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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

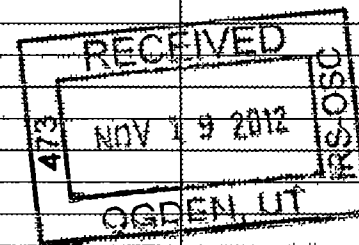
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

Name of foundation TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS, L.P.		A Employer identification number 26-6140904
Number and street (or P O box number if mail is not delivered to street address) 767 FIFTH AVENUE	Room/suite	B Telephone number (212) 256-8522
City or town, state, and ZIP code NEW YORK, NY 10153		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 type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 45,906,360.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		227,739.	227,739.		STATEMENT 1
4 Dividends and interest from securities		2.	2.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<2,786,997.>			
b Gross sales price for all assets on line 6a		26,349,781.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		5,983.	5,983.		STATEMENT 3
12 Total. Add lines 1 through 11		<2,553,273.>	233,724.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		7,000.	3,500.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		156,713.	123,788.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		163,713.	127,288.		0.
25 Contributions, gifts, grants paid		1,987,683.			1,987,683.
26 Total expenses and disbursements. Add lines 24 and 25		2,151,396.	127,288.		1,987,683.
27 Subtract line 26 from line 12		<4,704,669.>			
a Excess of revenue over expenses and disbursements			106,436.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



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LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2011)

6/18 22

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2011)

C/O TRB ADVISORS, L.P.

26-6140904

Page 2

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	9,705,975.	17,595,420.	17,595,420.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 7,783,764.			
	Less allowance for doubtful accounts ▶	732,745.	7,783,764.	7,783,764.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	712,391.	199,945.	198,590.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	38,862,917.	19,744,080.	20,328,586.
	16 Total assets (to be completed by all filers)	50,014,028.	45,323,209.	45,906,360.
	17 Accounts payable and accrued expenses	4,500.	4,500.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ TRADE PAYABLES)	0.	13,850.	
23 Total liabilities (add lines 17 through 22)	4,500.	18,350.		
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	50,009,528.	45,304,859.	
30 Total net assets or fund balances	50,009,528.	45,304,859.		
31 Total liabilities and net assets/fund balances	50,014,028.	45,323,209.		

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	50,009,528.
2 Enter amount from Part I, line 27a	2	<4,704,669.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	45,304,859.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,304,859.

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2011)

C/O TRB ADVISORS, L.P.

26-6140904 Page 3

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				
b SEE ATTACHED STATEMENTS				
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 26,349,781.		29,136,778.	<2,786,997.>	
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) FMV 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			<2,786,997.>	
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 <2,786,997.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,078,933.	42,712,930.	.048672
2009	4,179,764.	32,776,246.	.127524
2008	2,588,333.	45,706,870.	.056629
2007	0.	165,099.	.000000
2006			

2 Total of line 1, column (d)	2	.232825
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	.058206
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	48,666,962.
5 Multiply line 4 by line 3	5	2,832,709.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,064.
7 Add lines 5 and 6	7	2,833,773.
8 Enter qualifying distributions from Part XII, line 4	8	1,987,683.

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.

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2011)

C/O TRB ADVISORS, L.P.

26-6140904

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	2,129.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	2,129.
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	2,129.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,572.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	1,572.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 8	9	557.	
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
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Form 990-PF (2011)

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2011)

C/O TRB ADVISORS, L.P.

26-6140904

Page 5

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LENNY PARIS</u> Telephone no ► <u>(212) 256-8500</u> Located at ► <u>767 FIFTH AVENUE, NEW YORK, NY</u> ZIP+4 ► <u>10153</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY BARAKETT C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.
MICHELE BARAKETT C/O TRB ADVISORS, L.P., 767 FIFTH AVE NEW YORK, NY 10153	TRUSTEE 1.00	0.	0.	0.

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

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

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

0

Form 990-PF (2011)

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	502,197.
b	Average of monthly cash balances	1b	7,598,510.
c	Fair market value of all other assets	1c	41,307,376.
d	Total (add lines 1a, b, and c)	1d	49,408,083.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	49,408,083.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	741,121.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,666,962.
6	Minimum investment return. Enter 5% of line 5	6	2,433,348.

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	2,433,348.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,129.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,129.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,431,219.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,431,219.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,431,219.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,987,683.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,987,683.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,987,683.

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				2,431,219.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	239,282.			
d From 2009	2,541,218.			
e From 2010				
f Total of lines 3a through e	2,780,500.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,987,683.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,987,683.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	443,536.			443,536.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,336,964.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,336,964.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	2,336,964.			
d Excess from 2010				
e Excess from 2011				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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

TIMOTHY AND MICHELE BARAKETT FOUNDATION

Form 990-PF (2011)

C/O TRB ADVISORS, L.P.

26-6140904 Page 11

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALVIN AILEY DANCE FOUNDATION, INC. 405 WEST 55TH STREET NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	DONATION TO THE GENERAL FUND	9,532.
BOTTOMLESS CLOSET 15 PENN PLAZA NEW YORK, NY 10001	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO SUPPORT ORGANIZATION PROMOTING WOMEN IN PROFESSIONAL WORK ENVIRONMENTS	10,000.
CAREERS THROUGH CULINARY ARTS PROGRAM 250 WEST 57TH STREET NEW YORK, NY 10107	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL BENEFIT	9,250.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	EXEMPT ORGANIZATION	GENERAL DONATION	10,000.
HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	PLEDGE TO ATHLETIC DIRECTOR'S FUND	250,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,987,683.
b Approved for future payment				
NONE				
Total				3b 0.

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARISSA LOREA FUND 37 WILBUR ROAD LINCOLN, RI 02865	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION PROVIDING SCHOLARSHIP FUNDS TO ATHLETIC GIRLS IN NORTH PROVIDENCE, RI	5,000.
NEW YORK ACADEMY OF ART 111 FRANKLIN STREET NEW YORK, NY 10013	NONE	EXEMPT ORGANIZATION	DONATION TO BENEFIT AUCTION HOSTED AT SOTHEBY'S	23,200.
NEW YORK PRESBYTERIAN HOSPITAL 161 FORT WASHINGTON AVENUE NEW YORK, NY 10032	NONE	EXEMPT ORGANIZATION	DR. TED SCHWARTZ'S BRAIN TUMOR & EPILEPSY FUND	25,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	PAUL LECLERC ENDOWMENT FUND FOR RESEARCH COLLECTIONS	25,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	CENTENNIAL GALA	50,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AT 42ND STREET NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	SPRING BOOK FUND APPEAL	50,000.
ST. LUKE'S ROOSEVELT HOSPITAL 1000 TENTH AVENUE NEW YORK, NY 10019	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TOWARD HOSPITAL'S GENERAL CAMPAIGN, earmarked for DR. GEORGE TODD'S	100,000.
SUN VALLEY WRITER'S CONFERENCE P.O. BOX 957 KETCHUM, ID 83340	NONE	EXEMPT ORGANIZATION	DONATION TO THE ANNUAL SCHOLARSHIP PROGRAM FOR WRITERS AND READERS	17,617.
THE COUNCIL OF URBAN PROFESSIONALS 55 EXCHANGE PLACE NEW YORK, NY 10005	NONE	EXEMPT ORGANIZATION	DONATION TO ANNUAL BENEFIT	5,000.
THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE	EXEMPT ORGANIZATION	DONATION TO THE SCHOOL'S ANNUAL FUND CAMPAIGN	10,000.
Total from continuation sheets				1,698,901.

TIMOTHY AND MICHELE BARAKETT FOUNDATION
C/O TRB ADVISORS, L.P.

26-6140904

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE	EXEMPT ORGANIZATION	DONATION TO THE SCHOOL'S SPRING BENEFIT	24,630.
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE ANNUAL SUPPORT CAMPAIGN	9,750.
EXPLORE SCHOOLS 20 JAY ST, SUITE 504 NEW YORK, NY 11201	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION THAT SUPPORTS A NETWORK OF K-8 PUBLIC SCHOOLS IN UNDER-SERVED	25,000.
CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022	NONE	EXEMPT ORGANIZATION	MEMBERSHIP LEVEL DONATION TOWARD UPKEEP AND PRESERVATION OF CENTRAL PARK	5,000.
WILDLIFE RESCUE CENTER OF THE HAMPTONS 228 W MONTAUK HWY HAMPTON BAYS, NY 11946	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO PRESERVE AND PROTECT REGION'S NATURAL WILDLIFE	1,000.
NEW YORK CITY BALLET 20 LINCOLN CENTER NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE SPRING BENEFIT	10,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10023	NONE	EXEMPT ORGANIZATION	DONATION TO THE SUMMER CONCERT BENEFIT	49,200.
MIRACLE HOUSE 80 8TH AVE, #315 NEW YORK, NY 10011	NONE	EXEMPT ORGANIZATION	DONATION TO SUMMER BENEFIT	10,000.
MOUNT SINAI MEDICAL CENTER ONE GUSTAVE L. LEVY PLACE NEW YORK, NY 10029	NONE	EXEMPT ORGANIZATION	DONATION EARMARKED FOR THE DUBIN BREAST CENTER	50,000.
THE PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	NONE	EXEMPT ORGANIZATION	MEMBERSHIP LEVEL DONATION TO ORGANIZATION DEVELOPING AN ACCESSIBLE AND	8,029.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NYU CHILD STUDY CENTER 577 FIRST AVE NEW YORK, NY 10016	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ORGANIZATION PROVIDING TREATMENT OF CHILD PSYCHIATRIC DISORDERS	50,000.
LANCE ARMSTRONG FOUNDATION EVENTS 2201 E. SIXTH ST AUSTIN, TX 78702	NONE	EXEMPT ORGANIZATION	DONATION SUPPORTING EMPLOYEE IN BICYCLE RACE FOR THE LIVESTRONG FOUNDATION, WHICH AIMS TO EMPOWER	1,000.
NEW YORK PUBLIC LIBRARY FIFTH AVE & 42ND ST NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	LIBRARY LIONS BENEFIT	72,850.
THE CHILDREN'S AID SOCIETY 105 E 22ND ST NEW YORK, NY 10010	NONE	EXEMPT ORGANIZATION	DONATION MADE IN MEMORY OF DAVID F. STEIN	1,000.
WOUNDED WARRIOR PROJECT 4899 BELFORT RD, SUITE 300 JACKSONVILLE, FL 32256	NONE	EXEMPT ORGANIZATION	DONATION TO ORGANIZATION THAT AIMS TO HONOR AND EMPOWER WOUNDED WARRIORS	500.
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN ST BOSTON, MA 02138	NONE	EXEMPT ORGANIZATION	DONATION TO THE HBS DEAN'S FUND	5,000.
CHILDREN'S MUSEUM OF THE EAST END ON LONG ISLAND P.O. BOX 316 BRIDGEHAMPTON, NY 11932	NONE	EXEMPT ORGANIZATION	GENERAL DONATION	1,000.
HAMPTON LIBRARY P.O. BOX 3025 BRIDGEHAMPTON, NY 11932	NONE	EXEMPT ORGANIZATION	GENERAL DONATION TO ANNUAL APPEAL FUND	5,000.
HARVARD COLLEGE 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	NONE	EXEMPT ORGANIZATION	HOSTED REUNION DINNER, CREDIT TO 2011-2012 GIVING	4,125.
CITY HARVEST, INC. 575 8TH AVE, 4TH FLOOR NEW YORK, NY 10018	NONE	EXEMPT ORGANIZATION	DONATION TO THE GENERAL FUND	25,000.
Total from continuation sheets				

26-6140904

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

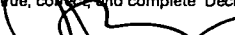
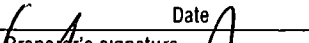
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee 		Date 11/8/12		Title TRUSTEE		
Paid Preparer Use Only	Print/Type preparer's name GERALD D. DESROCHES		Preparer's signature 		Date 11/8/12		
	Check <input type="checkbox"/> if self-employed					PTIN P01270263	
	Firm's name ▶ WTAS LLC					Firm's EIN ▶ 33-1197384	
Firm's address ▶ 1177 AVENUE OF THE AMERICAS, 18TH FLOOR NEW YORK, NY 10036					Phone no 646-213-5100		

NARRAGANSETT STRATEGIC OFFSHORE

FUND, LTD	2,000,000.	0.	0.
PERMIAN FUND, LTD	1,000,000.	0.	0.
REDWOOD OFFSHORE FUND	4,000,000.	4,000,000.	4,392,204.
RDG CAPITAL MANAGEMENT	4,000,000.	4,000,000.	4,173,731.
SERENDIV OFFSHORE FUND, LTD	4,000,000.	0.	0.
SOUNDPOST CAPITAL OFFSHORE, LTD	1,000,000.	0.	0.
TREMBLANT PARTNERS LTD SUBCLASS E	4,000,000.	4,000,000.	4,114,861.
ATALAYA SPECIAL OPPORTUNITIES			
FUND IV, LP	0.	1,586,369.	1,583,674.
DIKER VALUE-TECH QP FUND, LP	0.	882,021.	750,253.
DUMA ALPHA FUND LTD CLASS A	0.	0.	0.
DUMA LIQUID OPPORTUNITIES			
OFFSHORE FUND	0.	0.	0.
CENTAR LTD	0.	250,000.	250,000.
TO FORM 990-PF, PART II, LINE 15	38,862,917.	19,744,080.	20,328,586.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ST. LUKE'S ROOSEVELT HOSPITAL

GENERAL DONATION TOWARD HOSPITAL'S GENERAL CAMPAIGN, EARMARKED FOR DR.

GEORGE TODD'S DISCRETIONARY USE

NAME OF RECIPIENT - EXPLORE SCHOOLS

GENERAL DONATION TO ORGANIZATION THAT SUPPORTS A NETWORK OF K-8 PUBLIC

SCHOOLS IN UNDER-SERVED COMMUNITIES

NAME OF RECIPIENT - THE PUBLIC THEATER

MEMBERSHIP LEVEL DONATION TO ORGANIZATION DEVELOPING AN ACCESSIBLE AND

RELEVANT AMERICAN THEATER TO ALL VIA SHAKESPEARE AND NEW WORK

NAME OF RECIPIENT - LANCE ARMOSTRONG FOUNDATION EVENTS

DONATION SUPPORTING EMPLOYEE IN BICYCLE RACE FOR THE LIVESTRONG

FOUNDATION, WHICH AIMS TO EMPOWER THE CANCER COMMUNITY TO ADDRESS THE

UNMET NEEDS OF CANCER SURVIVORS

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 500,000 SHARES BARC 98% PPN BRIC BASKET 7/8/11	P	07/02/09	07/08/11
b FROM K-1: DIKER VALUE-TECH QP FUND LP	P	VARIOUS	VARIOUS
c FROM K-1: DIKER VALUE-TECH QP FUND LP	P	VARIOUS	VARIOUS
d FUND REDEMPTION, BEACON LIGHT OFFSHORE FUND LTD	P	VARIOUS	VARIOUS
e FUND REDEMPTION, NARRAGANSETT STRATEGIC OFFSHORE	P	VARIOUS	VARIOUS
f FUND REDEMPTION, PERMIAN FUND LTD	P	VARIOUS	VARIOUS
g FUND REDEMPTION, DUMA ALPHA FUND LTD CLASS A	P	VARIOUS	VARIOUS
h FUND REDEMPTION, DUMA LIQUID OPPORTUNITIES OFFSHO	P	VARIOUS	VARIOUS
i FUND REDEMPTION, SOUNDPOST CAPITAL OFFSHORE LTD	P	VARIOUS	VARIOUS
j FUND REDEMPTION, ATWATER CAPITAL OFFSHORE LTD	P	VARIOUS	VARIOUS
k FROM K-1: ATALAYA SPECIAL OPPORTUNITIES FUND III	P	VARIOUS	VARIOUS
l FROM K-1: ATALAYA SPECIAL OPPORTUNITIES FUND III	P	VARIOUS	VARIOUS
m FUND REDEMPTION, CALEDONIAN/FORCE CAPITAL	P	VARIOUS	VARIOUS
n FUND REDEMPTION, INDIAN CREEK	P	VARIOUS	VARIOUS
o FUND REDEMPTION, SERENDIV	P	VARIOUS	VARIOUS

(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 592,952.		525,785.	67,167.
b 68,677.			68,677.
c		175,514.	<175,514.>
d 3,544,532.		3,634,954.	<90,422.>
e 2,056,808.		2,000,000.	56,808.
f 1,226,763.		1,000,000.	226,763.
g 4,138,094.		5,000,000.	<861,906.>
h 871,778.		1,000,000.	<128,222.>
i 745,523.		1,000,000.	<254,477.>
j 3,810,201.		3,800,525.	9,676.
k 143,494.			143,494.
l 10,304.			10,304.
m 3,687,699.		4,000,000.	<312,301.>
n 1,859,458.		3,000,000.	<1,140,542.>
o 3,593,498.		4,000,000.	<406,502.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			67,167.
b			68,677.
c			<175,514.>
d			<90,422.>
e			56,808.
f			226,763.
g			<861,906.>
h			<128,222.>
i			<254,477.>
j			9,676.
k			143,494.
l			10,304.
m			<312,301.>
n			<1,140,542.>
o			<406,502.>

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	<2,786,997.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRETION FROM BONDS PURCHASED AT A DISCOUNT	6,821.
INTEREST INCOME	220,918.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	227,739.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	2.	0.	2.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN EXCHANGE GAIN	216.	216.	
ATALAYA SPECIAL OPPORTUNITIES FUND III LP - OTHER PORTFOLIO INCOME	3.	3.	
ATALAYA SPECIAL OPPORTUNITIES FUND III LP - OTHER PORTFOLIO INCOME	5,764.	5,764.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,983.	5,983.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,000.	3,500.		0.
TO FORM 990-PF, PG 1, LN 16B	7,000.	3,500.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NY STATE FILING FEE	1,500.	0.			0.
FEDERAL TAXES PAID WITH 2010 EXTENSION IN 2011	2,500.	0.			0.
BANK FEES	15.	15.			0.
NON-DEDUCTIBLE TICKETS	8,159.	0.			0.
INVESTMENT INTEREST EXPENSE	4,735.	4,735.			0.
LEGAL FEES	945.	0.			0.
FORS FEES	18,000.	9,000.			0.
PROFESSIONAL FEES	110,038.	110,038.			0.
NON-DEDUCTIBLE CHARITABLE DISBURSEMENTS	8,559.	0.			0.
NON-DEDUCTIBLE EXPENSES	2,262.	0.			0.
TO FORM 990-PF, PG 1, LN 23	156,713.	123,788.			0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME	COST	199,945.	198,590.	
STRUCTURED INVESTMENTS	COST	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 13		199,945.	198,590.	

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ATALAYA SPECIAL OPPORTUNITIES FUND III, LP	1,650,000.	2,493,422.	2,711,177.	
ATWATER CAPITAL OFFSHORE, LTD	3,800,525.	0.	0.	
BEACON LIGHT OFFSHORE FUND, LTD	3,634,954.	0.	0.	
CALEDONIAN/FORCE CAPITAL LTD	4,000,000.	0.	0.	
CRISPIN CAPITAL PARTNERS OFFSHORE, LTD	2,000,000.	2,000,000.	2,005,605.	
DRYDEN CAPITAL, LTD	777,438.	532,268.	347,081.	
INDIAN CREEK INVESTMENTS LTD. - CLASS A	3,000,000.	0.	0.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 11

NAME OF MANAGER

TIMOTHY BARAKETT
MICHELE BARAKETT

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS, L.P.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 26-6140904
	Number, street, and room or suite no. If a P.O. box, see instructions. 767 FIFTH AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10153	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

LENNY PARIS

- The books are in the care of ► **767 FIFTH AVENUE - NEW YORK, NY 10153**

Telephone No. ► **(212) 256-8500**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	462.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,572.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions TIMOTHY AND MICHELE BARAKETT FOUNDATION C/O TRB ADVISORS, L.P.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 26-6140904
	Number, street, and room or suite no. If a P.O. box, see instructions. 767 FIFTH AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10153	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

LENNY PARIS

- The books are in the care of **767 FIFTH AVENUE - NEW YORK, NY 10153**

Telephone No. **(212) 256-8500**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO COMPILE ALL NECESSARY INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,572.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,572.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title **TRUSTEE**

Date ☐

Form 8868 (Rev. 1-2012)