-08	30-Mar-11	15	3,329 51	3,863 77	-534 26 Long-Term
SLM CORPORATION CMN	7-Mar-08	30-Mar-11	215	1,54 86	208 34	-53 48 Long-Term
SLM CORPORATION CMN	11-Mar-08	30-Mar-11	10	1,471 18	1,886 35	-215 17 Long-Term
SLM CORPORATION CMN	23-May-08	30-Mar-11	39	603 98	922 58	-318 62 Long-Term
SLM CORPORATION CMN	28-Oct-09	1-Apr-11	142	10,354 47	6,211 29	4,143 19 Long-Term
BIODIAC INC CMN	22-Apr-08	30-Mar-11	60	929 17	1,052 69	-123 52 Long-Term
SLM CORPORATION CMN	27-May-08	30-Mar-11	30	464 58	705 35	-240 77 Long-Term
SLM CORPORATION CMN	28-Sep-09	30-Mar-11	95	7,270 57	3,977 79	3,292 78 Long-Term
NEWFIELD EXPLORATION CO CMN	28-Oct-09	4-Apr-11	1	73 07	43 74	29 33 Long-Term
BIODIAC INC CMN	8-Feb-05	11-Apr-11	122	7,977 45	8,684 50	-707 05 Long-Term
ENERGY CORPORATION CMN	11-Apr-06	12-Apr-11	55	3,595 16	3,780 91	-185 75 Long-Term
ENERGY CORPORATION CMN	8-Feb-05	12-Apr-11	36	2,353 20	2,562 64	-209 44 Long-Term
HONEYWELL INTL INC CMN	30-Dec-08	21-Apr-11	103	6,183 22	3,309 55	2,873 66 Long-Term
HONEYWELL INTL INC CMN	8-Jul-09	21-Apr-11	4	240 13	117 75	122 38 Long-Term
THE BANK OF NY MELLON CORP CMN	23-Oct-09	28-Apr-11	104	2,972 22	3,061 93	-89 71 Long-Term
THE BANK OF NY MELLON CORP CMN	1-Feb-10	28-Apr-11	212	6,058 76	6,257 81	-199 05 Long-Term
THE BANK OF NY MELLON CORP CMN	22-Oct-09	28-Apr-11	44	1,257 48	1,273 89	-16 42 Long-Term
THE BANK OF NY MELLON CORP CMN	28-Oct-09	28-Apr-11	139	3,972 49	3,849 27	265 97 Long-Term
NEWFIELD EXPLORATION CO CMN	28-Sep-09	4-May-11	11	726 55	460 59	265 97 Long-Term
NEWFIELD EXPLORATION CO CMN	20-Oct-09	4-May-11	58	3,830 91	2,843 26	987 64 Long-Term
JPMORGAN CHASE & CO CMN	14-Nov-08	16-May-11	98	4,252 18	3,471 11	781 07 Long-Term
JPMORGAN CHASE & CO CMN	19-Dec-08	16-May-11	130	5,640 65	3,812 03	1,828 62 Long-Term
JPMORGAN CHASE & CO CMN	16-Feb-06	16-May-11	9	390 51	365 81	24 7 Long-Term
JPMORGAN CHASE & CO CMN	15-Jun-06	16-May-11	90	3,905 07	3,648 22	256 85 Long-Term
JPMORGAN CHASE & CO CMN	11-Oct-07	16-May-11	130	5,640 65	6,161 74	-521 09 Long-Term
JPMORGAN CHASE & CO CMN	4-May-07	16-May-11	60	2,603 38	3,180 20	-576 82 Long-Term
JPMORGAN CHASE & CO CMN	31-Oct-07	16-May-11	460	19,959 23	21,756 90	-1,797 67 Long-Term
COMCAST CORPORATION CMN CLASS A VOTING	2-Jul-10	18-Jul-11	772	18,350 97	13,421 15	4,929 82 Long-Term
GOOGLE, INC CMN CLASS A	4-May-10	22-Jul-11	3	1,831 07	1,520 25	310 82 Long-Term
DISH NETWORK CORPORATION CMN CLASS A	29-Jun-09	22-Jul-11	154	4,934 02	2,473 13	2,460 89 Long-Term
GOOGLE, INC CMN CLASS A	30-Apr-10	22-Jul-11	10	6,103 58	5,301 08	802 5 Long-Term
DOW CHEMICAL CO CMN	27-May-10	9-Aug-11	433	12,144 88	11,954 95	189 93 Long-Term

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NEWFIELD EXPLORATION CO CMN	20-Oct-09	31	1,401 63	1,519 88	-118 05	Long-Term
NEWFIELD EXPLORATION CO CMN	28-Jul-10	79	3,571 90	4,246 74	-674 84	Long-Term
PEPSICO INC CMN	1-Jul-10	84	5,355 37	5,136 49	218 88	Long-Term
NEWFIELD EXPLORATION CO CMN	15-Dec-09	111	5,018 74	5,054 70	-35 96	Long-Term
CVS CAREMARK CORPORATION CMN	6-May-10	147	5,374 78	5,173 37	201 41	Long-Term
OCCIDENTAL PETROLEUM CORP CMN	9-Jul-09	40	2,890 90	2,470 04	420 86	Long-Term
OCCIDENTAL PETROLEUM CORP CMN	30-Sep-11	44	3,180 00	3,131 12	48 88	Long-Term
OCCIDENTAL PETROLEUM CORP CMN	13-Aug-09	57	4,119 54	4,014 28	105 28	Long-Term
OCCIDENTAL PETROLEUM CORP CMN	11-Feb-10	48	3,469 09	3,809 21	-340 13	Long-Term
OCCIDENTAL PETROLEUM CORP CMN	24-May-10	60	4,336 36	4,748 57	-412 21	Long-Term
CVS CAREMARK CORPORATION CMN	6-May-10	103	3,446 30	3,624 88	-178 58	Long-Term
CVS CAREMARK CORPORATION CMN	7-May-10	122	4,082 03	4,165 71	-83 68	Long-Term
CVS CAREMARK CORPORATION CMN	29-Jun-09	254	8,498 65	8,835 31	-336 66	Long-Term
DISH NETWORK CORPORATION CMN CLASS A	6-Oct-11	63	1,721 60	1,011 74	709 87	Long-Term
DISH NETWORK CORPORATION CMN CLASS A	11-Oct-11	266	7,268 98	4,602 77	2,666 21	Long-Term
DISH NETWORK CORPORATION CMN CLASS A	19-Oct-11	9	5,311 72	4,560 75	750 97	Long-Term
GOOGLE INC CMN CLASS A	11-Oct-11	474	12,953 00	7,585 52	5,367 48	Long-Term
DISH NETWORK CORPORATION CMN CLASS A	30-Jun-09	84	5,534 93	3,265 30	2,269 63	Long-Term
WELLPOINT, INC CMN	28-Oct-08	149	4,880 85	5,628 07	-747 22	Long-Term
U S BANCORP CMN	16-Dec-09	284	7,377 74	6,662 60	715 14	Long-Term
U S BANCORP CMN	18-Jun-10	283	7,351 77	6,750 03	601 74	Long-Term
U S BANCORP CMN	21-Jun-10	58	1,506 72	1,379 22	127 51	Long-Term
FRANKLIN RESOURCES INC CMN	28-Oct-11	25	2,532 87	1,321 43	1,211 44	Long-Term
FRANKLIN RESOURCES INC CMN	21-Jan-09	7	709 2	355 55	353 65	Long-Term
WELLPOINT, INC CMN	1-Nov-11	77	5,281 46	2,993 19	2,288 27	Long-Term
MERCK & CO, INC CMN	28-Oct-08	37	1,297 02	1,397 57	-100 55	Long-Term
MERCK & CO, INC CMN	16-Dec-09	114	3,996 24	4,296 71	-300 48	Long-Term
BANK OF AMERICA CORP CMN	17-Dec-09	184	993 76	1,616 42	-622 68	Long-Term
BANK OF AMERICA CORP CMN	1-May-09	577	3,116 32	6,307 19	-3,190 88	Long-Term
BANK OF AMERICA CORP CMN	13-Apr-09	714	3,708 06	6,272 42	-2,564 36	Long-Term
BANK OF AMERICA CORP CMN	7-Dec-09	216	1,139 30	3,441 70	-2,302 40	Long-Term
BANK OF AMERICA CORP CMN	1-May-09	36	186 96	520 14	-333 18	Long-Term
BANK OF AMERICA CORP CMN	8-May-09	139	733 18	2,008 30	-1,275 14	Long-Term
BANK OF AMERICA CORP CMN	2-Jun-09	464	2,447 39	5,323 66	-2,876 27	Long-Term
BANK OF AMERICA CORP CMN	7-Dec-09	62	341 78	987 89	-646 11	Long-Term
JOHNSON CONTROLS INC CMN	9-Feb-10	26	1,034 53	903 27	131 26	Long-Term
FORD MOTOR COMPANY CMN	8-May-09	45	1,309 64	914 27	395 37	Long-Term
FORD MOTOR COMPANY CMN	26-Mar-10	818	8,387 00	11,386 36	-2,999 36	Long-Term
ADOBE SYSTEMS INC CMN	21-Apr-10	312	3,198 96	4,399 17	-1,200 21	Long-Term
ADOBE SYSTEMS INC CMN	28-Oct-10	138	3,909 97	3,874 73	35 24	Long-Term
JOHNSON CONTROLS INC CMN	29-Oct-10	61	1,728 32	1,717 68	10 64	Long-Term
JOHNSON CONTROLS INC CMN	8-May-09	311	9,140 14	6,318 62	2,821 52	Long-Term
JOHNSON CONTROLS INC CMN	5-Aug-09	160	4,702 32	4,248 58	453 74	Long-Term
FRANKLIN RESOURCES INC CMN	21-Jan-09	93	8,843 42	4,915 73	3,927 69	Long-Term
FRANKLIN RESOURCES INC CMN	7-Jul-10	45	4,279 07	3,933 50	345 57	Long-Term
GENERAL MILLS INC CMN	9-Feb-10	170	6,859 79	5,906 02	953 78	Long-Term
GOOGLE INC CMN CLASS A	4-May-10	5	3,152 96	2,533 75	619 21	Long-Term
WELLPOINT, INC CMN	28-Oct-08	178	11,883 10	6,919 32	4,963 78	Long-Term
TOTAL			429,502 34	387,240 74	42,561 60	
TOTAL			739,672 00	695,482 43	44,189 57	

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PETER K. BARKER FOUNDATION
 CHARITABLE CONTRIBUTIONS
 FYE 12/31/2011
 EIN: 13-3198247

DATE	CHECK #	CONTRIBUTION/CITY, STATE	AMOUNT
3/21/2011	401	FRESH AND EASY NEIGHBORHOOD FOUNDATION EL SEGUNDO, CA	\$5,625.00
5/9/2011	404	BISHOP DIEGO GARCIA HIGH SCHOOL SANTA BARBARA, CA	\$15,000.00
5/6/2011	1281	PEBBLE BEACH FOUNDATION PEBBLE BEACH, FL	\$1,100.00
6/10/2011	406	LA SALLE HIGH SCHOOL PASADENA, CA	\$5,000.00
6/30/2011	407	CARMEL IDEAS FOUNDATION CARMEL, CA	\$5,000.00
7/3/2011	408	OUR LADY OF MT. CARMEL CHURCH SANTA BARBARA, CA	\$30,000.00
9/3/2011	409	CANCER CENTER OF SANTA BARBARA SANTA BARBARA, CA	\$10,000.00
9/28/2011	411	CLAREMONT MCKENNA COLLEGE CLAREMONT, CA	\$30,000.00
11/15/2011	410	OUR LADY OF MT. CARMEL CHURCH SANTA BARBARA, CA	\$30,000.00
11/16/2011	412	THE LAND TRUST FOR SANTA BARBARA COUNTY SANTA BARBARA, CA	\$5,000.00
11/16/2011	413	THE LOS ANGELES WORLD AFFAIRS COUNCIL LOS ANGELES, CA	\$1,000.00
12/5/2011	414	THE MUSIC CENTER OF LOS ANGELES COUNTY LOS ANGELES, CA	\$2,500.00
12/5/2011	416	CLAREMONT MCKENNA COLLEGE CLAREMONT, CA	\$17,000.00
TOTAL CONTRIBUTIONS PAID*			<u>\$157,225.00</u>

**ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE
 FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE
 CLASSIFIED UNDER SECTION 501 C (3) OF THE INTERNAL REVENUE
 CODE.*

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Statement Detail
BARKER FOUNDATION
Holdings

Period Ended December 31, 2011

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	12,749,136	6.8700	87,586.56	6.7300	85,801.69	1,784.88		6,973.78
						85,899.86		

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
US STOCKS								
GOLDMAN SACHS GROUP, INC (THE) CMN (GS)	1,350.00	90.4300	122,080.50		No Cost		1.5482	1,890.00
WALT DISNEY COMPANY (THE) CMN (DIS)	3,000.00	37.5000	112,500.00	22.2213	66,664.04	45,835.96	1.6000	1,800.00
			1,800.00					
TOTAL US STOCKS			234,580.50		66,664.04	45,835.96	1.5730	3,690.00
			1,800.00					

NON-US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
GS INTERNATIONAL SMALL CAP FUND								
GS INTERNATIONAL SMALL CAP FUND INSTITUTIONAL SHARES (GISIX)	14,808,067	13.3600	197,835.78	15.8788	235,134.91	(37,299.14)	2.3952	4,738.58
						55,250.58		

† This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
Not a Deposit. Not FDIC Insured. May Lose Value. (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit)
Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC

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Statement Detail

BARKER FOUNDATION
Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
MSCI EAFE INDEX FUND (SHARES)								
ISHARES TR-ISARES MSCI EAFE INDEX FUND ETF (EFA)	2,700.00	49.5300	133,731.00	74.6219	201,479.13	(67,748.13)	3.4529	4,617.54
TOTAL NON-US EQUITY								
			331,566.78		435,614.04	(105,047.27)	2.8218	9,356.12
TOTAL PUBLIC EQUITY								
			566,147.28			(59,211.31)	2.3044	13,046.12
TOTAL PORTFOLIO								
			653,734		589,080	(57,426.43)		20,100.69

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

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Statement Detail

BARKER FOUNDATION - DELAWARE
Holdings

Period Ended December 31, 2011

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ADOBE SYSTEMS INC CMN (ADBE)	1,112.00	28.2700	31,436.24	27.7018	30,804.42	631.82		
ALLERGAN INC CMN (AGN)	655.00	87.7400	57,469.70	42.3179	27,718.22	29,751.48	0.2279	131.00
APOLLO GROUP CLASS A COMMON STOCK (APOL)	950.00	53.8700	51,176.50	44.2380	42,026.12	9,150.38		
APPLE, INC CMN (AAPL)	211.00	405.0000	85,455.00	134.9721	28,479.11	56,975.89		
CATERPILLAR INC (DELAWARE) CMN (CAT)	224.00	90.6000	20,294.40	83.2732	18,653.20	1,641.20	2.0309	412.16
CME GROUP INC. CMN CLASS A (CME)	140.00	243.6700	34,113.80	340.4375	47,661.25	(13,547.45)	2.2982	784.00
CROWN CASTLE INTL CORP COMMON STOCK (CCI)	1,181.00	44.8000	52,908.80	28.7869	33,997.35	18,911.45		
EL PASO CORP CMN (EP)	1,035.00	26.5700	27,499.95	24.7753	25,642.41	1,857.54	0.1505	41.40
			10.35					
EOG RESOURCES INC CMN (EOG)	628.00	98.5100	61,864.28	105.6097	66,322.91	(4,458.63)	0.6497	401.92
EXPEDITORS INTL WASH INC CMN (EXPD)	610.00	40.9600	24,985.60	27.2494	16,622.16	8,363.44	1.2207	305.00
GOOGLE, INC CMN CLASS A (GOOG)	97.00	645.9000	62,652.30	447.4336	43,401.06	19,251.24		
INTERCONTINENTALEXCHANGE INC CMN (ICE)	346.00	120.5500	41,710.30	92.6613	32,060.82	9,649.48		
INTUIT INC CMN (INTU)	877.00	52.5900	46,121.43	23.9144	20,972.93	25,148.50	1.1409	526.20
LOWES COMPANIES INC CMN (LOW)	1,223.00	25.3800	31,039.74	21.3577	26,120.41	4,919.33	2.2065	684.88
MASTERCARD INCORPORATED CMN CLASS A (MA)	170.00	372.8200	63,379.40	199.1517	33,685.79	29,693.61	0.1609	102.00
NIKE CLASS-B CMN CLASS B (NKE)	369.00	96.3700	35,560.53	55.7210	20,561.04	14,999.49	1.4942	531.36
			132.84					
PERRIGO COMPANY CMN (PRGO)	246.00	97.3000	23,935.80	62.4300	15,357.78	8,578.02	0.3289	78.72
POLYCOM INC CMN (PLCM)	1,044.00	16.3000	17,017.20	14.3498	14,981.24	2,035.96		
PRICELINE COM INC CMN (PCLN)	89.00	467.7100	41,626.19	201.1705	17,904.17	23,722.02		

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Brokerage and securities services provided by Goldman Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Depo. Account offered by Goldman Sachs Bank USA Member FDIC

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Statement Detail
BARKER FOUNDATION - DELAWARE
Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
DELAWARE LARGE CAP GROWTH								
QUALCOMM INC CMN (QCOM)	1,086.00	54.7000	59,404.20	37.5506	40,779.92	18,624.28	1.5722	933.96
STAPLES, INC CMN (SPLS)	1,909.00	13.8900	26,516.01	19.1491	36,555.63	(10,039.62)	2.8798	763.60
			190.90					
TERADATA CORPORATION CMN (TDC)	560.00	48.5100	27,165.60	31.3934	17,580.32	9,585.28		
VERISIGN INC CMN (VRSN)	1,431.00	35.7200	51,115.32	28.3006	40,498.18	10,617.14		
VISA INC CMN CLASS A (V)	640.00	101.5300	64,979.20	66.9817	42,868.27	22,110.93	0.8867	563.20
WALGREEN CO CMN (WAG)	720.00	33.0600	23,803.20	43.0562	31,000.47	(7,197.27)	2.7223	648.00
CTRP COM INTERNATIONAL, LTD ADR CMN (CTRP)	665.00	23.4000	15,561.00	41.3506	27,498.15	(11,937.15)		
NOVO-NORDISK A/S ADR ADR CMN (NVO)	306.00	115.2600	35,269.56	52.5967	16,094.60	19,174.96	1.1781	415.52
SYNGENTA AG SPONSORED ADR CMN (SYT)	542.00	58.9400	31,945.48	44.3906	24,059.73	7,885.75		
TOTAL DELAWARE LARGE CAP GROWTH			1,164,613.42		858,514.35	306,099.07	1.1237	7,358.56

TOTAL PORTFOLIO	Market Value	Adjusted Cost / ^a Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
	1,140,000	839,908	306,099.07	7,358.56

^a Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for RMIS Portfolios and Alternative Investments are determined by inception to date contributions minus receipt to date distributions.

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Statement Detail
BARKER FOUNDATION - LCV CONC.
Holdings

Period Ended December 31, 2011

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
ADOBE SYSTEMS INC CMN (ADBE)	811.00	28.2700	22,926.97	29.7940	24,162.94	(1,235.97)		
AMERICAN ELECTRIC POWER INC CMN (AEP)	522.00	41.3100	21,563.82	33.0056	17,228.94	4,334.88	4.5510	981.36
AMERIPRISE FINANCIAL, INC CMN (AMP)	474.00	49.6400	23,529.36	57.2109	27,117.96	(3,588.60)	2.2562	530.88
AT&T INC CMN (T)	584.00	30.2400	17,055.36	29.6641	16,730.54	324.82	5.8201	992.64
BAKER HUGHES INC CMN (BHI)	292.00	48.6400	14,202.88	49.5381	14,465.12	(262.24)	1.2336	175.20
BOEING COMPANY CMN (BA)	426.00	73.3500	31,247.10	64.2598	27,374.68	3,872.42	2.3995	749.76
CBS CORPORATION CMN CLASS B (CBS)	585.00	27.1400	15,334.10	25.4091	14,356.15	977.95	1.4738	226.00
			56.50					
CELGENE CORPORATION CMN (CELG)	291.00	67.6000	19,671.60	57.4769	16,725.77	2,945.83		
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	530.00	62.0000	32,860.00	80.5599	42,696.76	(9,836.76)	1.0968	360.40
EMC CORPORATION MASS CMN (EMC)	1,173.00	21.5400	25,268.42	20.7762	24,370.50	895.92		
EVEREST RE GROUP LTD CMN (RE)	209.00	84.0900	17,574.81	85.0069	17,766.44	(191.63)	2.2833	401.28
EXXON MOBIL CORPORATION CMN (XOM)	480.00	84.7600	38,989.60	75.6631	34,805.04	4,184.56	2.2180	864.80
GENERAL ELECTRIC CO CMN (GE)	2,828.00	17.9100	50,649.48	17.0508	48,219.56	2,429.92	3.7968	1,923.04
			480.76					
GENERAL MILLS INC CMN (GIS)	471.00	40.4100	19,033.11	35.9256	16,920.94	2,112.17	3.0191	574.62
GOOGLE, INC CMN CLASS A (GOOG)	22.00	645.9000	14,209.80	535.4476	11,779.85	2,429.95		
HARTFORD FINANCIAL SVCS GROUP CMN (HIG)	919.00	16.2500	14,933.75	23.6656	21,748.72	(6,814.97)	2.4615	367.60
			91.90					
HONEYWELL INTL INC CMN (HON)	350.00	54.3500	19,022.50	34.6636	12,132.27	6,890.24	2.7415	521.50
JOHNSON CONTROLS INC CMN (JCI)	0.00	31.2500	0.00				2.3033	
			92.88					
JUNIPER NETWORKS, INC CMN (JNPR)	693.00	20.4100	14,144.13	20.7548	14,383.05	(238.92)		
LIBERTY GLOBAL INC CMN CLASS A (LBTYA)	412.00	41.0300	16,904.36	38.3214	15,788.40	1,115.96		

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BARKER FOUNDATION - LCV CONG.
Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)		Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY									
GSAM LARGE CAP VALUE (CONCENTRATED)									
LOWES COMPANIES INC CMN (LOW)	562.00	25.3800	14,263.56	25.5246	14,344.83	(81.27)	2.2065	314.72	
MERCK & CO , INC CMN (MRK)	770.00	37.7000	29,029.00	37.0310	28,513.90	515.10	4.4562	1,293.60	
			323.40						
MORGAN STANLEY CMN (MS)	1,063.00	15.1300	16,083.19	16.1195	17,135.03	(1,051.84)	1.3219	212.60	
MYLAN INC CMN (MYL)	443.00	21.4600	9,506.78	21.6560	9,593.60	(86.82)			
NVIDIA CORP CMN (NVDA)	1,041.00	13.8600	14,428.26	14.9088	15,520.01	(1,091.75)			
OCCIDENTAL PETROLEUM CORP CMN (OXY)	258.00	93.7000	24,174.60	93.0568	24,008.65	165.95	1.9637	474.72	
P G & E CORPORATION CMN (PCG)	525.00	41.2200	21,640.50	45.6535	23,968.11	(2,327.61)	4.4153	955.50	
			238.88						
PEPSICO INC CMN (PEP)	270.00	66.3500	17,914.50	63.6145	17,175.93	738.57	3.1047	556.20	
			139.05						
PFIZER INC CMN (PFE)	1,527.00	21.6400	33,044.28	19.2800	29,440.55	3,603.73	4.0665	1,343.76	
PPL CORPORATION CMN (PPL)	811.00	29.4200	23,859.62	26.5674	21,546.18	2,313.44	4.7587	1,135.40	
			349.30						
PRUDENTIAL FINANCIAL INC CMN (PRU)	545.00	50.1200	27,315.40	52.6148	28,675.04	(1,359.64)	2.8931	790.25	
SLM CORPORATION CMN (SLM)	1,418.00	13.4000	19,001.20	12.8910	18,279.44	721.76	2.9851	567.20	
SPRINT NEXTEL CORPORATION CMN (S)	6,300.00	2.3400	14,742.00	5.7106	35,976.89	(21,234.89)			
SUNTRUST BANKS INC \$1.00 PAR CMN (STI)	1,013.00	17.7000	17,930.10	28.2032	28,569.83	(10,639.73)	1.1299	202.60	
TEXAS INSTRUMENTS INC CMN (TXN)	489.00	29.1100	14,234.79	29.3323	14,343.50	(108.71)	2.3360	332.52	
THE TRAVELERS COMPANIES, INC CMN (TRV)	242.00	59.1700	14,319.14	56.9099	13,772.20	546.94	2.7717	396.88	
U S BANCORP CMN (USB)	744.00	27.0500	20,125.20	23.6126	17,567.75	2,557.46	1.8484	372.00	
			93.00						
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	283.00	50.6800	14,342.44	50.7806	14,370.91	(28.47)	1.2826	183.95	
WALT DISNEY COMPANY (THE) CMN (DIS)	815.00	37.5000	30,562.50	37.4348	30,509.35	53.15	1.6000	489.00	
			489.00						
THE HOME DEPOT, INC CMN (HD)	507.00	42.0400	21,314.28	41.6099	21,096.23	218.05	2.7593	588.12	

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Statement Detail

BARKEIR FOUNDATION - LCV CONG.
Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)									
US EQUITY	Quantity	Market Price	Market Value /		Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
			Accrued Income	Accrued Income					
GSAM LARGE CAP VALUE (CONCENTRATED)									
STARWOOD HOTELS & RESORTS CMIN (HOT)	301.00	47.9700	14,438.97	14,438.97	45,431.7	13,674.95	764.02	1.0423	150.50
LYONDELLBASELL INDUSTRIES N.V. CMIN CLASS A (LYB)	575.00	32.4900	18,681.75	18,681.75	29,750.0	17,106.25	1,575.50	3.0779	575.00
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	498.00	40.3600	20,099.28	20,099.28	51,398.2	25,596.28	(5,497.00)	1.9449	390.90
UNILEVER N.V. NY SHS (NEW) ADR CMIN (UN)	719.00	34.3700	24,712.03	24,712.03	30,568.8	21,979.68	2,732.35	3.0678	758.11
TOTAL GSAM LARGE CAP VALUE (CONCENTRATED)			911,098.68	911,098.68		927,754.88	(16,656.18)		20,763.74
TOTAL PORTFOLIO									
			Market Value	Market Value	Adjusted Cost / *	Original Cost	Unrealized Gain (Loss)		Estimated Annual Income
			901,883	901,883	901,538	901,538	(16,656.18)		20,763.74

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

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